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Table of Contents Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 10-K (Mark One) â˜’ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the fiscal year ended June 30, 2024 or â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from to Commission file number 001-33301 ACCURAY INCORPORATED (Exact name of registrant as specified in its charter) Â delaware Â 20-8370041 (State or Other Jurisdiction ofIncorporation or organization) Â (I.R.S. EmployerIdentification No.) Â 1240 Deming Way Madison, Wisconsin 53717 (Address of Principal Executive Offices) (Zip Code) Registrantsâ€™ telephone number, including area code: (608) 824-2800 Securities registered pursuant to section 12(b) of the Act: Â Title of Each Class Â Trading Symbol(s) Â Name of Each Exchange on Which Registered Common Stock, $0.001 par value per share Â ARAY Â The Nasdaq Stock Market LLC Â Securities registered pursuant to section 12(g) of the Act: None Indicate by check mark if the registrant is a wellâ€'known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes â˜ No â˜’ Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes â˜ No â˜’ Indicate 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 Sâ€'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 nonâ€'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 companyâ€ and â€œemerging growth companyâ€ in Rule 12bâ€'2 of the Exchange Act. Large accelerated filer â˜ Accelerated filer â˜’ Non-accelerated filer â˜ Smaller reporting company â˜ Â Â Emerging growth company â˜ Â If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜ Indicate by check mark whether the registrant has filed a report on and attestation to its managementâ€™s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. â˜’ If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. â˜ Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrantâ€™s executive officers during the relevant recovery period pursuant to Â§240.10D-1(b). â˜ Indicate by check mark whether the registrant is a shell company (as defined in Rule 12bâ€'2 of the Exchange Act). Yes â˜ No â˜’ The aggregate market value of the registrantâ€™s common stock held by nonâ€'affiliates of the registrant based on the last sale price for such stock on December 29, 2023, the last business day of the registrantâ€™s most recently completed second fiscal quarter was: $194,140,524. Shares of the registrantâ€™s common stock held by each executive officer, director and 5% stockholder have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes. As of August 31, 2024, the number of outstanding shares of the registrantâ€™s common stock, $0.001 par value, was 100,267,900. Â DOCUMENTS INCORPORATED BY REFERENCEÂ Table of ContentsÂ Portions of the Proxy Statement for the Registrantâ€™s 2024 Annual Meeting of stockholders to be filed within 120 days of our fiscal year end (the â€œ2024 Proxy Statementâ€) are incorporated by reference in Part III of this Form 10â€'K. Â Table of Contents Â ACCURAY INCORPORATED YEAR ENDED June 30, 2024 FORM 10â€'K ANNUAL REPORT TABLE OF CONTENTS Â Â Â Â Â Page No. Â Â PART I Â Â Item 1. Â Business Â 4 Item 1A. Â Risk Factors Â 26 Item 1B. Â Unresolved Staff Comments Â 64 Item 1C. Â Cybersecurity Â 64 Item 2. Â Properties Â 66 Item 3. Â Legal Proceedings Â 66 Item 4. Â Mine Safety Disclosures Â 66 Â Â PART II Â Â Item 5. Â Market for Registrantâ€™s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities Â 67 Item 6. Â [RESERVED] Â 68 Item 7. Â Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations Â 68 Item 7A. Â Quantitative and Qualitative Disclosure About Market Risk Â 79 Item 8. Â Financial Statements and Supplementary Data Â 81 Item 9. Â Changes in and Disagreements with Accountants on Accounting and Financial Disclosure Â 123 Item 9A. Â Controls and Procedures Â 123 Item 9B. Â Other Information Â 124 Item 9C. Â Disclosure Regarding Foreign Jurisdictions that Prevent Inspections Â 124 Â Â PART III Â Â Item 10. Â Directors, Executive Officers and Corporate Governance Â 127 Item 11. Â Executive Compensation Â 127 Item 12. Â Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters Â 127 Item 13. Â Certain Relationships and Related Transactions, and Director Independence Â 127 Item 14. Â Principal Accountant Fees and Services Â 127 Â Â PART IV Â Â Item 15. Â Exhibits and Financial Statement Schedules Â 128 Item 16. Â Form 10-K Summary Â 131 Â Â Signatures Â 132 Â We own or have rights to various trademarks and tradenames used in our business in the United States or other countries, including the following: Accuray®, Accuray Logo®, CyberKnife®, Hiâ€'ArtÂ®, RoboCouchÂ®, SynchronyÂ®, TomoTherapyÂ®, XsightÂ®, Accuray PrecisionÂ®, AutoSegmentationâ„¢, CTrueâ„¢, Hâ„¢ Series, iDMSÂ®, InCiseâ„¢, Irisâ„¢, CyberKnife M6â„¢ Series, Accuray OIS Connectâ„¢, PreciseARTÂ®, PreciseRTXÂ®, Treatment Planning Systemâ„¢, TomoDirectâ„¢, TomoEDGEâ„¢, TomoHÂ®, TomoHDÂ®, TomoHDAâ„¢, TomoHelicalâ„¢, TomoTherapy Quality Assuranceâ„¢, RadixactÂ®, Onrad â„¢, S7â„¢, Accuray Helixâ„¢, CyberCommâ„¢, AEXÂ®, ClearRTÂ® , XChangeÂ®, and VoLOâ„¢. 2 Table of Contents Â SPECIAL NOTE REGARDING FORWARDâ€'LOOKING STATEMENTS This Annual Report on Form 10â€'K includes forwardâ€'looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including, but not limited to, statements regarding expectations and beliefs regarding the effect of macroeconomic conditions, inflation and the upcoming U.S. presidential election on our operations and financial results as well as the markets and industry in general; future revenues and expenses, including our expectations regarding timing of recognition of revenue from performance obligations and our expectations regarding the impact of supply chain issues; our sales, distribution and marketing efforts; reimbursement rates and its effects on our business; regulatory requirements, including our compliance with applicable regulations; future orders and expectations regarding our book-to-bill ratio; the radiation therapy market; expectations regarding the economic impact of cancer; our strategy; our products and offerings, including their capabilities and benefits and anticipated benefits to patients and physicians; the factors that contribute to the long-term success of our products; our suppliers and manufacturing facilities; our intellectual property rights; the expected impact of changes in laws and regulations, including regulatory and tax laws; our expectations regarding litigation matters; our expectations regarding future capital requirements; our expectations regarding our liquidity and capital resources; our earnings or other financial results; our expectations regarding new products and features; our expectations regarding our joint venture with CNNC High Energy Equipment (Tianjin) Co., Ltd (the â€œJVâ€); our expectations regarding our debt, including our outstanding convertible notes and credit facility; our expectations regarding the effects of foreign currency fluctuations; and other statements using words such as â€œanticipates,â€ â€œbelieves,â€ â€œcan,â€ â€œcould,â€ â€œestimates,â€ â€œexpects,â€ â€œforecasts,â€ â€œintends,â€ â€œmay,â€ â€œplans,â€ â€œprojects,â€ â€œseek,â€ â€œshould,â€ â€œwillâ€ and â€œwould,â€ and words of similar import and the negatives thereof. Accuray Incorporated (â€œwe,â€ â€œour,â€ or the â€œCompanyâ€) has based these forwardâ€'looking statements largely on our current expectations and projections about future events and financial trends affecting the financial condition of our business. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Forwardâ€'looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved. Factors that could contribute to such differences include, but are not limited to, those discussed under â€œRisk Factorsâ€ in Part I, Item 1A of this report. These forwardâ€'looking statements speak only as of the date of this Annual Report on Form 10â€'K and are subject to business and economic risks. We undertake no obligation to update or revise any forwardâ€'looking statements to reflect any event or circumstance that arises after the date of this report except as required by applicable law. 3 Table of Contents Â PART I Item 1. BUSINESS The Company Accuray Incorporated is a radiation therapy company that develops, manufactures, sells and supports market-changing solutions that are designed to deliver radiation treatments for even the most complex cases, while making commonly treatable cases even more straightforward, to meet the full spectrum of patient needs. We believe in comparison to conventional linear accelerators, our treatment delivery, planning, and data management solutions provide better accuracy, flexibility, and control; fewer treatments with shorter treatment times; and the technology to expand beyond cancer, making it easier for clinical teams around the world to provide treatments that help patients get back to living their lives, faster. Our solutions are designed to advance patient care: during each individual treatment, throughout the treatment process, and at each stage of the cancer treatment journey, from curative to palliative treatments. Our solutions include: â€¢Novel artificial intelligence driven radiation therapy systems that automatically adapt treatment delivery for targets that move, synchronizing the radiation beam with the targetâ€™s motion in real-time throughout treatment delivery. â€¢Powerful treatment planning software that reduces the time to create high quality treatment plans and the time it takes to deliver patient treatments as compared to the prior planning software, so clinicians can treat more patients each day. â€¢One-of-a-kind imaging solution designed to produce exceptional diagnostic-like quality CT images, quickly and cost-effectively. â€¢Automated tools that help to identify the interfraction changes for which re-planning is clinically beneficial and facilitate adaptation of the radiation dose to precisely conform to the patientâ€™s tumor. â€¢Distinctive software that accelerates and automates the re-planning process to make re-treatment of a previously irradiated area more efficient for practices and more effective for patients. â€¢Advanced architecture that accommodates third party surface guidance interfaces that can enable deep inspiration breath hold (â€œDIBHâ€) for highly accurate and precise breast treatments. Our innovative technologies, the CyberKnifeÂ® and TomoTherapyÂ® platforms, including the RadixactÂ® System, our next generation TomoTherapy platform, are designed to deliver advanced treatments, including stereotactic radiosurgery (â€œSRSâ€), stereotactic body radiation therapy (â€œSBRTâ€), intensity modulated radiation therapy (â€œIMRTâ€), image-guided radiation therapy (â€œIGRTâ€), and adaptive radiation therapy (â€œARTâ€). The CyberKnife and TomoTherapy platforms have complementary clinical applications with the same goal: to empower our customers

to deliver the most precise and accurate treatments while still minimizing dose to healthy tissue, helping to reduce the risk of side effects that may impact patientsâ€™ quality of life. Each of these systems serve patient populations treated by the same medical specialty, radiation oncology, with advanced capabilities. The CyberKnife platform is also used by neurosurgeons specializing in radiosurgery to treat patients with tumors in the brain and spine, and neurologic and/or endocrine disorders. In addition to these products, we also provide services, which include post-contract customer support (warranty period services and post-warranty services), installation services, training, and other professional services. We were incorporated in California in 1990 and commenced operations in 1992. We reincorporated in Delaware in 2007. Our principal offices in the United States are located in Madison, Wisconsin and Santa Clara, California. Our Strategy Our goal is to develop equipment and technology that enable physicians to deliver precise and accurate, customized, leadingâ€‘edge treatments that help patients with cancerous or benign tumors, or neurologic or endocrine disorders, get back to living their lives, faster. We endeavor to achieve this goal by expanding the clinical options for healthcare providers, helping them offer the best radiation treatment for each patient and by providing patients with treatment tailored to their specific needs. Our vision is to expand the curative power of radiation therapy to improve as many lives as possible. We believe our 4 Table of Contents Â current technologies and our future innovations can help to achieve this. Some of the key elements of our strategy include the following: Increase physician adoption and patient awareness to drive utilization. We are continually working to increase adoption and awareness of our systems and demonstrate their advantages over other treatment methods, including more conventional approaches. We hold and sponsor symposia and educational meetings and support clinical studies to demonstrate the clinical benefits of our systems. We regularly meet with clinicians to educate them on the expanded versatility that our systems offer in comparison to more traditional radiation therapy products or surgery. We are continuously expanding our digital and social presence to reach and educate a broader audience of physicians and patients. To support awareness of all our product offerings, we assist our customers with increasing patient awareness in their communities by providing them with tools to develop marketing and educational campaigns. Continue to expand the radiosurgery market. The CyberKnife System is a robotic radiosurgery system capable of treating tumors throughout the body. There is an extensive body of published literature supporting the use of the CyberKnife System in the treatment of various targets, including cancers, benign tumors, or functional diseases. Radiosurgery is a commonly used procedure among neurosurgeons, specializing in radiosurgery, who require the high level of precision found with surgery, yet want to offer their brain tumor patients a non-invasive option. With more than 30 years of clinical evidence, the CyberKnife System offers distinct advantages in the treatment of diseases in the head, base of the skull, and spine. These areas of the body require extremely accurate treatment because of the proximity of the tumors to critical radiosensitive structures that may impact a personâ€™s ability to perform basic functions and to think, see, hear, walk and breathe. Continue to innovate through clinical development and collaboration. The clinical success of our products is largely the result of the collaborative partnerships we have developed over the last decade with clinicians, researchers and patients. We proactively seek out and rely on constructive feedback from system users to learn what is needed to enhance the technology. As a result of this collaborative process, we continually refine and upgrade our systems, thereby improving our competitive position in the radiation therapy and radiosurgery markets. Upgrades to our systems are designed to address customer needs in the areas of improving the ease of use and accuracy of treatment, decreasing treatment times, and improving utilization for specific types of tumors. Expand sales in international markets. We intend to continue to increase our sales and distribution capabilities outside of the United States to take advantage of the large international opportunity for our products. Outside of the United States, we currently have regional offices in Morges, Switzerland, Hong Kong, China, Shanghai, China and Tokyo, Japan and direct sales staff in most countries in Western Europe, Japan, India and Canada, combined with distributors in Europe, Russia, the Middle East, Africa, the Asia Pacific region, and Latin America. Many of these countries however, are not highly developed at this time and therefore, sales opportunities may be limited. We intend to increase our international revenue by focused additions of direct sales personnel in targeted areas to further penetrate our most promising international markets, and additional distributors, strategic partnerships, or joint ventures where opportune. Strategic partnerships and joint ventures. We intend to pursue strategic partnerships and joint ventures we believe will allow us to complement our growth strategy, increase sales in our current markets and expand into adjacent markets, broaden our technology and intellectual property, and strengthen our relationships with our customers. â€¢In fiscal 2016, we signed an agreement with RaySearch Laboratories AB, which led to the integration of treatment planning support for the TomoTherapy, Radixact and CyberKnife Systems in the RayStation Treatment Planning System (â€œTPSâ€) as well as interface to the RayCare Oncology Information System (â€œOISâ€). In fiscal 2017, we signed an agreement with Photo Diagnostic Systems, Incorporated to enhance image quality of our TomoTherapy System through an enhanced image reconstruction software. â€¢In fiscal 2019, our wholly-owned subsidiary, Accuray Asia Limited (â€œAccuray Asiaâ€), entered into an agreement with CNNC High Energy Equipment (Tianjin) Co., Ltd. (the â€œCIRC Subsidiaryâ€), a wholly-owned subsidiary of China Isotope & Radiation Corporation, to form a joint venture, CNNC Accuray (TianJin) Medical Technology Co. Ltd. (the â€œJVâ€), to manufacture and sell radiation oncology systems in China. â€¢In fiscal 2021, we announced a collaboration with Brainlab to enhance and expand the CyberKnife platformâ€™s capabilities for the neuro-radiosurgery market. In fiscal 2022, we signed an agreement with C-RAD to provide customers with a solution for deep inspiration breath hold (â€œDIBHâ€) using the C-RAD Catalyst+ HD and 5 Table of Contents Â Radixact System and with Limbus AI (now Radformation) to augment our adaptive radiotherapy capabilities by leveraging Limbusâ€™ artificial intelligence (â€œAIâ€)-driven autocontouring algorithms. â€¢In fiscal 2023, we announced a global, commercial partnership with GE Healthcare, intended to enable both companies to advance personalized cancer care and offer solutions throughout the care pathway from precision diagnostics, precision treatment planning and delivery to precision monitoring post-treatment. â€¢In fiscal 2024, we announced a collaboration agreement with Oncopole Claudius Regaud (IUCT-Oncopole) in France, and Airbus SAS, a leader in the aerospace industry, to develop an artificial intelligence driven solution for predicting radiotherapy system performance. We also announced an agreement with TrueNorth Medical Physics LLC to provide radiation oncology departments with third-party support services that are complementary and supplementary to those already supplied by Accuray. Our Products From oncology to radiosurgery and beyond, our solutions enable clinicians to deliver shorter, more personalized, and more effective treatments. Our suite of radiation delivery devices includes the CyberKnife System and our next generation TomoTherapy platform, the Radixact System. In addition, our portfolio includes comprehensive software solutions to enable and enhance the precise and efficient radiotherapy treatments with our advanced delivery systems. The CyberKnife Platform The CyberKnife platform is the only robotic, full-body SRS and SBRT delivery device on the market. The latest generation is the CyberKnife S7 System, which combines speed, advanced precision, and real-time AI-driven motion tracking and synchronized treatment delivery for all SRS and SBRT treatments, in as little as 15 minutes. The platform is designed to treat cancerous and benign tumors throughout the body, as well as neurologic and endocrine disorders. The use of SRS and SBRT with the CyberKnife platform to treat tumors throughout the body has grown significantly in recent years. SRS and SBRT are performed on an outpatient basis in a limited number of treatment sessions - typically 1-5 fractions. They enable the treatment of patients who might not otherwise be treated with radiation, who may not be good candidates for surgery, or who desire a non-surgical treatment option. The CyberKnife S7 System is available for sale in most major markets globally. The system includes disease-specific tracking and treatment delivery solutions for brain, spine, lung and prostate tumors, improvements in treatment speed as compared to earlier systems, more options to configure the treatment room, and expanded number of nodes leading to more coverage and minimizing the dose to healthy tissue. The CyberKnife S7 System has the option of fixed collimators plus the Iris Variable Aperture Collimator and/or InCise multi-leaf collimators (â€œMLCâ€). With the addition of the InCise MLC, the CyberKnife S7 System is designed to enable the treatment of larger tumors that were previously thought untreatable with radiosurgery and SBRT. The InCise MLC and IMRT planning tools are designed to enable expansion of indications that can be treated with a CyberKnife platform to include many IMRT indications. Using our SynchronyÂ® real-time target tracking with dynamic delivery technology and computer controlled robotic mobility, the CyberKnife platform is designed to deliver radiation from a wide array of beam angles and autonomously track, detect and correct for even the slightest tumor and patient movement in realâ€‘time throughout the entire treatment. This design is intended to enable the CyberKnife platform to deliver highâ€‘dose radiation with sub-millimeter precision and accuracy, which minimizes damage to surrounding healthy tissue and eliminates the need for invasive head or body immobilization frames. The Accuray PrecisionÂ® TPS with the VOLO Optimizer software on the CyberKnife S7 System enables customers to significantly improve operational efficiency by reducing both the time to create high quality treatment plans and the time it takes to deliver patient treatments. The next-generation TPS with the VOLO Optimizer facilitates the development of clinically optimal treatment plans up to an estimated 90 percent faster than before and the delivery of the treatment up to an estimated 50 percent faster than before the availability of this software. We believe the CyberKnife platform offers clinicians and patients the following benefits over other vendorsâ€™ radiation therapy systems in the market: 6 Table of Contents Â The only truly robotic system in the market. The CyberKnife platform features a compact linear accelerator mounted on a highly maneuverable robotic arm that moves around the resting patient while delivering isocentric or non-isocentric, non-coplanar treatment radiation beams from potentially thousands of unique angles, tailoring radiation delivery to minimize the dose to healthy tissue, while maintaining sub-millimeter accuracy and precision even for targets that move during treatment. We believe the CyberKnife platform is the clinical solution to choose when accuracy, flexibility, speed, and patient comfort are essential. Treatment of inoperable or surgically complex tumors. The CyberKnife platform may be used to target tumors that cannot be easily treated with traditional surgical techniques because of their location, number, size, shape or proximity to vital tissues or organs, or because of the age or health of the patient. The CyberKnife platformâ€™s intelligent robotics enable the precise targeting of a tumor, while at the same time minimizing damage to surrounding healthy tissue. Treatment of tumors throughout the body. The CyberKnife platform has been cleared by the Food and Drug Administration (â€œFDAâ€) to provide treatment planning and imageâ€‘guided radiation treatment for tumors anywhere in the body where radiation treatment is indicated. By comparison, traditional frameâ€‘based radiosurgery systems are generally limited to treating brain tumors with some using cobalt 60 radioactive material, which decays over time and is difficult and expensive to replace. The CyberKnife platform is being used for the treatment of primary and metastatic tumors outside the brain, including tumors on or near the spine and in the breast, kidney, liver, lung, pancreas and prostate, in addition to tumors in the brain, with the same subâ€‘millimeter accuracy in every disease site. Realâ€‘time tracking of tumor movement. The CyberKnife platform is designed to accommodate all forms of patient and tumor motion, even while the treatment is being delivered. With the Accuray-exclusive Synchrony AI-driven tumor tracking with dynamic delivery technology, the CyberKnife platform enables smaller treatment margins around the tumor, minimizing the amount of healthy tissue exposed to high-dose radiation. Significant patient benefits. The CyberKnife platform is designed to maximize patient comfort. Patients may be treated with the CyberKnife platform on an outpatient basis without anesthesia and without the risks and complications inherent in traditional surgery. Patients do not require substantial pretreatment preparation, and typically there is little to no recovery time or hospital stay associated with CyberKnife platformâ€™s treatments. In addition, the CyberKnife platform eliminates the need for an invasive rigid frame to be screwed into the patientâ€™s skull or affixed to other parts of the body, or gating instruments. Additional revenue generation through increased patient volumes. We believe clinical use of the CyberKnife platform allows our customers to effectively treat patients where extreme precision and ability to account for motion are important, and patients who otherwise would not have been treated with radiation or who may not have been good candidates for surgery. Upgradeable modular design. The CyberKnife platform has a modular design that facilitates the implementation of upgrades that often do not require our customers to purchase an entirely new system to gain the benefits of new features. We continue to work to develop and offer new clinical capabilities enhancing ease of use, reducing treatment times, improving accuracy and improving patient access. The main components and options of the CyberKnife platform include: compact Xâ€‘band linear accelerator; robotic manipulator arm, realâ€‘time imageâ€‘guidance system with continuous target tracking and correction. Key features of the main components include: Compact X-band linear accelerator. The CyberKnife S7 System utilizes a compact X-band linear accelerator (linac) mounted on a robotic manipulator arm. The side-coupled-cavity radiofrequency standing wave linac is fitted with a triode electron gun, demountable target, and demountable radiofrequency window. Robotic manipulator arm. The robotic manipulator arm, with sixâ€‘degreesâ€‘ofâ€‘freedom range of movement, is designed to move around the patient to position the linac and direct the radiation with an extremely high level of precision and repeatability. The manipulator arm provides what we believe to be a unique method of positioning the linac to deliver doses of radiation from nearly any direction and position, without the limitations inherent in gantryâ€‘based systems, creating a nonâ€‘isocentric composite dose pattern with a high level of conformance to the shape of each treated tumor. This flexibility 7 Table of Contents Â enhances the ability to diversify beam trajectories and beam entrance and exit points, helping to minimize risks of radiation damage to healthy cells near the tumor. Furthermore, the rapid response time of the manipulator arm allows tracking of tumors that are prone to movement. Realâ€‘time imageâ€‘guidance system with continuous target tracking and correction. Without the need for clinician intervention or treatment interruption, Synchrony is designed to enable continuous monitoring and correction for patient and tumor movements throughout each treatment as it is being delivered. Our patented image guidance technology correlates low dose, real time treatment X-rays with images previously taken with a CT scan of the tumor and surrounding tissue to direct each beam of radiation with increased precision versus treatments without this real time feedback. This, in turn, enables delivery of a highly conformal, non-isocentric dose of radiation to the tumor, minimizing radiation delivered to surrounding healthy tissue. Synchrony is the only technology that uses artificial intelligence, through image guidance, to automatically adapt and synchronize the treatment delivery beam position to the target location precisely and accurately during the delivery of a treatment fraction. The beams of radiation are delivered continuously throughout the treatment session as the patient behaves naturally. The Synchrony technology provides what we believe is unsurpassed clinical accuracy for lung tumors that move with respiration without the need for implanted fiducials. It makes it possible and practical for clinicians to deliver radiation dose with sub-millimeter precision and accuracy, even for tumors that are prone to movement. Imaging sources. The lowâ€‘energy Xâ€‘ray sources generate the images that help determine the location of bony or other anatomic landmarks, or implanted fiducials, which are used for tracking throughout the entire treatment. Imaging detectors. The image detectors capture highâ€‘resolution anatomical images throughout the treatment. These live images are continually compared to the patientâ€™s CT scan to determine realâ€‘time patient positioning. Based on this information, the robotic manipulator automatically corrects for detected movements. In addition to the main components listed above, we also offer the following components and options: Lung Optimized Treatment; Synchrony Fiducial Tracking with the InTempo Imaging System; RoboCouch Patient Positioning System; Xchange Robotic Collimator Changer; Iris Variable Aperture Collimator; and the InCise MLC. Key features of some of these components are as follows: Synchrony Skull, Spine and Lung Tracking Systems. The Synchrony Skull, Spine and Lung Tracking Systems allow for tracking of tumors without the need for implanted markers in the skull, spine and the lung. Lung Optimized Treatment. An integrated suite of tools that provides a complete fiducialâ€‘free clinical solution for lung cancer patients and optimizes nonâ€‘invasive lung SBRT treatments. InTempo Imaging System. The InTempo Imaging System with the Synchrony Fiducial Tracking System is designed to optimize imaging frequency during prostate treatments, for example, using timeâ€‘based image guidance to assist with tracking and correcting nonâ€‘predictable intrafraction target motion. Iris Variable Aperture Collimator. The Iris Variable Aperture Collimator enables delivery of beams in 12 unique sizes with a single collimator, which significantly reduces treatment times and the total radiation dose delivered to the patient. Fixed Collimators. The Fixed Collimators enables delivery of beams in 12 unique sizes with 12 different collimators, usually used for radiosurgery. InCise Multileaf Collimator. The InCise MLC is designed to deliver the same precise SRS and SBRT treatments clinicians expect from the CyberKnife platform, while significantly reducing treatment times. With the InCise MLC, the CyberKnife S7 Series can be used to treat larger and irregular tumors more efficiently. Â The long-term success of the CyberKnife platform is dependent on a number of factors including the following: â€¢Continued adoption of our CyberKnife platform, including the CyberKnife M6 System and CyberKnife S7 System, in markets where they are available; â€¢Greater awareness among doctors and patients of the benefits of radiosurgery delivered with the CyberKnife platform, including its robotic architecture and Synchrony technology and VOLO optimizer; 8 Table of Contents Â â€¢Continued evolution in clinical studies demonstrating the safety, efficacy and other benefits of using the CyberKnife platform to treat tumors in various parts of the body; â€¢Change in medical practice leading to utilization of stereotactic body radiation therapy more regularly as an alternative to surgery or other treatments; â€¢Continued advances in our technology that improve the quality of treatments and ease of use of the CyberKnife platform; â€¢Receipt of regulatory approvals in various countries which are expected to improve access to radiosurgery with the CyberKnife S7 System in such countries; â€¢Medical insurance reimbursement policies that cover CyberKnife platform treatments; and â€¢Our ability to expand sales of CyberKnife M6 and S7 Systems in countries throughout the world where we do not currently sell or have not historically sold a significant number of any CyberKnife platform configurations. The Radixact System, the Next-Generation TomoTherapy Platform The Radixact System, the next generation TomoTherapy platform, allows for fully integrated radiation treatment planning, delivery and data management, enabling clinicians to deliver ultra-precise treatments to more than 50 patients per day. Additionally, the Radixact System offers two treatment delivery modes - TomoHelicalâ„¢ and TomoDirectâ„¢ - providing flexibility in the types of indications that can be treated with radiation - from the simplest to the most complex cases, multiple tumors and recurrent tumors. The

system seamlessly integrates with ClearRT helical kilovoltage computerized tomography (â€œkVCTâ€) high-fidelity imaging, providing clinicians with an option to produce exceptional diagnostic-like quality CT images, quickly and cost-effectively, to improve patient care. Synchrony on the Radixact System tracks and automatically adapts radiation delivery for targets that move, offering the possibility to decrease margins and hypofractionate treatments while efficiently delivering truly personalized care. We believe the TomoTherapy platform offers clinicians and patients the following benefits: Versatile treatment capabilities. The TomoTherapy platformâ€™s ring gantry architecture enables precise and efficient treatments with a high degree of dose conformity. The highâ€‘speed binary MLC is integrated with the linac and consists of 64 individual low leakage tungsten leaves that move across the beam to either block or allow the passage of radiation, effectively modulating and shaping the beam as it is emitted. The combination of the ring gantry and the highâ€‘speed MLC enable treatment to be delivered continuously in a 360â€‘degree helical pattern around the patientâ€™s body (which we refer to as TomoHelical). Additionally, the TomoDirect feature provides the TomoTherapy platform with added versatility, enabling the delivery of high quality, fixed angle beams for those cases suited to simple fixed angle radiation delivery. All TomoTherapy platform systems enable an operator to provide nonâ€‘isocentric 3D conformal radiotherapy (â€œ3D CRTâ€), IG-IMRT, or stereotactic treatments within a typical cylindrical volume of 40 centimeters in diameter and up to 135 centimeters in length. This expansive treatment field allows single or multiple tumors, located anywhere in body, to be treated in a single session. The TomoTherapy platformâ€™s versatility, efficiency and precision offer clinicians an extensive range of effective treatment possibilities. Real-time tracking of tumor movement. The Accuray proprietary SynchronyÂ® AI-driven real-time target tracking with dynamic delivery technology is a collection of unique hardware and software technologies that enables personalized real-time adaptive delivery of radiation treatment to targets while they are in motion by synchronizing the treatment delivery beam position to the target location precisely and accurately during the delivery of a treatment fraction. Synchrony is the only technology that uses artificial intelligence, through image guidance, to automatically adapt and synchronize the radiation beam to the position of the tumor if and when it moves during treatment. The beams of radiation are delivered continuously throughout the treatment session as the patient behaves naturally. Synchrony can be used on the Radixact System to adapt treatment delivery for tumors that move as a result of bodily processes, including respiration and digestion, as well as patient movement. Synchrony treatments are truly personalized, as delivery is adapted to the individualâ€™s unique movements throughout treatment delivery. If movement changes during treatment, delivery is adapted for that unique change. The Synchrony technology makes it possible and practical for clinicians to deliver radiation dose with accuracy and precision, 9 Table of Contents Â even for tumors that move. Synchrony helps to maximize treatment effectiveness and minimize dose to surrounding healthy tissue because it accounts for the current and changing conditions of the patient during treatment delivery. Diagnostic-like quality kVCT images enable better visualization of tumors, dose verification and re-planning. We launched ClearRTâ„¢ helical kVCT imaging technology for the Radixact System. The Radixact System seamlessly integrates with ClearRT helical kVCT high-fidelity imaging, providing clinicians with an option to produce exceptional diagnostic-like quality CT images, quickly and cost-effectively, to improve patient care. ClearRT imaging brings low dose diagnostic-like kVCT imaging quality, the largest imaging field of view available on a radiation delivery system at 50 cm (diameter) by 135 cm (long), and speed, as evidenced by its ability to capture a 1-meter image in only 1 minute. ClearRT delivers enhanced imaging capabilities compared to conventional linear accelerator systems that rely on cone-beam CT (â€œCBCTâ€) imaging, and as an alternative to MR-based radiation therapy systems that can be complex and cost prohibitive to use. ClearRT offers excellent uniformity and low noise across the entire image, improved soft tissue visualization while maintaining exceptional spatial resolution, which is intended to enhance the versatility and efficiency of the Radixact System in the radiation therapy department. Integrated treatment system for precise radiation delivery. We believe the integration of our proprietary imaging technology, treatment planning and helical radiation delivery mode enables highly accurate and precise radiation therapy. Our planning software allows clinicians to establish the contours of a tumor and any normal radio-sensitive structures in close proximity to the treatment beam. The TomoTherapy platform uses an intelligent dose optimization algorithm to ensure the radiation beam conforms to the patientâ€™s tumor and minimizes exposure to surrounding healthy tissue structures, providing a highlyâ€‘targeted and effective dose distribution. These features significantly benefit patients by increasing the radiation delivered to cancerous tissues, while minimizing damage to nearby healthy tissues, thus also minimizing side effects. Efficient clinical workflow for Image-Guided Radiation Therapy and adaptive radiation therapy. The TomoTherapy platform integrates into a single system all of the key elements for radiation therapy, including treatment planning, CT imageâ€‘guided patient positioning, treatment delivery, quality assurance and adaptive planning. The imaging and treatment planning capabilities of many traditional systems are more modular or require cumbersome addâ€‘ons or separate treatment planning systems that result in clinicians taking more steps between scanning, planning and treatment of patients. Conversely, the integrated imaging and treatment features of the Radixact System allows clinicians to scan, plan and treat cancer patients efficiently. Treatment plans as well as daily images can be easily accessed remotely, enabling clinical teams to collaboratively work together, regardless of location, ensuring higher quality plan development and delivery. Additionally, ClearRT provides clear, high-fidelity images that are designed to reduce the time required for patient imaging and registration, a crucial part of the treatment delivery process, thereby enabling clinical staff to serve more patients. ClearRT helical kVCT images are also available within the Accuray PreciseARTÂ® automated dose trending tool for clinicians to evaluate if plan adaptation would be beneficial, enabling the most personalized patient care. Low barriers to installation and implementation. All external beam radiation systems must be housed in rooms that have special radiation shielding to capture any radiation not absorbed by the patient. The TomoTherapy platformâ€™s size and selfâ€‘contained design allow customers to retrofit them into existing treatment rooms previously used for legacy radiation therapy systems and avoid, or reduce, the significant construction costs that can be associated with building new, larger treatment rooms, which are often required of other radiation therapy systems. With both imaging and radiation delivery capabilities integrated on a ring gantry, the Radixact System requires less space than other linac systems, which use large moving arms to position the linac or incorporate adjacent imaging equipment used for treatment planning. In addition, because the Radixact System has an integrated radiation beam stop, which shields radiation that passes through the patient, they require less radiation shielding in treatment room walls as compared to traditional systems. We also preassemble, test and commission each Radixact System at our manufacturing facility, and ship the system almost fully assembled. This process typically allows radiation â€œbeam onâ€ within four days after delivery and first patient treatments to begin within 14 to 28 days after delivery. Platform for further technological advancements in adaptive radiation therapy. We believe the Radixact System is uniquely positioned to enable truly adaptive radiation therapy because of its ability to provide daily, quantitative images, high speed delivery of radiation from fixed beam angles or helically from 360 degrees around the body and real time verification of the dose received by the patient. We believe the combination of these design features and our integrated treatment planning and optimization software will allow us to continue to enhance the Radixact Systemâ€™s adaptive capabilities to enable clinicians to routinely and easily adjust a patientâ€™s treatment as needed, thereby remaining true to the intent of the original treatment plan. 10 Table of Contents Â In addition to the functionality listed above, the Radixact System may be enhanced with the following product options: TomoDirect Mode and TomoEDGE Delivery. Key capabilities of these options are as follows: TomoEDGE Delivery. TomoEDGE is standard on the Radixact X7 and X9 models. By dynamically varying the width of the collimator jaws during treatment delivery, dose to normal healthy tissues immediately adjacent to the tumor is reduced, helping to minimize the risk of radiation side effects. Additionally, overall treatment time is shortened because the jaws opening can be effectively tailored to the size of the tumor, enabling more efficient dose coverage. The resulting gains in treatment quality and speed expand the Radixact Systemsâ€™ clinical and market reach within the conventional and stereotactic radiotherapy spaces. Â We believe the TomoTherapy platform offers clinicians and patients significant benefits over other vendorsâ€™ radiation therapy systems in the market. The long-term success of the TomoTherapy platform is dependent on a number of factors, including the following: â€¢Continued adoption of our TomoTherapy platform, including the Radixact System, in markets where it is available; â€¢Greater awareness among doctors and patients of the unique benefits of radiation therapy using the TomoTherapy platform, including its ring gantry architecture that enables treatment delivery from multiple 360 degree rotations around the patient, and ClearRT helical kVCT imaging for the Radixact System, which are designed to produce exceptional diagnostic-like quality CT images, quickly and cost-effectively; â€¢Advances in our technology that improve the quality of treatments and ease of use of the TomoTherapy platform; â€¢Greater awareness among doctors of the reliability of the TomoTherapy platform; and â€¢Our ability to expand sales of the TomoTherapy platform in countries throughout the world where we do not currently sell or have not historically sold a significant number of any TomoTherapy platform configurations. Our Software Solutions Our Accuray Precision TPS with iDMS Data Management Systems provide fully integrated treatment planning and data management for use with all compatible Accuray delivery platforms. Accuray Precision Treatment Planning. With a streamlined and intuitive interface, Accuray Precision TPS enables clinicians to efficiently generate high quality radiation therapy treatment plans for all case types. It is a complete planning solution, including multiâ€‘modality image fusion with proprietary deformable image registration algorithm, comprehensive suite of contouring tools, AutoSegmentation autoâ€‘contouring options for head and neck, brain, and prostate, sideâ€‘byâ€‘side treatment plan comparison, plan summation and evaluation. It supports treatment plan creation for all case types with TomoHelical, TomoDirect IMRT and 3D CRT planning mode on both Radixact and TomoTherapy Systems enabled with iDMS Data Management Systems. It also supports planning for all case types on CyberKnife platforms, including Frameless Intracranial Radiosurgery, Fiducialâ€‘Free Lung Tracking with Dynamic Motion Synchronization, SBRT, for the skull, spine, abdomen and pelvis, as well as IMRT. It provides fast and accurate dose computation engines for both Accuray platforms, including Monte Carlo dose calculation for the CyberKnife InCise Multileaf Collimator and VOLOâ„¢ Technology for the CyberKnife, Radixact and TomoTherapy Systems. The VOLO solution features highâ€‘speed processing for both dose calculation and optimization that empowers clinicians to create highly customized treatment plans in less time, with greater flexibility to work interactively and in real time to efficiently develop the best IMRT treatment plans for even the most complex cases. The Accuray Precision TPS can be further enhanced with optional advanced capabilities described below: PreciseART Adaptive Radiation Therapy Option. The PreciseART Radiation Therapy Option extends adaptive radiotherapy possibilities, delivering an entirely new level of system integration and workflow automation for Radixact and other TomoTherapy Systems compatible with iDMS. The PreciseART Option enables clinicians to monitor patient treatment and efficiently adapt plans, helping clinics of all sizes deliver more precise treatments to more patients. It offers automated processing of daily imaging to enable clinicians to monitor all patients and set protocolâ€‘specific action levels to flag cases for review and possible plan adaptation. The PreciseART software's streamlined reâ€‘planning capabilities leverage full integration of treatment delivery, planning and database systems to allow clinicians to efficiently generate new treatment plans based on 11 Table of Contents Â previous plan data. It is also designed to maintain the integrity of original treatment plans to ensure tumor coverage, preserve Organâ€‘Atâ€‘Risk (â€œOARâ€) doses and reduce toxicity. PreciseRTX Retreatment Option. The PreciseRTX Retreatment Option makes retreatment planning more efficient and effective. The option helps to accelerate and enhance the process of creating new treatment plans for patients who have received previous irradiation. The workflow includes importation of patient dose data, from either Accuray or non-Accuray planning systems, automatic deformation of original plan contours onto a new treatment planning CT, automatic deformation of previously delivered dose onto a new planning CT, generation of the re-treatment plan based on the information from the existing plan and summation of the original and new treatment plans to review the total dose. Accuray iDMS Data Management System. Accuray iDMS creates a centralized platform for storing and managing all patient treatment plan data. Designed to integrate with a wide range of technologies and systems, iDMS enables users and applications to securely and seamlessly access the data they need to drive efficient, informed, effective treatment. Information for patients to be treated or previously treated on any iDMS compatible Accuray platforms will be maintained as a single treatment record, providing the flexibility to treat patients on any available Accuray platform compatible with iDMS. It can manage users and privileges to control patient data access. It supports the Storage Vault option, which can safely maintain years of encrypted patient data. It also offers customizable report generation of patient, plan and treatment system with Report Administration Application. In addition, the Accuray iDMS enables connectivity between Accuray platforms with other systems in radiation oncology departments, encompassing the entire radiotherapy workflow. iDMS offers several key capabilities: OIS Connect Option. The OIS Connect software option is a Digital Imaging and Communications in Medicine (â€œDICOMâ€) standard-based solution that provides the ability to interface all iDMS enabled Accuray platforms to compatible OISs. This integration with electronic medical record generates a comprehensive export of the radiotherapy treatment history delivered using Accuray platforms. Total Quality Assurance (TQAâ„¢) package. The TQA application offers trending and reporting of many systems and dosimetric parameters that allow physicians to monitor the performance of their TomoTherapy platforms. Delivery Analysisâ„¢. Delivery Analysis is an option for the TomoTherapy platform that enables easy pretreatment quality assurance. The software also offers an innovative capability to monitor doses throughout the patient treatment using detector signals to ensure that the patient is receiving the expected dose from treatment to treatment. Delivery Analysis provides both high level analytics for summary display as well as detailed analysis capability. Sales and Marketing In the United States, we primarily market directly to customers, including hospitals and stand-alone treatment facilities, through our sales organization, and we also market to customers through sales agents and group purchasing organizations. Outside the United States, we market to customers directly and through the use of distributors and sales agents. We currently have international offices in Morges, Switzerland; Hong Kong, China; Shanghai, China and Tokyo, Japan and direct sales staff in most countries in Western Europe, Japan, India and Canada. In addition, we have distributors in Europe, Russia, the Middle East, Africa, the Asia Pacific region, and Latin America. In direct sales markets, we employ a combination of territory sales managers, product specialists, training specialists and marketing managers. Territory sales managers and product specialists are responsible for selling the systems to hospitals and standâ€‘alone treatment facilities. Our marketing managers help market our current products and work with our engineering group to identify and develop upgrades and enhancements for our suite of products. Our training specialists train radiation oncologists, surgeons, physicists, dosimetrists and radiation therapists. We market our products to radiation oncologists, neurosurgeons, general surgeons, oncology specialists and other referring physicians in hospitals and standâ€‘alone treatment facilities. We intend to continue to increase our focus on marketing and education efforts to surgical specialists and oncologists responsible for treating tumors throughout the body and are also working closely with hospital administrators to demonstrate the economic benefits of our offering. Our marketing activities also include efforts to inform and educate patients with cancerous or benign tumors, or neurologic and/or endocrine disorders, about the benefits of the CyberKnife and TomoTherapy platforms. 12 Table of Contents Â Under our standard distribution agreement, we generally appoint a distributor for a specific country. We typically also retain the right to distribute the CyberKnife and TomoTherapy platforms in such territories. In most territories, our distributors generally provide the full range of service and sales capabilities, although we may provide installation and service support for certain distributors. The JV aims to be uniquely positioned to serve China, which we believe is the worldâ€™s largest growth market for radiation oncology systems. China represents a significantly underserved market for linacs based on the countryâ€™s population and cancer incidence rates on both an absolute and relative country basis. Accuray Asia has a 49% ownership interest in the JV and the CIRC Subsidiary has a 51% ownership interest in the JV. With the receipt of the necessary permits and licenses to operate, the JV has begun selling products in China, much like a distributor. The JV has recently begun to manufacture and sell a locally branded â€œMade in Chinaâ€ radiotherapy device, or the TomoÂ® C radiation therapy system, in the Class B license category. We believe this strategy will allow us to best maximize both near and longer-term opportunities in China. In September 2023, we received approval for our Class B device from the National Medical Products Administration (â€œNMPAâ€) and our Accuray Precision Treatment Planning System for the Class B device was approved by the NMPA in June 2024. The JV also distributes other Accuray treatment delivery systems like the Radixact and CyberKnife treatment delivery systems. For more information on the JV, see Note 11, â€œJoint Venture,â€ of the Notes to the consolidated financial statements. Manufacturing We purchase major components for each of our products from outside suppliers, including the robotic manipulator, treatment couches, gantry, magnetrons and computers. We closely monitor supplier quality, delivery performance and conformance to product specifications, and we also expect suppliers to contribute to our efforts to improve our manufacturing cost and quality. Some of the components are obtained from singleâ€‘source suppliers. These components include the couch, magnetron and solid state modulator for the TomoTherapy platform and the robot, couch, and magnetron for the CyberKnife platform. In most cases, if a supplier was unable to deliver these components, we believe we would be able to find other sources for these components subject to any regulatory qualifications, if required. In the event of a disruption in any of these suppliersâ€™ ability to deliver a component, we would need to secure a replacement supplier. Additionally, any disruption or interruption of the supply of key subsystems could result in increased costs and delays in deliveries of our treatment systems, which could adversely affect our reputation and results of operations. To help mitigate these risks, we negotiate longâ€‘term supply contracts or submit longâ€‘term orders and forecasts to our singleâ€‘source suppliers with the goal that our demand can be satisfied and any capacity problem can be mitigated. Currently, we manufacture our CyberKnife and TomoTherapy platforms in Madison, Wisconsin. We manufacture the linear accelerator for our CyberKnife and TomoTherapy platforms at our Chengdu, China facility. Our facilities employ stateâ€‘ofâ€‘theâ€‘art manufacturing techniques and equipment. The components manufactured at our Chengdu facility are produced under the International Standard

Organization (â€œISOâ€), 13485:2016 certified quality management systems. The completed medical devices are designed, manufactured, installed, serviced and distributed at our Sunnyvale, Madison and Morges facilities under quality management systems which are compliant to the internationally recognized quality system standard for medical devices ISO, 13485:2016, and the Quality System regulations enforced by the FDA. We believe our manufacturing facilities will be adequate for our expected growth and foreseeable future demands for at least the next three years. The manufacturing processes at our facilities include fabrication, subassembly, assembly, system integration and final testing. Our manufacturing personnel consist of fabricators, assemblers and technicians supported by production engineers as well as planning and supply chain managers. Our quality assurance program includes various quality control measures from inspection of raw material, purchased parts and assemblies through onâ€'line inspection. We have also incorporated lean manufacturing techniques to improve manufacturing flow and efficiency. Lean manufacturing techniques include reducing wasteful and extraneous activities, balancing assembly and test flow, as well as better utilizing production assets and resources. 13 Table of Contents Â Intellectual Property The proprietary nature of, and protection for, our products, product components, processes and knowâ€'how are important to our business. We seek patent protection in the United States and internationally for our systems and other technology where available and when appropriate. We may also inâ€'license the technology, inventions and improvements that we consider important to the development of our business. In addition, we also rely upon trade secrets, knowâ€'how, trademarks, copyright protection, as well as confidentiality agreements with employees, consultants and other third parties, to protect our proprietary rights and to develop and maintain our competitive position. As of June 30, 2024, we held an exclusive field of use licenses or ownership of 504 U.S. and foreign patents, and 104 U.S. and foreign patent applications. These patents and applications cover various components and techniques incorporated into the CyberKnife and TomoTherapy platforms, or which may be incorporated into new technologies under current development, all of which we believe will allow us to maintain a competitive advantage in the field of radiation therapy systems. We cannot be certain that any patents will be issued from any of our pending patent applications, nor can we be certain that any of our existing patents or any patents that may be granted to us in the future will provide us with protection. We periodically monitor the activities of our competitors and other third parties with respect to their use of intellectual property. Research and Development Continued innovation is critical to our future success. Our current product development activities include projects expanding clinical applications, driving product differentiation, and continually improving the usability, interoperability, reliability, and performance of our products. We continue to seek to develop innovative technologies so that we can improve our products and increase our sales. Some of our product improvements have been discussed above under the heading â€œOur Products.â€ Our research activities strive to enable new product development opportunities by developing new technologies and advancing areas of existing core technology such as next generation linear accelerators, adaptive therapy, patient imaging, motion management, or treatment planning capabilities. The modular design of our systems support rapid development for new clinical capabilities and performance enhancements by generally allowing each subsystem to evolve within the overall platform design. Access to regular product upgrades protects customer investment in the system, facilitates the rapid adoption of new features and capabilities among existing installed base customers, and drives increasing value in our multiyear service plans. These upgrades will generally consist of software and hardware enhancements designed to increase the ease of use of our systems, improve the speed and accuracy of patient treatment and meet other customer needs. A key component of our research and development program is our collaboration with research programs at selected hospitals, cancer treatment centers, academic institutions and research institutions worldwide. Our agreements with these thirdâ€'party collaborators generally require us to make milestoneâ€'based payments during the course of a particular project and often also require that we make upâ€'front payments to fund initial activities. Generally, we obtain nonâ€'exclusive worldwide rights to commercialize results from the collaboration with an option to negotiate an exclusive license. For inventions resulting from the collaboration that we own or exclusively license, we generally grant a royaltyâ€'free license for the purpose of continuing the institutionâ€™s research and development, and from time to time, we also grant broader licenses. Our research collaboration programs include work on clinical protocols and hardware and software developments. We also work with suppliers to develop new components in order to increase the reliability and performance of our products and seek opportunities to acquire or invest in the research of other parties where we believe it is likely to benefit our existing or future products. We have entered into collaboration agreements with a variety of industrial partners within the fields of radiation oncology and medical imaging to provide us with opportunities to accelerate our innovation capability and bring complimentary products and technologies to market. We continue to seek out new partnerships to complement our internal developments and implement our product strategies. 14 Table of Contents Â Competition The medical device industry in general and the nonâ€'invasive cancer treatment field in particular, are subject to intense and increasing competition and rapidly evolving technologies. Because our products often have long development and regulatory approval cycles, we must anticipate changes in the marketplace and the direction of technological innovation and customer demands. To compete successfully, we will need to continue to demonstrate the advantages of our products and technologies over wellâ€'established alternative procedures, products and technologies, and convince physicians and other healthcare decision makers of the advantages of our products and technologies. Traditional surgery and other forms of minimally invasive procedures, brachytherapy, chemotherapy, immunotherapy, and other drugs remain alternatives or are complementary to treatments delivered with the CyberKnife and TomoTherapy platforms. New product sales in this competitive market are primarily dominated by two companies: Varian Medical Systems, Inc, a Siemens Healthineers company (â€œVarianâ€) and Elekta AB (â€œElektaâ€). Some manufacturers of standard linac systems, including Varian and Elekta, have products that can be used in combination with body and/or head frame systems and imageâ€'guidance systems to perform both radiosurgical and radiotherapy procedures. Our other competitors include RefleXion Medical Inc., ZAPÂ® Surgical Systems, Inc., and other companies in the radiosurgical and radiation therapy markets. Furthermore, many government, academic and business entities are investing substantial resources in research and development of cancer treatments, including surgical approaches, radiation treatment, MRIâ€'guided radiotherapy systems, proton therapy systems, drug treatment, immunotherapy, gene therapy, and other approaches. Successful developments that result in new approaches for the treatment of cancer could reduce the attractiveness of our products or render them obsolete. Our future success will depend in large part on our ability to establish and maintain a competitive position in current and future technologies. Rapid technological development may render the CyberKnife and TomoTherapy platforms and their technologies obsolete. Some of our competitors have or may have greater corporate, financial, operational, sales and marketing resources, and more experience in research and development than we have. We cannot assume that our competitors will not succeed in developing or marketing technologies or products that are more effective or commercially attractive than our products or that would render our technologies and products obsolete or less useful. We may not have the financial resources, technical expertise, marketing, distribution or support capabilities to compete successfully in the future. Our competitive position also depends, among other things, on: â€¢Widespread awareness, acceptance and adoption of our products by the radiation oncology, cancer therapy and neurosurgery markets; â€¢Innovations that improve the effectiveness and productivity of our systemsâ€™ treatment processes and enable them to address emerging customer needs; â€¢Availability of reimbursement coverage from thirdâ€'party payors (including insurance companies, governments, and/or others) for procedures performed using our platforms; â€¢Inclusion of radiotherapy in countriesâ€™ cancer treatment policies as an effective treatment modality; â€¢Published, peerâ€'reviewed data supporting the efficiency, efficacy and safety of our platforms; â€¢Limiting the time required from proof of feasibility to routine production; â€¢Limiting the time period and cost of regulatory approvals or clearances; â€¢The manufacture and delivery of our products in sufficient volumes on time, and accurately predicting and controlling costs associated with manufacturing, installation, warranty and maintenance of the products; â€¢Our ability to attract and retain qualified personnel; 15 Table of Contents Â â€¢The extent of our intellectual property protection or our ability to otherwise develop and safeguard proprietary products and processes; â€¢Our ability to successfully expand into new and developing markets; â€¢Securing sufficient capital resources to expand both our continued research and development, and sales and marketing efforts; and â€¢Obtaining and maintaining any necessary United States or foreign regulatory approvals or clearances. Our customersâ€™ equipment purchase considerations typically include reliability, treatment quality, service capabilities, patient throughput, price, payment terms and equipment supplier viability. We believe we compete favorably with our competitors on price and value based upon the technology offered by our platforms. We strive to provide technologically superior products that cover substantially all aspects of radiation therapy to deliver precise treatments with highâ€'quality clinical outcomes that meet or exceed customer expectations. In addition to competition from technologies performing similar functions as our platforms, competition also exists for the limited capital expenditure budgets of our customers. For example, our platforms may compete with other equipment required by a radiation therapy department for financing under the same capital expenditure budget, which is typically limited. A purchaser, such as a hospital or cancer treatment center, may be required to select between the two items of capital equipment. Our ability to compete may also be adversely affected when purchase decisions are based solely upon price, since our products are premiumâ€'priced systems due to their higher level of functionality and performance. U.S. Reimbursement In the United States, healthcare providers that purchase capital equipment such as the CyberKnife and/or TomoTherapy platforms generally rely on government and private thirdâ€'party payors for reimbursement for the healthcare treatment and services they provide. Examples of these types of payors include Medicare, Medicaid, private health insurance plans, and health maintenance organizations, which reimburse all or a portion of the cost of treatment, as well as related healthcare services. Reimbursement involves three components: coverage, coding and payment. Coverage There are currently no National Coverage Determinations in place under Medicare for treatments provided on a CyberKnife, TomoTherapy, or Radixact platform. Medicare coverage criteria for treatments performed on a CyberKnife, TomoTherapy, or Radixact platform is outlined in Local Coverage Determinations or, in the absence of a formal policy, treatment is covered as long as it is considered reasonable and necessary. The most common indications covered by Medicare in Local Coverage Determinations for radiotherapy are primary and metastatic tumors in the brain, spine, lung, liver, kidney, pancreas, adrenal gland, head and neck, breast, prostate, abdominal and retroperitoneal regions, as well as other cancers that have failed previous treatment. Commercial payor policies vary with respect to coverage for radiotherapy including many of the indications covered by Medicare, though coverage criteria may differ. Coding The codes that are used to report radiosurgery treatment delivery in 2024 for the hospital outpatient department are Current Procedural Terminology (â€œCPTâ€) codes 77372 and 77373 for single fraction intracranial radiosurgery and single fraction extracranial/multiâ€'session radiosurgery/stereotactic body radiation therapy. For freestanding centers, robotic radiosurgery is billed with robotic radiosurgery Healthcare Common Procedural Codes (â€œHCPCsâ€) G0339 and G0340. The nonâ€'robotic SRS/SBRT codes 77372 and 77373 are also payable codes in the freestanding site of service for nonâ€'robotic SRS/SBRT. In 2024, in the hospital outpatient department, IMRT delivery is billed under CPT code 77385 for simple IMRT and 77386 for complex IMRT. For 3D CRT three codes are used to report simple, intermediate, and complex treatments. 3D-CRT treatments delivered using the TomoTherapy and Radixact Systems are considered complex treatments and reported under the complex 3Dâ€'CRT code 77412. In December 2015, the Patient Access and Medicare Protection Act (PAMPA) stopped the 16 Table of Contents Â IMRT and 3D CRT delivery codes from being implemented and prevented reimbursement reductions in the freestanding center setting through calendar year 2019. Although the payment freeze was set to expire on December 31, 2019, the Centers for Medicare and Medicaid Services (â€œCMSâ€) has continued to recognize these temporary HCPCS G codes in this setting. We expect all valid delivery codes will be recognized by commercial payers. Other codes are used to report treatment planning, dosimetry, treatment management, and other procedures routinely performed for treating radiosurgery or radiotherapy patients. Payment In the United States, most procedures using the CyberKnife, TomoTherapy, and Radixact Systems are performed in the hospital outpatient department. Payment rates under the Medicare fee-for-service methodology are established based on cost data submitted by hospitals. CMS pays separately for ancillary procedures in addition to the delivery of IMRT, 3D CRT, and SRS/SBRT as well as comprehensive ambulatory payment classifications that bundles delivery and some ancillary services for single session cranial radiosurgery. Payment for treatment with CyberKnife and TomoTherapy platforms are also available in the freestanding center setting. In 2024, the primary treatment delivery codes for robotic radiosurgery are priced by the regional Medicare Administrative Contractors. In 2024, the robotic SRS/SBRT delivery codes remain contractor priced for providers paid under the traditional fee-for-service methodology. Payment rates for IMRT and 3DRT procedures are set by CMS with adjustments to account for geographic market variations. The federal government reviews and adjust rates annually, and from time to time considers various Medicare and other healthcare reform proposals that could significantly affect both private and public reimbursement for healthcare services, including radiotherapy and radiosurgery, in hospitals and freeâ€'standing clinics. In the past, we have seen our customersâ€™ decisionâ€'making process complicated by the uncertainties surrounding reimbursement rates for radiotherapy and radiosurgery in the United States. State government reimbursement for services is determined pursuant to each stateâ€™s Medicaid plan, which is established by state law and regulations, subject to the requirements of federal law and regulations. Foreign Reimbursement Internationally, reimbursement and healthcare payment systems vary from country to country and include singleâ€'payor, governmentâ€'managed systems as well as systems in which private payors and governmentâ€'managed systems exist sideâ€'byâ€'side. In general, the process of obtaining coverage approvals has been slower outside of the United States. Our ability to achieve adoption of our treatment systems, and significant sales volume in international markets, will depend in part on the availability of reimbursement for procedures performed using our products. Regulatory Matters Domestic Regulation Our products and software are medical devices subject to regulation by the FDA, as well as other regulatory bodies. FDA regulations govern the following activities that we perform and will continue to perform to ensure medical products distributed domestically or exported internationally are safe and effective for their intended uses: â€¢Product design and development; â€¢Document and purchasing controls; â€¢Production and process controls; â€¢Labeling and packaging controls; â€¢Product storage; â€¢Recordkeeping; 17 Table of Contents Â â€¢Servicing; â€¢Corrective and preventive action and complaint handling; â€¢Preâ€'market clearance or approval; â€¢Advertising and promotion; and â€¢Product sales and distribution. FDA preâ€'market clearance and approval requirements. Unless an exemption applies, each medical device we wish to commercially distribute in the United States will require either 510(k) clearance or preâ€'market approval from the FDA. The FDA classifies medical devices into one of three classes (I, II, III). The FDA categorizes devices based on risk in either class I or II, depending upon the class, the manufacturer submits the applicable preâ€'market notification to the FDA requesting permission to commercially distribute the device. For class II, the FDA requires 510(k) clearance before marketing and distribution. Some low risk devices are exempted from this requirement. Devices deemed by the FDA to pose the greatest risks, such as lifeâ€'sustaining, lifeâ€'supporting or implantable devices, or devices deemed not substantially equivalent to a previously cleared 510(k) devices, are placed in class III, requiring preâ€'market approval. All of our current products are class II devices requiring 510(k) clearances. 510(k) clearance pathway. When a 510(k) clearance is required, we must submit a preâ€'market notification demonstrating that our proposed device is substantially equivalent to a previously cleared and legally marketed 510(k) device or a device that was in commercial distribution before May 28, 1976 for which the FDA has not yet called for the submission of preâ€'market approval (â€œPMAâ€) applications. By statute, the FDA has targets to clear or deny a 510(k) preâ€'market notification after 90 days of FDA review time from submission of the application. Clearance generally takes longer as the FDA may require further information, including clinical data, that require our response and pauses the 90-day review time to make a determination regarding substantial equivalence. In January 2002, we received 510(k) clearance for the TomoTherapy Hi Art System intended to be used as an integrated system for the planning and delivery of IMRT for the treatment of cancer. In August 2008, we received 510(k) clearance for our TomoDirect System. In June 2016, we introduced the Radixact Treatment Delivery Platform with 510(k) clearance. We expanded the Radixact Treatment Delivery Platform through subsequent 510(k) clearances to include Synchrony in November 2018 for real-time adaptive motion tracking and compensation, ClearRT in November 2020 for advanced imaging, and VitalHoldTM in August 2023 for Surface Guided Radiation Therapy (â€œSGRTâ€). Â In July 1999, we received 510(k) clearance for the CyberKnife System for stereotactic radiosurgery and radiotherapy in the head and neck regions of the body. We received additional 510(k) clearances for CyberKnife System and options, including in April 2002 for the Synchrony Motion Tracking System as a real-time adaptive option, intended to enable dynamic image guided stereotactic radiosurgery and precision radiotherapy of lesions, tumors and conditions that move under influence of respiration. We have grown our CyberKnife System with the July 2015 510(k) clearance of the M6 platform, including the InCise Multileaf Collimator and introducing the CyberKnife Treatment Delivery System to leverage our Accuray Precision Treatment Planning System in April 2017. Â We introduced our new treatment planning and data management systems, Accuray Precision Treatment Planning System with iDMS Data Management System with 510(k) clearances in June 2016. PMA pathway. A PMA must be submitted to the FDA if the device is not eligible for the 510(k) clearance process. A PMA must be supported by extensive data including, but not limited to, technical, preclinical, clinical trials, manufacturing and labeling to demonstrate reasonable evidence of the deviceâ€™s safety and efficacy to the FDAâ€™s satisfaction. Currently, no device we have developed and commercialized has required preâ€'market approval. Product modifications. After a device receives 510(k) clearance or a PMA approval, it may be changed or modified. Any modification that could significantly affect its safety or effectiveness, or that would constitute a significant change in its intended use, will require a new clearance or approval. Regulations provide that the manufacturer initially determines when a specific

modification requires notification to FDA. The FDA has issued draft guidance that, if finalized and implemented, 18 Table of Contents Â will result in manufacturers needing to seek a significant number of new clearances for changes made to legally marketed devices. The FDA reviews the manufacturerâ€™s decision to file a 510(k) or PMA for modifications during facility audits. We have modified aspects of our CyberKnife and TomoTherapy platforms since receiving initial regulatory clearance, and we have applied for and obtained additional 510(k) clearances for these modifications when we determined such clearances were required. The FDA may review our 510(k) filing decision, and can disagree with our initial determination. The FDA may take regulatory action from requiring new filings to injunction if it disagrees with our determinations not to seek a new 510(k) clearance or PMA approval for modifications. Pervasive and continuing regulation. After a device is placed on the market, numerous regulatory requirements apply. These include: â€¢Quality System Regulation (â€œQSRâ€), which require manufacturers, including thirdâ€party manufacturers, to follow stringent design, testing, documentation and other quality assurance procedures during product design and throughout the manufacturing process; â€¢Labeling regulations and FDA prohibitions against the promotion of products for uncleared, unapproved or offâ€label uses; and â€¢Medical device reporting regulations, which require that manufacturers report to the FDA if their device may have caused or contributed to a death or serious injury or malfunctioned in a way that would likely cause or contribute to a death or serious injury if the malfunction were to recur. The FDA has broad postâ€market and regulatory enforcement powers, including cybersecurity as enhanced in March 2023 by the Food and Drug Omnibus Reform Act (â€œFDORAâ€). The latest FDA cybersecurity requirements apply to new devices at pre-market submission, such as 510(k) clearance. We are subject to unannounced inspections by the FDA and the Food and Drug Branch of the California Department of Health Services to determine our compliance with the QSR and other regulations, and these inspections may include the manufacturing facilities of some of our subcontractors. Our Madison facility, where we manufacture the finished TomoTherapy and CyberKnife Systems, was most recently inspected by the FDA in August 2017. The August 2017 inspection resulted in no observations. We believe we are in substantial compliance with the QSR. Failure to comply with applicable regulatory requirements can result in enforcement action by the FDA, which may include any of the following sanctions: â€¢Fines, injunctions, consent decrees and civil penalties; â€¢Recall or seizure of our products; â€¢Operating restrictions, partial suspension or total shutdown of production; â€¢Refusing our requests for 510(k) clearance or preâ€market approval of new products or new intended uses; â€¢Withdrawing 510(k) clearance or preâ€market approvals that are already granted; and â€¢Criminal prosecution. The FDA also has the authority to require us to repair, replace or refund the cost of any medical device that we have manufactured or distributed. If any of these events were to occur, they could have a material adverse effect on our business. Radiological health. Because our CyberKnife and TomoTherapy platforms contain both laser and Xâ€ray components, and because we assemble these components during manufacturing and service activities, we are also regulated under the Electronic Product Radiation Control Provisions of the United States Federal Food, Drug, and Cosmetic Act. This law requires laser and Xâ€ray products to comply with regulations and applicable performance standards, and manufacturers of these products to certify in product labeling and reports to the FDA that their products comply with all such standards. The law also requires manufacturers to file new product reports, and to file annual reports and maintain manufacturing, testing and sales records, and report product defects. Various warning labels must be affixed. Assemblers of diagnostic Xâ€ray 19 Table of Contents Â systems are also required to certify in reports to the FDA, equipment purchasers, and where applicable, to state agencies responsible for radiation protection, that diagnostic and/or therapeutic Xâ€ray systems they assemble meet applicable requirements. Failure to comply with these requirements could result in enforcement action by the FDA, which can include injunctions, civil penalties, and the issuance of warning letters. Fraud and abuse laws. We are subject to various federal and state laws pertaining to healthcare fraud and abuse, including antiâ€kickback laws and physician selfâ€referral laws. Violations of these laws are punishable by significant criminal and civil sanctions, including, in some instances, exclusion from participation in federal and state healthcare programs, including Medicare and Medicaid. Because of the farâ€reaching nature of these laws, there can be no assurance that we would not be required to alter one or more of our practices to be in compliance with these laws. Evolving interpretations of current laws or the adoption of new federal or state laws or regulations could adversely affect many of the arrangements we have with customers and physicians. In addition, there can be no assurance that the occurrence of one or more violations of these laws or regulations would not result in a material adverse effect on our financial condition and results of operations. Antiâ€kickback laws. Our operations are subject to broad and changing federal and state antiâ€kickback laws. The Office of the Inspector General of the Department of Health and Human Services (â€œOIGâ€) is primarily responsible for enforcing the federal Antiâ€Kickback Statute and generally for identifying fraud and abuse activities affecting government programs. The federal Antiâ€Kickback Statute prohibits persons from knowingly and willfully soliciting, receiving, offering or providing remuneration directly or indirectly to induce either the referral of an individual, or the furnishing, recommending, or arranging of a good or service, for which payment may be made under a federal healthcare program such as Medicare and Medicaid. â€œRemunerationâ€ has been broadly interpreted to include anything of value, including such items as gifts, discounts, the furnishing of supplies or equipment, credit arrangements, waiver of payments, and providing anything of value at less than fair market value. Penalties for violating the federal Antiâ€Kickback Statute include criminal fines of up to $25,000 and/or imprisonment for up to five years for each violation, civil monetary penalties, which could result in treble damages plus fines of up to $50,000 for each violation, and possible exclusion from participation in federal healthcare programs such as Medicare and Medicaid. Many states have adopted prohibitions similar to the federal Antiâ€Kickback Statute, some of which apply to the referral of patients for healthcare services reimbursed by any source, not only by the Medicare and Medicaid programs, and do not include comparable exceptions. The OIG has issued safe harbor regulations which set forth certain activities and business relationships that are deemed safe from prosecution under the federal Antiâ€Kickback Statute. There are safe harbors for various types of arrangements, including, without limitation, certain investment interests, leases and personal services and management contracts. The failure of a particular activity to comply in all regards with the safe harbor regulations does not mean that the activity violates the federal Antiâ€Kickback Statute or that prosecution will be pursued. However, conduct and business arrangements that do not fully satisfy each applicable safe harbor may result in increased scrutiny by government enforcement authorities such as the OIG. The OIG has identified the following arrangements with purchasers and their agents as ones raising potential risk of violation of the federal Antiâ€Kickback Statute: â€¢Discount and free good arrangements that are not properly disclosed or accurately reported to federal healthcare programs; â€¢Product support services, including billing assistance, reimbursement consultation and other services specifically tied to support of the purchased product, offered in tandem with another service or program (such as a reimbursement guarantee) that confers a benefit to the purchaser; â€¢Educational grants conditioned in whole or in part on the purchase of equipment, or otherwise inappropriately influenced by sales and marketing considerations; â€¢Research funding arrangements, particularly postâ€marketing research activities, that are linked directly or indirectly to the purchase of products, or otherwise inappropriately influenced by sales and marketing considerations; and 20 Table of Contents Â â€¢Other offers of remuneration to purchasers that are expressly or impliedly related to a sale or sales volume, such as â€œrebatesâ€ and â€œupfront payments,â€ other free or reducedâ€price goods or services, and payments to cover costs of â€œconvertingâ€ from a competitorâ€™s products, particularly where the selection criteria for such offers vary with the volume or value of business generated. We have a variety of financial relationships with physicians who are in a position to generate business for us. For example, physicians who own our stock also provide medical advisory and other consulting or collaboration services. Similarly, we have a variety of different types of arrangements with our customers. In the case of our former placement program, certain services and upgrades were provided without additional charge based on procedure volume. In the past, we have also provided loans to our customers. We also provide research or educational grants to customers to support customer studies related to, among other things, our CyberKnife and TomoTherapy platforms. If our past or present operations are found to be in violation of the federal Antiâ€Kickback Statute or similar government regulations to which we or our customers are subject, we or our officers may be subject to the applicable penalty associated with the violation, including significant civil and criminal penalties, damages, fines, imprisonment, and exclusion from the Medicare and Medicaid programs. The impact of any such violation may lead to curtailment or restructuring of our operations. Any penalties, damages, fines, or curtailment or restructuring of our operations could adversely affect our ability to operate our business and our financial results. The risk of our being found in violation of these laws is increased by the fact that some of these laws are open to a variety of interpretations. Any action against us for violation of these laws, even if we successfully defend against it, could cause us to incur significant legal expenses, divert our managementâ€™s attention from the operation of our business and damage our reputation. If an enforcement action were to occur, our reputation and our business and financial condition could be harmed, even if we were to prevail or settle the action. Similarly, if the physicians or other providers or entities with which we do business are found to be nonâ€compliant with applicable laws, they may be subject to sanctions, which could also have a negative impact on our business. Transparency laws. The Physician Payment Sunshine Act (the â€œSunshine Actâ€), which was enacted by Congress as part of the Patient Protection and Affordable Care Act on December 14, 2011, requires each applicable manufacturer, which includes medical device companies, such as Accuray, to track and report to the federal government on an annual basis all payments and other transfers of value from such applicable manufacturer to U.S. licensed physicians and teaching hospitals as well as physician ownership of such applicable manufacturerâ€™s equity, in each case subject to certain statutory exceptions. Such data will be made available by the government on a publicly searchable website. Failure to comply with the data collection and reporting obligations imposed by the Sunshine Act can result in civil monetary penalties ranging from $1,000 to $10,000 for each payment or other transfer of value that is not reported (up to a maximum of $150,000 per reporting period) and from $10,000 to $100,000 for each knowing failure to report (up to a maximum of $1 million per reporting period). In addition, we are subject to similar state and foreign laws related to the tracking and reporting of payments and other transfers of value to healthcare professionals. These laws require or will require that we implement the necessary and costly infrastructure to track and report such payments and transfers of value. Failure to comply with these new tracking and reporting laws could subject us to significant civil monetary penalties. Physician selfâ€referral laws. We are also subject to federal and state physician selfâ€referral laws. The federal Ethics in Patient Referrals Act of 1989, commonly known as the Stark Law, prohibits, subject to certain exceptions, physician referrals of Medicare and Medicaid patients to an entity providing certain â€œdesignated health servicesâ€ if the physician or an immediate family member has any financial relationship with the entity. The Stark Law also prohibits the entity receiving the referral from billing any good or service furnished pursuant to an unlawful referral. In addition, in July 2008, CMS issued a final rule implementing significant amendments to the regulations under the Stark Law. The final rule, which was effective October 1, 2009, imposes additional limitations on the ability of physicians to refer patients to medical facilities in which the physician or an immediate family member has an ownership interest for treatment. Among other things, the rule provides that leases of equipment between physician owners that may refer patients and hospitals must be on a fixed rate, rather than a per use basis. Prior to enactment of the final rule, physician owned entities had increasingly become involved in the acquisition of medical technologies, including the CyberKnife platform. In many cases, these entities entered into arrangements with hospitals that billed Medicare for the furnishing of medical services, and the physician owners were among the physicians who referred patients to the entity for services. The rule limits these arrangements and could require the restructuring of existing arrangements between physicians owned entities and hospitals and could discourage physicians from participating in the acquisition and ownership of medical technologies. The final rule also prohibits percentageâ€based compensation in equipment leases. As a result of the finalization of these regulations, some 21 Table of Contents Â existing CyberKnife platform operators have modified or restructured their corporate or organizational structures. In addition, certain customers that planned to open CyberKnife centers in the United States involving physician ownership have restructured their legal ownership structure. Certain entities were not able to establish viable models for CyberKnife platform operation and therefore, canceled their CyberKnife platform purchase agreements. Accordingly, these regulations have resulted in cancellations of CyberKnife platform purchase agreements and could also reduce the attractiveness of medical technology acquisitions, including CyberKnife platform purchases, by physician owned joint ventures or similar entities. As a result, these regulations have had, and could continue to have, an adverse impact on our product sales and therefore, on our business and results of operations. A person who engages in a scheme to circumvent the Stark Lawâ€™s referral prohibition may be fined up to $100,000 for each such arrangement or scheme. In addition, any person who presents or causes to be presented a claim to the Medicare or Medicaid programs in violations of the Stark Law is subject to civil monetary penalties of up to $15,000 per bill submission, an assessment of up to three times the amount claimed, and possible exclusion from federal healthcare programs such as Medicare and Medicaid. Various states have corollary laws to the Stark Law, including laws that require physicians to disclose any financial interest they may have with a healthcare provider to their patients when referring patients to that provider. Both the scope and exceptions for such laws vary from state to state. Federal False Claims Act. The federal False Claims Act prohibits the knowing filing or causing the filing of a false claim or the knowing use of false statements to obtain payment from the federal government. When an entity is determined to have violated the False Claims Act, it may be required to pay three times the actual damages sustained by the government, plus mandatory civil penalties of between $13,946 and $27,894 for each separate false claim. Suits filed under the False Claims Act, known as â€œqui tamâ€ actions, can be brought by any individual on behalf of the government and such individuals, sometimes known as â€œrelatorsâ€ or, more commonly, as â€œwhistleblowers,â€ may share in any amounts paid by the entity to the government in fines or settlement. In addition, certain states have enacted laws modeled after the federal False Claims Act. Qui tam actions have increased significantly in recent years, causing greater numbers of healthcare companies to have to defend a false claim action, pay fines or be excluded from Medicare, Medicaid or other federal or state healthcare programs as a result of an investigation arising out of such action. We have retained the services of a reimbursement consultant, for which we pay certain consulting fees, to provide us and facilities that have purchased a CyberKnife or TomoTherapy platform, with general reimbursement advice. While we believe this will assist our customers in filing proper claims for reimbursement, and even though such consultants do not submit claims on behalf of our customers, the fact that we provide these consultant services could expose us to additional scrutiny and possible liability in the event one of our customers is investigated and determined to be in violation of any of these laws. HIPAA. The Health Insurance Portability and Accountability Act of 1996 (â€œHIPAAâ€), created two new federal crimes: healthcare fraud and false statements relating to healthcare matters. The healthcare fraud statute prohibits knowingly and willfully executing a scheme to defraud any healthcare benefit program, including private payors. A violation of this statute is a felony and may result in fines, imprisonment or exclusion from government sponsored programs. The false statements statute prohibits knowingly and willfully falsifying, concealing or covering up a material fact or making any materially false, fictitious or fraudulent statement in connection with the delivery of or payment for healthcare benefits, items or services. A violation of this statute is a felony and may result in fines or imprisonment. As a participant in the healthcare industry, we are also subject to extensive federal and state laws and regulations protecting the privacy and integrity of patient medical information, including privacy and security standards required under HIPAA. The HIPAA privacy standard was amended by the Health Information Technology for Economic and Clinical Health Act (â€œHITECHâ€), enacted as part of the American Recovery and Reinvestment Act of 2009. HITECH significantly increases the civil money penalties for violations of patient privacy rights protected under HIPAA. Although we are not a covered entity under HIPAA, we have entered into agreements with certain covered entities under which we are considered to be a â€œbusiness associateâ€ under HIPAA. As a business associate, we are required to implement policies, procedures and reasonable and appropriate security measures to protect individually identifiable health information we receive from covered entities. Furthermore, business associates are directly subject to regulations under HIPAA including the new enforcement scheme, criminal and civil penalties for certain violations, and inspection requirements. Foreign Corrupt Practices Act. The United States and foreign government regulators have increased regulation, enforcement, inspections and governmental investigations of the medical device industry, including increased United States government oversight and enforcement of the Foreign Corrupt Practices Act. Whenever the United States or another foreign governmental authority concludes that we are not in compliance with applicable laws or regulations, such governmental 22 Table of Contents Â authority can impose fines, delay or suspend regulatory clearances, institute proceedings to detain or seize our products, issue a recall, impose operating restrictions, enjoin future violations and assess civil penalties against us or our officers or employees, and can recommend criminal prosecution to the Department of Justice. Moreover, governmental authorities can ban or request the recall, repair, replacement or refund of the cost of any device or product we manufacture or distribute. In addition, our third party agents in foreign countries can also subject us to prosecution under Foreign Corrupt Practices Act. We are also subject to the UK Bribery Act, which could also lead to the imposition of civil and criminal fines and other similar anti-bribery and anti-corruption laws. Any of the foregoing actions could result in decreased sales as a result of negative publicity and product liability claims, and could have a material adverse effect on our financial condition, results of operations and prospects. International Regulation International sales of medical devices are subject to foreign government regulations, which vary substantially from country to country. The time required to obtain clearance or approval by a foreign country may be longer or shorter than that required for FDA clearance or approval, and the requirements are often different. The primary regulatory environment in Europe is that of the European Union and the three additional member states of the European Economic Area (â€œEEAâ€), which have adopted similar laws and regulations with respect to

medical devices. The European Union has adopted numerous regulations and directives and the European Committee for Standardization has promulgated standards regulating the design, manufacture, clinical trials, labeling and adverse event reporting for medical devices. Devices that comply with the requirements of the relevant regulation or directive will be entitled to bear the ConformitÃ© EuropÃ©ene (â€œCEâ€) conformity marking, indicating that the device conforms to the essential requirements of the applicable directives and, accordingly, may be commercially distributed throughout the member states of the EEA. The method of assessing conformity to applicable regulations, directives, and standards depends on the type and class of the product, but normally involves a combination of selfâ€'assessment by the manufacturer and a thirdâ€'party assessment by a notified body, an independent and neutral institution appointed by a European Union member state to conduct the conformity assessment. This relevant assessment may consist of an audit of the manufacturerâ€™s quality system (currently ISO 13485), provisions of the Medical Devices Regulation (â€œMDRâ€) and specific testing of the manufacturerâ€™s device. Our facilities were first awarded the ISO 13485 certification in September 2002 and has been subsequently maintained through periodic assessments. The European Union MDR was published in May 2017 and came into effect in May 2021. We are currently authorized to affix the CE mark under the MDR to our products, allowing us to sell our products throughout the European Economic Area. We are required to obtain certification against the MDR to CE mark new products or to make significant changes to existing products. Under the MDR, our notified body may review the technical and clinical details of a product before permitting the CE mark for new products or significant changes. There are fewer notified bodies authorized under the MDR to qualify businesses and products. This may result in additional time for initial product reviews and to obtain authorization to apply the CE mark. We are also currently subject to regulations in Japan. Under the Pharmaceutical Affairs Law in Japan, a preâ€'market approval necessary to sell, market and import a product (Shonin) must be obtained from the Ministry of Health, Labor and Welfare (â€œMHLWâ€), for our products. A Japanese distributor received the first government approval to market the CyberKnife System from MHLW in November 1996. We received and maintain Shonin approval from MHLW for CyberKnife Treatment Delivery Systems, M6 Series with InCise MLC, TomoTherapy Treatment Delivery Systems, Radixact Treatment Delivery Systems, and associated Precision and iDMS software products. Additionally, our products are subject to regulations in China. The China Supervision and Regulation of Medical Devices (No. 680) requires licensing from the NMPA to market, sell, and import our product type. Before application, the NMPA licenses require testing by a laboratory accredited in China, such as the Beijing Institute for Medical Devices Testing (â€œBIMTâ€) or Liaoning Medical Device Test Institute (â€œLMTIâ€). China has adopted international standards for safety and performance with national variations specific to China. We received and maintain NMPA licenses for various configurations of Radixact Treatment Delivery Systems, CyberKnife Treatment Delivery Systems, TomoTherapy Treatment Delivery Systems, and Precision (including iDMS) software products. We are subject to additional regulations in other foreign countries, including, but not limited to, Canada, Taiwan, Korea, and Russia in order to sell our products. We expect that either we or our distributors will receive any necessary approvals or clearance prior to marketing or importing our products as required by international markets. 23 Table of Contents Â State Certificate of Need Laws In some states, a certificate of need or similar regulatory approval is required prior to the acquisition of highâ€'cost capital items or the provision of new services. These laws generally require appropriate state agency determination of public need and approval prior to the acquisition of such capital items or addition of new services. Certificate of need regulations may preclude our customers from acquiring one of our systems, and from performing stereotactic radiosurgery procedures using one of our systems. Several of our prospective customers currently are involved in appeals of certificate of need determinations. If these appeals are not resolved in favor of these prospective customers, they may be precluded from purchasing and/or performing services using one of our systems. Certificate of need laws are the subject of continuing legislative activity, and a significant increase in the number of states regulating the acquisition and use of one of our systems through certificate of need or similar programs could adversely affect us. Backlog For a discussion of our fiscal 2024 backlog, please refer to the section entitled â€œBacklog,â€ in Item 7, Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations. Employees and Human Capital Resources Our employees are critical to the success of our business. As of June 30, 2024, we had 987 employees, including 438 employees employed outside of the United States. We also engage part-time employees and independent contractors to supplement our workforce. None of our employees are represented by a labor union or covered by a collective bargaining agreement. We have never experienced any employment-related work stoppages, and we believe our relationship with our employees is good. We are dedicated to cultivating a diverse and inclusive work environment, essential for attracting and retaining exceptional talent. We believe that much of Accurayâ€™s work can be done in a workplace which consists of a blend of flexible, digitally enabled remote work and purposeful in-person connection and collaboration; we have learned the importance of providing flexibility and wellbeing resources to our employees. Through ongoing employee development, comprehensive compensation and benefits, and other programs, we strive to help our employees in all aspects of their lives so they can do their best work. Â Talent Development Â We believe that investing in our employees' development is essential for maintaining our competitive edge and fostering a culture of innovation and excellence. We offer various opportunities for our employees to enhance their skills, knowledge, and leadership abilities, such as online courses, mentoring programs, coaching sessions, and career development plans. We also conduct regular performance reviews and feedback surveys to assess our employees' strengths, areas for improvement, and career aspirations. Our goal is to enable our employees to achieve their full potential and grow with the company. Compensation & Benefits Â The principal purposes of our compensation and incentive plans are to attract, retain, and reward personnel, in order to increase stockholder value and the success of our company by motivating our employees to perform to the best of their abilities and achieve our objectives. Accordingly, we seek to offer competitive compensation and benefits packages that align with our business objectives and reward our employees for their achievements. We also provide various incentives and recognition programs, such as equity awards, bonuses, service awards, and employee referral bonuses, to motivate and appreciate our employees. In addition to the comprehensive and competitive health plans that we offer, our employees receive access to the following benefits: a 401(k) retirement plan with a company match, an employee stock purchase plan, a company-provided basic life insurance and disability benefits, a corporate wellness program, an employee assistance program, and local employee discounts programs. Diversity, Equity, and Inclusion Â We strive to foster a diverse and inclusive culture and environment that encourages active dialogue and robust engagement on the issues most salient to employee satisfaction and believe our employees are empowered to play a significant role in shaping the direction and success of the company. We believe that this helps to foster a positive and collaborative work environment that values teamwork, respect, integrity, and customer focus. Furthermore, we are committed 24 Table of Contents Â to promoting diversity, equity, and inclusion across our organization and in our communities. We believe that having a diverse and inclusive workforce enhances our creativity, innovation, and problem-solving abilities, and enables us to better serve our customers and stakeholders. We have implemented various initiatives to support and advance our diversity and inclusion goals, such as establishing a Diversity, Equity, and Inclusion Committee that oversees and guides our diversity and inclusion strategy, programs, and activities. We provide diversity and inclusion training and education for all employees, including all managers, covering topics such as unconscious bias and allyship. We track and report internally on our diversity metrics and progress, such as the composition and representation of our workforce by gender, race, ethnicity, age, disability, and veteran status. We believe that by focusing on these initiatives, we can create a more sustainable and successful company. Geographic Information For financial reporting purposes, net revenues and longâ€'lived assets attributable to significant geographic areas are presented in Note 14, Segment Disclosure, to the consolidated financial statements, which are incorporated herein by reference. Available Information Our main corporate website address is www.accuray.com. We make available on this website, free of charge, copies of our annual reports on Form 10â€'K, quarterly reports on Form 10â€'Q, current reports on Form 8â€'K and our proxy statements, and any amendments to those reports, as soon as reasonably practicable after filing such material electronically or otherwise furnishing it to the Securities and Exchange Commission, the SEC. All SEC filings are also available at the SECâ€™s website at www.sec.gov. We also use our investor relations website as a channel of distribution for material company information in compliance with Regulation FD. For example, webcasts of our earnings calls and certain events we participate in or host with members of the investment community are on our investor relations website. Additionally, we announce investor information, including news and commentary about our business and financial performance, SEC filings, notices of investor events, and our press and earnings releases, on our investor relations website. Investors and others can receive notifications of new information posted on our investor relations website in real time by signing up for email alerts and RSS feeds. Further corporate governance information, including our corporate governance guidelines, board committee charters, and code of conduct, is also available on our investor relations website under the heading â€œGovernance.â€ The contents of our websites are not incorporated by reference into this Annual Report on Form 10-K or in any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only. 25 Table of Contents Â Item 1A. RISK FACTORS Risk Factors Summary Our business is subject to numerous risks and uncertainties, including those highlighted in Part I, Item 1A titled â€œRisk Factors.â€ These risks include, but are not limited to, the following: Risks related to our business and results of operations â€¢We face risks related to the current global economic environment, which could adversely affect our business, financial condition and results of operations. â€¢If our products do not achieve widespread market acceptance, we will not be able to generate the revenue necessary to support our business. â€¢Our ability to achieve profitability depends in part on maintaining or increasing our gross margins on product sales and services, which we may not be able to achieve. â€¢We have outstanding indebtedness and may incur other debt in the future, which may adversely affect our financial condition and future financial results. â€¢Our operating results, including our cash flows, quarterly orders, revenues and margins fluctuate from quarter to quarter and may be unpredictable, which may result in a decline in our stock price. â€¢Our industry is subject to intense competition and rapid technological change, which may result in products or new tumor treatments that are superior to the CyberKnife and TomoTherapy platforms. If we are unable to anticipate or keep pace with changes in the marketplace and the direction of technological innovation and customer demands, our products may become obsolete or less useful and our operating results will suffer. â€¢We are subject to risks arising from our international operations, which may adversely affect our business, financial condition, and results of operations. â€¢Our results have been and may continue to be impacted by changes in foreign currency exchange rates. â€¢If we encounter manufacturing problems, or if our manufacturing facilities do not continue to meet federal, state or foreign manufacturing standards, we may be required to temporarily cease all or part of our manufacturing operations, which would result in delays and lost revenue. â€¢If we are unable to develop new products or enhance existing products to meet our customersâ€™ needs and compete favorably in the market, we may be unable to attract or retain customers. â€¢If we do not effectively manage our growth, our business may be significantly harmed. â€¢We could become subject to product liability claims, product recalls, other field actions and warranty claims that could be expensive, divert managementâ€™s attention and harm our business. â€¢Our reliance on singleâ€'source suppliers for critical components of our products could harm our ability to meet demand for our products in a timely and cost effective manner. â€¢We depend on key employees, the loss of whom would adversely affect our business. If we fail to attract and retain employees with the expertise required for our business, we may be unable to continue to grow our business. 26 Table of Contents Â â€¢Disruption of critical information technology systems, infrastructure and data or cyberattacks or other security breaches or incidents could harm our business and financial condition. â€¢Any actual or perceived failure by us to comply with legal or regulatory requirements related to privacy, cybersecurity and data protection could result in proceedings, actions or penalties against us. â€¢If third-party payors do not provide sufficient coverage and reimbursement to healthcare providers for use of our product platforms or if the number of patients covered by health insurance reduces, demand for our products and our revenue could be adversely affected. â€¢The safety and efficacy of our products for certain uses is not yet supported by longâ€'term clinical data, and our products may therefore prove to be less safe and effective than initially thought. â€¢Failures or disruptions at our logistics providers have occurred and could occur in the future, which could adversely impact our business. â€¢Third parties may claim we are infringing their intellectual property or that we are operating outside the scope of or violating a license or other agreement relating to their intellectual property. â€¢It is difficult and costly to protect our intellectual property and our proprietary technologies and we may not be able to ensure their protection. â€¢We have identified material weaknesses in our system of internal controls as of June 30, 2024 and are in the process of remediation. If we fail to remediate such material weakness or otherwise fail to achieve and maintain an effective system of internal control over financial reporting, our ability to produce timely and accurate financial results could be adversely impacted. Risks related to the regulation of our products and business â€¢Modifications, upgrades, new indications and future products related to our products may require new Food and Drug Administration (â€œFDAâ€) 510(k) clearances or premarket approvals and similar licensing or approvals in international markets. â€¢We are subject to federal, state and foreign laws and regulations applicable to our operations, the violation of which could result in substantial penalties and harm our business. â€¢If we or our distributors do not obtain and maintain the necessary regulatory approvals in a specific country, we will not be able to market and sell our products in that country. Risks related to our common stock â€¢The price of our common stock is volatile and may continue to fluctuate significantly, which could lead to losses for stockholders. â€¢Future issuances of shares of our common stock could dilute the ownership interests of our stockholders. â€¢The conditional conversion features of the Notes, if triggered, may adversely affect our financial condition and operating results. â€¢Provisions in the indenture for the Notes, the credit agreement for our Credit Facilities (as defined below), our certificate of incorporation and our bylaws could discourage or prevent a takeover, even if an acquisition would be beneficial in the opinion of our stockholders. General Risks â€¢Our liquidity could be adversely impacted by adverse conditions in the financial markets. 27 Table of Contents Â Â Risk Factors We operate in a rapidly changing environment that involves significant risks, a number of which are beyond our control. In addition to the other information contained in this Form 10â€'K, the following discussion highlights some of these risks and the possible impact of these factors on our business, financial condition and future results of operations. If any of the following risks actually occur, our business, financial condition or results of operations may be adversely impacted, causing the trading price of our common stock to decline. In addition, these risks and uncertainties may impact the â€œforwardâ€'lookingâ€ statements described elsewhere in this Form 10â€'K and in the documents incorporated herein by reference. They could affect our actual results of operations, causing them to differ materially from those expressed in â€œforwardâ€'lookingâ€ statements. Risks Related to Our Business and Results of Operations We face risks related to the current global economic environment, including risks arising in connection with inflation, recession or currency fluctuations, any of which could adversely affect our business, financial condition and results of operations by, among other things, delaying or preventing our customers from obtaining financing to purchase our products and services or implementing the required facilities to house our systems. Our business and results of operations are materially affected by conditions in the global markets and the economy generally. Concerns over economic and political stability; inflation levels and related efforts to mitigate inflation; a potential recession; the level of U.S. national debt, the U.S. debt credit rating and U.S. budgetary concerns; currency fluctuations and volatility; the rate of growth of Japan, China and other Asian economies, including the impact of the China anti-corruption campaign and timing of China stimulus program on those economies; unemployment; the availability and cost of credit; trade relations, including the imposition of various sanctions and tariffs in other countries; the duration and severity of the ongoing recovery from the COVID-19 pandemic; energy costs; instability in the banking and financial services sector and geopolitical uncertainty and conflict, including the upcoming U.S. presidential election, have contributed to increased volatility and diminished expectations for the economy and the markets in general. In turn, periods of economic slowdown or recession could lead to a reduction in demand for our products and services, which in turn would reduce our revenues and adversely affect our results of operations and our financial position. The results of these macroeconomic conditions, and the actions taken by governments, central banks, companies, and consumers in response, have and may continue to result in higher inflation in the U.S. and globally, which has led to an increase in costs and caused changes in fiscal and monetary policy, including increased interest rates. Other adverse impacts of recent macroeconomic conditions that have impacted us and may continue to impact us are foreign exchange rate fluctuations, supply chain constraints, logistics challenges, and fluctuations in labor availability. Thus, if general macroeconomic conditions deteriorate, our business and financial results could be materially and adversely affected. In an inflationary environment, we may be unable to raise the prices of our products and services sufficiently to keep up with the rate of inflation. Impacts from inflationary pressures could be more pronounced and materially adversely impact aspects of our business where revenue streams and cost commitments are linked to contractual agreements that extend many years into the future, as we may not be able to quickly or easily adjust pricing, reduce costs, or implement counter measures. A higher inflationary environment can also negatively impact raw material, component, and logistics costs that, in turn, has increased the costs of producing and distributing our products. For example, inflationary pressures beginning in fiscal year 2023 have resulted in rising costs for certain materials, including increased logistics and duties costs, that have adversely affected our gross margins, which have had a material effect on our business, financial condition or results of operations. Continued pressure from these inflationary factors could further exacerbate these effects. Further, the U.S. federal government has called for, or enacted, substantial changes to healthcare, trade, fiscal, and tax policies, which may include changes to existing trade agreements and may have a significant impact on our operations. For example, the United States has imposed tariffs on certain foreign products, including from China, that have resulted in and may result in future retaliatory tariffs on U.S. goods and products. We cannot

predict whether these policies will continue, or if new policies will be enacted, or the impact, if any, that any policy changes could have on our business. In addition, failure of the U.S. Government to pass a budget in a timely manner or any reductions in healthcare spending in the budget may adversely impact us or our customers. If economic conditions worsen, or new legislation is passed related to the healthcare 28 Table of Contents Â system, trade, fiscal or tax policies, customer demand may not materialize to levels we require to achieve our anticipated financial results, which could have a material adverse effect on our business, financial condition and results of operations. Â Additionally, inflation and the ongoing supply chain challenges and logistics costs have materially affected our gross margins and net income (loss), and we expect that gross margins and net income (loss) will continue to be adversely affected by increased material costs and freight and logistic expenses through at least the remainder of calendar year 2024, and potentially longer. In addition, we expect inflation and the ongoing supply chain challenges and logistics costs to impact our cash from operations through at least the remainder of calendar year 2024, if not longer. Â The uncertain macroeconomic environment, including volatile credit markets and concerns regarding the availability and cost of credit, increased interest rates, inflation, reduced economic growth or a recession, instability in the banking and financial services sector and concerns relating to the upcoming U.S. presidential election, in any of the geographic areas where we do business, could impact consumer and customer demand for our products and services, as well as our ability to manage normal commercial relationships with our customers, suppliers and creditors, including financial institutions, and the ability of our customers to meet their obligations to us. For example, in the United States, at least one customer declared bankruptcy in fiscal 2023 causing us to increase our bad debt reserve due to the expectation that they will be unable to pay us. Further, some of our customers have been delayed in obtaining, or have not been able to obtain, necessary financing for their purchases of the CyberKnife or TomoTherapy platforms. In addition, some of our customers have been delayed in obtaining, or have not been able to obtain, necessary financing for the construction or renovation of facilities to house the CyberKnife or TomoTherapy platforms, the cost of which can be substantial. These delays have, in some instances, led to our customers postponing the shipment and installation of previously ordered systems or cancelling their system orders and may cause other customers to postpone their system installation or to cancel their agreements with us. Reduced budgets and lower capital deployment priority for radiotherapy equipment, along with longer customer installation timelines, in the United States have also negatively impacted our revenue during fiscal year 2024, and we expect this will continue to have an impact through fiscal year 2026. A continuation or further deterioration of the adverse economic environment would further increase delays and order cancellations, or affect our ability to collect from our customers, any of which would continue to adversely affect revenues, and therefore, harm our business and results of operations. If the CyberKnife or TomoTherapy platforms do not achieve widespread market acceptance, we will not be able to generate the revenue necessary to support our business. Achieving physician, patient, hospital administrator and thirdâ€'party payor acceptance of the CyberKnife and TomoTherapy platforms as preferred methods of tumor treatment is crucial to our continued success. Physicians will not begin to use or increase the use of the CyberKnife or TomoTherapy platforms unless they determine, based on experience, clinical data and other factors, that the CyberKnife and TomoTherapy platforms are safe and effective alternatives to traditional treatment methods. Further, physicians may be slow to adopt new or updated versions of our CyberKnife and TomoTherapy platforms because of the perceived liability risks arising from the use of new products and the uncertainty of reimbursement from third-party payors, particularly in light of ongoing health care reform initiatives and the evolving U.S. health care environment. If we are not able to expand market acceptance of our products and maintain and increase our base of installed systems, or installed base, then sales of our products may not meet expectations. Any failure to expand and protect our existing installed base could adversely affect our operating results. We often need to educate physicians about the use of stereotactic radiosurgery, image guided radiation therapy (â€œIGRTâ€) and adaptive radiation therapy, convince healthcare payors that the benefits of the CyberKnife and TomoTherapy platforms and their related treatment processes outweigh their costs, and help train qualified physicians in the skilled use of these systems. In addition, we also must educate prospective customers regarding the entire functionality of our radiation therapy systems and their relative benefits compared to alternative products and treatment methods. We must also increase awareness among potential patients, who are increasingly educated about treatment options and therefore, impact adoption of new technologies by clinicians. We have expended and will continue to expend significant resources on marketing and educational efforts to create awareness of stereotactic radiosurgery and robotic intensity-modulated radiotherapy (â€œIMRTâ€) as well as adaptive radiation therapy and IGRT generally and to encourage the acceptance and adoption of our products for these technologies. We cannot be sure that our products will gain significant market acceptance among physicians, patients and healthcare payors, even if we spend significant time and expense on their education. In addition to achieving market acceptance of our products and the need to educate physicians and others about the benefits of our products, the CyberKnife and TomoTherapy platforms are major capital purchases, and purchase decisions are 29 Table of Contents Â greatly influenced by hospital administrators who are subject to increasing pressures to reduce costs. In addition, hospitals and other health professionals may reduce staffing and reduce or postpone meetings with potential suppliers in response to the spread of an infectious disease, such as COVID-19, effectively delaying the decision on potential purchases of new products such as ours. These and other factors, including the following, may affect the rate and level of market acceptance of the CyberKnife and TomoTherapy platforms: â€¢the CyberKnife and TomoTherapy platformsâ€™ price relative to other products or competing treatments; â€¢our ability to develop new products and enhancements and receive regulatory clearances and approval, if required, to such products in a timely manner; â€¢increased scrutiny by state boards when evaluating certificates of need requested by purchasing institutions; â€¢perception by patients, physicians and other members of the healthcare community of the CyberKnife and TomoTherapy platformsâ€™ safety, efficacy, efficiency and benefits compared to competing technologies or treatments; â€¢willingness of physicians to adopt new techniques and the ability of physicians to acquire the skills necessary to operate the CyberKnife and TomoTherapy platforms; â€¢extent of thirdâ€'party coverage and reimbursement rates, particularly from Medicare, for procedures using the CyberKnife and TomoTherapy platforms; and â€¢development of new products and technologies by our competitors or new treatment alternatives. If the CyberKnife or TomoTherapy platforms are unable to achieve or maintain market acceptance, new orders and sales of our systems would be adversely affected, our revenue levels would decrease and our business would be harmed. Our ability to achieve profitability depends in part on maintaining or increasing our gross margins on product sales and services, which we may not be able to achieve. As of June 30, 2024, we had an accumulated deficit of $517.7 million. We have incurred net losses, and expect to incur net losses in the future, particularly as selling and marketing activities increase ahead of any expected revenue. Our ability to achieve and sustain longâ€'term profitability is largely dependent on our ability to successfully market and sell the CyberKnife and TomoTherapy platforms, control our costs, and effectively manage our growth. We cannot assure you that we will be able to achieve profitability and even if we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis. In the event we fail to achieve profitability, our stock price could decline. Our ability to achieve profitability also depends on our ability to maintain or increase our gross margins on product sales and services. A number of factors have adversely impacted or could impact gross margins, including: â€¢lower than expected manufacturing yields of high cost components leading to increased manufacturing costs; â€¢low production volume, which will result in high levels of overhead cost per unit of production; â€¢lower selling pricing; â€¢our ability to sell products and services, recognize revenue from our sales and the timing of revenue recognition and revenue deferrals; â€¢increased labor costs or other costs as a result of increased inflation and supply chain constraints; â€¢delays in receipt of or increased costs related to critical components parts, including as a result of supply chain disruptions; 30 Table of Contents Â â€¢increased inventory costs and liabilities for excess inventory resulting from inventory held in excess of forecasted demand; â€¢increased service or warranty costs or the failure to reduce service or warranty costs; â€¢increased price competition; â€¢variation in the margins across products installed in a particular period; â€¢changes to U.S. and foreign trade policies, including enactments of tariffs on goods imported into the U.S. and any retaliatory tariffs imposed by other countries on U.S. goods, including our products; and â€¢how well we execute on our strategic and operating plans. If we are unable to maintain or increase our gross margins on product sales and service, our results of operations could be adversely impacted, we may not achieve profitability and our stock price could decline. We have outstanding indebtedness in the form of Convertible Senior Notes and a credit facility and may incur other debt in the future, which may adversely affect our financial condition and future financial results. In May 2021, we issued $100.0 million aggregate principal amount of our 3.75% Convertible Senior Notes due 2026 (the â€œNotesâ€). As our debt matures, we anticipate having to expend significant resources to either repay or refinance the Notes. For example, in May 2021, in connection with the issuance of the Notes, we (i) exchanged approximately $82.1 million aggregate principal amount of our previously issued 3.75% Convertible Senior Notes due 2022 for approximately $97.1 million aggregate principal amount of the Notes and (ii) sold approximately $2.9 million aggregate principal amount of the Notes for cash. If we decide to, or are required to, refinance the Notes in the future, we may be required to do so on different or less favorable terms or we may be unable to refinance the Notes at all, both of which may adversely affect our financial condition. In May 2021, we entered into a credit agreement that provided us with a five-year $80.0 million term loan (the â€œTerm Loan Facilityâ€) and $40.0 million revolving credit facility (the â€œRevolving Credit Facilityâ€ and together with the â€œTerm Loan Facilityâ€, the â€œCredit Facilitiesâ€). As of June 30, 2024, we had total consolidated liabilities of $423.5 million; including long-term liabilities of the Notes of $100.0 million, the Revolving Credit Facility of $10.0 million and the Term Loan Facility of $64.0 million, of which $7.8 million is classified as short-term loan. Our existing and future levels of indebtedness could have important consequences to stockholders and note holders and may adversely affect our financial conditions and future financial results by, among other things: â€¢affecting our ability to satisfy our obligations under the Notes and Credit Facilities; â€¢requiring a substantial portion of our cash flows from operations to be dedicated to interest and principal payments, which may not be available for operations, working capital, capital expenditures, expansion, acquisitions or general corporate or other purposes; â€¢impairing our ability to obtain additional financing in the future; â€¢limiting our flexibility in planning for, or reacting to, changes in our business and industry; and â€¢increasing our vulnerability to downturns in our business, our industry or the economy in general. The credit agreement governing the Credit Facilities (the â€œExisting Credit Agreementâ€) also includes certain restrictive covenants that limit, among other things, our ability and our subsidiariesâ€™ ability to (i) incur indebtedness, (ii) incur liens on their property, (iii) pay dividends or make other distributions, (iv) sell their assets, (v) make certain loans or investments, (vi) merge or consolidate, (vii) voluntarily repay or prepay certain indebtedness and (viii) enter into transactions with affiliates, in 31 Table of Contents Â each case, subject to certain exceptions. In addition, such agreements require us to meet certain financial covenants, including a consolidated fixed charge coverage ratio and consolidated senior net leverage ratio, as defined in the Existing Credit Agreement. These restrictions could adversely affect our ability to finance our future operations or capital needs, withstand a future downturn in our business or the economy in general, engage in business activities, including future opportunities that may be in our interest, and plan for or react to market conditions or otherwise execute our business strategies. Our ability to comply with the covenants and other terms governing the Credit Facilities will depend in part on our future operating performance. If we fail to comply with such covenants and terms, we may be in default and the maturity of the related debt could be accelerated and become immediately due and payable. In addition, because substantially all of our assets are pledged as a security under the Credit Facilities, if we are not able to cure any default or repay outstanding borrowings, such assets are subject to the risk of foreclosure by our lenders. From time to time, we have not been in compliance with such covenants or other terms governing the Credit Facilities and we have been required to obtain waivers or amendments to the Existing Credit Agreement from our lenders in order to maintain compliance. For example, in the fourth quarter of 2024, we amended the Existing Credit Agreement to make certain changes to our financial covenants that enabled us to remain in compliance with such covenants. There can, however, be no certainty that any such waiver or amendment will be available to us in the future, or what the cost of such waiver or amendment, if obtained, would be. If we are unable to obtain necessary waivers or relevant amendments and the debt under such credit facility is accelerated, we would be required to obtain replacement financing at prevailing market rates, which may not be favorable to us. Additionally, a default on indebtedness could result in a default under the terms of the indenture governing the Notes. There is no guarantee that we would be able to satisfy our obligations if any of our indebtedness is accelerated. Â In addition, our debt obligations consist of a variety of financial instruments that expose us to interest rate risk, including, but not limited to the Credit Facilities and Notes. If the amount outstanding under the Credit Facilities remained at this level for the next 12 months and interest rates increased or decreased by 50 basis point change, our annual interest expense would increase or decrease, respectively, approximately $0.4 million. Our operating results, including our cash flows, quarterly orders, revenues and margins fluctuate from quarter to quarter and may be unpredictable, which may result in a decline in our stock price. We have experienced and expect in the future to experience fluctuations in our operating results, including gross orders, revenues and margins, from period to period. Drivers of orders include the introduction and timing of new product or product enhancement announcements by us and our competitors, the timing of regulatory approvals, changes in price by us and our competitors as well as changes or anticipated changes in thirdâ€'party reimbursement amounts or policies applicable to treatments using our products. The availability of economic stimulus packages or other government funding, or reductions thereof, may also affect timing of customer purchases. Our products have a high unit price and require significant capital expenditures by our customers. Accordingly, we experience long sales and implementation cycles, which is of greater concern during a volatile economic environment where we have had customers delay or cancel orders. The timing of when orders are placed, when installation, delivery or shipping, as applicable, is accomplished and when revenue is recognized affect our quarterly results. Further, because of the high unit price of the CyberKnife and TomoTherapy platforms and the relatively small number of units sold or installed each quarter, each sale or installation of a CyberKnife or TomoTherapy platform can represent a significant percentage of our net orders, backlog or revenue for a particular quarter and shifts in sales or installation from one quarter to another may have significant effects. For example, multi-system sales or sales involving negotiations with integrated delivery networks involve additional complexities to the transaction and require a longer timeline to finalize the sale, which make it more difficult to predict the quarter in which the sale will occur. In addition, we have experienced delays in orders and installations due to the impact of macroeconomic factors as well as the COVID-19 pandemic at our customer sites. Once orders are received and booked into backlog, there is a risk that we may not recognize revenue in the near term or at all. The pace at which backlog converts to revenue has been adversely impacted in recent years, primarily due to delays in the timing of deliveries and installations in fiscal 2020 through 2022 caused by the COVID-19 pandemic and the resulting effects on the global economic environment. These delays in deliveries and installations have occurred and may continue, to some degree, through the remainder of calendar year 2024, which could have a negative impact on our revenue during such period. Factors that may affect whether these orders become revenue (or are cancelled or deemed agedâ€'out and reflected as a reduction in net orders) and the timing of revenue include: 32 Table of Contents Â â€¢economic or political instability, including volatility related to the current global economic environment; â€¢delays in the customer obtaining or inability of a customer to obtain funding or financing; â€¢delays in construction at the customer site and delays in installation; â€¢delays in the customer obtaining or inability of such customer to obtain local or foreign regulatory approvals such as certificates of need in certain states or Class A or Class B user licenses in China; â€¢the terms of the applicable sales and service contracts of the CyberKnife and TomoTherapy platforms; and â€¢the proportion of revenue attributable to orders placed by our distributors, which may be more difficult to forecast due to factors outside our control. Our operating results may also be affected by a number of other factors, some of which are outside of our control, including: â€¢delays in business operations of our customers or vendors, construction at customer sites and installation, including delays caused by supply chain delays; â€¢timing and level of expenditures associated with new product development activities; â€¢regulatory requirements in some states for a certificate of need prior to the installation of a radiation device or foreign regulatory approvals, such as Class A or Class B user licenses in China; â€¢delays in shipment due to, among other things, unanticipated construction delays at customer locations where our products are to be installed, cancellations by customers, natural disasters, global or regional health pandemics or epidemics, or labor disturbances; â€¢delays in our manufacturing processes or unexpected manufacturing difficulties, including due to supply chain and logistics challenges; â€¢the timing of the announcement, introduction and delivery of new products or product upgrades by us and by our competitors; â€¢timing and level of expenditures associated with expansion of sales and marketing activities such as trade shows and our overall operations; â€¢the timing and level of expenditures associated with our financing activities; â€¢the effects of foreign currency adjustments; â€¢changes in accounting principles, such as those related to revenue recognition, or in the interpretation or the application thereof; and â€¢fluctuations in our gross margins and the factors that contribute to such fluctuations, as described in Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations and the risk factor entitled, â€œOur ability to achieve profitability depends in part on maintaining or increasing our gross margins on product sales and services, which we may not be able to achieve.â€ Because many of our operating expenses are based on anticipated sales and a high percentage of these expenses are fixed for the short term, a small variation in the timing of revenue recognition can cause significant variations in operating results from quarter to quarter. If our financial results fall below the expectation of securities analysts and investors, the trading price of our common stock would almost certainly decline. 33 Table of Contents Â We report our orders and backlog on a quarterly and annual basis. Unlike revenues, orders and backlog are not defined by United States generally accepted

accounting principles (â€œU.S. GAAPâ€), and are not within the scope of the audit conducted by our independent registered public accounting firm. Also, for the reasons discussed in Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations, our orders and backlog cannot necessarily be relied upon as accurate predictors of future revenues. Order cancellation or significant delays in installation date will reduce our backlog and future revenues, and we cannot predict if or when orders will mature into revenues. Particularly high levels of cancellations or age-outs in one or more periods may cause our revenue and gross margins to decline in current or future periods and will make it difficult to compare our operating results from quarter to quarter. We cannot assure you that our backlog will result in revenue on a timely basis or at all, or that any cancelled contracts will be replaced. Our industry is subject to intense competition and rapid technological change, which may result in products or new tumor treatments that are superior to the CyberKnife and TomoTherapy platforms. If we are unable to anticipate or keep pace with changes in the marketplace and the direction of technological innovation and customer demands, our products may become obsolete or less useful and our operating results will suffer. The medical device industry in general and the nonâ€‘invasive cancer treatment field in particular are subject to intense and increasing competition and rapidly evolving technologies. Because our products often have long development and government approval cycles, we must anticipate changes in the marketplace and the direction of technological innovation and customer demands. To compete successfully, we will need to continue to demonstrate the advantages of our products and technologies over wellâ€‘established alternative procedures, products and technologies, and convince physicians and other healthcare decision makers of the advantages of our products and technologies. Traditional surgery and other forms of minimally invasive procedures, brachytherapy, chemotherapy or other drugs remain alternatives to the CyberKnife and TomoTherapy platforms. We consider the competition for the CyberKnife and TomoTherapy platforms to be existing radiation therapy systems, primarily using Câ€‘arm linacs, which are sold by large, wellâ€‘capitalized companies with significantly greater market share and resources than we have. Several of these competitors are also able to leverage their fixed sales, service and other costs over multiple products or product lines. In particular, we compete with a number of existing radiation therapy equipment companies, including Varian Medical Systems, Inc., a Siemens Healthineers company (â€œVarianâ€), Elekta AB (â€œElektaâ€), RefleXion Medical Inc. and Zap Surgical Systems. Varian has been the leader in the external beam radiation therapy market for many years and has the majority market share for radiation therapy systems worldwide. In general, because of aging demographics and attractive market factors in oncology, we believe that new competitors will enter the radiosurgery and radiation therapy markets in the years ahead. In addition, some manufacturers of conventional linac based radiation therapy systems, including Varian and Elekta, have products that can be used in combination with body and/or head frames and image guidance systems to perform both radiosurgical and radiotherapy procedures. Furthermore, many government, academic and business entities are investing substantial resources in research and development of cancer treatments, including surgical approaches, radiation treatment, MRIâ€‘guided radiotherapy systems, proton therapy systems, radiopharmaceutical/pharmaceutical treatments, gene therapy (which is the treatment of disease by replacing, manipulating, or supplementing nonfunctional genes) and other approaches. Successful developments that result in new approaches for the treatment of cancer could reduce the attractiveness of our products or render them obsolete. Our future success will depend in large part on our ability to establish and maintain a competitive position in current and future technologies. Rapid technological development may render the CyberKnife and TomoTherapy platforms and their technologies obsolete. Many of our competitors have or may have greater corporate, financial, operational, sales and marketing resources, and more experience and resources in research and development than we have. We cannot assure you that our competitors will not succeed in developing or marketing technologies or products that are more effective or commercially attractive than our products or that would render our technologies and products obsolete or less useful. We may not have the financial resources, technical expertise, marketing, distribution or support capabilities to compete successfully in the future. In addition, some of our competitors may compete by changing their pricing model or by lowering the price of their products. If we are unable to maintain or increase our selling prices, our revenue and gross margins may suffer. Our success will depend in large part on our ability to maintain a competitive position with our technologies. In addition to competition from technologies performing similar functions as our platforms, competition also exists for the limited capital expenditure budgets of our customers. For example, our platforms may compete with other equipment required by a radiation therapy department for financing under the same capital expenditure budget, which is typically 34 Table of Contents Â limited. A purchaser, such as a hospital or cancer treatment center, may be required to select between the two items of capital equipment. Our ability to compete may also be adversely affected when purchase decisions are based solely upon price, since our products are premiumâ€‘priced systems due to their higher level of functionality and performance. Â We are subject to risks arising from our international operations, which may adversely affect our business, financial condition, and results of operations. We derive most of our revenue from our international operations, and we plan to continue expanding our business in international markets in the future. In addition, we have employees engaged in R&D, manufacturing, administration, manufacturing, support and sales and marketing activities. As a result of our international operations, in addition to similar risks we face in our U.S. operations, we are affected by economic, business, regulatory, social, and political conditions in foreign countries, including the following: â€¢economic or political instability in the world or in particular regions or countries in which we do business, including the market volatility resulting from conflicts or war, such as the Russia-Ukraine and Israel-Hamas conflicts, and the upcoming U.S. presidential election; â€¢import delays; â€¢changes in foreign laws and regulations governing, among other matters, the clearance, approval and sales of medical devices; â€¢compliance with differing foreign regulatory requirements to sell and market our products; â€¢U.S. relations with the governments of the foreign countries in which we operate, which may, among other things, affect our access to such markets, including China, where our JV is located; â€¢longer payment cycles associated with many customers outside the United States; â€¢inability of customers to obtain requisite government approvals, such as customers in China, including customers of the JV, obtaining one of the limited number of Class A or Class B user licenses available in order to purchase our products; â€¢effective compliance with privacy, data protection and information security laws, such as the European Union (â€œEUâ€) General Data Protection Regulation (the â€œGDPRâ€) and new regulations in China; â€¢adequate coverage and reimbursement for the CyberKnife and TomoTherapy platform treatment procedures outside the United States; â€¢failure of local laws to provide the same degree of protection against infringement of our intellectual property; â€¢protectionist laws and business practices that favor local competitors; â€¢U.S. trade and economic sanctions policies that are in effect from time to time and the possibility that foreign countries may impose additional taxes, tariffs or other restrictions on foreign trade; â€¢trade restrictions that are in effect from time to time, including U.S. prohibitions and restrictions on exports of certain products and technologies to certain nations and customers; â€¢the unfamiliarity of shipping companies and other logistics providers with U.S. export control laws, which may lead to their unwillingness to ship or delays in shipping, our products to certain nations and customers despite such shipments being permitted under such laws; â€¢the inability to obtain required export or import licenses or approvals; 35 Table of Contents Â â€¢risks relating to foreign currency, including fluctuations in foreign currency exchange rates possibly causing fewer sales due to the strengthening of the U.S. Dollar; â€¢ effects of and uncertainties caused by the United Kingdomâ€™s withdrawal from the European Union; â€¢contractual provisions governed by foreign laws; and â€¢natural disasters, such as earthquakes and fires, and global or regional health pandemics or epidemics, such as COVID-19 or data privacy or security incidents, that may have a disproportionate effect in certain geographies resulting in decreased demand or decreased ability of our employees or employees of our customers and partners to work and travel. Our inability to overcome these obstacles could harm our business, financial condition and operating results. Even if we are successful in managing these obstacles, our partners internationally are subject to these same risks and may not be able to manage these obstacles effectively. In addition, our partners internationally are subject to these same risks. If we or our partners are impacted by any of these factors, our business, financial condition and operating results could be adversely affected. Our results have been and may continue to be impacted by changes in foreign currency exchange rates. Our operating results are subject to volatility due to fluctuations in foreign currency exchange rates. Currently, the majority of our international sales are denominated in U.S. Dollars. As a result, an increase in the value of the U.S. Dollar relative to foreign currencies could require us to reduce our sales price or make our products less competitive in international markets. Foreign exchange continues to be a significant headwind as the U.S. Dollar has continued to strengthen, which affect our results of operations and could cause potential delays in orders and we may see our sales and margins outside of the U.S. decline as we may not be able to raise local prices to fully offset the strengthening of the U.S. Dollar. Also, if our international sales continue to increase, we may enter into a greater number of transactions denominated in nonâ€‘U.S. Dollars, which would expose us to foreign currency risks, including changes in currency exchange rates. If we are unable to address these risks and challenges effectively, our international operations may not be successful and our business would be materially harmed. Enhanced international tariffs, including tariffs imposed by the United States and China that affect our products or components within our products, other trade barriers or a global trade war could increase our costs and materially and adversely affect our business operations and financial condition. Our global business could be negatively affected by trade barriers and other governmental protectionist measures, any of which can be imposed suddenly and unpredictably. For example, following Russiaâ€™s invasion of Ukraine, the United States and other countries imposed economic sanctions and severe export control restrictions against Russia and Belarus, and the United States and other countries could impose wider sanctions and export restrictions and take other actions should the conflict further escalate. Any exports or sales of our products into Russia and Belarus may be impacted by these restrictions. For instance, we are not able to ship certain spare or replacement parts into Russia and Belarus, which impacts our distributor's ability to service our installed base in such countries. The military conflict in Ukraine has also led to an expansion of sanction programs imposed against Russia by the United States, Canada, the EU, the United Kingdom, Switzerland, and Japan, among others, that in relevant part, impose sanctions against some of the largest state-owned and private Russian financial institutions (and their subsequent removal from the Society for Worldwide Interbank Financial Telecommunication (â€œSWIFTâ€) payment system) and certain Russian businesses, some of which have significant financial and trade ties to the EU, making it increasingly difficult to transfer money from Russia to other countries. In response to international sanctions, and as part of measures to stabilize and support the volatile Russian financial and currency markets, the Russian authorities imposed significant currency control measures aimed at restricting the outflow of foreign currency and capital from Russia, imposed various restrictions on transacting with non-Russian parties, banned exports of various products and imposed other economic and financial restrictions. If we are unable to receive payment from customers in Russia or transfer money outside of Russia, it could affect our ability to convert backlog from that region into revenue. The situation continues to evolve, and the United States, the EU, the United Kingdom and other countries may implement additional sanctions, export controls or other measures against Russia and other countries, regions, officials, individuals or industries in the respective territories. Such sanctions and measures, as well as existing and potential further responses from 36 Table of Contents Â Russia or other countries, could adversely affect the global economy and financial markets, as well as our business, financial condition and results of operations, which may also magnify the impact of other risks described in this â€œRisk Factorsâ€ section. There is also currently significant uncertainty about the future relationship between the U.S. and various other countries, most significantly China, with respect to trade policies, treaties, government regulations and tariffs and such uncertainty could continue following the upcoming U.S. presidential election. Since the beginning of 2018, there has been legislative or executive action, from U.S. and foreign leaders regarding instituting tariffs against foreign imports of certain materials. During the last half of calendar year 2018, the federal government imposed a series of tariffs ranging from 10% to 25% on a variety of imports from China. These tariffs affect certain components, including the linear accelerator for our CyberKnife platforms, which we manufacture in China and import into the U.S., as well as other components that we import into the U.S. from our suppliers. China responded to these tariffs with retaliatory tariffs ranging from 5% to 25% on a wide range of products from the U.S., which include certain of our products. Although the U.S. and China signed an initial trade deal in January 2020 and we have thus far been able to obtain tariff exemptions for medical linear accelerators imported into the U.S. from China, there is no assurance that the exemption on medical linear accelerators will continue or that we will continue to qualify for such exemption. If these tariffs continue, if additional tariffs are placed on certain of our components or products, or if any related counter-measures are taken by China, the U.S. or other countries, our business, financial condition and results of operations may be materially harmed. The imposition of tariffs could also increase our costs and require us to raise prices on our products, which may negatively impact the demand for our products in the affected market. If we are not successful in offsetting the impact of any such tariffs, our revenue, gross margins and operating results may be adversely affected. These tariffs are subject to a number of uncertainties as they are implemented, including future adjustments and changes. The ultimate reaction of other countries and the impact of these tariffs or other actions on the U.S., the global economy and our business, financial condition and results of operations, cannot be predicted at this time, nor can we predict the impact of any other developments with respect to global trade. Further, the imposition of additional tariffs by the U.S. could result in the adoption of additional tariffs by other countries, as well as further retaliatory actions by any affected country. Any resulting trade war could negatively impact the global market for medical devices, including radiation therapy devices, and could have a significant adverse effect on our business. These developments may have a material adverse effect on global economic conditions and the stability of global financial markets, and they may significantly reduce global trade. Any of these factors could depress economic activity, restrict our access to customers and have a material adverse effect on our business, financial condition and results of operations. If we encounter manufacturing problems, or if our manufacturing facilities do not continue to meet federal, state or foreign manufacturing standards, we may be required to temporarily cease all or part of our manufacturing operations, which would result in delays and lost revenue. The CyberKnife and TomoTherapy platforms are complex and require the integration of a number of components from several sources of supply. We must manufacture and assemble these complex systems in commercial quantities in compliance with regulatory requirements and at an acceptable cost. Our linear accelerator components are extremely complex devices and require significant expertise to manufacture, and we may encounter difficulties in scaling up production of the CyberKnife or TomoTherapy platforms, including problems with quality control and assurance, component supply shortages, increased costs, shortages of qualified personnel, the long lead time required to develop additional radiation shielded facilities for purposes of testing our products and/or difficulties associated with compliance with local, state, federal and foreign regulatory requirements. In addition, the macroeconomic environment has and may continue to impact the supply of key components such that we may not receive them in a timely manner, in sufficient quantities, or at a reasonable cost. In addition, as a result of COVID-related restrictions in China, we may also experience limitations in the availability of qualified personnel. If component supply or our manufacturing capacity does not keep pace with demand, we will not be able to fulfill product orders or service our products in a timely manner, which in turn may have a negative effect on our financial results and overall business. Conversely, if demand for our products decreases, the fixed costs associated with excess manufacturing capacity may adversely affect our financial results. Our manufacturing processes and the manufacturing processes of our thirdâ€‘party suppliers are required to comply with the FDAâ€™s Quality System Regulations (â€œQSRâ€) for any products imported into, or sold within, the U.S. The QSR is a complex regulatory scheme that covers the methods and documentation of the design, testing, production process and controls, manufacturing, labeling, quality assurance, packaging, storage and shipping of our products. Furthermore, we are required to 37 Table of Contents Â verify that our suppliers maintain facilities, procedures and operations that comply with our quality requirements. We are also subject to state licensing and other requirements and licenses applicable to manufacturers of medical devices, and we are required to comply with International Organization for Standardization (â€œISOâ€), quality system standards in order to produce products for sale in Europe and Canada, as well as various other foreign laws and regulations. Because our manufacturing processes include the production of diagnostic and therapeutic Xâ€‘ray equipment and laser equipment, we are subject to the electronic product radiation control provisions of the Federal Food, Drug and Cosmetic Act, which requires that we file reports with the FDA, applicable states and our customers regarding the distribution, manufacturing and installation of these types of equipment. The FDA enforces the QSR and the electronic product radiation control provisions through periodic inspections, some of which may be unannounced. We have been and anticipate in the future being subject to such inspections. FDA inspections usually occur every two to three years. During such inspections, the FDA may issue Inspectional Observations on Form FDA 483, listing instances where the manufacturer has failed to comply with applicable regulations and procedures, or warning letters. If a manufacturer does not adequately address the observations, the FDA may take enforcement action against the manufacturer, including the imposition of fines, restriction of the ability to export product, total shutdown of production facilities and criminal prosecution. If we or a thirdâ€‘party supplier receive a Form FDA 483 with material or major observations that are not promptly corrected, fail to pass a QSR inspection, or fail to comply with these, ISO and other applicable regulatory requirements, our operations could be disrupted and our ability to generate sales could be delayed. Our failure to take prompt and satisfactory corrective action in response to an adverse inspection or our failure to comply with applicable standards could result in enforcement actions, including a public warning letter, a shutdown of our manufacturing operations, a recall of our products, civil or criminal penalties, or other sanctions, which would cause our sales and business to suffer. In addition, because some foreign regulatory approvals are based on approvals or clearances from the FDA, any failure to comply with FDA requirements may also disrupt our sales of products in other countries. We cannot assure you that the FDA or other governmental authorities would agree with

our interpretation of applicable regulatory requirements or that we or our thirdâ€‘party suppliers have in all instances fully complied with all applicable requirements. If any of these events occur, our reputation could be harmed, we could lose customers and there could be a material adverse effect on our business, financial condition and results of operations. If we cannot achieve the required level and quality of production, we may need to outsource production or rely on licensing and other arrangements with third parties who possess sufficient manufacturing facilities and capabilities in compliance with regulatory requirements. Even if we could outsource needed production or enter into licensing or other thirdâ€‘party arrangements, this could reduce our gross margin and expose us to the risks inherent in relying on others. We also cannot assure you that our suppliers will deliver an adequate supply of required components on a timely basis or that they will adequately comply with the QSR. Failure to obtain these components on a timely basis would disrupt our manufacturing processes and increase our costs, which would harm our operating results. If we are unable to develop new products or enhance existing products to meet our customersâ€™ needs and compete favorably in the market, we may be unable to attract or retain customers. Our success depends on the successful development, regulatory clearance or approval, introduction and commercialization of new generations of products, treatment systems, and enhancements to and/or simplification of existing products that will meet our customersâ€™ needs provide novel features and compete favorably in the market. The CyberKnife and TomoTherapy platforms, which are currently our principal products, are technologically complex and must keep pace with, among other things, the products of our competitors and new technologies. We are making significant investments in longâ€‘term growth initiatives. Such initiatives require significant capital commitments, involvement of senior management and other investments on our part, which we may be unable to recover. Our timeline for the development of new products or enhancements may not be achieved and price and profitability targets may not prove feasible. Commercialization of new products may prove challenging, and we may be required to invest more time and money than expected to successfully introduce them. Once introduced, new products may adversely impact orders and sales of our existing products or make them less desirable or even obsolete. Compliance with regulations, competitive alternatives, and shifting market preferences may also impact the successful implementation of new products or enhancements. Our inability to develop, gain regulatory approval for or supply competitive products to the market as quickly and effectively as our competitors could limit market acceptance of our products and reduce our sales. In addition, we depend on one of our customers for a substantial portion of our revenue, and the loss of, or a significant reduction in orders from our major customer could have a material adverse effect on our revenue and operating results. We 38 Table of Contents Â had one customer that represented 10% or more of total net revenue for the years ended June 30, 2024, 2023, and 2022, respectively. In the future, our major customer may decide not to purchase our products at all, may purchase fewer products than they did in the past, or may defer or cancel purchases or otherwise alter their purchasing patterns. Our ability to successfully develop and introduce new products, treatment systems and product enhancements and simplifications, and the revenues and costs associated with these efforts, will be affected by our ability to: â€¢properly identify and address customer needs; â€¢prove feasibility of new products in a timely manner; â€¢educate physicians about the use of new products and procedures; â€¢comply with internal quality assurance systems and processes timely and efficiently; â€¢manage the timing and cost of obtaining regulatory approvals or clearances; â€¢accurately predict and control costs associated with inventory overruns caused by phaseâ€‘in of new products and phaseâ€‘out of old products; â€¢price new products competitively; â€¢manufacture and deliver our products in sufficient volumes on time and accurately predict and control costs associated with manufacturing, installation, warranty and maintenance of the products; â€¢meet our product development plan and launch timelines; â€¢enter into collaborations with third parties. For example, a key component of our research and development program is our collaboration with research programs at selected hospitals, cancer treatment centers, academic institutions and research institutions worldwide; â€¢improve manufacturing yields of components; and â€¢manage customer demands for retrofits of both old and new products. Even if customers accept new products or product enhancements, the revenues from these products may not be sufficient to offset the significant costs associated with making them available to customers. We cannot be sure that we will be able to successfully develop, obtain regulatory approval or clearance for, manufacture or introduce new products, treatment systems or enhancements, the rollâ€‘out of which involves compliance with complex quality assurance processes, including QSR. Failure to obtain regulatory approval or clearance for our products or to complete these processes in a timely and efficient manner could result in delays that could affect our ability to attract and retain customers, or could cause customers to delay or cancel orders, causing our backlog, revenues and operating results to suffer. If we do not effectively manage our growth, our business may be significantly harmed. In order to implement our business strategy, we expect continued growth in our infrastructure requirements, particularly as we expand into new and growing markets as well as expand our manufacturing capacities and sales and marketing capabilities. To manage our growth, we must expand our facilities, augment our management, operational and financial systems, hire and train additional qualified personnel, scaleâ€‘up our manufacturing capacity and expand our marketing and distribution capabilities, all of which will be more difficult to accomplish the more employees we have that work remotely from home. Our manufacturing, assembly and installation process is complex and occurs over many months and we must effectively scale this entire process to satisfy customer expectations and changes in demand. Further, to accommodate our growth and compete effectively, we will be required to make improvements to our business operations. We cannot be certain 39 Table of Contents Â that our personnel, systems, procedures and internal controls will be adequate to support our future operations and any expansion of our systems and infrastructure may require us to commit significant additional financial, operational and management resources. If we cannot manage our growth effectively, our business will suffer. We could become subject to product liability claims, product recalls, other field actions and warranty claims that could be expensive, divert managementâ€™s attention and harm our business. Our business exposes us to potential liability risks that are inherent in the manufacturing, marketing, sale, installation, servicing, and support of medical device products. We may be held liable if one of our CyberKnife or TomoTherapy platforms or our software, including the Precision Treatment Planning System with iDMS Data Management System software, causes or contributes to injury or death or is found otherwise unsuitable during usage. Our products incorporate sophisticated components and computer software. Complex software can contain errors, particularly when first introduced. In addition, new products or enhancements may contain undetected errors or performance problems that, despite testing, are discovered only after installation. Because our products are designed to be used to perform complex surgical and therapeutic procedures involving delivery of radiation to the body, defects, even if small, could result in a number of complications, some of which could be serious and could harm or kill patients. Any alleged weaknesses in physician training and services associated with our products may result in unsatisfactory patient outcomes and product liability lawsuits. It is also possible that defects in the design, manufacture or labeling of our products might necessitate a product recall or other field corrective action, which may result in warranty claims beyond our expectations and may harm our reputation and create adverse publicity. A product liability claim, regardless of its merit or eventual outcome, could result in significant legal defense costs that may not be covered by insurance and be time-consuming to defend. We may also be subject to claims for personal injury, property damage or economic loss related to, or resulting from, any errors or defects in our products, or the installation, servicing and support of our products, or any professional services rendered in conjunction with our products. Adverse publicity related to any product liability actions may cause patients to be less receptive to radiation therapy generally or our products specifically and could also result in additional regulation that could adversely affect our ability to promote, manufacture and sell our products. The coverage limits of our insurance policies may not be adequate to cover future claims. If sales of our products increase or we suffer future product liability claims, we may be unable to maintain product liability insurance in the future at satisfactory rates or with adequate amounts of coverage. A product liability claim, any product recalls or other field actions or excessive warranty claims, whether arising from defects in design or manufacture or labeling, could negatively affect our sales or require a change in the design, manufacturing process or the indications for which our systems or software may be used, any of which could harm our reputation and business and result in a decline in revenue. In addition, if a product we designed or manufactured is defective, whether because of design or manufacturing, supplied parts, or labeling defects, improper use of the product or other reasons, we may be required to notify regulatory authorities and/or to recall the product, possibly at our expense. We have voluntarily initiated recalls and other product corrections in the past. For example, in fiscal year 2024, we voluntarily initiated one recall related to the Radixact platform, which was reported to the FDA. We are committed to the safety and precision of our products and while no serious adverse health consequences have been reported in connection with these recalls and the costs associated with each such recall were not material, we cannot ensure that the FDA will not require that we take additional actions to address problems that resulted in previous recalls or that similar or more significant product recalls will not occur in the future. A required notification of a correction or removal to a regulatory authority or recall could result in an investigation by regulatory authorities of our products, which could in turn result in required recalls, restrictions on the sale of the products or other civil or criminal penalties. The adverse publicity resulting from any of these actions could cause customers to review and potentially terminate their relationships with us. These investigations, corrections or recalls, especially if accompanied by unfavorable publicity, patient injury or termination of customer contracts, could result in incurring substantial costs, losing revenues and damaging our reputation, each of which would harm our business. Our reliance on singleâ€‘source suppliers for critical components of the CyberKnife and TomoTherapy platforms could harm our ability to meet demand for our products in a timely and cost effective manner. We currently depend on single source suppliers for some of the critical components necessary to assemble the CyberKnife and TomoTherapy platforms, including, with respect to the CyberKnife platform, the robot, couch and magnetron and, with respect to the TomoTherapy platforms, the couch, solid state modulator and magnetron. In addition, as a result of global supply chain disruptions, we have experienced and continue to experience disruptions in parts of our supply chain, which has caused delays in the receipt of certain component parts for our products and increased pricing pressure for such parts, including with respect to parts purchased from our single-source suppliers, adversely affecting our gross margins in the near term, and increasing the risk that these supply chain disruptions could materially affect our ability to meet customer demand. 40 Table of Contents Â Furthermore, as a result of the effects of the macroeconomic conditions, including inflation, and supply chain challenges, some of our suppliers have limited or reduced the sale of such components to us or increased the cost of such components to us. If these conditions worsen, or if these suppliers were to experience financial difficulties, additional supply chain or other problems that prevents them from supplying us with the necessary components, we could fail to meet product demand, which could have a material adverse effect on our business, financial condition and results of operations. These sole source and other suppliers could also be subject to quality and performance issues, materials shortages, excess demand, reduction in capacity and other factors that may disrupt the flow of goods to us; thereby adversely affecting our business and customer relationships. If any singleâ€‘source supplier was to cease delivering components to us or fail to provide the components to our specifications and on a timely basis, we might be required to find alternative sources for these components. The disruption or termination of the supply of components, including as a result of global shortages in important components, have resulted in, and will continue to cause, inflationary pressure on our supply chain and a significant increase in the costs of these components, which have materially affected and could continue to adversely affect our results of operations. In addition, we expect inflation and the ongoing supply chain challenges and logistics costs to impact our cash from operations through at least the remainder of calendar year 2024, if not longer. In some cases, alternative suppliers may be located in the same geographic area as existing suppliers, and are thus subject to the same economic, political and geographic factors that may affect existing suppliers to meet our demand. We may have difficulty or be unable to find alternative sources for these components. Difficulties in obtaining a sufficient supply of component materials could increase as well as the costs associated with such components, and we expect such difficulties to persist through at least the remainder of fiscal year 2024, if not longer. As a result, we may be unable to meet the demand for the CyberKnife or TomoTherapy platforms, which could harm our ability to generate revenue and damage our reputation. Even if we do find alternate suppliers, we will be required to qualify any such alternate suppliers and we would likely experience a lengthy delay in our manufacturing processes or a cessation in production, which would result in delays of shipment to end users. We cannot assure you that our singleâ€‘source suppliers will be able or willing to meet our future demands. We generally do not maintain large volumes of inventory, which makes us even more susceptible to harm if a single source supplier fails to deliver components on a timely basis or we experience quality issues with the components we do have in inventory, and maintaining our historical levels of inventory has been adversely impacted by the macroeconomic environment. For example, a supplier quality issue resulted in higher than anticipated failure rates for a component in our platforms, which resulted in higher parts consumption costs that adversely affected our financial results in fiscal year 2024. Furthermore, if we are required to change the manufacturer of a critical component of the CyberKnife or TomoTherapy platforms, we will be required to verify that the new manufacturer maintains facilities, procedures and operations that comply with our quality and applicable regulatory requirements and guidelines, which could further impede our ability to manufacture our products in a timely manner. If the change in manufacturer results in a significant change to the product, a new 510(k) clearance would be necessary, which would likely cause substantial delays. The disruption or termination of the supply of key components for the CyberKnife or TomoTherapy platforms could harm our ability to manufacture our products in a timely manner or within budget, harm our ability to generate revenue, lead to customer dissatisfaction and adversely affect our reputation and results of operations. Failures of components also affect the reliability and performance of our products, can reduce customer confidence in our products, increase service parts consumption, and may adversely affect our financial performance. From time to time, we may receive components that do not perform according to their specifications, which could result in the inability of such customer utilize our systems in their practices until such components are replaced. Any future difficulty in obtaining reliable component parts could result in increased customer dissatisfaction and adversely affect our reputation, our ability to protect and retain our installed base of customers and results of operations. We depend on key employees, the loss of whom would adversely affect our business. If we fail to attract and retain employees with the expertise required for our business, we may be unable to continue to grow our business. We are highly dependent on the members of our senior management, sales, marketing, operations and research and development staff. Our future success will depend in part on our ability to retain our key employees and to identify, hire and retain additional personnel. Competition for qualified personnel in the medical device industry is intense and finding and retaining qualified personnel with experience in our industry is very difficult. We believe there are only a limited number of individuals with the requisite skills to serve in many of our key positions and we face significant competition for key personnel and other employees, from other medical equipment and software manufacturers, technology companies, universities and research institutions. Fluctuations in labor availability globally, including labor shortages and staff burnout and attrition, may also impact our ability to hire and retain personnel critical to our manufacturing, logistics, and commercial operations. As a result, we may not be able to retain our existing employees or hire new employees quickly enough to meet 41 Table of Contents Â our needs. Moreover, we have from time to time conducted reductions in force in order to optimize our organizational structure and reduce costs, some of which were substantial, and certain senior personnel have also departed for various reasons. For example, in October 2023, we informed affected employees of a cost savings initiative to reduce operating expenses resulting in the elimination of approximately 5.9 percent of our global workforce. At the same time, we may face high turnover among employees that are critical to our ongoing operations, requiring us to expend time and resources, including financial resources, to source, train and integrate new employees. The challenging markets in which we compete for talent may also require us to invest significant amounts of cash and equity to attract and retain employees. In addition, a significant portion of our compensation to our key employees is in the form of stock related grants. A prolonged depression in our stock price could make it difficult for us to retain our key and other employees and recruit additional qualified personnel and we may have to pay additional compensation to employees to incentivize them to join or stay with us. We do not maintain, and do not currently intend to obtain, key employee life insurance on any of our personnel. If we fail to hire and retain key personnel and other employees, we may be unable to continue to grow our business successfully. Disruption of critical information technology systems, infrastructure and data or cyberattacks or other security breaches or incidents could harm our business and financial condition. Information technology helps us operate more efficiently, interface with customers, maintain financial accuracy and efficiency and accurately produce our financial statements. If we do not allocate and effectively manage the resources necessary to build, sustain and secure the proper technology infrastructure, we could be subject to transaction errors, processing inefficiencies, the loss of customers, business disruptions or the loss, unavailability of or damage to data and intellectual property through a cyberattack (including ransomware and other attacks) or other security breach or incident. While management is committed to identifying and improving data security risks through oversight of data security by our Chief Information Security Officer and implementation of various technical safeguards, procedural requirements and policies, regardless of the resources we allocate and the effectiveness with which we manage them, we face a risk of cyberattacks and other security breaches and incidents. Any cyberattacks or other security breaches or incidents we suffer could expose us to a risk of lost, unavailable, or corrupted information, unauthorized disclosure or other processing of information, claims, litigation and possible liability to employees, customers and others, and investigations and proceedings by regulatory authorities. Artificial intelligence ("AI") technologies may be used for certain cyberattacks or to increase the frequency or intensity of certain cyberattacks, which may increase our risks presented by cyberattack activity. Additionally, cyberattack activity may be heightened in connection with geopolitical events and conflicts such as the Russia-Ukraine and

Israel-Hamas conflicts. In addition to potential exposure to cyberattacks, security incidents, or other actions that may compromise the security of or interfere with the function of our products, defects or vulnerabilities in the software or systems of our third-party vendors may expose failures in our internal controls and risk management processes, which may adversely impact our business, financial condition, results of operations, or cash flows and may also harm our reputation, brand, and customer relationships. If our data management systems or those of our third-party providers do not effectively collect, store, process and report relevant data for the operation of our business, whether due to equipment malfunction or constraints, software deficiencies, computer viruses, security breaches or incidents, cyberattacks, catastrophic events or human error, our ability to effectively plan, forecast and execute our business plan and comply with applicable laws and regulations will be impaired, perhaps materially. Any such impairment could materially and adversely affect our financial condition, results of operations, cash flows and the timeliness with which we internally and externally report our operating results. As a result, our information systems require an ongoing commitment of significant resources to maintain, protect, and enhance existing systems and develop new systems to keep pace with continuing changes in information processing technology, evolving legal and regulatory standards, the increasing need to protect patient and customer information, and the information technology needs associated with our changing products and services. There can be no assurance that our process of consolidating the number of systems we operate, upgrading and expanding our information systems capabilities, continuing our efforts to build security into the design of our products, protecting and enhancing our systems and developing new systems to keep pace with continuing changes in information processing technology will be successful or that additional systems issues will not arise in the future, or that we will not suffer from disruptions or other systems issues even if we devote substantial resources and personnel to these efforts. In addition, privacy and security breaches and incidents arising from errors, malfeasance or misconduct by employees, contractors or others with permitted access to our systems may pose a risk that sensitive data, including individually identifiable data, may be exposed to unauthorized persons or to the public and may compromise our security systems. There can be no assurance that any efforts we make to prevent against such privacy or security breaches or incidents have been or 42 Table of Contents Â will be able to prevent breakdowns or breaches or incidents in our systems or those of our third-party service providers that could adversely affect our business. Third parties may also attempt to fraudulently induce employees or customers into disclosing usernames, passwords or other sensitive information, which may in turn be used to access our information technology systems. For example, our employees have received in the past and likely will continue to receive â€œphishingâ€ e-mails attempting to induce them to divulge sensitive information. We may also face increased cybersecurity risks due to our reliance on internet technology and many of our employees working remotely at least part of the time, which may create additional opportunities for cybercriminals to exploit vulnerabilities. In addition, unauthorized persons may attempt to hack into our products or systems to obtain personal data relating to patients or employees, our confidential or proprietary information or confidential information we hold on behalf of third parties, which, if successful, could pose a risk of loss, unavailability, or corruption of, or unauthorized access to or acquisition of, data, risk to patient safety and risk of product recall. The techniques used to obtain unauthorized access to our systems change frequently and may be difficult to detect, and we may not be able to anticipate and prevent these intrusions or mitigate them when they occur. Third-party service providers store and otherwise process certain personal data and other confidential or proprietary information of ourselves and third parties on our behalf, and these service providers face similar risks. In addition, our employees, third-party service providers, strategic partners, or other contractors or consultants may input personal or confidential information, or other business data of ours, into an artificial intelligence system (in particular, a system that is managed, owned, or controlled by a third party), which may disrupt and otherwise compromise our business operations, divert the attention of management and key information technology resources, potentially lead to security breaches or incidents or other unauthorized access to, or other use or processing of, personal information, our confidential information or other business data. Moreover, we manufacture and sell hardware and software products that allow our customers to store confidential information about their patients. Both types of products are often connected to and reside within our customersâ€™ information technology infrastructures. We do not have measures to configure or secure our customersâ€™ equipment or any information stored in our customersâ€™ systems or at their locations, which is the responsibility of our customers. Our customers are also continually updating their cybersecurity standards for the products that they purchase. While we have implemented security measures designed to protect our hardware and software products from unauthorized access and cyberattacks, these measures may not meet the standards set by our customers or be effective in securing these products, particularly since techniques used to obtain unauthorized access, or to sabotage systems, change frequently and may not be recognized until launched against a target. A network security or systems security breach of incident suffered by ourselves or our third-party service providers or other events that cause the loss or unauthorized use or disclosure of, or access by third parties to, sensitive information stored by us or our customers could result in loss, unavailability, or unauthorized acquisition, modification, or other processing of data, and any such events, or the perception that these events have occurred or that our security measures for our products are lacking, could have serious negative consequences for our business, including indemnity obligations, possible fines, penalties and damages, reduced demand for our products and services, an unwillingness of our customers to use our products or services, harm to our reputation and brand, and time consuming and expensive litigation, any of which could have an adverse effect on our business, financial condition, and operating results. Due to frequently changing attack techniques, along with the increased volume and sophistication of the attacks, including the increasing use of tools and techniques that are designed to circumvent controls, avoid detection, and remove or obfuscate forensic evidence, all of which hinders our ability to identify, investigate, and recover from incidents, we could be adversely impacted by cybersecurity attacks or other security breaches. This impact could result in reputational, competitive, operational, or other business harm as well as financial costs and claims, demands, litigation and regulatory action. While we do maintain insurance coverage that is intended to address certain aspects of data security risks, such insurance coverage may be insufficient to cover all losses or all types of claims that may arise. Any actual or perceived failure by us to comply with legal or regulatory requirements related to privacy, cybersecurity and data protection in one or multiple jurisdictions could result in proceedings, actions or penalties against us. There are numerous state, federal and foreign laws, regulations, decisions and directives regarding privacy and the collection, storage, transmission, use, processing, disclosure and protection of personal information and other data, the scope of which is continually evolving and subject to differing interpretations. Our worldwide operations mean that we are subject to privacy, cybersecurity and data protection laws and regulations in many jurisdictions to varying degrees, and that some of the data we process, store and transmit may be transmitted across countries. For example, in the U.S., privacy and security rules implementing the Health Insurance Portability and Accountability Act (â€œHIPAAâ€) require us as a business associate, in certain instances, to protect the confidentiality of patient health information, and the Federal Trade Commission has consumer protection authority, including with regard to privacy and cybersecurity. In Europe, the GDPR imposes several 43 Table of Contents Â stringent requirements for controllers and processors of personal data that impose substantial obligations and, in the event of violations, may impose significant fines of up to the greater of 4% of worldwide annual revenue or â‚¬20 million. In the UK, the Data Protection Act of 2018 and the UK GDPR collectively implement material provisions of the GDPR and provide for penalties for noncompliance of up to the greater of Â£17.5 million or four percent of worldwide revenues. Data transfer and localization requirements also appear to be increasing and becoming more complex. With regard to transfers to the U.S. of personal data from our employees and European customers and users, both the EU-U.S. Privacy Shield and standard contractual clauses issued by the European Commission (the â€œEU SCCsâ€) have been subject to legal challenge. In July 2020, the Court of Justice of the European Union (â€œCJEUâ€) released a decision in the Schrems II case (Data Protection Commissioner v. Facebook Ireland, Schrems) (the â€œCJEU Decisionâ€), declaring the EU-U.S. Privacy Shield invalid and imposing additional obligations in connection with the use of the EU SCCs, another mechanism for cross-border personal data transfers from the European Economic Area (â€œEEAâ€). Although the EU SCCs remain a valid means to transfer personal data from the EEA, the CJEU imposed additional obligations in connection with their use and, on June 4, 2021, the European Commission issued revised EU SCCs that address certain concerns of the CJEU. The United Kingdom also has issued new standard contractual clauses (the â€œUK SCCsâ€) that became effective March 21, 2022, and which are required to be implemented. In March 2022, the EU and U.S. reached an agreement in principle on a new EU-U.S. Data Privacy Framework (â€œDPFâ€). In October 2022, the U.S. issued an executive order in furtherance of the DPF, on which basis the European Commission adopted an adequacy decision with respect to the DPF in July 2023, allowing its implementation and availability for companies to use to legitimize transfers of personal data from the E.U. to the U.S. It remains unclear, however, whether this new framework will be appropriate for us to rely upon. The DPF has already faced a legal challenge and it may be subject to additional challenges. Additionally, the European Commissionâ€™s adequacy decision regarding the DPF provides that the DPF will be subject to future reviews and may be subject to suspension, amendment, repeal, or limitations to its scope by the European Commission. The CJEU Decision, the revised EU SCCs and UK SCCs, regulatory guidance and opinions, and other developments relating to cross-border data transfer may require us to implement additional contractual and technical safeguards for any personal data transferred out of the EEA, Switzerland, and the United Kingdom, which may increase compliance costs, lead to increased regulatory scrutiny or liability, may require additional contractual negotiations, and may adversely impact our business, financial condition and operating results. Other jurisdictions have adopted laws and regulations addressing privacy, data protection, data security, or other aspects of data processing, such as data localization. For example, the Peopleâ€™s Republic of China (â€œPRCâ€) and Russia have passed laws that require individually identifiable data on their citizens to be maintained on local servers and that may restrict transfer or processing of that data if certain data quantity thresholds are triggered. Additionally, the Personal Information Protection Law (â€œPIPLâ€) of the PRC went into effect on November 1, 2021. The PIPL shares similarities with the GDPR, including extraterritorial application, data minimization, data localization, and purpose limitation requirements, and obligations to provide certain notices and rights to citizens of the PRC. The PIPL allows for fines of up to 50 million Renminbi or 5% of a covered companyâ€™s revenue in the prior year. We may be required to modify our policies, procedures, and data processing measures in order to address requirements under these or other privacy, data protection, or cybersecurity regimes, and may face claims, litigation, investigations, or other proceedings regarding them and may incur related liabilities, expenses, costs, and operational losses. Further, the current U.S. administration is engaged in a comprehensive evaluation of national security concerns and other risks relating to the transfer of personally identifiable information from the United States to China, and on June 9, 2021, U.S. President Biden signed an executive order instituting a framework for determining national security risks of transactions that involve applications connected to governments or militaries of certain foreign adversaries or that collect sensitive personal data from U.S. consumers. In 2019, an executive order citing national security risks in the telecommunications sector served to block U.S. companies from buying Chinese-made Huawei and ZTE products. If our operations, including those involving the processing of U.S.-collected data such as medical imagery, through the JV in China, come to be perceived as a U.S. national security risk, those operations may become subject to executive orders, sanctions, or other measures. Any ban or other restriction on our transfer of data to the JV in China may increase costs as we seek operational and data processing alternatives. New and proposed privacy, cybersecurity, and data protection laws are also providing new rights to individuals and increasing the penalties associated with non-compliance. For example, the California Consumer Privacy Act (the â€œCCPAâ€), which became effective on January 1, 2020, imposes stringent data privacy and data protection requirements regarding the personal information of California residents, and provides for penalties for noncompliance of up to $7,500 per violation, as well as a private right of action from individuals in relation to certain security breaches. 44 Table of Contents Â The California Privacy Rights Act (â€œCPRAâ€), approved by California voters in November 2020, became effective on January 1, 2023. The CPRA, significantly modified the CCPA, has resulted in further uncertainty and may require us to incur additional costs and expenses in an effort to comply. We will continue to monitor developments related to the CPRA and anticipate additional costs and expenses associated with CPRA compliance. The enactment of the CCPA, as modified by the CPRA, is prompting a wave of similar legislative developments in other states in the U.S., which could potentially create a patchwork of overlapping but different state laws. For example, Virginia, Colorado, Utah, and Connecticut all have enacted state laws that became effective in 2023; Texas, Montana, Oregon, and Florida have adopted laws that have become or will become effective in 2024, Delaware, Iowa, Maryland, Minnesota, Nebraska, New Hampshire, New Jersey and Tennessee have adopted laws that will become effective in 2025; and Indiana Kentucky, and Rhode Island have adopted laws that will become effective in 2026. These new state laws share similarities with the CCPA, CPRA, and legislation proposed in other states. Other states have enacted other types of privacy legislation, such as Washingtonâ€™s My Health, My Data Act, which includes a private right of action. Additionally, the U.S. federal government is contemplating privacy legislation. We cannot fully predict the impact of the CCPA, CPRA, or other new or proposed legislation on our business or operations, but the restrictions imposed by these laws and regulations may require us to modify our data handling practices and impose additional costs and burdens, including risks of regulatory fines, litigation and associated reputational harm. In addition, U.S. and international laws that have been applied to protect consumer privacy (including laws regarding unfair and deceptive practices in the U.S. and GDPR in the EU) may be subject to evolving interpretations or applications in light of privacy developments. As a result, we may be subject to significant consequences, including penalties and fines, for any failure to comply with such laws, regulations and directives. Privacy, cybersecurity and data protection legislation around the world is comprehensive and complex and there has been a trend towards more stringent enforcement of requirements regarding protection and confidentiality of personal data. The restrictions imposed by such laws and regulations may limit the use and adoption of our products and services, reduce overall demand for our products and services, require us to modify our data handling practices and impose additional costs and burdens. With increasing enforcement of privacy, cybersecurity and data protection laws and regulations, there is no guarantee that we will not be subject to investigation, enforcement actions or other proceedings by governmental bodies or that our costs relating to privacy, data protection or cybersecurity laws and regulations will not increase significantly. Enforcement actions, investigations and other proceedings can be costly, require significant time and attention of management and other personnel and interrupt regular operations of our business. In addition, there has been a developing trend of civil lawsuits and class actions relating to breaches of consumer data held by large companies. While we have not been named in any such suits, we may be in the future, including if we were to suffer a security breach or incident. Any inability to adequately address concerns relating to privacy, data protection or cybersecurity, even if unfounded, or to comply with applicable laws, regulations, policies, industry standards, contractual obligations or other legal obligations could result in additional cost and liability to us, damage our reputation, inhibit sales and adversely affect our business. Our actual or alleged failure to comply with applicable laws and regulations could result in investigation, enforcement actions or other proceedings against us, including fines and public censure, claims for damages by customers and other affected individuals, damage to our reputation and loss of goodwill (both in relation to existing customers and prospective customers), any of which could harm our business, results of operations and financial condition. We have incorporated and continue to work to further incorporate artificial intelligence into our products, services, and internal operations. Implementation of artificial intelligence and machine learning technologies may result in legal and regulatory risks, reputational harm, or other adverse consequences to our business. We have integrated AI, including machine learning, in certain of our products, services and internal operations. Further, certain of our third-party vendors utilize AI and machine learning technologies in furnishing services to us. As with many technological innovations, AI presents risks and challenges that could affect its adoption, and therefore our business. Our products utilize, and we plan to further examine, develop and introduce, machine learning algorithms, predictive analytics, and other AI technologies to offer new or upgraded solutions and enhance our capabilities. If these AI or machine learning models are incorrectly designed, the performance of our products, services, and business, as well as our reputation, could suffer or we could incur liability through the violation of laws or contracts to which we are a party. Additionally, many countries and regions, including the United States, have proposed new and evolving regulations related to the use of AI and machine learning technologies, and the EU has adopted an AI Act that adopts an overall regulatory framework for AI. The regulations may impose onerous obligations and may require us to unexpectedly rework or reevaluate improvements to be compliant. Use of AI technologies may expose us to an increased risk of regulatory enforcement and litigation. Moreover, 45 Table of Contents Â some of the AI features involve the processing of personal data and may be subject to laws, policies, legal obligations, and codes of conduct related to privacy and data protection. Â Though we have taken steps to be thoughtful in our development, training, and implementation of AI, it could pose certain risks to our customers, including patients, clinicians, and healthcare institutions, and it is not guaranteed that regulators will agree with our approach to limiting these risks or to our compliance more generally. Risks can include, but are not limited to, the potential for errors or inaccuracies in the algorithms or models used by AI, the potential for bias or inaccuracies in the data used to train the AI, the potential for improper processing of personal information, and the potential for cybersecurity breaches that could compromise patient data or product functionality. Such risks could negatively affect the performance of our products, services, and business, as well as our reputation and the reputations of our customers, and we could incur liability through the violation of laws or contracts to which we are a party or civil claims. Â Continued consolidation in the healthcare industry could have an adverse effect on our business, financial condition, or results of operations. The healthcare industry has been consolidating, and organizations continue to consolidate purchasing decisions for many of our customers, particularly in the United

States. Numerous initiatives and reforms by legislators, regulators, and third-party payors to curb the rising cost of healthcare have catalyzed a consolidation of aggregate purchasing power within the markets in which we sell our products. As the healthcare industry consolidates, competition to provide products and services is expected to continue to intensify, resulting in pricing pressures and decreased average selling prices. In addition, for smaller hospitals or groups that do not consolidate with larger networks, these entities may face increasing cost and/or competitive pressures, which could impact their ability to purchase additional products and services from us or make contractual payments over time. We expect that market demand, government regulation, third-party payor coverage and reimbursement policies, government contracting requirements, new entrants, technology, and societal pressures will continue to change the worldwide healthcare industry, resulting in further consolidation, which may exert further downward pressure on prices of our products and services and may have a material adverse impact on our business, financial condition, or results of operations. Â If thirdâ€'party payors do not provide sufficient coverage and reimbursement to healthcare providers for use of the CyberKnife and TomoTherapy platforms or if the number of patients covered by health insurance reduces, demand for our products and our revenue could be adversely affected. Our customers rely significantly on reimbursement from public and private third-party payors for CyberKnife and TomoTherapy platform procedures. Our ability to commercialize our products successfully and increase market acceptance of our products will depend in significant part on the extent to which public and private third-party payors provide adequate coverage and reimbursement for procedures that are performed with our products and the extent to which patients that are treated by our products continue to be covered by health insurance. Third-party payors may establish or change the reimbursement for medical products and services that could significantly influence the purchase of medical products and services. If reimbursement policies or other cost containment measures are instituted in a manner that significantly reduces the coverage or payment for the procedures that are performed with our products or if there is a prolonged reduction in the number of patients eligible to be treated by our products that are covered by health insurance, our revenue may decline, our existing customers may not continue using our products or may decrease their use of our products, and we may have difficulty obtaining new customers. Such actions would likely have a material adverse effect on our operating results. In addition, the Centers for Medicare and Medicaid Services (â€œCMSâ€) reviews reimbursement rates annually and may implement significant changes in future years, which could discourage existing and potential customers from purchasing or using our products. Further, outside of the U.S., reimbursement practices vary significantly by country. Market acceptance of our products may depend on the availability and level of coverage and reimbursement in any country within a particular time. The safety and efficacy of our products for certain uses is not yet supported by longâ€'term clinical data, and our products may therefore prove to be less safe and effective than initially thought. Although we believe that the CyberKnife and TomoTherapy platforms have advantages over competing products and technologies, we do not have sufficient clinical data demonstrating these advantages for all tumor indications. In addition, we have only limited fiveâ€'year patient survival rate data, which is a common longâ€'term measure of clinical effectiveness in cancer treatment. We also have limited clinical data directly comparing the effectiveness of the CyberKnife platform to other 46 Table of Contents Â competing platforms. Future patient studies or clinical experience may indicate that treatment with the CyberKnife platform does not improve patient survival or outcomes relative to other platforms. Likewise, because the TomoTherapy platform has only been on the market since 2003, we have limited complication or patient survival rate data with respect to treatment using the systems for all clinical indications. If future patient studies or clinical experience do not support our beliefs that the TomoTherapy platform offer a more advantageous treatment for a wide variety of cancer types, use of the systems could fail to increase or could decrease, and our business would therefore be adversely affected. Such results could reduce the rate of reimbursement by both public and private thirdâ€'party payors for procedures that are performed with our products, slow the adoption of our products by physicians, significantly reduce our ability to achieve expected revenues and could prevent us from being profitable. In addition, if future results and experience indicate that our products cause unexpected or serious complications or other unforeseen negative effects, the FDA could rescind our clearances, our reputation with physicians, patients and others may suffer and we could be subject to significant legal liability. We rely on third parties to perform shipping and logistics functions on our behalf. Failures or disruptions at our logistics providers have occurred and could occur in the future, which could adversely impact our business. Customer service is a critical element of our sales strategy. Third party logistics providers store most of our spare parts inventory in depots around the world and perform a significant portion of our spare parts logistics and shipping activities. Our logistics providers may terminate their relationship with us, suffer an interruption in their business, including as a result of macroeconomic factors, significantly increase fees for services or experience delays, disruptions or quality control problems in their operations, or we may have to change and qualify alternative logistics providers for our spare parts. For example, in recent years, we have experienced delays in shipment of parts to customers as well as increased freight and logistics expenses due to macroeconomic factors and these impacts could intensify. These delays and increased costs have adversely affected our gross margins and net income (loss) and we currently expect such delays and increased costs to continue through the remainder of calendar year 2024, if not longer. If this continues for longer than we expect or if any of the above occurs our customers may experience further delays and higher costs and our reputation, business, financial condition and results of operations, including our ability to recognize revenue, may be adversely affected. Third parties may claim we are infringing their intellectual property or that we are operating outside the scope of or violating a license or other agreement relating to their intellectual property, and we could suffer significant audit, litigation or licensing expenses, incur liabilities associated with indemnification obligations to customers, experience disruptions in the supply of components of our products or related services, or be prevented from selling our product or components of our product. The medical device industry is characterized by a substantial amount of litigation over patent and other intellectual property rights. In particular, the field of radiation treatment of cancer is well established and crowded with the intellectual property of competitors and others. We also expect that other participants will enter the field. A number of companies in our market, as well as universities and research institutions, have issued patents and have filed patent applications that relate to the use of radiation therapy and stereotactic radiosurgery to treat cancerous and benign tumors. Determining whether a product infringes a patent involves complex legal and factual issues, and the outcome of patent litigation actions is often uncertain. We have not conducted an extensive search of patents issued to third parties, and no assurance can be given that thirdâ€'party patents containing claims covering our products, parts of our products, technology or methods do not exist, have not been filed, or could not be filed or issued. Because of the number of patents issued and patent applications filed in our technical areas or fields, our competitors or other third parties may assert that our products and the methods we employ in the use of our products are covered by U.S. or foreign patents held by them. In addition, because patent applications can take many years to issue and because publication schedules for pending applications vary by jurisdiction, there may be applications now pending of which we are unaware, and which may result in issued patents that our current or future products infringe. Also, because the claims of published patent applications can change between publication and patent grant, there may be published patent applications that may ultimately issue with claims that we infringe. There could also be existing patents that one or more of our products or parts may infringe and of which we are unaware. As the number of competitors in the market for less invasive cancer treatment alternatives grows, and as the number of patents issued in this area grows, the possibility of patent infringement claims against us increases. 47 Table of Contents Â Regardless of the merit of infringement claims, they can be timeâ€'consuming and result in costly litigation and diversion of technical and management personnel. Some of our competitors may be able to sustain the costs of complex patent litigation more effectively than we can because they have substantially greater resources. In addition, any uncertainties resulting from the initiation and continuation of any litigation could have a material adverse effect on our ability to raise funds, if necessary, to continue our operations. Also, because we purchase major components and software for each of our products from third party suppliers and manufacturers, we face the additional risk that infringement claims may be brought against us based on patents and other intellectual property rights that are embodied or contained in, or practiced by, those components (including software components) that we obtain from third parties, and any such claims against us, such as by our direct and indirect suppliers, may additionally allege that we are operating outside the scope of or violating a license or other agreement relating to their intellectual property. These third party suppliers or manufacturers may terminate their licenses with us for a variety of reasons, including actual or perceived failures or breaches of contractual commitments, or they may choose not to renew their licenses with us. The loss of, or inability to obtain, certain third-party licenses or other rights, including the right to resell, or to obtain such licenses or rights on favorable terms, or the need to engage in litigation regarding these matters, could affect the operability or performance of our products until equivalent technology can be identified, licensed or developed, if at all, and integrated into our products, and it may have a material adverse effect on our business, financial condition, and results of operations. In the event that we become subject to a patent infringement or other intellectual property lawsuit and if the relevant patents or other intellectual property were upheld as valid and enforceable and we were found to infringe or violate the terms of a license or other agreement to which we are a party, we could be subject to third-party audit, experience disruptions in the supply of third-party components or related services, or be prevented from selling our products (or components of our products) unless we obtain a license or are able to redesign the product to avoid infringement. Required licenses may not be made available to us on acceptable terms or at all. If we are unable to obtain a license or successfully redesign our system, we might be prevented from selling such system. If there is an allegation or determination that we have infringed the intellectual property rights of a competitor or other person, we may be required to pay damages, pay ongoing royalties or otherwise settle such matter upon terms that are unfavorable to us. In these circumstances, we may be unable to sell our products at competitive prices or at all, and our business and operating results could be harmed. We may be subject to claims that our employees have wrongfully used or disclosed alleged trade secrets of their former employers. As is common in the medical device industry, we employ individuals who were previously employed at other medical equipment or biotechnology companies, including our competitors or potential competitors. We may be subject to claims that we or those employees have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of their former employers. Litigation may be necessary to defend against these claims. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. Even if we are successful in defending against claims of this nature, litigation could result in substantial costs and be a distraction to management. It is difficult and costly to protect our intellectual property and our proprietary technologies and we may not be able to ensure their protection. Our success depends significantly on our ability to obtain, maintain and protect our proprietary rights to the technologies used in our products. Patents and other proprietary rights provide uncertain protections, and we may be unable to protect our intellectual property. For example, we may be unsuccessful in defending our patents and other proprietary rights against thirdâ€'party challenges. As key patents expire, our ability to prevent competitors from copying our technology may be limited. In addition, patent reform legislation or precedent could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued patents. In addition to patents, we rely on a combination of trade secrets, copyright and trademark laws, nondisclosure agreements and other contractual provisions and technical security measures to protect our intellectual property rights. These measures may not be adequate to safeguard the technology underlying our products, including in case of a security breach involving our intellectual property. If these measures do not protect our rights adequately, third parties could use our technology, and our ability to compete in the market would be reduced. Although we have attempted to obtain patent coverage for our 48 Table of Contents Â technology where available and appropriate, there are aspects of the technology for which patent coverage was never sought or never received. There also may be countries in which we sell or intend to sell the CyberKnife or TomoTherapy platforms but have no patents or pending patent applications. Our ability to prevent others from making or selling duplicate or similar technologies will be impaired in those countries in which we have no patent protection. Although we have several issued patents in the U.S. and in foreign countries protecting aspects of the CyberKnife and TomoTherapy platforms, our pending U.S. and foreign patent applications may not issue, may issue only with limited coverage or may issue and be subsequently successfully challenged by others and held invalid or unenforceable. In addition, many countries limit the enforceability of patents against certain third parties, including government agencies or government contractors. In these countries, patents may provide limited or no benefit. Patent protection must ultimately be sought on a country-by-country basis, which is an expensive and time consuming process with uncertain outcomes. Accordingly, we may choose not to seek patent protection in certain countries, and we will not have the benefit of patent protection in such countries. Similarly, our issued patents and those of our licensors may not provide us with any competitive advantages. Competitors may be able to design around our patents or develop products which provide outcomes comparable or superior to ours. Our patents may be held invalid or unenforceable as a result of legal challenges by third parties, and others may challenge the inventorship or ownership of our patents and pending patent applications. In addition, the laws of some foreign countries, such as China where the JV operates, may not protect our intellectual property rights to the same extent as do the laws of the United States and, even if they do, uneven enforcement and procedural barriers may exist in such countries. In the event a competitor or other third party infringes upon our patent or other intellectual property rights or otherwise misappropriates such rights, enforcing those rights may be difficult and time consuming. Even if successful, litigation to enforce our intellectual property rights or to defend our patents against challenge could be expensive and time consuming and could divert our managementâ€™s attention from our core business. Damage awards resulting from successful litigation in foreign jurisdictions may not be in amounts commensurate with damage awards in the U.S. We may not have sufficient resources to enforce our intellectual property rights or to defend our patents against a challenge. In addition, we may not prevail in any lawsuits that we initiate, and the damages or other remedies awarded, if any, may not be commercially valuable. Litigation also puts our patents at risk of being invalidated or interpreted narrowly and our patent applications at risk of not issuing. Additionally, we may provoke third parties to assert claims against us. We also license patent and other proprietary rights to aspects of our technology to third parties in fields where we currently do not operate as well as in fields where we currently do operate. Disputes with our licensees may arise regarding the scope and content of these licenses. Further, our ability to expand into additional fields with our technologies may be restricted by our existing licenses or licenses we may grant to third parties in the future. Additionally, we have written agreements with collaborators regarding the ownership of intellectual property arising from our collaborations. These agreements generally provide that we must negotiate certain commercial rights with collaborators with respect to joint inventions or inventions made by our collaborators that arise from the results of the collaboration. In some instances, there may not be adequate written provisions to address clearly the resolution of intellectual property rights that may arise from a collaboration. If we cannot successfully negotiate sufficient ownership and commercial rights to the inventions that result from our use of a third-party collaboratorâ€™s materials where required, or if disputes otherwise arise with respect to the intellectual property developed with the use of a collaboratorâ€™s technology, we may be limited in our ability to utilize these intellectual property rights. In addition, we may face claims by third parties that our agreements with employees, contractors or consultants obligating them to assign intellectual property to us are ineffective or in conflict with prior or competing contractual obligations of assignment, which could result in ownership disputes regarding intellectual property we have developed or will develop and interfere with our ability to capture the commercial value of such intellectual property. Litigation may be necessary to resolve an ownership dispute, and if we are not successful, we may be precluded from using certain intellectual property or may lose our exclusive rights in that intellectual property. Either outcome could harm our business. The policies and procedures we have in place to protect our trade secrets may not be effective in preventing misappropriation of our trade secrets by others. In addition, confidentiality agreements executed by our employees, consultants and advisors may not be enforceable or may not provide meaningful protection for our trade secrets or other proprietary information in the event of unauthorized use or disclosure. Litigating a trade secret claim is expensive and time consuming, and the outcome is unpredictable. In addition, courts outside the United States are sometimes less willing to protect trade secrets. Moreover, our competitors may independently develop equivalent knowledge methods and knowâ€'how. If we are unable to protect our intellectual property rights, we may be unable to prevent competitors from using our own inventions and intellectual property to compete against us and our business may be harmed. 49 Table of Contents Â Unfavorable results of legal proceedings could materially and adversely affect our financial condition. We are and may become a party to legal proceedings, claims, investigations, demands and other legal matters in the ordinary course of business or otherwise including intellectual property, product liability, employment, class action, whistleblower and other litigation claims, and governmental and other regulatory investigations and proceedings. These legal proceedings, claims and other legal matters, regardless of merit, may be costly, timeâ€'consuming and require the attention of key management and other personnel. The outcomes of such matters are uncertain and difficult to predict. If any such matters are adjudicated against us, in whole or in part, we may be subject to substantial monetary damages, disgorgement of profits and injunctions that prevent us from operating our business, any of which could materially and adversely affect our business and financial condition. We cannot guarantee that our insurance coverage will be sufficient to cover any damages awarded against us. Further, legal proceedings, and any adverse resolution thereof, can result in adverse publicity and damage to our reputation, which could adversely impact our business. Because the majority of our product revenue is derived from sales of the CyberKnife and TomoTherapy platforms, which have a long and variable sales and installation cycle, our revenues and cash flows may be volatile and difficult to predict. Our primary products are the CyberKnife and TomoTherapy platforms. We expect to generate substantially all of our revenue for the foreseeable future

from sales of and service contracts for the CyberKnife and TomoTherapy platforms. The CyberKnife and TomoTherapy platforms have lengthy sales and purchase order cycles because they are major capital equipment items and require the approval of senior management at purchasing institutions. In addition, sales to some of our customers are subject to competitive bidding or public tender processes. These approval and bidding processes can be lengthy. Selling our systems, from first contact with a potential customer to a complete order, generally spans six months to 30 months and involves personnel with multiple skills. The sales process in the U.S. typically begins with preâ€'selling activity followed by sales presentations and other sales related activities. After the customer has expressed an intention to purchase a CyberKnife or TomoTherapy platform, we negotiate and enter into a definitive purchase contract with the customer. The negotiation of terms that are not standard for Accuray may require additional time and approvals. Typically, following the execution of the contract, the customer begins the building or renovation of a radiationâ€'shielded facility to house the CyberKnife or TomoTherapy platform, which together with the subsequent installation of the CyberKnife or TomoTherapy platform, can take up to 24 months to complete. In order to construct this facility, the customer must typically obtain radiation device installation permits, which are granted by state and local government bodies, each of which may have different criteria for permit issuance. If a permit was denied for installation at a specific hospital or treatment center, our CyberKnife or TomoTherapy platform could not be installed at that location. In addition, some of our customers are cancer centers or facilities that are new, and in these cases, it may be necessary for the entire facility to be completed before the CyberKnife or TomoTherapy platform can be installed, which can result in additional construction and installation delays. Our sales and installations of CyberKnife and TomoTherapy platforms tend to be heaviest during the third month of each fiscal quarter. Under our revenue recognition policy, we recognize revenue attributable to a CyberKnife or TomoTherapy platform and related upgrades when control of a platform or upgrade is transferred, which generally happens when a system or upgrade is shipped, while an element of installation is deferred until performed. Events beyond our control may delay shipment or installation and the satisfaction of contingencies required to receive cash inflows and recognition of revenue associated with shipment or installation. Such events may include a delay in the construction at the customer site or customer delay in obtaining receipt of regulatory approvals such as certificates of need. In addition, disruption in operations of certain customers caused by the COVID-19 pandemic or other macroeconomic factors have resulted in delays in construction, shipment or installation and some have failed to timely pay their obligations when due. For example, reduced budgets and lower capital deployment priority for radiotherapy equipment, along with longer customer installation timelines, in the United States have negatively impacted our revenue during fiscal year 2024, and we expect this will continue to have an impact through fiscal year 2026. If the events which are beyond our control delay the customer from obtaining funding or financing of the entire transaction, we may not be able to recognize revenue for the sale of the entire system because the collectability of contract consideration is not reasonably assured. The long sales cycle, together with delays in the shipment of CyberKnife and TomoTherapy platforms or customer cancellations that could affect our ability to recognize revenue, could adversely affect our cash flows and revenue, which would harm our results of operations and may result in significant fluctuations in our reporting of quarterly revenues. Our historical experience indicates that some of our customers will cancel or renegotiate contracts as economic conditions change or when product offerings change during the long sales cycle. We anticipate a portion of our open contracts may never result 50 Table of Contents Â in revenue recognition primarily due to the long sales cycle and factors outside of our control including changes in customers' needs or financial condition, changes in government or health insurance reimbursement policies or changes to regulatory requirements. As a result of these fluctuations, it is likely that in some future quarters, our operating results will fall below the expectations of securities analysts or investors. If that happens, the market price of our stock would likely decrease. These fluctuations also mean that you will not be able to rely upon our operating results in any particular period as an indication of future performance. We depend on thirdâ€'party distributors to market and distribute our products in international markets. If our distributors fail to successfully market and distribute our products, our business will be materially harmed. We have strategic relationships with a number of key distributors for sales and service of our products in certain foreign countries, including the JV in China and other third-party distributors in other regions. We cannot control the efforts and resources our third party distributors will devote to marketing the CyberKnife or TomoTherapy platforms. Our distributors may not be able to successfully market and sell the CyberKnife or TomoTherapy platforms, may not devote sufficient time and resources to support the marketing and selling efforts and may not market the CyberKnife or TomoTherapy platform at prices that will permit the product to develop, achieve or sustain market acceptance. In some jurisdictions, we rely on our distributors to manage the regulatory process and oversee their activities such that they are in compliance with all laws that govern their activities, such as the U.S. Foreign Corrupt Practices Act (â€œFCPAâ€), and we are dependent on their ability to do so effectively. If a distributor is terminated by us or goes out of business, it may take us a period of time to locate an alternative distributor, to seek appropriate regulatory approvals and to train its personnel to market the CyberKnife or TomoTherapy platforms, and our ability to sell and service the CyberKnife or TomoTherapy platforms in the region formerly serviced by such terminated distributor could be materially and adversely affected. Any of our distributors could become insolvent or otherwise become unable to pay amounts owed to us when due. If any of these distributor relationships end and are not replaced, our revenues from product sales or the ability to service our products in the territories serviced by these distributors could be adversely affected. Any of these factors could materially and adversely affect our revenue from international markets, increase our costs in those markets or damage our reputation. If we are unable to attract additional international distributors, our international revenue may not grow. If our distributors experience difficulties, do not comply with regulatory or legal requirements that results in fines or penalties, do not actively market the CyberKnife or TomoTherapy platforms or do not otherwise perform under our distribution agreements, our potential for revenue from international markets may be dramatically reduced, and our business could be harmed. The high unit price of the CyberKnife and TomoTherapy platforms, as well as other factors, may contribute to substantial fluctuations in our operating results, which could adversely affect our stock price. Because of the high unit price of the CyberKnife and TomoTherapy platforms and the relatively small number of units shipped each quarter, each shipment of a CyberKnife or TomoTherapy platform can represent a significant percentage of our revenue for a particular quarter. Therefore, if we do not ship a CyberKnife or TomoTherapy platform when anticipated, we will not be able to recognize the associated revenue and our operating results will vary significantly from our expectations. This is of particular concern when the economic environment is volatile, such as the current economic environment. For example, during periods of severe economic volatility, such as during the COVID-19 pandemic, we have had customers cancel or postpone orders for our CyberKnife and TomoTherapy platforms and delaying any required buildâ€'outs. These fluctuations and other potential fluctuations mean that you should not rely upon our operating results in any particular period as an indication of future performance. As a strategy to assist our sales efforts, we may offer extended payment terms, which may potentially result in higher days sales outstanding, reduced cash flows in a particular period and greater payment defaults. We offer longer or extended payment terms for qualified customers in some circumstances. As of June 30, 2024, customer contracts with extended payment terms of more than one year amounted to approximately 3% of our total accounts receivable balance. While we qualify customers to whom we offer longer or extended payment terms, their financial positions may change adversely over the longer time period given for payment. This may result in an increase in payment defaults, which would negatively affect our revenue. In addition, any increase in days sales outstanding could also negatively affect our cash flow. 51 Table of Contents Â We have entered into certain relationships with collaborators, partnerships, strategic alliances, joint venture partners and other third parties, which are outside of our full control and may harm our existing business if we fail to realize the expected benefits of such relationships. We are a part of certain collaborations, partnerships, strategic alliances, joint ventures and other third-party relationships and depend in part on them to grow our business and market share. Reliance on these third parties subjects us to a number of risks, including that: â€¢we may be required to contribute significant amounts of capital or incur losses in the initial stages of a collaboration, partnership, alliance or joint venture, particularly as selling and marketing activities increase ahead of expected long-term revenue. For example, we completed our capital contributions to the JV in the second quarter of fiscal 2020 and one system upgrade in the first quarter of fiscal 2021. Further contributions may be necessary in the future as the JV expands its operations in China in order to achieve our long-term strategy in China; â€¢the failure of a collaboration, partnership, strategic alliance, joint venture or other third-party relationship to meet our performance and financial expectations, which could adversely impact our ability to meet internal forecasts and expectations. For example, we have experienced losses in connection with our JV that has negatively impacted our operating results; â€¢the process for customers of the collaboration, partnership, alliance or joint venture to comply with local or foreign regulatory requirements that may be required to purchase our products may cause delays in the collaborator, partner, alliance partner or joint ventureâ€™s ability to conduct business. For example, any delays in the JV obtaining necessary regulatory clearances for their products, in customers in China obtaining Class A or Class B user licenses or in the subsequent tender process to complete the sale could affect the JVâ€™s expected ability to initiate sales, recognize revenue and achieve revenue and orders expectations in China; â€¢we may not be in a position to exercise sole decision making authority regarding any collaboration, partnership, alliance or joint venture, which could result in impasses on decisions or decisions made by our partners, and our partners in such collaborations, partnerships, alliances or joint ventures may have economic or business interests that are, or may become, inconsistent with our interests; â€¢collaborations, partnerships, alliances and joint ventures can be difficult to manage and may involve significant expense and divert the focus and attention of our management and other key personnel away from our existing businesses; â€¢with respect to joint ventures, we may not be able to attract qualified employees, acquire customers or develop reliable supply, distribution or other partnerships; â€¢we could face potential damage to existing customer relationships or lack of customer acceptance or inability to attract new customers as a result of certain collaborations, partnerships, alliances and joint ventures; â€¢collaborators, partners, alliance partners and joint ventures may also operate in foreign jurisdictions with laws and regulations with which we have limited familiarity, which could adversely impact our ability to comply with such laws and regulations and may lead to increased litigation risk; and â€¢foreign laws may offer us inadequate or less intellectual property protection relative to U.S. laws, which may impact our ability, as well as the ability of the collaborator, partner, alliance partner and joint venture, to safeguard our respective intellectual property from infringement and misappropriation. As a result of these and other factors, we may not realize the expected benefits of any collaboration, partnership, strategic alliance or joint venture or such benefits may not be realized at expected levels or within the expected time period. 52 Table of Contents Â We may attempt to acquire new businesses, products or technologies, including forming joint ventures, and if we are unable to successfully complete these acquisitions or to integrate acquired businesses, products, technologies or employees, we may fail to realize expected benefits or harm our existing business. Our success will depend, in part, on our ability to expand our product offerings and grow our business in response to changing technologies, customer demands and competitive pressures. In some circumstances, we may determine to do so through the acquisition of complementary businesses, products or technologies rather than through internal development. The identification of suitable acquisition candidates can be difficult, time consuming, and costly, and we may not be able to successfully complete identified acquisitions. Other companies may compete with us for these strategic opportunities. In addition, even if we successfully complete an acquisition, we may not be able to successfully integrate newly acquired organizations, products or technologies into our operations or timely and effectively commence operations because the process of integration could be expensive, time consuming and may strain our resources. Furthermore, the products and technologies that we acquire may not be successful or may require significantly greater resources and investments than we originally anticipated. Implementing or acquiring new lines of business or offering new products and services within existing lines of business can affect the sales and profitability of existing lines of business or products and services, including as a result of sales channel conflicts. With respect to any acquisition, we may be unable to retain employees of acquired companies, or retain the acquired companyâ€™s customers, suppliers, distributors or other partners who are our competitors or who have close relationships with our competitors. Future acquisitions could also result in potentially dilutive issuances of equity securities or the incurrence of debt, contingent liabilities, or expenses or other charges, any of which could harm our business and affect our financial results or cause a reduction in the price of our common stock. Further, acquisition targets may also operate in foreign jurisdictions with laws and regulations with which we have limited familiarity, which could adversely impact our ability to comply with such laws and regulations and may lead to increased litigation risk. Such laws may also offer us inadequate or less intellectual property protection relative to U.S. laws, which may impact our ability, as well as the ability of the acquisition target to safeguard our respective intellectual property from infringement and misappropriation. As a result of these and other factors, we may not realize the expected benefits of any acquisition or such benefits may not be realized at expected levels or within the expected time period. The failure to successfully consummate such strategic transactions and effectively integrate and execute following such consummation may have an adverse impact on our growth, profitability, financial position and results of operations. We have identified material weaknesses in our system of internal controls as of June 30, 2024 and are in the process of remediation. If we fail to remediate such material weakness or otherwise fail to achieve and maintain an effective system of internal control over financial reporting, our ability to produce timely and accurate financial results could be adversely impacted. As a result, current and potential stockholders could lose confidence in our financial reporting, which could have an adverse effect on our business and our stock price. Effective internal controls are necessary for us to provide reliable financial reports and to protect from fraudulent, illegal, or unauthorized transactions. If we cannot maintain effective controls and provide timely and reliable financial reports, our business and operating results could be harmed. As more fully disclosed in Part II, Item 9A â€œControls and Procedures,â€ in the course of preparing the audited consolidated financial statements for this Annual Report on Form 10-K, the Company concluded that as of June 30, 2024, its internal control over financial reporting was not effective as a result of two material weaknesses at the control activity level related to ensuring all manual journal entries consistently enforced segregation of duties in the approval process and ensuring that the existence of inventory at manufacturing warehouse locations was accurate. These material weaknesses were specifically related to the implementation of the Companyâ€™s new ERP system in August 2023 and did not result in any material identified misstatements to the consolidated financial statements, and there were no changes to previously issued financial results. Management is actively engaged in the planning for, and implementation of, remediation efforts to address these material weaknesses. However, we may not be successful in promptly remediating the material weaknesses identified by management or be able to identify and remediate additional control deficiencies, including material weaknesses, in the future. Our management may also be unable to conclude in future periods that our disclosure controls and procedures are effective due to the effects of various factors, which may, in part, include unremediated material weaknesses in internal control over financial reporting. Any further disruptions or difficulties that may occur in connection with our ERP system or other systems (whether in connection with the regular operation, periodic enhancements, modifications or upgrades of such systems or the integration of any acquired businesses into such systems, or due to cybersecurity events such as ransomware attacks) could adversely impact the effectiveness of our internal control over financial reporting as well as affect our ability to manufacture products, process orders, deliver products, provide customer support, fulfill contractual obligations, track inventories, or otherwise operate our business, in particular as a result of our limited experience implementing such systems and the 53 Table of Contents Â complex nature of the system itself. Any failure to establish and maintain effective disclosure controls and procedures and internal control over financial reporting, including due to a failure to remediate the material weaknesses mentioned above or the discovery or occurrence of any additional material weaknesses in our internal control over financial reporting in the future, could adversely affect our ability to prepare financial statements within required time periods and record, process and report financial information accurately, which could result in material misstatements in our financial statements and cause us to fail to meet our reporting and financial obligations, negatively impact the price of our common stock, limit our liquidity and access to capital markets, adversely affect our business, harm our reputation or subject us to litigation or investigations requiring management resources and payment of legal and other expenses. In addition, it may be difficult to timely determine the effectiveness of our financial reporting systems and internal controls in the future because of the complexity of our financial model. We recognize revenue from a range of transactions including CyberKnife and TomoTherapy platform sales and services. The CyberKnife and TomoTherapy platforms are complex products that contain both hardware and software elements. The complexity of the CyberKnife and TomoTherapy platforms and of our financial model used to recognize revenue on such systems requires us to process a greater variety of financial transactions than would be required by a company with a less complex financial model. Accordingly, efforts to timely remediate deficiencies or weaknesses in our internal controls would likely be more challenging for us than they would for a company with a less complex financial model. Furthermore, if we were to find an internal control deficiency or material weakness, we may be required to amend or restate historical financial statements, which would likely have a negative impact on our stock price. Additionally, our internal control over financial reporting will not prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control systemâ€™s objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud will be detected. Our ability to raise capital or obtain financing in the future may be limited, and our failure to raise capital when needed could prevent us from executing our growth strategy. While we believe that our existing cash and cash equivalents will be sufficient to meet our

anticipated cash needs for at least the next twelve months, the timing and amount of our working capital and capital expenditure requirements may vary significantly depending on numerous factors, including the other risk factors described above and below. If our capital resources are insufficient to satisfy our liquidity requirements, we may seek to sell additional equity securities or debt securities or obtain other debt financing, which could be difficult or impossible depending on the state of economic and capital markets environments at the time, as well as the state of our business, operating results and financial condition. For example, any sustained disruption in the capital markets from the global economic environment could negatively impact our ability to raise capital. Our ability to raise additional capital or access capital can be affected by macroeconomic events which affect the economy and the financial and banking sectors in particular. Failures at banks and other financial institutions, or issues in the broader U.S. financial system, including uncertainty related to the debt ceiling, increased interest rates, and lack of availability of credit, which may have an impact on the broader capital markets and, in turn, our ability to access those markets. In addition, the tightening of the credit markets and lending standards could it make more difficult to raise capital through either debt or equity offerings on commercially reasonable terms or at all. Also, our debt levels may impair our ability to obtain additional financing in the future. The sale of additional equity securities or convertible debt securities would result in additional dilution to our stockholders. We cannot assure that additional financing, if required or desired, will be available in amounts or on terms acceptable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly impaired, and our business may be adversely affected. If we need to accept less favorable terms, it could increase our cost of capital, reduce our cash balances or otherwise restrict our ability to grow. We may not be able to fully utilize certain tax loss carryforwards. As of June 30, 2024, we had approximately $281.9 million and $124.5 million in federal and state net operating loss carryforwards, respectively. The federal and state carryforwards expire in varying amounts beginning in 2029 for federal and 2025 for state purposes. In addition, as of June 30, 2024, we had federal and state research and development tax credit 54 Table of Contents Â carryforwards of approximately $28.4 million and $22.8 million, respectively. The California research credits have no expiration date, but if not utilized, the federal research credits and other non-California state research credits will begin to expire in 2025. Federal net operating losses arising in tax years beginning after December 31, 2017 are subject to an 80% of taxable income limitation (as calculated before taking the net operating losses into account). It is uncertain if and to what extent various states will conform to the Tax Act Coronavirus Aid, Relief and Economic Security Act (the â€œCARES Actâ€). In addition, utilization of our net operating loss and credit carryforwards is subject to annual limitation due to the application of the ownership change limitations provided by Section 382 of the Internal Revenue Code and similar state provisions to us. Future changes in our stock ownership, including future offerings, as well as changes that may be outside of our control, could result in an ownership change under Section 382 of the Internal Revenue Code. In addition, the use of our net operating losses and other tax attributes may be subject to other limitations under applicable law. On June 27, 2024, California enacted Senate Bill 167 and 175 which included suspension on the use of state net operating losses beginning with our fiscal years 2025, 2026, and 2027. This new California law should not have a material impact on our financials due to our low sales apportionment in the state. Additionally, one of the provisions under the Tax Cuts and Jobs Act that became effective in tax years beginning after December 31, 2021 required the capitalization and amortization of research and experimental expenditures, and although this change did not have an impact on our current consolidated financial statements, it may have an impact on future periods as our research and experimental expenditures have been a material amount on our financial statements. We are subject to the tax laws of various foreign jurisdictions, as well as within the United States, which are subject to unanticipated changes and interpretation and could harm our future results. The application of tax laws of various foreign jurisdictions and within the United States is subject to interpretation and depends on our ability to operate our business in a manner consistent with our corporate structure and intercompany arrangements. The taxing authorities of jurisdictions in which we operate may challenge our methodologies for valuing intercompany arrangements including our transfer pricing or determine that the manner in which we operate our business does not achieve the intended tax consequences. The application of tax laws can also be subject to conflicting interpretations by tax authorities in the various jurisdictions we operate. It is not uncommon for taxing authorities in different countries to have conflicting views, with respect to, among other things, the manner in which the armâ€™s length standard is applied for transfer pricing purposes. Further, tax laws are subject to change, which could adversely impact our tax rate. A number of countries, as well as organizations such as the Organization for Economic Cooperation and Development, support the 15% global minimum tax initiative, and have adopted or intend to adopt laws to implement this initiative. Such countries and organizations are also actively considering changes to existing tax laws or have proposed or enacted new laws that could increase our tax obligations in countries where we do business or cause us to change the way we operate our business, which could materially impact our results of operation. Risks Related to the Regulation of our Products and Business Modifications, upgrades, new indications and future products related to the CyberKnife or TomoTherapy Systems or the Precision Treatment Planning and iDMS Data Management System software may require new FDA 510(k) clearances or premarket approvals and similar licensing or approvals in international markets. Such modifications, or any defects in design, manufacture or labeling may require us to recall or cease marketing the affected systems or software until approvals or clearances are obtained. The CyberKnife and TomoTherapy platforms as well as the Precision Treatment Planning with iDMS Data Management System software are medical devices that are subject to extensive regulation in the United States by local, state and the federal government, including the FDA. The FDA cleared the latest imaging feature for the Radixact System, ClearRTTM, under K202412 on December 18, 2020. The FDA regulates virtually all aspects of a medical device design, development, testing manufacturing, labeling, storage, record keeping, adverse event reporting, sale, promotion, distribution and shipping. Before a new medical device, or a new intended use or indication or claim for an existing product, can be marketed in the United States, it must first receive either premarket approval or 510(k) clearance from the FDA, unless an exemption exists. Either process can be expensive, lengthy and unpredictable. The FDAâ€™s 510(k) clearance process generally takes from three to twelve months, but it can last longer. The process of obtaining premarket approval is much more costly and uncertain than the 510(k) clearance process and it generally takes from one to three years, or even longer, from the time the application is filed with the FDA. Additionally, outside of the United States, our products are subject to clearances and approvals by 55 Table of Contents Â foreign governmental agencies similar to the FDA. In order to market our products internationally, we must obtain licenses or approvals from these governmental agencies, which could include local requirements, safety standards, testing or certifications, and can be time consuming, burdensome and uncertain. Despite the time, effort and cost, there can be no assurance that a particular device or a modification of a device will be approved or cleared by the FDA or any foreign governmental agency in a timely fashion, if at all. Even if we are granted regulatory clearances or approvals, they may include significant limitations on the indicated uses of the product, which may limit the market for those products, and how those products can be promoted. Medical devices may only be marketed for the indications for which they are approved or cleared. The FDA and other foreign governments also may change their policies, adopt additional regulations, or revise existing regulations, each of which could prevent or delay approval or clearance of our device, or could impact our ability to market our currently approved or cleared device. We are also subject to medical device reporting regulations, which require us to report to the FDA and other international governmental agencies if our products cause or contribute to a death or a serious injury, or malfunction in a way that would likely cause or contribute to a death or a serious injury. We also are subject to the QSR in the U.S. and ISO 13485 certification in many international markets, compliance with which is necessary to receive FDA and other international clearances or approvals to market new products and is necessary for us to be able to continue to market a cleared or approved product in the United States or globally. After a product is placed in the market, we are also subject to regulations by the FDA and Federal Trade Commission related to the advertising and promotion of our products to ensure our claims are consistent with our regulatory clearances, that there is scientific data to substantiate our claims and that our advertising is not false or misleading. Our products are also subject to state regulations and various worldwide laws and regulations. A component of our strategy is to continue to upgrade the CyberKnife and TomoTherapy platforms as well as the Precision Treatment Planning with iDMS Data Management System software. Upgrades previously released by us required 510(k) clearance and international registration before we were able to offer them for sale. We expect our future upgrades will similarly require 510(k) clearance or approval; however, future upgrades may be subject to substantially more time-consuming data generation requirements and uncertain premarket approval or clearance processes. If we were required to use the premarket approval process for future products or product modifications, it could delay or prevent release of the proposed products or modifications, which could harm our business. The FDA requires device manufacturers to make their own determination of whether or not a modification requires an approval or clearance; however, the FDA can review a manufacturerâ€™s decision not to submit for additional approvals or clearances. Any modification to an FDA approved or cleared device that would significantly affect its safety or efficacy or that would constitute a major change in its intended use would require a new premarket approval or 510(k) clearance. We cannot assure you that the FDA will agree with our decisions not to seek approvals or clearances for particular device modifications or that we will be successful in obtaining premarket approvals or 510(k) clearances for modifications in a timely fashion, if at all. We have obtained 510(k) clearance for the CyberKnife platform for the treatment of conditions anywhere in the body when radiation treatment is indicated, and we have obtained 510(k) clearance for the TomoTherapy platform to be used as integrated systems for the planning and delivery of IMRT for the treatment of cancer. We have made modifications to the CyberKnife and TomoTherapy platforms in the past and may make additional modifications in the future that we believe do not or will not require additional approvals or clearances. If the FDA disagrees, based on new finalized guidance and requires us to obtain additional premarket approvals or 510(k) clearances for any modifications to the CyberKnife or TomoTherapy platforms and we fail to obtain such approvals or clearances or fail to secure approvals or clearances in a timely manner, we may be required to cease manufacturing and marketing the modified device or to recall such modified device until we obtain FDA approval or clearance and we may be subject to significant regulatory fines or penalties. The FDA and similar governmental authorities in other countries in which we market and sell our products have the authority to require the recall of our products in the event of material deficiencies or defects in design, manufacture or labeling. A government mandated recall, or a voluntary recall by us, could occur as a result of component failures, manufacturing errors or design defects, including defects in labeling and user manuals. Any recall could divert managementâ€™s attention, cause us to incur significant expenses, generate negative publicity, harm our reputation with customers, negatively affect our future sales and business, require redesign of the CyberKnife or TomoTherapy platform, and harm our operating results. In these circumstances, we may also be subject to significant enforcement action. If any of these events were to occur, 56 Table of Contents Â our ability to introduce new or enhanced products in a timely manner would be adversely affected, which in turn would harm our future growth. We are subject to federal, state and foreign laws and regulations applicable to our operations, the violation of which could result in substantial penalties and harm our business. In addition to regulation by the FDA and similar governmental authorities in other countries, our operations are subject to other laws and regulations, such as laws and rules governing interactions with healthcare providers, anti-corruption laws, privacy rules and transparency laws. In order to maintain compliance with these laws and requirements, we must continually keep abreast of any changes or developments to be able to integrate compliance protocols into the development and regulatory documentation of our products. Failure to maintain compliance could result in substantial penalties to us and harm our business. Laws and ethical rules governing interactions with healthcare providers. The Medicare and Medicaid â€œanti-kickbackâ€ laws, and similar state laws, prohibit soliciting, offering, paying or accepting any payments or other remuneration that is intended to induce any individual or entity to either refer patients to or purchase, lease or order, or arrange for or recommend the purchase, lease or order of, healthcare products or services for which payment may be made under federal and state healthcare programs, such as Medicare and Medicaid. Such laws impact our sales, marketing and other promotional activities by reducing the types of financial arrangements we may have with our customers, potential customers, marketing consultants and other service providers. They particularly impact how we structure our sales offerings, including discount practices, customer support, product loans, education and training programs, physician consulting, research grants and other service arrangements. Many of these laws are broadly drafted and are open to a variety of interpretations, making it difficult to determine with any certainty whether certain arrangements violate such laws, even if statutory safe harbors are available. Generally, courts have taken a broad interpretation of the scope of the â€œanti-kickbackâ€ laws, holding that these laws may be violated if merely one purpose of a payment arrangement is to induce referrals or purchases. Further, a person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation. Violations of these laws can be punishable with prison time, and can also result in criminal fines, administrative civil money penalties and exclusion from participation in federal healthcare programs. In addition, a claim including items or services resulting from a violation of the federal Anti-Kickback Statute constitutes a false or fraudulent claim for purposes of the federal False Claims Act. Federal and state â€œfalse claimsâ€ laws generally prohibit the knowing filing or causing the filing of a false claim or the knowing use of false statements to obtain payment from government payors. Although we do not submit claims directly to payors, manufacturers can be held liable under these laws if they are deemed to â€œcauseâ€ the submission of false or fraudulent claims by providing inaccurate billing or coding information to customers, or through certain other activities, including promoting products for uses or indications that are not approved by the FDA. In addition to actions initiated by the government itself, the federal False Claims Act authorizes actions to be brought on behalf of the federal government by a private party having knowledge of the alleged fraud called a â€œrelatorâ€. Because the complaint is initially filed under seal, the action may be pending for some time before the defendant is even aware of the action. If the government is ultimately successful in obtaining redress in the matter or if the relator succeeds in obtaining redress without the governmentâ€™s involvement, then the relator is typically entitled to receive a percentage of the recovery. When an entity is determined to have violated the federal False Claims Act, it may be required to pay up to three times the actual damages sustained by the government, plus civil penalties for each separate false claim, and may be excluded from participation in federal health care programs, and, although the federal False Claims Act is a civil statute, violations may also implicate various federal criminal statutes. Several states have also adopted comparable state false claims act, some of which apply to all payors. We are also subject to federal and state physician selfâ€‘referral laws. The federal Ethics in Patient Referrals Act of 1989, commonly known as the Stark Law, prohibits, subject to certain exceptions, physician referrals of Medicare and Medicaid patients to an entity providing certain â€œdesignated health servicesâ€ if the physician or an immediate family member has any financial relationship with the entity. The Stark Law also prohibits the entity receiving the referral from billing any good or service furnished pursuant to an unlawful referral. Various states have corollary laws to the Stark Law, including laws that require physicians to disclose any financial interest they may have with a healthcare provider to their patients when referring patients to that provider. Both the scope and exceptions for such laws vary from state to state. If our past or present operations are found to be in violation of any of these â€œantiâ€‘kickback,â€ â€œfalse claims,â€ â€œselfâ€‘referralâ€ or other similar laws in foreign jurisdictions, we may be subject to the applicable penalty associated with the violation, which 57 Table of Contents Â may include significant civil and criminal penalties, damages, fines, imprisonment and exclusion from healthcare programs. The impact of any such violations may lead to curtailment or restructuring of our operations, which could adversely affect our ability to operate our business and our financial results. Antiâ€‘corruption laws. We are also subject to laws regarding the conduct of business overseas, such as the FCPA, the U.K. Bribery Act of 2010, the Brazil Clean Companies Act, and other similar laws in foreign countries in which we operate. The FCPA prohibits the provision of illegal or improper inducements to foreign government officials in connection with the obtaining of business overseas. Becoming familiar with and implementing the infrastructure necessary to ensure that we and our distributors comply with such laws, rules and regulations and mitigate and protect against corruption risks could be quite costly, and there can be no assurance that any policies and procedures we do implement will protect us against liability under the FCPA or related laws for actions taken by our employees, executive officers, distributors, agents and other intermediaries with respect to our business. Violations of the FCPA or other similar laws by us or any of our employees, executive officers, distributors, agents or other intermediaries could subject us or the individuals involved to criminal or civil liability, cause a loss of reputation in the market, and materially harm our business. Laws protecting patient health information. There are a number of federal and state laws protecting the confidentiality of certain patient health information, including patient records, and restricting the use and disclosure of that protected information. In particular, the U.S. Department of Health and Human Services (â€œHHSâ€) has promulgated patient privacy rules under the HIPAA. These privacy rules protect medical records and other personal health information of patients by limiting their use and disclosure, giving patients the right to access, amend and seek accounting of their own health information and limiting most uses and disclosures of health information to the minimum amount reasonably necessary to accomplish the intended purpose. The HIPAA privacy standard was amended by the Health Information Technology for Economic and Clinical Health Act, enacted as part of the American Recovery and Reinvestment Act of 2009. Although we are not a â€œcovered entityâ€ under HIPAA, we are considered a â€œbusiness associateâ€ of certain covered entities and, as such, we are directly subject to HIPAA, including its enforcement scheme and inspection requirements, and are required to implement policies, procedures as well as reasonable and appropriate physical, technical and administrative security measures to protect individually identifiable health information we receive from covered entities. Our failure to protect health information received from customers in compliance with HIPAA or

other laws could subject us to civil and criminal liability to the government and civil liability to the covered entity, could result in adverse publicity, and could harm our business and impair our ability to attract new customers. Transparency laws. The Sunshine Act, which was enacted by Congress as part of the Patient Protection and Affordable Care Act on December 14, 2011, requires each applicable manufacturer, which includes medical device companies such as Accuray, to track and report to the federal government on an annual basis all payments and other transfers of value from such applicable manufacturer to U.S. licensed physicians and teaching hospitals as well as physician ownership of such applicable manufacturerâ€™s equity, in each case subject to certain statutory exceptions. Furthermore, on October 25, 2018, President Trump signed into law the â€œSubstance Use-Disorder Prevention that Promoted Opioid Recovery and Treatment for Patients and Communities Actâ€ which in part (under a provision entitled â€œFighting the Opioid Epidemic with Sunshineâ€) extends the reporting and transparency requirements for physicians in the Physician Payments Sunshine Act to physician assistants, nurse practitioners, clinical nurse specialists, certified registered nurse anesthetists, and certified nurse midwives. Such data is available by the government on a publicly searchable website. Failure to comply with the data collection and reporting obligations imposed by the Sunshine Act can result in civil monetary penalties ranging from $1,000 to $10,000 for each payment or other transfer of value that is not reported (up to a maximum of $150,000 per reporting period) and from $10,000 to $100,000 for each knowing failure to report (up to a maximum of $1 million per reporting period). In addition, we are subject to similar state and foreign laws related to the tracking and reporting of payments and other transfers of value to healthcare professionals, the violation of which could, among other things, result in civil monetary penalties and adversely impact our reputation and business. Conflict minerals. The Dodd Frank Wall Street Reform and Consumer Protection Act and the rules promulgated by the SEC under such act require companies, including Accuray, to disclose the existence in their products of certain metals, known as â€œconflict minerals,â€ which are metals mined from the Democratic Republic of the Congo and adjoining countries. These rules require investigative efforts, which has caused and will continue to cause us to incur associated costs, could adversely affect the sourcing, availability and pricing of minerals used in our products and may cause reputational harm if we determine that certain of our components contain such conflict minerals or if we are unable to alter our processes or sources of supply to avoid using such materials, all of which could adversely impact sales of our products and results of operations. 58 Table of Contents Â If we or our distributors do not obtain and maintain the necessary regulatory approvals in a specific country, we will not be able to market and sell our products in that country. To be able to market and sell our products in a specific country, we or our distributors must comply with applicable laws and regulations of that country. In jurisdictions where we rely on our distributors to manage the regulatory process, we are dependent on their ability to do so effectively. While the laws and regulations of some countries do not impose barriers to marketing and selling our products or only require notification, others require that we or our distributors obtain the approval of a specified regulatory body. These laws and regulations, including the requirements for approvals, and the time required for regulatory review vary from country to country. The governmental agencies regulating medical devices in some countries, for example, require that the user interface on medical device software be in the local language. We currently provide user guides and manuals, both paper copies and electronically, in the local language but only provide an English language version of the user interface. Obtaining regulatory approvals is expensive and timeâ€‘consuming, and we cannot be certain that we or our distributors will receive regulatory approvals in each country in which we market or plan to market our products. If we modify our products, we or our distributors may need to apply for additional regulatory approvals before we are permitted to sell them. We may not continue to meet the quality and safety standards required to maintain the authorizations that we or our distributors have received. It can also be costly for us and our distributors to keep up with regulatory changes issued or mandated from time to time. If we change distributors, it may be timeâ€‘consuming and disruptive to our business to transfer the required regulatory approvals, particularly if such approvals are maintained by our thirdâ€‘party distributors on our behalf. If we or our distributors are unable to maintain our authorizations, or fail to obtain appropriate authorizations in a particular country, we will no longer be able to sell our products in that country, and our ability to generate revenue will be materially adversely affected. Within the EU, we are required under the Medical Device Directive to affix the ConformitÃ© EuropÃ©ene (â€œCEâ€) mark on our products in order to sell the products in member countries of the EU. This conformity to the applicable directives is done through selfâ€‘declaration and is verified by an independent certification body, called a Notified Body, before the CE mark can be placed on the device. Once the CE mark is affixed to the device, the Notified Body will regularly audit us to ensure that we remain in compliance with the applicable European laws or directives. CE marking demonstrates that our products comply with the laws and regulations required by the European Union countries to allow free movement of trade within those countries. If we cannot support our performance claims and/or demonstrate or maintain compliance with the applicable European laws and directives, we lose our CE mark, which would prevent us from selling our products within the European Union. In addition, the EUâ€™s Medical Device Regulation (â€œMDRâ€), which replaced the existing Medical Device Directive, became effective in May 2021. The MDR establishes new requirements and oversight for maintaining the CE mark. The official guidance continues to be published for the implementation of these requirements and the number of Notified Bodies are still limited. There may be variability in review timeframes and requirements as both manufacturers and authorities navigate these new requirements. In addition, the EU and Switzerland failed to establish a Mutual Recognition Agreement (â€œMRAâ€) for medical devices to include Switzerland within the MDR and as a result, Switzerland has initiated its own medical device regulation similar to the EU MDR, which will require additional registrations for economic operators and products within Switzerland for our devices. Under the Pharmaceutical Affairs Law in Japan, a preâ€‘market approval necessary to sell, market and import a product, or Shonin, must be obtained from the Ministry of Health, Labor and Welfare (â€œMHLWâ€), for our products. Before issuing approvals, MHLW examines the application in detail with regard to the quality, efficacy, and safety of the proposed medical device. The Shonin is granted once MHLW is content with the safety and effectiveness of the medical device. The time required for approval varies. A delay in approval could prevent us from selling our products in Japan, which could impact our ability to generate revenue and harm our business. In addition to laws and regulations regarding medical devices, we are subject to a variety of environmental laws and regulations around the world regulating our operations, including those relating to the use, generation, handling, storage, transportation, treatment and disposal of hazardous materials, which laws impose compliance costs on our business and can also result in liability to us. Although we follow procedures intended to comply with existing environmental laws and regulations, risk of accidental contamination or injury can never be fully eliminated. In the event of an accident, state or federal or other applicable authorities may curtail our use of these materials and interrupt our business operations. In addition, future changes in these laws and regulations could also increase our costs of doing business. We must continually keep abreast of these standards and requirements and integrate our compliance into the development and regulatory documentation for our products. Failure to meet these standards could limit our ability to market our products in those regions that require compliance to such standards. For example, the European Union has adopted directives that may lead to restrictions on the use of certain hazardous substances or other regulated substances in some of our products sold there, unless such products are 59 Table of Contents Â eligible for an exemption. While we believe that certain of our products are exempt, there can be no guarantee that such determination would not be challenged or that the regulations would not change in a way that would subject our products to such regulation. These directives, along with other laws and regulations that may be adopted by other countries, could increase our operating costs in order to maintain access to certain markets, which could adversely affect our business. Healthcare reform legislation could adversely affect demand for our products, our revenue and our financial condition. In March 2010, the Patient Protection and Affordable Care Act, as amended by Health Care and Education Reconciliation Act (collectively, the â€œACAâ€) were signed into law. Since its enactment, there have been judicial and Congressional challenges to certain aspects of the ACA. In particular, on December 14, 2018, a Texas U.S. District Court Judge ruled that the ACA is unconstitutional in its entirety because the â€œindividual mandateâ€ was repealed by Congress as part of the Tax Act. Additionally, on December 18, 2019, the U.S. Court of Appeals for the 5th Circuit upheld the District Court ruling that the individual mandate was unconstitutional and remanded the case back to the District Court to determine whether the remaining provisions of the ACA are invalid as well. On June 18, 2021, the United States Supreme Court upheld the ACA, holding that the individuals who brought the lawsuit did not have standing to challenge the law. It is unclear how this decision and the decisions of the current administration will impact the ACA and our business. Complying with any new legislation or reversing changes implemented under the ACA could be time-intensive and expensive, resulting in a material adverse effect on our business. The ACA includes a large number of health related provisions, including expanding Medicaid eligibility, requiring most individuals to have health insurance, establishing new regulations on health plans, establishing health insurance exchanges, requiring manufacturers to report payments or other transfers of value made to physicians and teaching hospitals, modifying certain payment systems to encourage more costâ€‘effective care and a reduction of inefficiencies and waste and including new tools to address fraud and abuse. The laws also include a decrease in the annual rate of inflation for Medicare payments to hospitals and the establishment of an independent payment advisory board to suggest methods of reducing the rate of growth in Medicare spending. We do not yet know the full impact that the ACA will have on our business. The expansion in the government's role in the U.S. healthcare industry may result in decreased profits to us, lower reimbursement by third-party payors for our products, or reduced volume of medical procedures conducted with our products, all of which could have a material adverse effect on our business, financial condition and results of operations. We cannot predict the ultimate content, timing or effect of any healthcare reform legislation or the impact of potential legislation on us. Future legislative or policy initiatives directed at reducing costs or limiting coverage or amounts of reimbursement available for our products could be introduced at either the federal or state level, which could have a negative impact on the demand for our products and services, and therefore on our financial position and results of operations. We cannot predict what healthcare reform legislation or regulations, if any, including any potential repeal or amendment of the ACA, will be enacted in the United States or elsewhere, what impact any legislation or regulations related to the healthcare system that may be enacted or adopted in the future might have on our business, or the effect of ongoing uncertainty or public perception about these matters will have on the purchasing decisions of our customers. However, the implementation of new legislation and regulation may materially lower reimbursements for our products, materially reduce medical procedure volumes and significantly and adversely affect our business. Risks Related to Our Common Stock The price of our common stock is volatile and may continue to fluctuate significantly, which could lead to losses for stockholders. The stock market in general has recently experienced relatively large price and volume fluctuations, particularly in response to macroeconomic factors. In addition, the trading prices of the stock of healthcare companies of our size can experience extreme price and volume fluctuations. These fluctuations often have been unrelated or out of proportion to the operating performance of these companies. Our stock price has experienced periods of volatility, including in recent quarters. Broad market fluctuations may also harm our stock price. Continued market fluctuations could result in extreme volatility in the price of our common stock, which could cause a decline in the value of our common stock. Any negative change in the publicâ€™s perception of the prospects of companies that employ similar technology or sell into similar markets could also depress our stock price, regardless of our actual results. 60 Table of Contents Â In addition to the other risk factors described above and below, factors affecting the trading price of our common stock include: â€¢variations in our operating results, as well as costs and expenditures; â€¢impacts to our business, operations or financial condition caused by concerns in connection with the global economic environment, supply chain disruptions or as a result of the upcoming U.S. presidential election; â€¢regulatory developments related to manufacturing, marketing or sale of the CyberKnife or TomoTherapy platform; â€¢political or social uncertainties, including as a result of the Russia-Ukraine and Israel-Hamas conflicts; â€¢changes in product pricing policies; â€¢announcements of technological innovations, new services or service enhancements, strategic alliances or significant agreements by us or by our competitors; â€¢changes in analystsâ€™ estimates, investorsâ€™ perceptions, recommendations by securities analysts or our failure to achieve analystsâ€™ and our own estimates; â€¢recruitment or departure of key personnel; â€¢the performance of our competitors and investor perception of the markets and industries in which we compete; â€¢announcement of strategic transactions or capital raising activities; and â€¢market conditions in our industry, the industries of our customers and the economy as a whole, including the impact of increased inflation, a recession or instability in the banking and financial services sector. Future issuances of shares of our common stock could dilute the ownership interests of our stockholders. Any issuance of equity securities could dilute the interests of our stockholders and could substantially decrease the trading price of our common stock. We may issue equity securities in the future for a number of reasons, including to finance our operations and business strategy (including in connection with acquisitions, strategic collaborations or other transactions), to adjust our ratio of debt to equity, to satisfy our obligations upon the exercise of outstanding options or for other reasons. In May 2021, we issued $100.0 million aggregate principal amount of the Notes. We exchanged approximately $82.1 million aggregate principal amount of then-outstanding 3.75% Convertible Senior Notes due 2022 for approximately $97.1 million aggregate principal amount of the Notes and issued approximately $2.9 million aggregate principal amount of the Notes to certain other qualified new investors for cash. To the extent we issue common stock upon conversion of any outstanding convertible notes, that conversion would dilute the ownership interests of our stockholders. The conditional conversion features of the Notes, if triggered, may adversely affect our financial condition and operating results. In the event the conditional conversion features of the Notes are triggered, holders of the Notes, as applicable, will be entitled to convert such notes at any time during specified periods at their option. If one or more holders elect to convert such notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other than paying solely cash in lieu of any fractional share), including if we have irrevocably elected full physical settlement upon conversion, we would be required to make cash payments to satisfy all or a portion of our conversion obligation based on the applicable conversion rate, which could adversely affect our liquidity. In addition, even if holders do not elect to convert such notes, if we have irrevocably elected net share settlement upon conversion we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of such notes as a current rather than longâ€‘term liability, which could result in a material reduction of our net working capital. 61 Table of Contents Â Provisions in the indenture for the Notes, the credit agreement for our Credit Facilities, our certificate of incorporation and our bylaws could discourage or prevent a takeover, even if an acquisition would be beneficial in the opinion of our stockholders. Provisions of our certificate of incorporation and bylaws could make it more difficult for a thirdâ€‘party to acquire us, even if doing so would be beneficial in the opinion of our stockholders. These provisions include: â€¢authorizing the issuance of â€œblank checkâ€ preferred stock that could be issued by our board of directors to increase the number of outstanding shares and thwart a takeover attempt; â€¢establishing a classified board of directors, which could discourage a takeover attempt; â€¢prohibiting cumulative voting in the election of directors, which would limit the ability of less than a majority of stockholders to elect director candidates; â€¢limiting the ability of stockholders to call special meetings of stockholders; â€¢prohibiting stockholder action by written consent and requiring that all stockholder actions be taken at a meeting of our stockholders; and â€¢establishing advance notice requirements for nominations for election to the board of directors or for proposing matters that can be acted upon by stockholders at stockholder meetings. In addition, Section 203 of the Delaware General Corporation Law may discourage, delay or prevent a change of control of our company. Generally, Section 203 prohibits stockholders who, alone or together with their affiliates and associates, own more than 15% of the subject company from engaging in certain business combinations for a period of three years following the date that the stockholder became an interested stockholder of such subject company without approval of the board or 662/3% of the independent stockholders. The existence of these provisions could adversely affect the voting power of holders of common stock and limit the price that investors might be willing to pay in the future for shares of our common stock. A change of control will also trigger an event of default under the Credit Facilities. If an event of default occurs, the agent for the lenders under the Credit Facilities may, at its discretion, suspend or terminate any of the lendersâ€™ loan obligations thereunder and/or declare all or any portion of the loan thenâ€‘outstanding under the Credit Facilities, including all accrued but unpaid interest thereon, to be accelerated and immediately due and payable. Furthermore, if a â€œfundamental changeâ€ (as such term is defined in the applicable indenture of the Notes) occurs, holders of the Notes will have the right, at their option, to require us to repurchase all or a portion of their convertible notes. A â€œfundamental changeâ€ generally occurs when there is a change in control of Accuray (acquisition of 50% or more of our voting stock, liquidation or sale of Accuray not for stock in another publicly traded company) or trading of our stock is terminated. In the event of a â€œmakeâ€‘whole fundamental changeâ€ (as such term is defined in the applicable indenture of the Notes), we may also be required to increase the conversion rate applicable to the Notes surrendered for conversion in connection with such makeâ€‘whole fundamental change. A â€œmakeâ€‘whole fundamental changeâ€ is generally a sale of Accuray not for stock in another publicly traded company. In addition, the applicable indentures for the Notes prohibits us from engaging in certain mergers or acquisitions unless, among other things, the surviving entity assumes our obligations under the Notes. General Risks Our liquidity could be adversely impacted by adverse conditions in the financial markets. At June 30, 2024, we had $68.6 million in cash and cash equivalents. The available cash and cash equivalents are held in accounts managed by third-party financial institutions and consist of cash in our operating accounts and cash invested in money market funds. To date, we have experienced no material realized losses on or lack of access to our invested cash, or cash equivalents; however, we can provide no assurances that access to our invested cash and cash equivalents will not be impacted by adverse conditions in the financial markets. 62 Table of Contents Â Actual events involving reduced or limited liquidity, defaults, non-performance or other

adverse developments that affect domestic and international financial institutions or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds may in the future lead to market-wide liquidity problems. In addition, the tightening of the credit markets would it make more difficult to raise capital through either debt or equity offerings on commercially reasonable terms or at all. At any point in time, we also have funds in our operating accounts that are with third-party financial institutions that exceed the Federal Deposit Insurance Corporation (â€œFDICâ€) insurance limits. While we monitor daily the cash balances in our operating accounts and adjust the cash balances as appropriate, these cash balances could be impacted if the underlying financial institutions fail or become subject to other adverse conditions in the financial markets. To date, we have experienced no loss or lack of access to cash in our operating accounts. Our operations are vulnerable to interruption or loss because of climate change, natural disasters, global or regional health pandemics or epidemics, terrorist acts and other events beyond our control, which has impacted and could in the future adversely affect our business. Unexpected events beyond our control, including as a result of responses to epidemics or pandemics; fires or explosions; natural disasters, such as hurricanes, floods, tornadoes and earthquakes; war or terrorist activities (including the conflicts between Russia and Ukraine and Israel and Hamas); unplanned outages; supply disruptions; and failures of equipment or systems, including telecommunications systems, or the failure to take adequate steps to mitigate the likelihood or potential impact of such events, could significantly disrupt our operations, delay or prevent product manufacturing and shipment for the time required to repair, rebuild or replace our manufacturing facilities, which could be lengthy, result in large expenses to repair or replace the facilities, and adversely affect our business, financial condition and results of operation. Â Moreover, global climate change could result in certain types of natural disasters occurring more frequently or with more intense effects. The impacts of climate change may include physical risks (such as frequency and severity of extreme weather conditions), social and human effects (such as population dislocations or harm to health and well-being), compliance costs, transition risks, shifts in market trends, and other adverse effects. Such impacts may disrupt parties in our supply chain, our customers, and our operations. We have facilities in countries around the world, including two manufacturing facilities in Madison, Wisconsin and Chengdu, China, each of which is equipped to manufacture unique components of our products. We do not maintain backup manufacturing facilities for any of our manufacturing facilities or for our IT facilities, so we depend on each of our current facilities for the continued operation of our business. In addition, we conduct a significant portion of other activities, including administration and data processing, at facilities located in California, which has experienced major earthquakes and fires in the past, as well as other natural disasters. Chengdu, China, where one of our manufacturing facilities is located, has also experienced major earthquakes in the past. We do not carry earthquake insurance. Further, concerns about terrorism, the effects of a terrorist attack, political turmoil or an epidemic outbreak could have a negative effect on our operations and the operations of our suppliers and customers and the ability to travel, which could harm our business, financial condition and results of operations. For example, the COVID-19 pandemic and its effects on the global economic environment adversely impacted the pace at which our backlog converted to revenue due to delays in deliveries and installations. Additionally, China has suffered health epidemics including COVID-19, which could adversely affect our operations in China, including our manufacturing operations in Chengdu, as well as the operations of the JV and those of our customers. For example, as a result of COVID-19 related restrictions in China, sales in China decreased and we experienced delays in the JV obtaining certain necessarily regulatory approvals. Â In addition, risks associated with climate change are subject to increasing societal, regulatory and political focus in the U.S. and globally. While the effects of climate change in the near-and long-term are difficult to predict, shifts in weather patterns caused by climate change are expected to increase the frequency, severity, or duration of certain adverse weather conditions and natural disasters, such as hurricanes, tornadoes, earthquakes, wildfires, droughts, extreme temperatures, or flooding, which could cause more significant business and supply chain interruptions, damage to our products and facilities as well as the infrastructure of hospitals, medical care facilities, and other customers, reduced workforce availability, increased costs of raw materials and components, increased liabilities, and decreased revenues than what we have experienced in the past from such events. In addition, increased public concern over climate change has and could result in new legal or regulatory requirements designed to mitigate the effects of climate change, including regulating greenhouse gas emissions, alternative energy policies, and sustainability initiatives. Although the SEC issued an order implementing a stay of its final climate-related disclosure rules, there have also been substantial legislative and regulatory developments on climate-related issues, including proposed, issued and implemented legislation and rulemakings that would require companies to 63 Table of Contents Â assess and/or disclose climate metrics, risks, opportunities, policies and practices by both the Securities and Exchange Commission and California. These initiatives could result in the adoption of more stringent environmental laws and regulations or stricter enforcement of existing laws and regulations, which could result in increased compliance burden and costs to meet such regulatory obligations and could also impact how we source raw materials from suppliers, our manufacturing operations, and how we distribute our products. There also may be increasing scrutiny and changing expectations from the market and other stakeholders with respect to Environmental, Social, and Governance practices. Any such developments could have a significant effect on our operating and financial decisions, including those involving capital expenditures to comply with new regulatory requirements or stakeholder expectations, which could harm our business, financial condition and results of operations. Changes in interpretation or application of generally accepted accounting principles may adversely affect our operating results. We prepare our financial statements to conform to U.S. GAAP. These principles are subject to interpretation by the Financial Accounting Standards Board, American Institute of Certified Public Accountants, the Public Company Accounting Oversight Board, the Securities and Exchange Commission and various other regulatory or accounting bodies. A change in interpretations of, or our application of, these principles can have a significant effect on our reported results and may even affect our reporting of transactions completed before a change is announced. Additionally, as we are required to adopt new accounting standards, our methods of accounting for certain items may change, which could cause our results of operations to fluctuate from period to period. Under the previous accounting guidance, we recognized system revenue upon acceptance when and if we have installation responsibilities. If circumstances change over time or interpretation of the revenue recognition rules change, we could be required to adjust the timing of recognizing revenue and our financial results could suffer. We have not paid dividends in the past and do not expect to pay dividends in the foreseeable future. We have never declared or paid cash dividends on our capital stock. We currently intend to retain all future earnings for the operation and expansion of our business and, therefore, do not anticipate declaring or paying cash dividends in the foreseeable future. The payment of dividends will be at the discretion of our board of directors and will depend on our results of operations, capital requirements, financial condition, prospects, contractual arrangements, and other factors our board of directors may deem relevant. If we do not pay dividends, a return on a stockholdersâ€™ investment will only occur if our stock price appreciates. Item 1B. UNRESOLVED STAFF COMMENTS None. Â Item 1C. CYBERSECURITY Risk Management and Strategy We recognize the importance of cybersecurity in safeguarding sensitive information, maintaining operational integrity, and working to ensure the safety and efficacy of our products. We evaluate and monitor cybersecurity risk as part of our overall enterprise risk management program, which considers cybersecurity risks alongside other company risks as part of our overall risk assessment process. In addition, the risk oversight responsibility of our Board of Directors and its committees is supported by our cybersecurity risk assessment program, which include policies and processes that are designed to provide visibility and information about the identification, assessment, and management of critical risks and managementâ€™s risk mitigation strategies, to our Board of Directors and personnel that are responsible for risk assessment. These policies also govern the security of our products and the protection of customer and patient data, provide for vulnerability remediation, regular system updates and patches, employee training on cybersecurity and HIPAA best practices, incident reporting, and the use of encryption to secure sensitive information. To identify, assess, and manage material cybersecurity risks, our team uses a cybersecurity risk assessment process aligned with leading frameworks such as the National Institute of Standards and Technologyâ€™s Cyber Security Framework and HIPAA. Our cybersecurity risk assessment 64 Table of Contents Â program provides the underlying basis for the activities of our team to identify and mitigate risks from, as well as develop risk management and response strategies for, evolving and emerging cybersecurity threats. Our cybersecurity program includes a variety of processes to assess, identify and manage risks from cybersecurity threats arising from our own and third-party provided systems, including annual training requirements, simulation exercises, threat monitoring and detection tools (including those using artificial intelligence and machine learning), threat containment methods, risk assessments, third-party penetration testing and security requirements for our suppliers and other third parties. We have established processes providing for review of identified cybersecurity incidents by a cross-functional cybersecurity incident response team who monitors and manages the detection, assessment, mitigation and remediation of cybersecurity incidents and escalates incidents to the Chief Information and Security Officer and to our disclosure review board, which evaluates such incidents for materiality and potential disclosure, and works to ensure that members of management responsible for overseeing the operation of our disclosure controls and procedures are informed of such cybersecurity risks and incidents. Our cybersecurity incident response team and disclosure review board are comprised of subject matter experts, including employees in cybersecurity, information technology and other areas to evaluate potential security, financial, operational, reputational and other risks, and to address our process. We also engage third parties to enhance and strengthen our cybersecurity program, to provide additional capabilities and support and to provide periodic independent assessments and evaluations of our cybersecurity program. Third parties also provide managed services for security operations, incident response, and security remediation services. We monitor and periodically enhance our cybersecurity program, processes, techniques and procedures to combat evolving and adaptive cybersecurity threats. To this end, we engage in the periodic assessment of our policies, standards, processes, and practices that are designed to address cybersecurity threats and incidents, internally and through assessments by external providers. The results of such assessments, audits, and reviews are reported to the Audit Committee and the Board of Directors, and we adjust our cybersecurity policies, standards, processes, and practices as necessary based on the information provided by these assessments, audits, and reviews. We also monitor and test our safeguards and train all our employees on cybersecurity safeguards related to our information technology systems. Personnel at all levels and departments are made aware of our cybersecurity policies through periodic cybersecurity trainings and tests. Further, we are focused on building and maintaining a positive cybersecurity culture through a combination of trainings, educational tools, videos, and other cybersecurity awareness initiatives. Our security training incorporates awareness of cyber threats (including malware, ransomware, and social engineering attacks), password hygiene, the importance of multifactor authentication and our incident reporting process. In addition to the assessment of internal cybersecurity risks, we have implemented processes to oversee, identify and monitor material risks from cybersecurity threats relating to potential compromises of sensitive information at our third-party business partners where relevant and we reevaluate these risks periodically. These processes include vetting of certain service providers for security, reliability, and availability; execution of a Business Associate Agreement with relevant providers for compliant management, storage, or processing of PHI if necessary; and confirmation by each service provider that its SOC-2 reports, or equivalent reports, are current and available, where applicable. In the event a service provider does not have a current and available SOC-2 or equivalent report, we review of the service providerâ€™s cybersecurity risk management and advise relevant business stakeholders of any significant identified risks. While we regularly experience cybersecurity incidents, and we expect to continue to be subject to such incidents, as of the date of this report, we are not aware of any cybersecurity incidents that have had or are reasonably likely to have a material impact on our business or operations. However, we are subject to ongoing risks from cybersecurity threats that could materially affect us, including our business strategy, results of operations, or financial condition, as further described in Item 1A. Risk Factors in the risk factor entitled â€œDisruption of critical information technology systems, infrastructure and data or cyberattacks or other security breaches or incidents could harm our business and financial condition.â€ Governance Our Board of Directors, both directly and through the delegation of responsibilities to the Audit Committee, oversees the proper functioning of our cybersecurity risk management program and ensures strategic alignment and governance of our cybersecurity efforts at the highest level. Our Board of Directors receives periodic briefings on the outcome of our cybersecurity risk management program, including steps that we are taking to mitigate risks that the program identifies, and each quarter, the Audit Committee reviews cybersecurity incidents, metrics and the state of the program. 65 Table of Contents Â Our cybersecurity risk management program is principally managed by our Global Information Systems team, which is led by our Chief Information and Security Officer, who reports directly to our Chief Executive Officer, as well as our deputy Chief Information Security Officer (deputy CISO). Our Chief Information and Security Officer and deputy CISO combined have more than 40 years of experience in cybersecurity and/or information technology risk management, have relevant certification, and are active in a variety of cybersecurity related boards and organizations. Our Chief Information and Security Officer also serves as the officer who reports directly to senior management and makes regular reports to the Audit Committee and Board of Directors as described in this Item 1C. Under the direction of our Chief Information and Security Officer and deputy CISO, we monitor developments that could affect our long-term organizational cybersecurity strategy based on threats globally and to enhance our cybersecurity program as needed in response to such developments. Â Item 2. PROPERTIES Facilities Our corporate headquarters are in Madison, Wisconsin. We lease approximately 187,000 square feet in Madison, Wisconsin for product development, manufacturing, administrative, training and warehouse space. We lease approximately 59,000 square feet in Sunnyvale and Santa Clara, California for administrative and product development functions. We lease approximately 20,000 square feet in Morges, Switzerland, for administrative functions, and lease approximately 5,000 square feet in Genolier, Switzerland for training. We lease approximately 42,000 square feet of space in a manufacturing facility in Chengdu, China. We also lease offices in Solon, Ohio and Chapel Hill, North Carolina for research and development functions; and lease international offices in China; Hong Kong; Japan; Korea; India; Spain; and Belgium. We believe our current facilities are adequate to meet our current needs, but additional space, including additional radiation shielded areas in which systems can be assembled and tested, may be required in the future to accommodate anticipated increases in manufacturing needs. Item 3. LEGAL PROCEEDINGS Refer to Note 8, Commitments and Contingencies, to the Consolidated Financial Statements for a description of certain legal proceedings currently pending against the Company. From time to time, we are involved in legal proceedings arising in the ordinary course of our business. Item 4. MINE SAFETY DISCLOSURES Not applicable. 66 Table of Contents Â PART II Item 5. MARKET FOR REGISTRANTâ€™S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES Stock Information Our common stock is traded on the Nasdaq Global Select Market under the symbol â€œARAY.â€ Â We have never paid cash dividends on our common stock. Our Board of Directors intends to use any future earnings to support operations and reinvest in the growth and development of our business. There are no current plans to pay cash dividends to common stockholders in the foreseeable future. As of August 31, 2024, there were 165 stockholders of record of our common stock. Because many of our shares of common stock are held by brokers or other institutions on behalf of stockholders, we are unable to estimate the total number of beneficial stockholders and believe the number of stockholders of record underestimates our total number of stockholders. Stock Performance Graph The graph set forth below compares the cumulative total stockholder return on our common stock between June 30, 2019 and June 30, 2024, with the cumulative total return of (i) the S&P Healthcare Index and (ii) the Nasdaq Composite Index, over the same period. This graph assumes the investment of $100 on June 30, 2019 in our common stock, the S&P 500 Health Care Index and the Nasdaq Composite Index, and assumes the reinvestment of dividends, if any. Â Â COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN* Among Accuray Incorporated, the NASDAQ Composite Index and the S&P Health Care Index 6/14 6/15 6/16 6/17 6/18 6/19 $0 $20 $40 $60 $80 $100 $120 $140 $160 $180 $200 Accuray Incorporated NASDAQ Composite S&P Health Care *$100 invested on 6/30/14 in stock or index, including reinvestment of dividends. Fiscal year ending June 30. CopyrightÂ© 2019 Standard & Poor's, a division of S&P Global. All rights reserved 67 Table of Contents Â The comparisons shown in the graph above are based upon historical data. We caution that the stock price performance shown in the graph above is not necessarily indicative of, nor is it intended to forecast, the potential future performance of our common stock. Item 6. [RESERVED] Â Â Item 7. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS You should read the following discussion of our consolidated financial condition and results of operations in conjunction with the financial statements and the notes thereto included elsewhere in this report. The following discussion contains forwardâ€‘looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forwardâ€‘looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this report on Form 10â€‘K, particularly in â€œRisk Factors.â€ See â€œSpecial Note Regarding Forwardâ€‘Looking Statementsâ€ for more information. This section generally discusses the results of our operations for the year ended June 30, 2024, compared to the year ended June 30, 2023. For a discussion of the year ended June 30, 2023 compared to the year ended June 30, 2022, please refer to Part II, Item 7, â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ in our Annual Report on Form 10-K for the year ended June 30, 2023, as filed with the SEC on September 7, 2023. Overview Company Â Accuray Incorporated is a radiation therapy company that develops, manufactures, sells and supports market-changing solutions that are designed to deliver radiation treatments for even the most complex cases, while making commonly treatable cases even more straightforward, to meet the full spectrum of patient needs. We believe in comparison to conventional linear accelerators, our treatment delivery, planning, and data management solutions

provide better accuracy, flexibility, and control; fewer treatments with shorter treatment times; and the technology to expand beyond cancer, making it easier for clinical teams around the world to provide treatments that help patients get back to living their lives, faster. Our innovative technologies, the CyberKnifeÂ® and TomoTherapyÂ® platforms, including the RadixactÂ® System, our next generation TomoTherapy platform, are designed to deliver advanced treatments, including stereotactic radiosurgery (â€œSRSâ€), stereotactic body radiation therapy (â€œSBRTâ€), intensity modulated radiation therapy (â€œIMRTâ€), image-guided radiation therapy (â€œIGRTâ€), and adaptive radiation therapy (â€œARTâ€). The CyberKnife and TomoTherapy platforms have complementary clinical applications with the same goal: to empower our customers to deliver the most precise and accurate treatments while still minimizing dose to healthy tissue, helping to reduce the risk of side effects that may impact patientsâ€™ quality of life. Each of these systems serves patient populations treated by the same medical specialty, radiation oncology, with advanced capabilities. The CyberKnife platform is also used by neurosurgeons specializing in radiosurgery to treat patients with tumors in the brain and spine, and neurologic and/or endocrine disorders. In addition to these products, we also provide services, which include post-contract customer support (warranty period services and post-warranty services), installation services, training, and other professional services. Â Current Economic Conditions We are subject to risks and uncertainties caused, directly or indirectly, by events with significant geopolitical and macroeconomic impacts, including, but not limited to, inflation; actions taken to counter inflation, including rising interest rates; foreign currency exchange rate fluctuations; uncertainty and volatility in the banking and financial services sector; tightening credit markets; geopolitical concerns, such as the Russian-Ukraine and Israel-Hamas conflicts and increasing tension between China and the U.S., including with respect to Taiwan; uncertainty caused by the China anti-corruption campaign and timing of the China stimulus program; the upcoming U.S. presidential election; as well as other factors that may emerge. In particular, we are continuing to navigate supply chain and inflation challenges and adverse foreign currency exchange rate fluctuations, all of which continues to have a negative impact on our results of operations. 68 Table of Contents Â We expect that our customersâ€™ business and our business will continue to be adversely impacted, directly or indirectly, by these macroeconomic and geopolitical issues. Delays in deliveries and installations that originated from the COVID-19 pandemic as well as its effects on the global economic environment have occurred and are expected to continue, to some degree, through the remainder of calendar year 2024, which could have a negative impact on our revenue during such period. Inflation and the ongoing supply chain challenges and logistics costs have materially affected our gross margins and net income (loss), and we expect that gross margins and net income (loss) will continue to be adversely affected by increased material costs and freight and logistic expenses through at least the remainder of calendar year 2024, and potentially longer. In addition, reduced budgets and lower capital deployment priority for radiotherapy equipment, along with longer customer installation timelines, in the United States have negatively impacted our revenue during fiscal year 2024, and we expect this will continue to have an impact through fiscal year 2026. The extent of the ongoing impact of these macroeconomic events on our business, our markets and on global economic activity however, is uncertain and the related financial impact cannot be reasonably estimated with any certainty at this time. Our past results may not be indicative of our future performance, and historical trends including conversion of backlog to revenue, income (loss) from operations, net income (loss), net income (loss) per share and cash flows may differ materially. Accordingly, management is carefully evaluating our liquidity position, communicating with and monitoring the actions of our customers and suppliers, and reviewing our near-term financial performance as the uncertainty related to these factors continues to unfold. We also continue to evaluate our operating expenses, including our real estate needs and continue to assess our operations and how and to what extent we will continue to utilize our current real estate assets. The risks related to our business, including further discussion of the impact and possible future impacts of current economic conditions on our business, are further described in the section titled â€œRisk Factorsâ€ in Part I, Item 1A of this Annual Report on Form 10-K. Â Sale of Our Products Â Generating revenue from the sale of our platforms is a lengthy process. Selling our platforms, from first contact with a potential customer to a signed sales contract that meets our backlog criteria (as discussed below) varies significantly and generally spans between six months and 30 months. The length of time between receipt of a signed contract and revenue recognition is generally governed by the time required by the customer to build, renovate or prepare the treatment room for installation of the platform. We report our customer revenues in four geographic regions: the Americas, EIMEA, Asia Pacific and Japan. The Americas region includes the United States, Canada and Latin America. The EIMEA region includes Europe, India, the Middle East and Africa. The Asia Pacific region consists of Asia, Australia and New Zealand. Â In the United States, we primarily market directly to customers, including hospitals and stand-alone treatment facilities, through our sales organization we also market to customers through sales agents and group purchasing organizations. Outside the United States, we market to customers directly and through use of distributors and sales agents. In addition to our offices in the United States, we have international offices in Morges, Switzerland; Hong Kong, China; Shanghai, China and Tokyo, Japan and direct sales staff in most countries in Western Europe, Japan, India and Canada. In addition, we have distributors in Europe, Russia, the Middle East, Africa, the Asia Pacific region, and Latin America. Â Joint Venture Â In January 2019, our wholly-owned subsidiary, Accuray Asia Limited (â€œAccuray Asiaâ€), entered into an agreement with CNNC High Energy Equipment (Tianjin) Co., Ltd. (the â€œCIRC Subsidiaryâ€), a wholly-owned subsidiary of China Isotope & Radiation Corporation, to form a joint venture, CNNC Accuray (Tianjin) Medical Technology Co. Ltd. (the â€œJVâ€), to manufacture and sell radiation oncology systems in China. The JV aims to be uniquely positioned to serve China, which we believe is the worldâ€™s largest growth market for radiation oncology systems. China represents a significantly underserved market for linacs based on the countryâ€™s population and cancer incidence rates on both an absolute and relative country basis. Accuray Asia has a 49% ownership interest in the JV and the CIRC Subsidiary has a 51% ownership interest in the JV. Â With the receipt of the necessary permits and licenses to operate, the JV has begun selling products in China, much like a distributor. The JV has recently begun to manufacture and sell a locally branded â€œMade in Chinaâ€ radiotherapy device, the Tomo C radiation therapy system, in the Class B license category. We believe this strategy will allow us to best maximize both near and longer-term opportunities in China. In September 2023, we received approval for our Class B device from the National Medical Products Administration (â€œNMPAâ€) and our Accuray Precision Treatment Planning System for the Class B 69 Table of Contents Â device was approved by the NMPA in June 2024. The JV also distributes other Accuray treatment delivery systems like the Radixact and CyberKnife treatment delivery systems. Â Restructuring On October 25, 2023, we informed affected employees of a cost savings initiative (the â€œ2024 restructuring initiativeâ€) to reduce operating costs resulting in the elimination of approximately 5.9 percent of our global workforce. In the year ended June 30, 2024, we incurred restructuring charges of $2.6 million. These charges are cash-based and are primarily related to severance expenses and other one-time termination benefits. We recorded the restructuring charges of the affected employees in their respective department cost center. The restructuring charges recorded during the year ended June 30, 2024 are as follows: cost of sales $0.2 million, research and development $1.7 million, sales and marketing $0.1 million, and general and administrative $0.6 million. At June 30, 2024, we have completed the 2024 restructuring initiative. Â Backlog In order for the product portion of a system sales agreement to be included in backlog, it must meet the following criteria: â€¢The contract is properly executed by both the customer and us. A customer purchase order that incorporates the terms of our contract quote will be considered equivalent to a signed and executed contract. The contract has either cleared all its contingencies or contained no contingencies when signed; â€¢We have received a minimum deposit or a letter of credit; or the sale is to a customer where a deposit is deemed not necessary or customary (i.e., sale to a government entity, a large hospital, group of hospitals or cancer care group that has sufficient credit, customers with trade-in of existing equipment, sales via tender awards, or indirect channel sales that have signed contracts with end-customers); â€¢The specific end-customer site has been identified by the customer in the written contract or written amendment; and â€¢Less than 30 months have passed since the contract met all the criteria above. Â Our backlog includes contractual agreements with our customers for the purchase of our CyberKnife or TomoTherapy platforms, including the Radixact Systems and related upgrades. The amount of backlog recognized into revenue is primarily impacted by three items: cancellations, age-outs and age-ins, and foreign currency fluctuations. We cannot provide assurance that we will convert backlog into recognized revenue, primarily due to factors outside of our control, such as: â€¢Orders could be cancelled for reasons such as, changes in customersâ€™ priorities or financial condition, changes in government or health insurance reimbursement policies, or changes to regulatory requirements. Cancellations are outside of our control and are difficult to forecast; however, we continue to work closely with our customers to minimize the impact of cancellations on our business; â€¢Orders are considered aged-out and removed from reported backlog if we have not been able to recognize revenue on an agreement after 30 months. Agreements may age-out for many reasons, including but not limited to, the inability of the customer to pay, the inability of the customer to adapt their facilities to accommodate our products in a timely manner, or the inability to timely obtain licenses necessary for customer facilities or operation of our equipment. Age-ins represent orders that previously aged-out but have been recognized as revenue in the current period; and â€¢Orders include amounts not denominated in U.S. Dollars and therefore, fluctuations in the U.S. Dollar as compared to other currencies will impact revenue. Generally, strengthening of the U.S. Dollar will negatively impact revenue. Backlog is stated at historical foreign currency exchange rates, and revenue is released from backlog at current exchange rates, with any difference recorded as a backlog adjustment. 70 Table of Contents Â A summary of gross orders, net orders, and order backlog is as follows (in thousands): Â Â Years Ended June 30, Â Â 2024 Â Â 2023 Â Â 2022 Â Gross orders $ 342,148 Â Â $ 311,094 Â Â $ 332,268 Â Age-ins Â 21,726 Â Â Â 39,435 Â Â Â 34,884 Â Age-outs Â (127,113) Â Â (152,573) Â Â (183,753) Cancellations Â (14,504) Â Â (6,670) Â Â (11,348) Currency impacts and other Â (11,343) Â Â (8,354) Â Â (4,735) Net orders $ 210,914 Â Â $ 182,932 Â Â $ 167,316 Â Order backlog at the end of the period $ 487,319 Â Â $ 510,641 Â Â $ 563,684 Â Â Â Gross Orders and Book to Bill Ratio Gross orders are defined as the sum of new orders recorded during the period, adjusted for any revisions to existing orders during the period. Gross orders increased by $31.1 million during the year ended June 30, 2024, as compared to the year ended June 30, 2023, primarily due to a $34.3 million increase in CyberKnife System gross orders and upgrades partially offset by a $3.2 million decrease in TomoTherapy System gross orders and upgrades. The increase in gross orders were primarily due to an increase in system gross orders from the EIMEA region and Latin America. Our book to bill ratio is defined as gross orders for the period divided by product revenue for the period. Our book to bill ratio for the year ended June 30, 2024, was 1.5 as compared to 1.3 for the year ended June 30, 2023. A book-to-bill ratio greater than 1.2 indicates strong demand for our products. This metric allows management to monitor our business development efforts to ensure we grow our backlog and our business over time. In recent years, the percentage of gross orders received from our distribution partners in the international markets represented 74%, 76%, and 71% of gross orders for fiscal year ended June 30, 2024, 2023 and 2022, respectively. We anticipate that distributor orders from international markets will continue to represent a significant portion of our gross orders in the foreseeable future. International orders are affected by foreign currency fluctuation as well as government programs that stimulate the purchase of healthcare products, both of which could affect the demand for our products and timing of orders from period to period. In addition, our order-to-revenue conversion cycle for international distributor orders has been generally longer, compared to that of direct channel sales and could cause fluctuations in our age-outs from period to period. Net Orders Net orders are defined as gross orders, less cancellations, age-outs net of age-ins, foreign exchange and other adjustments during the period. Net orders increased by $28.0 million during the year ended June 30, 2024, as compared to the year ended June 30, 2023, primarily due to an increase in gross orders partially offset by unfavorable foreign exchange rate fluctuations. 71 Table of Contents Â Results of Operations Fiscal 2024 results compared to fiscal 2023 Â Net revenue Net revenue by sales classification is as follows: Â Â Years Ended June 30, Â (Dollars in thousands) 2024 Â Â Percent Change Â Â 2023 Â Â Percent Change Â Â 2022 Â Products (a) (c) $ 234,164 Â Â Â Â 0 % Â $ 233,192 Â Â Â 9 % Â $ 214,715 Â Services (b) Â 212,387 Â Â Â (1)% Â Â 214,413 Â Â Â (0)% Â Â 215,194 Â Net revenue $ 446,551 Â Â Â (0)% Â $ 447,605 Â Â Â 4 % Â $ 429,909 Â Products revenue as a percentage of net revenue Â 52 % Â Â Â Â Â 52 % Â Â Â Â Â 50 % Service revenue as a percentage of net revenue Â 48 % Â Â Â Â Â 48 % Â Â Â Â Â 50 % Â a)Includes sales of products to the JV, an equity method investment, of $77,497 during the year ended June 30, 2024, $55,658 during the year ended June 30, 2023, and $45,545 during the year ended June 30, 2022, respectively. See Note 11. b)Includes sales of services to the JV, an equity method investment, of $15,039 during the year ended June 30, 2024, $10,919 during the year ended June 30, 2023, and $10,332 during the year ended June 30, 2022, respectively. See Note 11. c)The year ended June 30, 2024 includes revenue from certain upgrades that were recorded in services net revenue during the years ended June 30, 2023 and June 30, 2022. Products net revenue increased by $1.0 million during the year ended June 30, 2024, as compared to the year ended June 30, 2023, mostly driven by a higher average sale price per unit and certain upgrades, partially offset by lower volume of shipments of system units of our TomoTherapy System and CyberKnife System. Products net revenue was negatively impacted by reduced budgets and lower capital deployment priority for radiotherapy equipment, along with longer customer installation timelines, in the Americas region during fiscal year 2024, and we expect this will continue to have an impact through fiscal year 2026. Services net revenue decreased by $2.0 million during the year ended June 30, 2024, as compared to the year ended June 30, 2023, primarily due to a $10.5 million decrease in revenue from the purchase of spare parts from customers, lower installation activity and systems activation at customer locations and certain upgrades, partially offset by a $8.5 million increase in revenue from service contracts as a result of an increase in our installed base. Net revenue by geographic region, which is based on the shipping location of our customer, is as follows: Â Â Years Ended June 30, Â (Dollars in thousands) 2024 Â Â Percent Change Â Â 2023 Â Â Percent Change Â Â 2022 Â Americas $ 90,156 Â Â Â (26)% Â $ 122,335 Â Â Â (3)% Â $ 126,005 Â EIMEA Â 168,611 Â Â Â 8 % Â Â 155,879 Â Â Â 16 % Â Â 134,640 Â China Â 103,412 Â Â Â 36 % Â Â 75,762 Â Â Â (13)% Â Â 86,935 Â Japan Â 55,682 Â Â Â (10)% Â Â 61,962 Â Â Â 16 % Â Â 53,376 Â Asia Pacific, excluding China Â 28,690 Â Â Â (9)% Â Â 31,667 Â Â Â 9 % Â Â 28,953 Â Â Â Net revenue $ 446,551 Â Â Â (0)% Â $ 447,605 Â Â Â 4 % Â $ 429,909 Â Net revenue decreased $1.1 million during the year ended June 30, 2024, as compared to the same period in the prior fiscal year primarily due to a lower volume of shipment of systems and service revenues from the Americas region, mostly offset by increase in the volume of shipment of systems from China as well as India and the Middle East within our EIMEA region. During the year ended June 30, 2024, Japan net revenue included a $4.9 million unfavorable impact from foreign currency exchange rate fluctuations and EIMEA net revenue had a $4.2 million favorable impact from foreign currency exchange rate fluctuations. Products net revenue was negatively impacted by reduced budgets and lower capital deployment priority for radiotherapy equipment, along with longer customer installation timelines, in the Americas region during fiscal year 2024, and we expect this will continue to have an impact through fiscal year 2026. 72 Table of Contents Â Â Gross profit Â Gross profit by sales classification is as follows: Â Â Years Ended June 30, Â (Dollars in thousands) 2024 Â Â Percent Change Â Â 2023 Â Â Percent Change Â Â 2022 Â Â Â Â Â Â Â Â Â Â Â Gross profit $ 142,921 Â Â Â (7)% Â $ 153,960 Â Â Â (4)% Â $ 159,955 Â Total gross profit as a percentage of net revenue Â 32.0 % Â Â Â Â Â 34.4 % Â Â Â Â Â 37.2 % Â Gross profit decreased by $11.0 million during the year ended June 30, 2024, as compared to the year ended June 30, 2023, due to an increase of $6.2 million in service parts consumption which was partially from a supplier quality issue in fiscal year 2024, and a $4.1 million increase in the net deferred profit margin on sales to the JV. Â Operating Expenses Â Â Years Ended June 30, Â (Dollars in thousands) 2024 Â Â Percent Change Â Â 2023 Â Â Percent Change Â Â 2022 Â Research and development $ 49,732 Â Â Â (13)% Â $ 57,129 Â Â Â (1)% Â $ 57,752 Â Selling and marketing Â 42,619 Â Â Â (8)% Â Â 46,178 Â Â Â (7)% Â Â 49,664 Â General and administrative Â 50,066 Â Â Â 4 % Â Â 48,271 Â Â Â 9 % Â Â 44,391 Â Total operating expenses $ 142,417 Â Â Â Â Â $ 151,578 Â Â Â Â Â $ 151,807 Â Research and development as a percentage of net revenue Â 11 % Â Â Â Â Â 13 % Â Â Â Â Â 13 % Selling and marketing as a percentage of net revenue Â 10 % Â Â Â Â Â 10 % Â Â Â Â Â 12 % General and administrative as a percentage of net revenue Â 11 % Â Â Â Â Â 11 % Â Â Â Â Â 10 % Total operating expenses as a percentage of net revenue Â 32 % Â Â Â Â Â 34 % Â Â Â Â Â 35 % Â Research and development expenses decreased by $7.4 million during the year ended June 30, 2024, as compared to the year ended June 30, 2023, primarily due to a $5.0 million decrease in compensation and benefit costs as a result of lower headcount from the 2024 restructuring initiative in the second quarter of fiscal year 2024 and lower bonus compensation expense in fiscal year 2024. Â Selling and marketing expenses decreased by $3.6 million during the year ended June 30, 2024, as compared to the year ended June 30, 2023, primarily due to $2.7 million in lower compensation and benefit costs as a result of the restructuring initiative in fiscal year 2023 and lower bonus compensation expense in fiscal year 2024, and a $0.6 million decrease in consulting costs due to cost-cutting efforts, partially offset by a $0.4 million increase in trade show expenses. Â General and administrative expenses increased by $1.8 million during the year ended June 30, 2024, as compared to the year ended June 30, 2023, primarily due to an increase of $2.9 million in support consulting costs and $1.4 million in amortization expenses, both related to the implementation of our enterprise resource planning system in the first quarter of fiscal year 2024, a $1.3 million increase in facility expenses, a $0.6 million increase in legal and accounting expenses, and a $0.5 million increase in travel expenses, which were partially offset by $3.0 million decrease in compensation and benefit costs due to lower bonus compensation and stock-based compensation expenses in fiscal year 2024, and a decrease in bad debt expense due to a $2.0 million bad debt reserve for a specific customer recorded in the fourth quarter of fiscal year 2023. Â Income on equity method investment Â Years Ended June 30, Â (Dollars in thousands) 2024 Â Â Percent Change Â Â 2023 Â Â Percent Change Â Â 2022 Â Income from equity method investment $ 1,838 Â Â Â (29)% Â $ 2,572 Â Â Â 967 % Â $ 241 Â Â 73 Table of Contents Â Â Income on equity method investment

decreased by $0.7 million during the year ended June 30, 2024, as compared to the year ended June 30, 2023, primarily due to the JV having higher operating expenses, partially offset by an increase in the JV service revenue. Interest expense Â Â Years Ended June 30, Â (Dollars in thousands) 2024 Â Â Percent Change Â Â 2023 Â Â Percent Change Â Â 2022 Â Interest expense $ (11,624) Â Â 9 % Â $ (10,632) Â Â 31 % Â $ (8,129) Interest expense increased $1.0 million during the year ended June 30, 2024, as compared to the year ended June 30, 2023, primarily due to higher interest rates on the outstanding balances on our Credit Facilities. Other expense, net Â Â Years Ended June 30, Â (Dollars in thousands) 2024 Â Â Percent Change Â Â 2023 Â Â Percent Change Â Â 2022 Â Foreign currency transaction loss $ (2,046) Â Â 133 % Â $ (878) Â Â (66)% Â $ (2,618) Other, net Â (492) Â Â 112 % Â Â (232) Â Â (165)% Â Â 356 Â Total other expense, net $ (2,538) Â Â Â Â $ (1,110) Â Â Â Â $ (2,262) Â Other expense, net, increased by $1.4 million during the year ended June 30, 2024, as compared to the year ended June 30, 2023, primarily driven by foreign currency transaction losses. Provision for income taxes Â Â Years Ended June 30, Â (Dollars in thousands) 2024 Â Â Percent Change Â Â 2023 Â Â Percent Change Â Â 2022 Â Provision for income taxes $ 3,725 Â Â Â 49 % Â $ 2,492 Â Â Â (26)% Â $ 3,345 Â Â Provision for income taxes increased by $1.2 million during the year ended June 30, 2024, as compared to the year ended June 30, 2023, primarily due to an increase in foreign earnings and deferred tax liability on unremitted foreign earnings. Liquidity and Capital Resources At June 30, 2024, we had $68.6 million in cash and cash equivalents. Cash from operations could be affected by various risks and uncertainties, including, but not limited to, macroeconomic conditions, inflation, actions taken to counter inflation, foreign currency exchange rate fluctuations, instability in the banking sector and the risks included in Part I, Item 1A titled â€œRisk Factors.â€ In particular, we expect inflation and the ongoing supply chain challenges and logistics costs to impact our cash from operations through at least the remainder of calendar year 2024, if not longer. Based on our cash and cash equivalents balance, available debt facilities, current business plan and revenue prospects, we believe we will have sufficient cash resources and anticipated cash flows to fund our operations for at least the next 12 months. However, we continue to critically review our liquidity and anticipated capital requirements in light of the significant uncertainty created by macroeconomic conditions. Â On October 25, 2023, we informed affected employees of the 2024 restructuring initiative. During the year ended June 30, 2024, we incurred a charge of $2.6 million. As of June 30, 2024, we have completed the 2024 restructuring initiative. Â Our liquidity and cash flows have been and could continue to be materially impacted by current macroeconomic factors, including facility closures, supply chain disruptions, inflation, foreign currency exchange rate fluctuations, increased volatility in the financial markets, uncertainty caused by the China anti-corruption campaign and timing of the China stimulus program, the upcoming U.S. presidential election, instability in the banking sector, tightening of credit markets which could 74 Table of Contents Â impact debt availability. These factors have and could continue to negatively impact our business operations and cash flows for the foreseeable future, including reductions in revenue, decreases in gross margin and delays in payments from customers, as well as declines or delays in the conversion of backlog to revenue. Certain of our revenue may not be collectible to the extent our customers suffer financial difficulty and, in fiscal 2023, we increased our bad debt reserve to account for potentially uncollectible revenue. For example, in the United States, one customer declared bankruptcy in fiscal 2023 causing us to increase our bad debt reserve due to the expectation that they will be unable to pay us. Accordingly, there remain uncertainties as to how the current macroeconomic environment will impact our business, results of operations, access to sources of liquidity and financial condition in the future. As a result, we are unable to predict with certainty the impacts of these factors on our ability to maintain compliance with the financial covenants contained in the credit and security agreements related to our credit facilities. Â In May 2021, we issued $100.0 million aggregate principal amount of 3.75% Convertible Senior Notes due 2026 under an indenture between us and The Bank of New York Mellon Trust Company, N.A., as trustee. Concurrently, with the issuance of the notes, in May 2021, we entered into a senior secured credit agreement with Silicon Valley Bank, individually as a lender and agent, and the other lenders (the â€œExisting Credit Agreementâ€), which provides for a five-year $80 million term loan facility (the "Term Loan Facility") and a $40 million revolving credit facility (the â€œRevolving Credit Facilityâ€). As of June 30, 2024, we had an outstanding balance under the Term Loan Facility of $64.0 million and Revolving Credit Facility of $10.0 million. During the year ended June 30, 2024, the weighted average effective interest rate on the Term Loan Facility was 8.6% and weighted average effective interest rate on the Revolving Credit Facility, including the unused commitment fee, was 9.5%. See Note 9, "Debt" to the Notes to the consolidated financial statements for further information regarding the Existing Credit Agreement and 3.75% Convertible Senior Notes due 2026. Also see Note 8, "Commitments and Contingencies" to the Notes to the consolidated financial statements for further information regarding our cash commitments related to our debt. Â We may also experience other, unexpected impacts to our business, including matters discussed in the Part I, Item 1A titled â€œRisk Factors.â€ While we were in compliance with such covenants for the period ended June 30, 2024, failure to meet the covenant requirements in the future could cause us to be in default and the maturity of the related debt could be accelerated and become immediately payable. These restrictions could adversely affect our ability to finance our future operations or capital needs, withstand a future downturn in our business or the economy in general, engage in business activities, including future opportunities that may be in our interest, and plan for or react to market conditions or otherwise execute our business strategies. Our ability to comply with the covenants and other terms governing the Credit Facilities will depend in part on our future operating performance. In addition, because substantially all of our assets are pledged as a security under the Credit Facilities, if we are not able to cure any default or repay outstanding borrowings, such assets are subject to the risk of foreclosure by our lenders. This may require us to obtain waivers or amendments to the credit and security agreement in order to maintain compliance and there can be no certainty that any such waiver or amendments will be available, or what the cost of such waiver or amendment, if obtained, would be. For example, in April 2024, the Company entered into the Third Amendment (the â€œ Third Amendmentâ€) to the Existing Credit Agreement to update the calculation of Consolidated EBITDA (as defined in the Existing Credit Agreement) to maintain compliance with the debt covenants as of March 31, 2024. If we are unable to obtain necessary waivers or amendment and the debt under such credit facility is accelerated, we would be required to obtain replacement financing at prevailing market rates, which may not be favorable to us. There is no guarantee that we would be able to satisfy our obligations if any of our indebtedness is accelerated. Â Additionally, the undistributed earnings of our foreign subsidiaries at June 30, 2024, for all countries except Japan, France, Switzerland and the United Kingdom are considered to be indefinitely reinvested and unavailable for distribution in the form of dividends or otherwise. Future repatriation of our foreign earnings could be subject to income taxes. As of June 30, 2024, we had $9.5 million of cash and cash equivalents at our foreign subsidiaries. If such funds were repatriated, there will be additional foreign tax withholdings imposed, depending on the country from which the funds were repatriated. 75 Table of Contents Â Cash Flows Â Â Â Years Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â Net cash provided by (used in) operating activities Â $ (11,904) Â $ 15,539 Â Â $ (2,400) Net cash used in investing activities Â Â (3,601) Â Â (12,681) Â Â (4,717) Net cash used in financing activities Â Â (3,951) Â Â (2,112) Â Â (15,369) Effect of exchange rate changes on cash, cash equivalents and restricted cash Â Â (1,354) Â Â 302 Â Â Â (5,561) Net increase (decrease) in cash, cash equivalents and restricted cash Â $ (20,810) Â $ 1,048 Â Â $ (28,047) Â Cash Flows From Operating Activities Net cash used in operating activities was $11.9 million during the year ended June 30, 2024, resulting primarily from a $21.9 million decrease from the net changes in assets and liabilities, and a net loss of $15.5 million offset by a $25.6 million increase in non-cash items. â€¢Non-cash items primarily consisted of share-based compensation expense of $9.5 million, provision for inventories write-down of $6.0 million, depreciation and amortization expense of $5.9 million, and a $4.1 million increase in the net deferred profit margin on sales to the JV, partially offset by income from our equity method investment of $1.8 million. â€¢The major contributors to the decrease in net changes of assets and liabilities during the year ended June 30, 2024 were as follows: a $16.5 million decrease in accrued liabilities primarily due to the payment of value added tax payables and a decrease in accrued bonus compensation; a $15.8 million increase in accounts receivable primarily due to an increase in system sales during the fourth quarter of fiscal year 2024; a $6.6 million decrease in customer advances due to delivery of orders, a $4.0 million increase in inventories primarily due to increased costs for parts; a $2.5 million decrease in deferred revenue primarily due to the timing of revenue recognition, partially offset by a $17.4 million increase in accounts payable due to the timing of payments, and a $6.1 million decrease in prepaid and other assets primarily due to a decrease in value added tax receivables partially offset by a $2.5 million dividend receivable from our JV. Cash Flows From Investing Activities Net cash used in investing activities was $3.6 million during the year ended June 30, 2024, was due to the purchase of property and equipment. Cash Flows From Financing Activities Net cash used in financing activities was $4.0 million during the year ended June 30, 2024 and was due to the scheduled payment of $6.0 million of the principal amount outstanding on our Term Loan Facility partially offset by $2.2 million in proceeds from the issuance of common stock to employees from employee stock plans. We borrowed $5.0 million on our Revolving Credit Facility in May 2024, and then repaid the $5.0 million in June 2024. Operating Capital and Capital Expenditure Requirements Â Our future capital requirements depend on numerous factors. These factors include but are not limited to the following: â€¢Revenue generated by sales of our products and service plans; â€¢Our ability to generate cash flows from operations; â€¢Costs associated with our sales and marketing initiatives and manufacturing activities; â€¢Facilities, equipment and IT systems required to support current and future operations; â€¢Rate of progress and cost of our research and development activities; 76 Table of Contents Â â€¢Costs of obtaining and maintaining FDA and other regulatory clearances of our products; â€¢Effects of competing technological and market developments; â€¢Number and timing of acquisitions and other strategic transactions; â€¢Servicing and maturity of our current future indebtedness, including interest rates; â€¢The implementation of our cost savings initiatives, including the reduction of our workforce; â€¢The impact of inflation on our expenses; and â€¢The unpredictable impact of the macroeconomic environment, including on collections, supply chain, and logistics. We believe that our current cash and cash equivalents balance will be sufficient to meet our anticipated cash needs for working capital and capital expenditures for at least the next 12 months. If these sources of cash and cash equivalents are insufficient to satisfy our liquidity requirements, or we believe market conditions are favorable, we may seek to sell additional equity or debt securities or enter into additional credit facilities. The sale of additional equity or convertible debt securities could result in dilution to our stockholders. If additional funds are raised through the issuance of debt securities, these securities could have rights senior to those associated with our common stock and could contain covenants that would restrict our operations. Additional financing may not be available at all, or in amounts or on terms acceptable to us. If we are unable to obtain this additional financing, we may be required to reduce the scope of our planned product development and marketing efforts. Operating and Capital Expenditure Requirements and Contractual Obligations Our purchase commitments and obligations include all open purchase orders and contractual obligations in the ordinary course of business, including commitments with contract manufacturers and suppliers, for which we have not received the goods or services and acquisition and licensing of intellectual property. A majority of these purchase obligations are due within a year. Although open purchase orders are considered enforceable and legally binding, the terms generally allow us the option to cancel, reschedule, and adjust our requirements based on our business needs prior to the delivery of goods or performance of services. Our long-term material cash requirements include lease obligations. See Note 4, â€œLeasesâ€ to the Notes to the consolidated financial statements for further information. Â Inflation We experienced rising costs for certain materials, including increased logistics and duties costs that adversely affected our gross margins and net income (loss), and had a material effect on our business, financial condition and results of operations for fiscal years 2023 and 2024. We expect that gross margins and net income (loss) will continue to be adversely affected by increased material costs and freight and logistic expenses in fiscal year 2025 as we are unable to pass all of these increased costs to our customers. In addition, we expect inflation and the ongoing supply chain challenges and logistics costs to impact our cash from operations through at least the remainder of calendar year 2024, if not longer. Continued pressure from inflationary factors, such as further increases in the cost of materials for our products, cost of labor, interest rates, overhead costs, logistics and duties costs could further exacerbate these effects and harm our business, operating results, and financial condition. Â 77 Table of Contents Â Critical Accounting Estimates The discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œU.S. GAAPâ€). The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, as well as revenue and expenses during the reporting periods. We evaluate our estimates and judgments on an ongoing basis. We base our estimates on historical experience and on various other factors we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities. The economic uncertainty in the current environment however, could limit our ability to accurately make and evaluate our estimates and judgments. Actual results could therefore differ materially from those estimates if actual conditions differ from our assumptions. All of our significant accounting policies and methods used in the preparation of our consolidated financial statements are described in Note 1, The Company and its Significant Accounting Policies, to the consolidated financial statements. The methods, estimates and judgments that we use in applying our accounting policies require us to make difficult and subjective judgments, often as a result of the need to make estimates regarding matters that are inherently uncertain. Management believes the critical accounting policies and estimates are those related to revenue recognition and the assessment of stand-alone selling price ("SSP"), allowance for credit losses, valuation of inventories, and the valuation of equity method investments. Â Revenue Recognition and the Assessment of Stand-Alone Selling Price Â Our revenue is primarily derived from new system and upgrade sales of CyberKnife and TomoTherapy platforms and services, which include post-contract customer support (â€œPCSâ€) contracts (warranty period services and post-warranty services), installation services, training and other professional services. We record our revenue net of any value-added or sales tax. We recognize revenue for certain performance obligations at the point in time when control is transferred, such as delivery of products and the right to use. We recognize revenue for certain other performance obligations over a period of time as control of the goods or services is transferred, such as PCS and construction contracts. Payments received in advance of system shipment are recorded as customer advances and are deferred until product shipment when they are recognized in revenue. We assess the probability of collection based on a number of factors, including past payment history with the customer and creditworthiness of the customer. We generally do not request collateral from our customers but will request advance payments or letterâ€™s of credit when deemed necessary. Â We frequently enter into sales arrangements that contain multiple performance obligations. For sale arrangements that contain multiple performance obligations, we account for individual products and services separately if a product or service is separately identifiable from other items in the bundled package and if a customer can benefit from it on its own or with other resources that are readily available to the customer. The SSP is determined based on observable prices at which we separately sell the products and services. If the SSP is not directly observable, then we will estimate the SSP considering market conditions, entity-specific factors, and information about the customer or class of customer that is reasonably available. Â Allowance for Credit Losses We evaluate the creditworthiness of our customers prior to authorizing shipment for all major sale transactions. On no-less than a quarterly basis, we evaluate aged items in the accounts receivable aging report and provide an allowance in an amount we deem adequate for anticipated credit losses. If our evaluation of our customersâ€™ financial conditions does not reflect our future ability to collect all outstanding receivables, additional provisions may be needed and our operating results could be negatively affected. Valuation of Inventories The valuation of inventory requires us to estimate obsolete or excess inventory as well as damaged inventory. The determination of obsolete or excess inventory requires us to estimate the future demand for our products. We regularly review inventory quantities on hand and adjust for excess and obsolete inventory based primarily on historical usage rates and our estimates of product demand to support future sales and service. If our demand forecast for specific products is greater than 78 Table of Contents Â actual demand and we fail to reduce purchasing and manufacturing output accordingly, we could be required to write off inventory beyond the current reserve, which would negatively impact our gross margin. Valuation of Equity Method Investments We have an equity method investment in CNNC Accuray (Tianjin) Medical Technologies Co. Ltd., our joint venture in China. Our equity method investment is held at cost and adjusted for impairment when it would be deemed to be impaired. We monitor this investment for events or circumstances indicative of a potential impairment, and we make appropriate reductions in carrying value if we determine that an impairment charge is required, based primarily on the financial condition or near term prospects of the investee. Item 7A. QUANTITATIVE & QUALITATIVE DISCLOSURES ABOUT MARKET RISK We do not utilize derivative financial instruments, derivative commodity instruments or other market risk sensitive instruments, positions or transactions. Concentration of Credit and Other Risks Â Our cash and cash equivalents are deposited with several major financial institutions. At times, deposits in these institutions exceed the amount of insurance provided on such deposits. We have not experienced any losses in such accounts and do not believe that we are exposed to any significant risk of loss on these balances. Â For the years ended June 30, 2024, and 2023, there was one customer that represented 10% or more of total net revenue. We had one customer as of June 30, 2024 and June 30, 2023, respectively, that accounted for more than 10% of our total accounts receivable, net. Â We perform ongoing credit evaluations of our customers and maintain reserves for potential credit losses. Accounts receivable are deemed past due in accordance with the contractual terms of the agreement with such customer. Accounts receivable balances are charged against the allowance for doubtful accounts once collection efforts are unsuccessful. Â Single-source suppliers presently provide us with several components. In most

cases, if a supplier was unable to deliver these components, we believe that we would be able to find other sources for these components subject to any regulatory qualifications, if required. Â Foreign Currency Exchange Rate Risk A portion of our net sales are denominated in foreign currencies, most notably the Swiss Franc, Euro and the Japanese Yen. Future fluctuations in the value of the U.S. Dollar may affect the price competitiveness of our products outside the United States. For direct sales outside the United States, we sell in both U.S. Dollars and local currencies, which could expose us to additional foreign currency risks, including changes in currency exchange rates. Our operating expenses in countries outside the United States are payable in foreign currencies and therefore, expose us to currency risk. To the extent that management can predict the timing of payments under sales contracts or for operating expenses that are denominated in foreign currencies, we may engage in hedging transactions to mitigate such risks in the future. We expect the changes in the fair value of the net foreign currency assets arising from fluctuations in foreign currency exchange rates to be materially offset by the changes in the fair value of the forward contracts. As of June 30, 2024, we had open currency forward contracts to purchase or sell foreign currencies with stated, or notional value, of approximately $88.0 million. The purpose of these foreign currency forward contracts is to mitigate the risk associated with foreign exchange rate fluctuations. We have developed a foreign exchange policy to govern our forward contracts. These foreign currency forward contracts do not qualify as cash flow hedges and all changes in fair value are reported in earnings as part of other expenses, net. We have not entered into any other types of derivative financial instruments for trading or speculative purpose. Our foreign currency forward contract valuation inputs are based on quoted prices and quoted pricing intervals from public data and do not involve management judgment. Interest Rate Risk 79 Table of Contents Â Our debt obligations consist of a variety of financial instruments that expose us to interest rate risk, including, but not limited to the Credit Facilities and our 3.75% Convertible Senior Notes due 2026. The interest rates on the 3.75% Convertible Senior Notes due 2026 are fixed and the interest rate on the Credit Facilities are at variable rates, which are tied to a â€œprime rateâ€ and the Secured Overnight Financing Rate (â€œSOFRâ€). As of June 30, 2024, the Credit Facilities included borrowings under the Term Loan Facility of $64.0 million, and borrowings under the Revolving Credit Facility of $10.0 million. The interest on the borrowings under the Credit Facilities is payable at an annual interest rate of reserve-adjusted, 90-day term SOFR (subject to a 0.50% floor) plus a margin between 2.50% and 3.25%. If the amount outstanding under the Credit Facilities remained at this level for the next 12 months and interest rates increased or decreased by a 50 basis point change, our annual interest expense would increase or decrease, respectively, approximately $0.4 million. Refer to Note 9, Debt to our consolidated financial statements included in this Annual Report on Form 10-K for a discussion regarding our debt obligations. Equity Price Risk On May 13, 2021, we issued approximately $100.0 million aggregate principal amount of 3.75% Convertible Senior Notes due 2026. Upon conversion, we can settle the obligation by issuing our common stock, cash or a combination thereof at an initial conversion rate equal to 170.5611 shares of common stock per $1,000 principal amount of the 3.75% Convertible Senior Notes due 2026, which is equivalent to a conversion price of approximately $5.86 per share of common stock, subject to adjustment. There is no equity price risk if the share price of our common stock is below $5.86 upon conversion of the 3.75% Convertible Senior Notes due 2026. For every $1 that the share price of our common stock exceeds $5.86, we expect to issue an additional $17.1 million in cash or shares of our common stock, or a combination thereof, if all of the 3.75% Convertible Senior Notes due 2026 are converted. 80 Table of Contents Â Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA ACCURAY INCORPORATED INDEX TO CONSOLIDATED FINANCIAL STATEMENTS Â Â Page No. Report of Independent Registered Public Accounting Firm (PCAOB ID 248) Â 82 Consolidated Balance Sheets Â 85 Consolidated Statements of Operations and Comprehensive Loss Â 86 Consolidated Statements of Stockholdersâ€™ Equity Â 87 Consolidated Statements of Cash Flows Â 88 Notes to Consolidated Financial Statements Â 90 Â 81 Table of Contents Â REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Â Â Board of Directors and Stockholders Accuray Incorporated Â Opinion on the financial statements We have audited the accompanying consolidated balance sheets of Accuray Incorporated (a Delaware corporation) and subsidiaries (the â€œCompanyâ€) as of June 30, 2024 and 2023, the related consolidated statements of operations and comprehensive loss, stockholdersâ€™ equity, and cash flows for each of the three years in the period ended June 30, 2024, and the related notes (collectively referred to as the â€œfinancial statementsâ€). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2024, in conformity with accounting principles generally accepted in the United States of America. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (â€œPCAOBâ€), the Companyâ€™s internal control over financial reporting as of June 30, 2024, based on criteria established in the 2013 Internal Controlâ€”Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (â€œCOSOâ€), and our report dated September 19, 2024 expressed an adverse opinion. Â Basis for opinion These financial statements are the responsibility of the Companyâ€™s management. Our responsibility is to express an opinion on the Companyâ€™s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion. Critical audit matters The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing a separate opinion on the critical audit matters or on the accounts or disclosures to which they relate. Determination of standalone selling price As described further in note 1 to the financial statements, the Companyâ€™s contracts with customers often include multiple performance obligations. The Company applies the five steps of Financial Accounting Standards Board Topic 606, Revenue from Contracts with Customers, in the determination of revenue to be recognized, with step four related to the allocation of the transaction price to multiple performance obligations. The transaction price of each contract is allocated to individual performance obligations based upon relative stand-alone selling price (â€œSSPâ€). The SSP of performance obligations is determined based on observable prices at which the Company separately sells the products and services. If the SSP is not directly observable, the Company will estimate the SSP considering market conditions, entity specific factors, and information about the customer or class of customer that is reasonably available. We identified the determination of the SSP of performance obligations as a critical audit matter. 82 Table of Contents Â The principal consideration for our assessment that the determination of the SSP of performance obligations represents a critical audit matter is that the estimates made in determining SSP involve significant judgment due to the absence of directly observable data which requires the Company to make subjective assumptions used to estimate the SSP for each performance obligation. Evaluating the appropriateness of these estimates requires a high degree of auditor judgment and an increased extent of effort. Our audit procedures related to the determination of the SSP of performance obligations included the following, among others: â€¢We tested the design and operating effectiveness of internal controls over the Companyâ€™s determination of the SSP of performance obligations, including controls covering the validation of the completeness and accuracy of underlying data used in the analysis. â€¢We evaluated the appropriateness of the overall methodology used by management, including considering whether the methodology maximized the use of observable inputs available. â€¢We tested managementâ€™s process by evaluating key assumptions for performance obligations that do not include directly observable sales or for performance obligations that do not include sufficient directly observable sales. Specifically, we: â–ªconsidered how management determined the disaggregation of distinct customer groups; â–ªdetermined the appropriateness of discount rates applied to list prices based on the Companyâ€™s pricing strategy and target margins for customer groups, including comparing the discount rates to internal pricing policies; â–ªrecalculated and validated the inputs used in the calculation; â–ªmade inquiries of staff members outside of the accounting department to determine if there are factors that could have indicated a change in the Companyâ€™s go-to market strategy; â–ªcompared the SSP indicated by managementâ€™s analysis to known orders at the performance obligation level for a sample of items; and â–ªcompared SSP at the performance obligation level to the prior year and evaluated the reasons for significant relative fluctuations. Going concern analysis As described further in note 1 to the financial statements, the Companyâ€™s ability to comply with its debt covenants will depend on its future operating performance. To assess its ability to meet obligations as they come due and assess future compliance with debt covenants for at least twelve months from the issuance date of the financial statements, the Company has forecasted future financial results which requires significant judgment and estimation. We identified the going concern assessment as a critical audit matter. The principal consideration for our determination that the going concern assessment represents a critical audit matter is that evaluating the appropriateness of the significant judgments and estimates in the Company's forecasted financial results requires a high degree of auditor judgment. Our audit procedures related to the going concern assessment included the following, among others: â€¢We compared the Companyâ€™s historical forecasted financial results to actual results to assess the Companyâ€™s ability to accurately forecast. â€¢We evaluated the Companyâ€™s forecasted financial results and ability to meet obligations as they come due for at least twelve months from the issuance date of these financial statements by: â–ªEvaluating the reasonableness of managementâ€™s key assumptions, including assessing the Companyâ€™s ability to achieve forecasted results through increased revenues, increased gross profit, and cost reductions in the normal course of business. 83 Table of Contents Â â–ªComparing the Companyâ€™s forecasted future financial results to (1) historical results and previous forecasts, (2) internal communications to management and the Board of Directors. â–ªTesting the sensitivity analyses performed by the Company. â€¢We evaluated the completeness of the Companyâ€™s future obligations and evaluated consistency of evidence obtained in other areas of the audit. â€¢We obtained and inspected the amended debt covenants executed subsequent to June 30, 2024 with the Companyâ€™s lender. Â Â Â /s/ GRANT THORNTON LLP We have served as the Companyâ€™s auditor since 2006. Â San Jose, California September 19, 2024 Â Â 84 Table of Contents Â Accuray Incorporated Consolidated Balance Sheets (in thousands, except share and per share amounts) Â Â Â June 30, 2024 Â Â June 30, 2023 Â ASSETS Â Â Â Â Â Â Current assets: Â Â Â Â Â Â Cash and cash equivalents Â $ 68,570 Â Â $ 89,402 Â Restricted cash Â Â 485 Â Â Â 524 Â Accounts receivable, net of allowance for credit losses of $2,251Â and $3,079Â as of June 30, 2024 and June 30, 2023, respectively (a) Â Â 92,001 Â Â Â 74,777 Â Inventories Â Â 138,324 Â Â Â 145,150 Â Prepaid expenses and other current assets (b) Â Â 23,006 Â Â Â 27,612 Â Deferred cost of revenue Â Â 850 Â Â Â 568 Â Total current assets Â Â 323,236 Â Â Â 338,033 Â Property and equipment, net Â Â 24,774 Â Â Â 20,926 Â Investment in joint venture Â Â 9,826 Â Â Â 15,128 Â Operating lease right-of-use assets, net Â Â 33,773 Â Â Â 25,853 Â Goodwill Â Â 57,672 Â Â Â 57,681 Â Intangible assets, net Â Â 59 Â Â Â 210 Â Restricted cash Â Â 1,337 Â Â Â 1,276 Â Other assets Â Â 17,950 Â Â Â 20,107 Â Total assets Â $ 468,627 Â Â $ 479,214 Â LIABILITIES AND STOCKHOLDERSâ€™ EQUITY Â Â Â Â Â Â Current liabilities: Â Â Â Â Â Â Accounts payable Â $ 50,020 Â Â $ 33,739 Â Accrued compensation Â Â 17,128 Â Â Â 23,793 Â Operating lease liabilities Â Â 6,218 Â Â Â 4,151 Â Other accrued liabilities Â Â 28,508 Â Â Â 38,271 Â Customer advances Â Â 13,988 Â Â Â 20,777 Â Deferred revenue Â Â 71,649 Â Â Â 72,185 Â Short-term debt, net of unamortized debt costs Â Â 7,756 Â Â Â 5,721 Â Total current liabilities Â Â 195,267 Â Â Â 198,637 Â Long-term liabilities: Â Â Â Â Â Â Operating lease liabilities Â Â 32,373 Â Â Â 23,602 Â Long-term other liabilities Â Â 7,389 Â Â Â 4,675 Â Deferred revenue Â Â 24,114 Â Â Â 27,079 Â Long-term debt, net of unamortized debt costs Â Â 164,400 Â Â Â 171,562 Â Total liabilities Â Â 423,543 Â Â Â 425,555 Â Commitments and contingencies (Note 8) Â Â Â Â Â Â Stockholdersâ€™ equity: Â Â Â Â Â Â Preferred stock, $0.001Â par value; authorized: 5,000,000Â shares; noÂ shares issued and outstanding Â Â Â Â Â â€” Â Common stock, $0.001Â par value; authorized: 200,000,000Â shares as of June 30, 2024 and June 30, 2023, respectively; issued and outstanding: 100,194,932Â and 96,534,609Â shares at June 30, 2024 and June 30, 2023, respectively Â Â 100 Â Â Â 97 Â Additional paid-in-capital Â Â 566,887 Â Â Â 555,276 Â Accumulated other comprehensive income (loss) Â Â (4,222) Â Â 422 Â Accumulated deficit Â Â (517,681) Â Â (502,136) Total stockholders' equity Â Â 45,084 Â Â Â 53,659 Â Total liabilities and stockholdersâ€™ equity Â $ 468,627 Â Â $ 479,214 Â Â (a)Included accounts receivable from the joint venture, an equity method investment, of $25,339 and $10,304 at June 30, 2024, and June 30, 2023, respectively. See Note 11. (b)Included other receivable from the joint venture, an equity method investment, of $743 and $100 at June 30, 2024, and June 30, 2023, respectively. The accompanying notes are an integral part of these consolidated financial statements 85 Table of Contents Â Accuray Incorporated Consolidated Statements of Operations and Comprehensive Loss (in thousands, except per share amounts) Â Â Â Years Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â Net revenue: Â Â Â Â Â Â Â Â Products (a) Â $ 234,164 Â Â $ 233,192 Â Â $ 214,715 Â Services (b) Â Â 212,387 Â Â Â 214,413 Â Â Â 215,194 Â Total net revenue Â Â 446,551 Â Â Â 447,605 Â Â Â 429,909 Â Cost of revenue: Â Â Â Â Â Â Â Â Cost of products Â Â 161,061 Â Â Â 153,627 Â Â Â 127,287 Â Cost of services Â Â 142,569 Â Â Â 140,018 Â Â Â 142,667 Â Total cost of revenue (c) Â Â 303,630 Â Â Â 293,645 Â Â Â 269,954 Â Gross profit Â Â 142,921 Â Â Â 153,960 Â Â Â 159,955 Â Operating expenses: Â Â Â Â Â Â Â Â Research and development (d) Â Â 49,732 Â Â Â 57,129 Â Â Â 57,752 Â Selling and marketing Â Â 42,619 Â Â Â 46,178 Â Â Â 49,664 Â General and administrative Â Â 50,066 Â Â Â 48,271 Â Â Â 44,391 Â Total operating expenses Â Â 142,417 Â Â Â 151,578 Â Â Â 151,807 Â Income from operations Â Â 504 Â Â Â 2,382 Â Â Â 8,148 Â Income on equity method investment Â Â 1,838 Â Â Â 2,572 Â Â Â 241 Â Interest expense Â Â (11,624) Â Â (10,632) Â Â (8,129) Other expense, net Â Â (2,538) Â Â (1,110) Â Â (2,262) Loss before provision for income taxes Â Â (11,820) Â Â (6,788) Â Â (2,002) Provision for income taxes Â Â 3,725 Â Â Â 2,492 Â Â Â 3,345 Â Net loss Â $ (15,545) Â $ (9,280) Â $ (5,347) Net loss per share - basic and diluted Â $ (0.16) Â $ (0.10) Â $ (0.06) Weighted average common shares used in computing net loss per share: Â Â Â Â Â Â Â Â Â Basic and diluted Â Â 98,272 Â Â Â 94,884 Â Â Â 92,095 Â Net loss Â $ (15,545) Â $ (9,280) Â $ (5,347) Foreign currency translation adjustment Â Â (2,445) Â Â (791) Â Â (3,998) Change in defined benefit pension obligation Â Â (2,199) Â Â (1,193) Â Â 4,311 Â Comprehensive loss Â $ (20,189) Â $ (11,264) Â $ (5,034) Â (a)Includes sales of products to the joint venture, an equity method investment, of $77,497 during the year ended June 30, 2024, $55,658 during the year ended June 30, 2023, and $45,545 during the year ended June 30, 2022, respectively. See Note 11. Â (b)Includes sales of services to the joint venture, an equity method investment, of $15,039 during the year ended June 30, 2024, $10,919 during the year ended June 30, 2023, and $10,332 during the year ended June 30, 2022, respectively. See Note 11. Â (c)Includes cost of revenue from sales to the joint venture, an equity method investment, of $59,853 during the year ended June 30, 2024, $37,772 during the year ended June 30, 2023, and $35,237 during the year ended June 30, 2022, respectively. See Note 11. Â (d)Includes charge backs to the joint venture, an equity method investment, related to research and development of $942 during the year ended June 30, 2024, $1,463 during the year ended June 30, 2023, and $2,336 during the year ended June 30, 2022, respectively. Â The accompanying notes are an integral part of these consolidated financial statements. 86 Table of Contents Â Accuray Incorporated Consolidated Statement of Stockholdersâ€™ Equity (in thousands) Â Common Stock Â Â AdditionalPaid-in Â Â AccumulatedOtherComprehensive Â Â Accumulated Â Â TotalStockholdersâ€™ Â Â Shares Â Â Amount Â Â Capital Â Â Income (Loss) Â Â Deficit Â Â Equity Â Balance at June 30, 2021 Â 90,822 Â Â $ 91 Â Â $ 554,680 Â Â $ 2,093 Â Â $ (488,024) Â $ 68,840 Â Cumulative adjustment due to adoption of ASU No. 2020-06 Â - Â Â Â - Â Â Â (25,633) Â Â â€” Â Â Â 849 Â Â Â (24,784) Issuance of common stock to employees Â 2,726 Â Â Â 3 Â Â Â 3,887 Â Â Â â€” Â Â Â Â Â Â 3,890 Â Tax withholding upon vesting of restricted stock units Â (48) Â Â â€” Â Â Â (258) Â Â â€” Â Â Â â€” Â Â Â (258) Share-based compensation Â â€” Â Â Â â€” Â Â Â 10,535 Â Â Â â€” Â Â Â â€” Â Â Â 10,535 Â Net loss Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (5,347) Â Â (5,347) Cumulative translation adjustment Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (3,998) Â Â â€” Â Â Â (3,998) Change in defined benefit pension obligation Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 4,311 Â Â Â - Â Â Â 4,311 Â Balance at June 30, 2022 Â 93,500 Â Â Â 94 Â Â Â 543,211 Â Â Â 2,406 Â Â Â (492,522) Â Â 53,189 Â Issuance of common stock to employees Â 3,108 Â Â Â 3 Â Â Â 2,197 Â Â Â â€” Â Â Â â€” Â Â Â 2,200 Â Tax withholding upon vesting of restricted stock units Â (73) Â Â â€” Â Â Â (199) Â Â â€” Â Â Â â€” Â Â Â (199) Share-based compensation Â â€” Â Â Â â€” Â Â Â 10,053 Â Â Â â€” Â Â Â â€” Â Â Â 10,053 Â Net loss Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (9,280) Â Â (9,280) Cumulative translation adjustment Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (791) Â Â â€” Â Â Â (791) Change in defined benefit pension obligation Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (1,193) Â Â â€” Â Â Â (1,193) Other Â â€” Â Â Â â€” Â Â Â 14 Â Â Â â€” Â Â Â (334) Â Â (320) Balance at June 30, 2023 Â 96,535 Â Â $ 97 Â Â $ 555,276 Â Â $ 422 Â Â $ (502,136) Â $ 53,659 Â Issuance of common stock to employees Â 3,707 Â Â Â 3 Â Â Â 2,244 Â Â Â â€” Â Â Â â€” Â Â Â 2,247 Â Tax withholding upon vesting of restricted stock units Â (47) Â Â â€” Â Â Â (117) Â Â â€” Â Â Â â€” Â Â Â (117) Share-based compensation Â â€” Â Â Â â€” Â Â Â 9,484 Â Â Â â€” Â Â Â â€” Â Â Â 9,484 Â Net loss Â

â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (15,545) Â Â (15,545) Cumulative translation adjustment Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (2,445) Â Â â€” Â Â Â (2,445) Change in defined benefit pension obligation Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (2,199) Â Â â€” Â Â Â (2,199) Balance at June 30, 2024 Â 100,195 Â Â $ 100 Â Â $ 566,887 Â Â $ (4,222) Â $ (517,681) Â $ 45,084 Â Â The accompanying notes are an integral part of these consolidated financial statements. 87 Table of Contents Â Accuray Incorporated Consolidated Statements of Cash Flows (in thousands) Â Â Years Ended June 30, Â Â 2024 Â Â 2023 Â Â 2022 Â Cash flows from operating activities Â Â Â Â Â Â Â Â Net loss $ (15,545) Â $ (9,280) Â $ (5,347) Adjustments to reconcile net loss to net cash provided by (used in) operating activities: Â Â Â Â Â Â Â Â Depreciation and amortization Â 5,905 Â Â Â 4,527 Â Â Â 5,513 Â Share-based compensation Â 9,484 Â Â Â 10,053 Â Â Â 10,600 Â Amortization of debt issuance costs Â 955 Â Â Â 926 Â Â Â 817 Â Provision for (recovery from) credit losses Â (479) Â Â 2,290 Â Â Â 266 Â Provision for write-down of inventories Â 6,022 Â Â Â 4,369 Â Â Â 3,478 Â (Gain) loss on disposal of property and equipment Â 11 Â Â Â (135) Â Â 28 Â Income on equity method investment Â (1,838) Â Â (2,572) Â Â (241) Net deferred profit margin on sales to the JV Â 4,098 Â Â Â 282 Â Â Â 3,300 Â Provision for deferred income taxes Â 1,402 Â Â Â 456 Â Â Â 1,785 Â Changes in assets and liabilities: Â Â Â Â Â Â Â Â Accounts receivable Â (15,826) Â Â 18,488 Â Â Â (12,519) Inventories Â (3,998) Â Â (6,855) Â Â (22,861) Prepaid expenses and other assets Â 6,105 Â Â Â (4,029) Â Â (6,042) Deferred cost of revenue Â (275) Â Â 891 Â Â Â 1,549 Â Accounts payable Â 17,365 Â Â Â 2,850 Â Â Â 11,676 Â Operating lease liabilities, net of operating lease right-of-use assets Â 321 Â Â Â (324) Â Â (880) Accrued liabilities Â (16,506) Â Â 887 Â Â Â 6,685 Â Customer advances Â (6,619) Â Â (4,669) Â Â 1,238 Â Deferred revenues Â (2,486) Â Â (2,616) Â Â (1,445) Net cash provided by (used in) operating activities Â (11,904) Â Â 15,539 Â Â Â (2,400) Cash flows from investing activities Â Â Â Â Â Â Â Â Purchases of property and equipment, net Â (3,601) Â Â (12,614) Â Â (4,717) Purchase of intangible assets Â â€” Â Â Â (67) Â Â â€” Â Net cash used in investing activities Â (3,601) Â Â (12,681) Â Â (4,717) Cash flows from financing activities Â Â Â Â Â Â Â Â Proceeds from the issuance of common stock to employees Â 2,247 Â Â Â 2,200 Â Â Â 3,889 Â Taxes paid related to net share settlement of equity awards Â (117) Â Â (199) Â Â (258) Debt issuance costs Â (81) Â Â (248) Â Â â€” Â Repayment of convertible notes Â â€” Â Â Â (2,865) Â Â â€” Â Paydown under Term Loan Facility Â (6,000) Â Â (6,000) Â Â (4,000) Borrowings under the Revolving Credit Facility Â 5,000 Â Â Â 5,000 Â Â Â â€” Â Repayments under the Revolving Credit Facility Â (5,000) Â Â â€” Â Â Â (15,000) Net cash used in financing activities Â (3,951) Â Â (2,112) Â Â (15,369) Effect of exchange rate changes on cash, cash equivalents and restricted cash Â (1,354) Â Â 302 Â Â Â (5,561) Net increase (decrease) in cash, cash equivalents and restricted cash Â (20,810) Â Â 1,048 Â Â Â (28,047) Cash, cash equivalents and restricted cash at beginning of period Â 91,202 Â Â Â 90,154 Â Â Â 118,201 Â Cash, cash equivalents and restricted cash at end of period $ 70,392 Â Â $ 91,202 Â Â $ 90,154 Â Â The accompanying notes are an integral part of these consolidated financial statements. Â 88 Table of Contents Â Accuray Incorporated Consolidated Statements of Cash Flows (continued) (in thousands) Â Â Years Ended June 30, Â Â 2024 Â Â 2023 Â Â 2022 Â Supplemental Disclosure of Cash Flow Information Â Â Â Â Â Â Â Â Cash paid for income taxes $ 1,749 Â Â $ 2,150 Â Â $ 1,398 Â Cash paid for interest $ 10,520 Â Â $ 9,847 Â Â $ 7,462 Â Supplemental non-cash disclosure: Â Â Â Â Â Â Â Â Unpaid purchase of property and equipment at end of year $ 445 Â Â $ 2,064 Â Â $ 813 Â Receivable for the sale of property and equipment $ â€” Â Â $ 221 Â Â $ â€” Â Leasehold improvement from lease incentive $ 2,593 Â Â $ â€” Â Â $ â€” Â Transfers from inventory to property and equipment $ 3,438 Â Â $ 303 Â Â $ â€” Â Dividend receivable from joint venture $ 2,460 Â Â $ â€” Â Â $ â€” Â The accompanying notes are an integral part of these consolidated financial statements. Â 89 Table of Contents Â Accuray Incorporated Notes to Consolidated Financial Statements Note 1. The Company and its Significant Accounting Policies The CompanyAccuray Incorporated (together with its subsidiaries, the â€œCompanyâ€ or â€œAccurayâ€) designs, develops and sells advanced radiosurgery and radiation therapy systems for the treatment of tumors throughout the body. The Company is incorporated in Delaware and is headquartered in Madison, Wisconsin. The Company has primary offices in the United States, Switzerland, China, Hong Kong, and Japan, and conducts its business worldwide.Basis of Presentation and Principles of ConsolidationThe consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation. The accompanying consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles (â€œU.S. GAAPâ€), pursuant to the rules and regulations of the Securities and Exchange Commission (the â€œSECâ€).ReclassificationsCertain amounts in the notes to consolidated financial statements have been reclassified to conform to current year presentation. Such reclassifications had no impact on the Companyâ€™s consolidated financial statements.Risks and UncertaintiesÂ The Company is subject to risks and uncertainties caused, directly or indirectly, by events with significant geopolitical and macroeconomic impacts, including, but not limited to, inflation; actions taken to counter inflation, including rising interest rates; foreign currency exchange rate fluctuations; uncertainty and volatility in the banking and financial services sector; tightening credit markets; geopolitical concerns, such as the Russia-Ukraine and Israel-Hamas conflicts and increasing tension between China and the U.S., including with respect to Taiwan; uncertainty caused by the China anti-corruption campaign and timing of the China stimulus program; the upcoming U.S. presidential election; and other factors that may emerge. In particular, the Company is also continuing to navigate supply chain and inflation challenges, and adverse foreign currency exchange rate fluctuations, all of which continues to be a significant headwind that affects the Companyâ€™s results of operations.Â The Company expects that the business of its customers and its own business will continue to be adversely impacted, directly or indirectly, by these macroeconomic and geopolitical issues. Delays in deliveries and installations that originated from the COVID-19 pandemic and its effects on the global economic environment may continue, to some degree, through the remainder of calendar year 2024, which could have a negative impact on our revenue during such period. In addition, ongoing supply chain challenges and logistics costs, including difficulties in obtaining a sufficient supply of component materials and increased component costs, have adversely affected the Company's gross margins and net income (loss), and the Companyâ€™s current expectations are that gross margins and net income (loss) will continue to be adversely affected by increased material costs and freight and logistic expenses through at least the remainder of calendar year 2024, if not longer. In addition, the Company expects inflation and the ongoing supply chain challenges and logistics costs to impact its cash from operations through at least the remainder of calendar year 2024, if not longer. In addition, reduced budgets and lower capital deployment priority for radiotherapy equipment, along with longer customer installation timelines, in the United States have negatively impacted our revenue during fiscal year 2024, and we expect this will continue to have an impact through fiscal year 2026. Furthermore, certain parts required for the manufacturing and servicing of the Company's products, such as electronic components, are scarce and could be difficult to source, even at increased prices, if the supplier were adversely affected by macroeconomic and geopolitical issues. If such parts become unavailable to the Company, it would not be able to manufacture or service our products, which would adversely impact revenue, gross margins, and net income (loss). The extent of the ongoing impact of these macroeconomic events on our business, our markets and on global economic activity, however, is uncertain and the related financial impact cannot be reasonably estimated with any certainty at this time. The Companyâ€™s past results may not be indicative of its future performance, and historical trends, including conversion of 90 Table of ContentsÂ backlog to revenue, income (loss) from operations, net income (loss), net income (loss) per share and cash flows may differ materially.The Company continues to critically review its liquidity and anticipated capital requirements in light of the significant uncertainty created by geopolitical and macroeconomic conditions. Based on the Companyâ€™s cash and cash equivalents balance, available debt facilities, current business plan and revenue prospects, the Company believes that it will have sufficient cash resources and anticipated cash flows to fund its operations for at least the next 12 months. The Company, however, is unable to predict with certainty the impact of geopolitical and macroeconomic conditions, including its effect on the global supply chain, inflation and foreign currency exchange rates, will have on its ability to maintain compliance with the debt covenants contained in the credit agreement related to its Credit Facilities (the "Credit Agreement"), including financial covenants regarding the consolidated fixed charge coverage ratio and consolidated senior net leverage ratio. On April 25, 2024, the Company entered into a Third Amendment (the â€œThird Amendmentâ€) to the Credit Agreement to update the calculation of Consolidated EBITDA (as defined in the Credit Agreement) to maintain compliance with the debt covenants as of March 31, 2024. The Company was in compliance with such covenants at June 30, 2024. Failing to comply with the covenants to the Credit Agreement, as amended, could adversely affect the Companyâ€™s ability to finance its future operations or capital needs, withstand a future downturn in its business or the economy in general, engage in business activities, including future opportunities that may be in its interest, and plan for or react to market conditions or otherwise execute its business strategies. The Companyâ€™s ability to comply with the covenants and other terms governing the Credit Facilities will depend in part on its future operating performance. In addition, because substantially all of the Companyâ€™s assets are pledged as a security under the Credit Facilities, if the Company is not able to cure any default or repay outstanding borrowings, such assets are subject to the risk of foreclosure by the Companyâ€™s lenders. Failure to meet the covenant requirements in the future could cause the Company to be in default and the maturity of the related debt could be accelerated and become immediately payable. This may require the Company to obtain waivers or additional amendments to the Credit Agreement in order to maintain compliance and there can be no certainty that any such waiver or amendment will be available, or what the cost of such waiver or amendment, if obtained, would be. If the Company is unable to obtain necessary waivers or amendments and the debt under such credit facility is accelerated, the Company would be required to obtain replacement financing at prevailing market rates, which may not be favorable to the Company. There is no guarantee that the Company would be able to satisfy its obligations if any of its indebtedness is accelerated.Use of EstimatesThe preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosures at the date of the financial statements. The Company assessed certain accounting matters that generally require consideration of forecasted financial information in context with the information reasonably available to the Company. Actual results could differ materially from those estimates.Foreign CurrencyThe Companyâ€™s international subsidiaries use their local currencies as their functional currencies. For those subsidiaries, assets and liabilities are translated at exchange rates in effect at the balance sheet date and income and expense accounts at the average exchange rate. Resulting translation adjustments are excluded from the determination of net income or loss and are recorded in accumulated other comprehensive income (loss) as a separate component of stockholdersâ€™ equity. Net foreign currency exchange transaction gains or losses are included as a component of other expense, net, in the Companyâ€™s consolidated statements of operations and comprehensive income (loss).Cash, Cash Equivalents and Restricted CashThe Company considers currency on hand, demand deposits, time deposits, and all highly liquid investments with an original maturity of three months or less at the date of purchase to be cash and cash equivalents. Cash and cash equivalents are held in various financial institutions in the United States and internationally.Restricted cash primarily consists of cash held in bank accounts which are under the control of the lender to the Credit Facilities, certificates of deposit held as guarantees in connection with customer contracts and corporate leases, and funds held as guarantees for Valueâ€‘Added Tax (â€œVATâ€) obligations in a foreign jurisdiction.91 Table of ContentsÂ Fair Value MeasurementsThe carrying values of the Companyâ€™s financial instruments including cash equivalents, restricted cash, accounts receivable, and accounts payable, are approximately equal to their respective fair values due to the relatively shortâ€‘term nature of these instruments. The Companyâ€™s Credit Facilities approximated fair value due to variable interest rate charged on the borrowings, which reprice frequently. See Note 7, Fair Value Measurements, of the notes to consolidated financial statements for further information.Concentration of Credit Risk and Other Risks and UncertaintiesThe Companyâ€™s cash and cash equivalents are primarily deposited with several major financial institutions. At times, deposits in these institutions exceed the amount of insurance provided on such deposits. The Company has not experienced any losses in such accounts and believes that it is not exposed to any significant risk on these balances.The Company had one customer that represented 10% or more of total net revenue for the years ended June 30, 2024, 2023, and 2022, respectively. The Company had one customer as of June 30, 2024 and June 30, 2023, respectively, that accounted for more than 10% of accounts receivable, net.Singleâ€‘source suppliers presently provide the Company with several components. In most cases, if a supplier was unable to deliver these components, the Company believes that it would be able to find other sources for these components subject to any regulatory qualifications, if required.Accounts Receivable Accounts receivable consist of amounts billed and unbilled from customers and are recorded at the invoiced amount. The Company performs ongoing credit evaluations of its customers and maintains reserves for potential credit losses based upon the expected collectability of all accounts receivable. Accounts receivable are deemed past due in accordance with the contractual terms of the agreement. The Company writes off accounts receivable when they are determined to be uncollectible.InventoriesInventories are stated at the lower of cost (on a firstâ€‘in, firstâ€‘out basis) or net realizable value. Excess and obsolete inventories are written down based on historical sales and forecasted demand, as judged by management.Revenue Recognition The Companyâ€™s revenue consists of product revenue resulting from the sale of systems, system upgrades and service revenue. The Company accounts for a contract with a customer when there is a legally enforceable contract between the Company and its customer, the rights of the parties are identified, the contract has commercial substance, and collectability of the contract consideration is probable. The Companyâ€™s revenues are measured based on the consideration specified in the contract with each customer, net of any discounts and taxes collected from customers that are remitted to government authorities.The Companyâ€™s revenue is primarily derived from sales of CyberKnife and TomoTherapy platforms and services, which include post-contract customer support (â€œPCSâ€), installation services, training and other professional services. The majority of the Company's revenue arrangements consist of multiple performance obligations, which can include system, upgrades, installation, training, services, construction, and consumables. For bundled arrangements, the Company accounts for individual products and services separately if a product or service is separately identifiable from other items in the bundled package and if a customer can benefit from it on its own or with other resources that are readily available to the customer. The Companyâ€™s products are generally sold without a right of return, and the Companyâ€™s contracts generally provide a fixed transaction price. The Company may offer incentives in the form of discounts, including volume system discounts, 92 Table of ContentsÂ which are included in the contract and used to calculate the final fixed price of the arrangement. These discounts may pertain to all performance obligations in a specific contract or may be allocated to a specific performance obligation. The Company reviews payment terms extending beyond one year. If it is determined that a material financing component exists, we recognize this as interest income over time. The Company applies the practical expedient to not adjust for a material financing component if the gap between payment and delivery was expected, at the contract inception, to be less than one year.The Company offers customers the opportunity to trade in their older systems for a discount off the purchase of a new system. The Company generally does not provide specific trade-in prices or upgrade rights at the time of purchase of the original system. Trade-in or upgrade transactions are based on the fair value of the products when sold and are separately negotiated, taking into consideration circumstances existing at the time the trade-in or upgrade is delivered. Accordingly, implied trade-ins and upgrades discounts are not considered separate performance obligations in system sales agreements. During fiscal years 2024, 2023 and 2022, no fair value has been assigned to any of the systems that were traded-in. The stand-alone selling price ("SSP") of performance obligations is determined based on observable prices at which the Company separately sells the products and services. If the SSP is not directly observable, then the Company estimates the SSP considering market conditions, entity-specific factors, and information about the customer or class of customer that is reasonably available. The contract consideration allocation is based on the SSP at contract inception and updated should a significant contract modification occur. The consideration (net of any discounts) is allocated among separate products and services in a bundle based on their relative SSPs. Contract modifications typically add additional goods or services or change pricing. For such modifications, the most recent SSP is used for reallocation to the remaining performance obligations.The Company recognizes revenue for certain performance obligations at the point in time when control is transferred, such as the delivery and right to use the products and upgrades occurs. Service revenue is recognized over the term of the service period as the customer benefits from the services throughout the service period. Revenue related to services that are not part of a service contract and performed on a time-and-materials basis are recognized when performed. Service contracts comprise a single stand-ready performance obligation satisfied over time as our customers simultaneously receive and consume benefits from the Company's performance. This performance obligation constitutes a series of services that are substantially the same and provided over time using the same measure of progress. Revenues derived from these arrangements are recognized over time using an output method based upon the passage of time as this provides a faithful depiction of the pattern of transfer of control.The Company recognizes an asset for the incremental costs of obtaining a contract with a customer when the Company expects to generate future economic benefits from the related revenue-generating contracts. The Company capitalizes incremental contract acquisition costs, and amortizes such costs over a five year period, the period which the Company expects to benefit, based on historical service renewal rates, and expectations of future customer renewals. Most of the Companyâ€™s contract costs are associated with its internal sales force compensation program and a portion of its employee bonus program. The Company capitalizes and amortizes the incremental costs of obtaining a contract, primarily related to certain bonuses and sales commissions. The capitalized bonuses and sales commissions are amortized over a period of five years commencing upon the initial transfer of control of the system to the customer. The pattern of

amortization is commensurate with the pattern of transfer of control of the performance obligations to the customer. The amortization of these contract assets is included in cost of sales, research and development, sales and marketing, and general and administrative expenses based on department headcount allocations in the consolidated statements of operations. The Company elected to use the practical expedient and expense as incurred commissions related to service renewals and upgrades because the amortization period is one year or less.The Company invoices its customers based on the billing schedules in its sales arrangements. Payment terms vary from 30 to 90 days, or longer, from the date of invoice. Contract assets for the periods presented primarily represent the difference between the revenue that was recognized based on the relative standalone selling price of the related performance obligations satisfied, and the contractual billing terms. Deferred revenue for periods presented primarily relates to service contracts where the service fees are billed up-front, generally quarterly or annually, prior to services being performed. The associated deferred revenue is generally recognized over the term of the service period. The Company did not have any significant impairment losses on its contract assets for any period presented.Deferred Revenue and Customer Advances93 Table of ContentsÂ Deferred revenue represents the amount billed under an arrangement in excess of the amount of revenue recognized. It primarily consists of unfulfilled obligations from open contracts for which performance has already started including short-shipped items, deferred warranty, training, maintenance services and other unperformed or incomplete performance obligations. Service contracts outside of the warranty period, for maintenance services, in general, are considered month-to-month contracts. Deferred revenue includes deferred warranty expected to be recognized over the remaining warranty period for systems already installed.Customer advances represent payments made by customers in advance of product shipment per the agreed upon contract terms. Property and EquipmentProperty and equipment are stated at cost and are depreciated using the straightâ€'line method over the estimated useful lives of the related assets. Leasehold improvements are depreciated on a straightâ€'line basis over the remaining term of the lease or the estimated useful life of the asset, whichever is shorter. Machinery and equipment are depreciated over five years. Furniture and fixtures are depreciated over four years. Computer and office equipment and computer software are depreciated over three years. Repairs and maintenance costs, which are not considered improvements and do not extend the useful life of the property and equipment, are expensed as incurred.Software Capitalization CostsCosts for the development of new software products and the substantial enhancements to existing software products for internal use are capitalized when it is considered probable that the software will be fully developed and used to perform its intended function. Capitalized costs for the development of internal use software are included in property, plant and equipment, net on the consolidated balance sheets. Capitalized costs for internal use software are amortized on a straight-line basis over its estimated useful life, which is generally five years. Costs related to the preliminary project stage, post-implementation, training and maintenance are expensed as incurred. Costs for the development of software the Company plans to sell, lease or market on its own or as part of another product is capitalized once technological feasibility is achieved. The Company will capitalize costs until the product is ready to be sold, at which time, it will amortize the capitalized costs over the estimated useful life. Costs for the development of software the Company plans to sell is recorded in Other assets on the consolidated balance sheets.Impairment of Longâ€'Lived AssetsThe Company reviews long-lived assets, including intangible assets, equity method investment in the JV, property and equipment, for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable using pretax undiscounted cash flows. Impairment, if any, is measured as the amount by which the carrying value of a long-lived asset exceeds its fair value.Goodwill Goodwill is not amortized but is evaluated for impairment on an annual basis and when impairment indicators are present. The Company has assessed that it has one operating segment and one reporting unit, and the consolidated net assets, including existing goodwill and other intangible assets, are considered to be the carrying value of the reporting unit. The Company estimates the fair value of the reporting unit based on the Companyâ€™s closing stock price on the trading day closest to the annual review date multiplied by the outstanding shares on that date. If the carrying value of the reporting unit is in excess of its fair value, an impairment may exist, and the Company must perform the second step of the analysis, in which the estimated fair value of the goodwill is compared to its carrying value to determine the impairment charge, if any. If the estimated fair value of the reporting unit exceeds the carrying value of the reporting unit, goodwill is not impaired and no further analysis is required. There was no impairment of goodwill identified in the fiscal years ended June 30, 2024, 2023 and 2022.94 Table of ContentsÂ Shipping and HandlingThe Companyâ€™s billings for shipping and handling for product shipments to customers are included in cost of products. Shipping and handling costs incurred for inventory purchases are capitalized in inventory and expensed in cost of products.Research and Development CostsCosts related to research, design and development of products are charged to research and development expense as incurred. These costs include direct compensation, benefits, and other headcount related costs for research and development personnel, costs for materials used in research and development activities, costs for outside services, and allocated portions of facilities and other corporate costs. The Company has entered into research and clinical study arrangements with selected hospitals, cancer treatment centers, academic institutions and research institutions worldwide. These agreements support the Companyâ€™s internal research and development capabilities.Shareâ€'Based CompensationThe Company issues shareâ€'based compensation awards to employees and directors in the form of stock options, restricted stock units (â€œRSUsâ€), performance units (â€œPSUsâ€) and employee stock purchase plan (â€œESPPâ€) awards (collectively, â€œawardsâ€). The exercise price of stock options granted is equal to the market value of the Companyâ€™s common stock on the date of grant. Shareâ€'based compensation for stock options and ESPP awards are measured on the date of grant using a Blackâ€'Scholes option pricing model. Shareâ€'based compensation expense for RSUs and PSUs is measured based on the value of the Companyâ€™s common stock on the date of grant. The Company measures and recognizes compensation expense for all stockâ€'based awards based on the awardsâ€™ fair value. Shareâ€'based compensation expense for stock options, RSUs, and the ESPP awards is recognized on a straightâ€'line basis over the service period of the award. Share-based compensation expense for PSUs is recognized on a straight-line basis over the period of time for the performance conditions to be satisfied and only for those awards expected to vest. Forfeitures are recorded as they occur. Loss ContingenciesThe Company is involved in various lawsuits, claims and proceedings that arise in the ordinary course of business. The Company records a provision for a liability when it believes that it is both probable that a liability has been incurred and the amount can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount. The Company reviews these provisions quarterly and adjusts these provisions to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and updated information.Earnings Per Common ShareBasic earnings per share is computed based on the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is computed based on the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period. Dilutive potential common shares include outstanding share awards. Potentially dilutive shares of the Companyâ€™s common stock are excluded from the computation of diluted net loss per share for loss periods presented because including them would have been anti-dilutive. Dilutive earnings per share is the same as basic earnings per share for the periods in which the Company had a net loss because the inclusion of outstanding common stock would be anti-dilutive. 95 Table of ContentsÂ A reconciliation of the numerator and denominator used in the calculation of basic and diluted net loss per share attributable to stockholders is as follows (in thousands):Â Â Â Years Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â Numerator: Â Â Â Â Â Â Â Â Â Net loss used to compute basic and diluted loss per share Â $ (15,545) Â $ (9,280) Â $ (5,347) Denominator: Â Â Â Â Â Â Â Â Â Weighted average shares used to compute basic and diluted loss per share Â Â 98,272 Â Â Â 94,884 Â Â Â 92,095 Â Basic and dilutive net loss per share Â $ (0.16) Â $ (0.10) Â $ (0.06) Anti-dilutive share-based awards, excluded Â Â 14,052 Â Â Â 12,862 Â Â Â 12,828 Â Â Outstanding Convertible Notesâ€"Diluted Share ImpactDue to the optional cash settlement feature and managementâ€™s intent to settle the principal amount thereof, in cash, the shares of common stock issuable upon conversion of the outstanding principal amount of the 3.75% Convertible Senior Notes due 2026 and the 3.75% Convertible Senior Notes due 2022 (collectively, the â€œNotesâ€) are included in the calculation of diluted net income (loss) per share only if their inclusion is dilutive for periods during which the Notes were outstanding. The shares of common stock issuable upon conversion of the outstanding principal amount of the Notes as of June 30, 2024, 2023 and 2022 were 17.1 million, 17.1 million and 17.6 million, respectively, and were not included in the basic and diluted net loss per common share as the effect of adding the shares were anti-dilutive. See Note 9, Debt, of the consolidated financial statements for more information about the Notes. LeasesThe Company is the lessee in a lease contract when the Company obtains the right to use the asset. Operating leases are included in the line items right-of-use assets, lease liabilities, current, and lease liabilities, long-term in the consolidated balance sheet. Right-of-use asset represents the Companyâ€™s right to use an underlying asset for the lease term and lease obligations represent the Companyâ€™s obligations to make lease payments arising from the lease, both of which are recognized based on the present value of the future minimum lease payments over the lease term at the commencement date. Leases with a lease term of 12 months or less at inception are not recorded on the consolidated balance sheet and are expensed on a straight-line basis over the lease term in the consolidated statements of operations. The Company determines the lease term by agreement with lessor, including lease renewal and extension. As the leases do not provide an implicit interest rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. The Company elected a practical expedient to account for lease and non-lease components together as a single lease component.Equity Method InvestmentThe Company has an equity investment in CNNC Accuray (Tianjin) Medical Technology Co. Ltd., the Companyâ€™s JV. The Company applies the equity method of accounting to its ownership interest in the JV as the Company has the ability to exercise significant influence over the JV but lacks controlling financial interest and is not the primary beneficiary. The Company's investment in the JV is measured at cost and adjusted for the Companyâ€™s share of the JV's income or loss, intra-entity profits, dividend distributions, currency translation adjustments, and impairments, if any. The Company recognizes its proportionate share of income or loss from the JV on a one-quarter lag due to the timing of the availability of the JVâ€™s financial records. Profit earned by the Company from the JV is eliminated through cost of goods sold until it is realized; such profits would generally be considered realized when the inventory has been sold through to third parties. The JV's equity method goodwill is not amortized but is evaluated for impairment on an annual basis and when impairment indicators are present. Our impairment analysis considers qualitative and quantitative factors that may have a significant impact on the JV's fair value. Qualitative factors include the investee's financial condition and business outlook, industry and sector performance, operational and financing cash flow activities, and other relevant factors affecting the JV. When indicators of impairment exist, we prepare quantitative assessments of the fair value of our non-marketable equity investments, which require judgment and the use of estimates, including discount rates, investee revenue and costs, and comparable market data, among others.96 Table of ContentsÂ Income Taxes The Company is required to estimate its income taxes in each of the tax jurisdictions in which it operates prior to the completion and filing of tax returns for such periods. This process involves estimating actual current tax expense together with assessing temporary differences in the treatment of items for tax purposes versus financial accounting purposes that may create net deferred tax assets and liabilities. The Company accounts for income taxes under the asset and liability method, which requires, among other things, that deferred income taxes be provided for temporary differences between the tax bases of the Companyâ€™s assets and liabilities and their financial statement reported amounts. In addition, deferred tax assets are recorded for the future benefit of utilizing net operating losses, research and development credit carryforwards and other deferred tax assets.The Company records a valuation allowance to reduce its deferred tax assets to the amount the Company believes is more likely than not to be realized. Because of the uncertainty of the realization of the deferred tax assets, the Company has recorded a full valuation allowance against its domestic and certain foreign net deferred tax assets.The calculation of unrecognized tax benefits involves dealing with uncertainties in the application of complex global tax regulations. Management regularly assesses the Companyâ€™s tax positions in light of legislative, bilateral tax treaty, regulatory and judicial developments in the countries in which the Company does business. The Company anticipates there will be no material changes in uncertain tax positions in the next 12 months.Accumulated Other Comprehensive Income (Loss)The components of comprehensive income (loss) consist of net income (loss), changes in foreign currency exchange rate translation and net changes related to a defined benefit pension plan. The changes in foreign currency exchange rate translation and net changes related to the defined benefit pension plan are excluded from earnings and reported as a component of stockholdersâ€™ equity. The foreign currency translation adjustment results from those subsidiaries not using the United States dollar as their functional currency since the majority of their economic activities are denominated in their applicable local currency. Accordingly, all assets and liabilities related to these operations are translated at the current exchange rates at the end of each period, whereas revenues and expenses are translated at average exchange rates in effect during the period. The resulting cumulative translation adjustments are recorded directly to the accumulated other comprehensive loss account in stockholdersâ€™ equity.Recent Accounting PronouncementsÂ Accounting Pronouncements Not Yet EffectiveÂ In December 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued a new accounting standard update (â€œASUâ€) 2023-09 to improve the transparency and usefulness of income tax disclosures. The accounting standard expands disclosures to the entityâ€™s income tax rate reconciliation table and requires cash taxes paid disaggregated by jurisdiction. These changes will be applied on a prospective basis. The update is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company plans to adopt ASU 2023-09 on July 1, 2025. The ASU requires retrospective application to all prior periods presented in the financial statements. The Company is currently assessing the timing and impact of adopting the updated provisions.Â In November 2023, the FASB issued ASU 2023-07 to improve reportable segment disclosures. The ASU is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant expenses. The ASU requires disclosures to include significant segment expenses that are regularly provided to the chief operating decision maker (â€œCODMâ€), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. The ASU also requires all annual disclosures to be disclosed in interim periods. The update will be effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The Company adopted ASU 2023-07 on July 1, 2024. The Company has assessed the impact of this update and it believes that it will not have a material impact on its consolidated financial statement disclosure requirements. 97 Table of Contents Â Â Â Note 2. RevenueÂ Contract BalancesÂ The timing of revenue recognition, billings, and cash collections results in trade receivables, unbilled receivables, and deferred revenues on the consolidated balance sheets. The Company may offer longer or extended payment terms of more than one year for qualified customers in some circumstances. At times, revenue recognition occurs before the billing, resulting in an unbilled receivable, which represents a contract asset. The contract asset is a component of accounts receivable and other assets for the current and non-current portions, respectively.Â When the Company receives advances or deposits from customers before revenue is recognized, this results in a contract liability. It can take two or more years from the time of order to revenue recognition due to the Companyâ€™s long sales cycle. Â Changes in the contract assets and contract liabilities are as follows (dollars in thousands): Â Â Â Â Â Â Â Â Â Change Â Â Â June 30, 2024 Â Â June 30, 2023 Â Â $ Â Â % Â Contract assets: Â Â Â Â Â Â Â Â Â Â Â Â Unbilled accounts receivable â€" currentÂ (1) Â $ 19,131 Â Â $ 9,847 Â Â Â 9,284 Â Â Â 94 Â Interest receivable â€" current (2) Â Â 305 Â Â Â 379 Â Â Â (74) Â Â (20) Long-term accounts receivable (3) Â Â 2,859 Â Â Â 4,734 Â Â Â (1,875) Â Â (40) Interest receivable â€" non-current (3) Â Â 432 Â Â Â 673 Â Â Â (241) Â Â (36) Contract liabilities: Â Â Â Â Â Â Â Â Â Â Â Â Customer advances Â Â 13,988 Â Â Â 20,777 Â Â Â (6,789) Â Â (33) Deferred revenue â€" current Â Â 71,649 Â Â Â 72,185 Â Â Â (536) Â Â (1) Deferred revenue â€" non-current Â Â 24,114 Â Â Â 27,079 Â Â Â (2,965) Â Â (11) Â (1)Included in accounts receivable on the consolidated balance sheets(2)Included in prepaid expenses and other current assets on the consolidated balance sheets(3)Included in other assets on the consolidated balance sheetsÂ During the year ended June 30, 2024, contract assets changed primarily due to changes in the timing of billings that occurred after revenues were recognized, and changes in transactions with payment terms exceeding 12 months. During the year ended June 30, 2024, contract liabilities changed due to changes in the timing of revenue recognition as a result of changes in shipping timing, modifications to the transaction price, reduced customer deposits for system sales, and for which the warranty was deferred.Â During the years ended June 30, 2024 and June 30, 2023, the Company recognized revenues of $75.3 million, $84.9 million, and $81.2 million respectively, which were included in the deferred revenue balances at June 30, 2023, June 30, 2022 and June 30, 2021, respectively. Â Remaining Performance ObligationsÂ Remaining performance obligations represent deferred revenue from open contracts, for which performance has already started and the transaction price from executed contracts, for which performance has not yet started. Service contracts in general are considered month-to-month contracts. Â As of June 30, 2024, total remaining performance obligations amounted to $909.5 million. Of this total amount, $64.9 million related to long-term warranty and non-cancellable post-warranty services, which is the estimated revenue expected to be recognized over the remaining service period and warranty period for systems that have been delivered (the time bands reflect managementâ€™s best estimate of when the Company will transfer control to the customer and may change based on timing of shipment, readiness of customersâ€™ facilities for installation, installation requirements, and availability of products). 98 Table of ContentsÂ The Company has elected the practical expedient to not disclose the unsatisfied performance obligations of contracts with an original expected duration of one year or less.Â The following table represents the Company's expected revenue recognition based on the remaining performance obligations

related to long-term warranty and non-cancellable post-warranty services as of June 30, 2024 (in thousands):Â Â Â Fiscal years Â Â Â 2025 Â Â 2026 Â Â 2027 Â Â Thereafter Â Long-term warranty and service Â $ 27,414 Â Â $ 21,476 Â Â $ 11,792 Â Â $ 4,175 Â Â Â For the remaining $64.9 million of performance obligations (open systems sales, upgrades, training and other miscellaneous items), the Company estimates 27% to 35% will be recognized in the next 12 months, and the remaining portion will be recognized thereafter. The Companyâ€™s historical experience indicates that some of its customers will cancel or renegotiate contracts as economic conditions change or when product offerings change during the long sales cycle. The Company anticipates a portion of its open contracts may never result in revenue recognition, primarily due to the long sales cycle and factors outside of its control, including changes in customers' needs or financial condition, changes in government or health insurance reimbursement policies, or changes to regulatory requirements. Based on historical experience and management's best estimate, approximately 26% of the Companyâ€™s $797.4 million open system sales contracts may never result in revenue.Â Capitalized Contract CostsÂ As of June 30, 2024, and 2023, the balance of capitalized costs to obtain a contract was $9.6 million and $11.0 million, respectively. The Company has classified the capitalized costs to obtain a contract as a component of prepaid expenses and other current assets and other assets with respect to the current and non-current portions of capitalized costs, respectively, on the consolidated balance sheets. Â Â Â Fiscal years Â Â Â 2024 Â Â 2023 Â Â 2022 Â Amortization of capitalized contract costs Â $ 4,068 Â Â $ 3,631 Â Â $ 3,320 Â Impairment loss on capitalized contracts Â Â 128 Â Â Â 756 Â Â Â 611 Â Â Note 3. Supplemental Financial InformationConsolidated Balance SheetsFinancing receivablesÂ A financing receivable is a contractual right to receive money, on demand or on fixed or determinable dates, that is recognized as an asset on the Companyâ€™s balance sheets. The Companyâ€™s financing receivables, consisting of its accounts receivable with contractual maturities of more than one year, are included in other assets on the consolidated balance sheets. The Company evaluates the credit quality of a customer at contract inception and monitors credit quality over the term of the underlying transactions. The Company performs a credit analysis for all new orders and reviews payment history, current order backlog, financial performance of the customers and other variables that augment or mitigate the inherent credit risk of a particular transaction. Such variables include the underlying value and liquidity of the collateral, the essential use of the equipment, the contract term and the inclusion of credit enhancements, such as guarantees, letters of credit or security deposits. Actual cash collections may differ from the contracted maturities due to early customer buyouts, refinancing, or defaults. The Company classifies accounts as high risk when it considers the financing receivable to be impaired or when management believes there is a significant nearâ€‘term risk of nonâ€‘payment. The Company performs an assessment each quarter on the allowance for credit losses related to its financing receivables.99 Table of ContentsÂ A summary of the Companyâ€™s financing receivables is presented as follows (in thousands):Â Â Â June 30, 2024 Â Â June 30, 2023 Â Financing receivable Â $ 2,871 Â Â $ 5,854 Â Allowance for credit losses Â Â â€” Â Â Â (798) Total, net Â $ 2,871 Â Â $ 5,056 Â Reported as: Â Â Â Â Â Â Current Â $ 1,340 Â Â $ 2,016 Â Non-current Â Â 1,531 Â Â Â 3,040 Â Total, net Â $ 2,871 Â Â $ 5,056 Â Â In the fourth quarter of fiscal year 2024, the Company wrote-off $0.8 million in financing receivables and related allowance for credit loss because the Company determined it would no longer be able to collect from the customer.Â InventoriesInventories consisted of the following (in thousands):Â Â Â June 30, 2024 Â Â June 30, 2023 Â Raw materials Â $ 57,699 Â Â $ 62,945 Â Work-in-process Â Â 13,629 Â Â Â 17,469 Â Finished goods Â Â 66,996 Â Â Â 64,736 Â Total inventories Â $ 138,324 Â Â $ 145,150 Â Â The Company's inventories on the consolidated balance sheets are net of reserves.Â Prepaid and Other Current AssetsPrepaid and other current assets consisted of the following (in thousands):Â Â Â June 30, 2024 Â Â June 30, 2023 Â Value added tax receivables Â $ 4,026 Â Â $ 12,023 Â Prepaid commissions Â Â 5,288 Â Â Â 5,866 Â Capitalized contract costs Â Â 1,876 Â Â Â 1,782 Â Income tax receivable Â Â 368 Â Â Â 495 Â Dividend receivable from JV Â Â 2,460 Â Â Â â€” Â Other prepaid assets Â Â 5,018 Â Â Â 5,763 Â Other current assets Â Â 3,970 Â Â Â 1,683 Â Total prepaid and other current assets Â $ 23,006 Â Â $ 27,612 Â Â 100 Table of ContentsÂ Property and Equipment, netÂ Property and equipment, net consisted of the following (in thousands):Â Â Â June 30, 2024 Â Â June 30, 2023 Â Machinery and equipment Â $ 45,539 Â Â $ 44,779 Â Leasehold improvements Â Â 30,994 Â Â Â 26,641 Â Computer and office equipment Â Â 6,347 Â Â Â 7,798 Â Software Â Â 11,308 Â Â Â 5,191 Â Furniture and fixtures Â Â 1,719 Â Â Â 1,581 Â Construction in progress Â Â 2,550 Â Â Â 13,499 Â Â Â 98,457 Â Â Â 99,489 Â Less: Accumulated depreciation Â Â (73,683) Â Â (78,563) Total property and equipment, net Â $ 24,774 Â Â $ 20,926 Â Â At June 30, 2024, software includes $8.1 million in capitalized costs for the completed transition of the Company's new enterprise resource planning system in August 2023. At June 30, 2023, construction in progress included $7.5 million in capitalized costs for the development of internal use software. The Company will depreciate the cost associated with the enterprise resource planning system over five years. Depreciation expense related to property and equipment was $5.8 million, $4.4 million and $5.4 million, during the years ended June 30, 2024, 2023 and 2022, respectively.Â Other AssetsOther assets consisted of the following (in thousands):Â Â Â June 30, 2024 Â Â June 30, 2023 Â Capitalized contract costs Â $ 7,768 Â Â $ 9,244 Â Long-term accounts receivable Â Â 2,859 Â Â Â 4,734 Â Capitalized software costs to be sold Â Â 4,683 Â Â Â 2,853 Â Deferred tax asset Â Â 659 Â Â Â 860 Â Other long-term assets Â Â 1,981 Â Â Â 2,416 Â Total other assets Â $ 17,950 Â Â $ 20,107 Â There was no amortization expense or amounts written down to net realizable value for the capitalized software costs to be sold during the years ended June 30, 2024, 2023 and 2022, respectively.Â Other Accrued LiabilitiesOther accrued liabilities consisted of the following (in thousands):Â Â Â June 30, 2024 Â Â June 30, 2023 Â Value added tax liabilities Â $ 5,202 Â Â $ 12,709 Â Commissions due to third parties Â Â 5,048 Â Â Â 10,499 Â Refunds due to customers Â Â 6,079 Â Â Â 3,364 Â Accrued consulting Â Â 1,238 Â Â Â 2,599 Â Accrued royalties Â Â 2,939 Â Â Â 2,398 Â Interest payable Â Â 485 Â Â Â 453 Â Income tax payable Â Â 1,206 Â Â Â 900 Â Other liabilities Â Â 6,311 Â Â Â 5,349 Â Total other accrued liabilities Â $ 28,508 Â Â $ 38,271 Â Â 101 Table of ContentsÂ Treasury StockThe Company records treasury stock at cost. Treasury stock is comprised of shares of common stock purchased by the Company in the secondary market. As of June 30, 2024, and June 30, 2023, the Company had 3.1 million shares of treasury stock valued at $14.1 million. Treasury stock is included in Additional paid-in capital on the consolidated balance sheets. Accumulated Other Comprehensive Income (Loss)The following table summarizes the changes in accumulated other comprehensive income (loss) by component (in thousands):Â Â Â Cumulative Translation Adjustment Â Â DefinedPensionBenefitObligation Â Â Total Â Balance at June 30, 2022 Â $ (1,541) Â $ 3,947 Â Â $ 2,406 Â Other comprehensive loss Â Â (791) Â Â (1,193) Â Â (1,984) Balance at June 30, 2023 Â $ (2,332) Â $ 2,754 Â Â $ 422 Â Other comprehensive loss Â Â (2,445) Â Â (2,199) Â Â (4,644) Balance at June 30, 2024 Â $ (4,777) Â $ 555 Â Â $ (4,222) Â Consolidated Statements of Operations Â Other expense, net consisted of the following (in thousands):Â Â Â Years Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â Foreign currency transaction loss Â $ (2,046) Â $ (878) Â $ (2,618) Other, net Â Â (492) Â Â (232) Â Â 356 Â Total other expense, net Â $ (2,538) Â $ (1,110) Â $ (2,262) Â Restructuring Charges In the second quarter of fiscal year 2024, the Company informed affected employees of a cost savings initiative to reduce operating expenses resulting in the elimination of approximately 5.9 percent of the Companyâ€™s global workforce. The Company recorded restructuring charges of $2.6 million in restructuring charges during fiscal year 2024. These charges are cash-based and are primarily related to severance expenses and other one-time termination benefits. At June 30, 2024, the Company has completed the cost savings initiative. Â In the second quarter of fiscal year 2023, the Company announced a cost savings initiative designed to reduce operating costs. This cost savings initiative resulted in the reduction of the Companyâ€™s global workforce by 4.5%. The Company recorded $2.7 million in restructuring charges during fiscal year 2023. These charges were cash-based charges, primarily related to severance expenses and other one-time termination benefits. The Company did not have any remaining accruals related to this cost savings initiative as of June 30, 2023. Â Note 4. LeasesÂ The Company has operating leases for corporate offices and warehouse facilities worldwide. Additionally, the Company leases cars and copy machines that are considered operating leases. Some of the Companyâ€™s leases are non-cancellable operating lease agreements with various expiration dates through June 2035. Certain lease agreements include options to renew or terminate the lease, which are not reasonably certain to be exercised, and therefore are not factored into the determination of lease payments.Â Â The following table provides information related to the Companyâ€™s operating leases (in thousands):Â 102 Table of ContentsÂ Â Â Fiscal years Â Â Â 2024 Â Â 2023 Â Â 2022 Â Operating lease costs (1) Â $ 9,146 Â Â $ 9,370 Â Â $ 9,246 Â Short-term operating lease costs Â Â 305 Â Â Â 353 Â Â Â 397 Â Cash paid for amounts included in the measurement of lease liabilities Â Â 9,013 Â Â Â 9,370 Â Â Â 9,799 Â (1)Excludes expenses related to short-term lease operating costs.Â Operating lease right-of-use assets and operating lease obligations are represented in the table below (in thousands):Â Â Â June 30, 2024 Â Â June 30, 2023 Â Beginning balance operating lease right-of-use assets Â $ 25,853 Â Â $ 16,798 Â Lease assets added Â Â 14,389 Â Â Â 17,157 Â Amortization for the year Â Â (6,469) Â Â (8,102) Ending balance operating lease right-of-use assets Â $ 33,773 Â Â $ 25,853 Â Â Â Â Â Â Â Â Beginning balance operating lease obligations Â $ 27,753 Â Â $ 19,020 Â Lease liabilities added Â Â 16,775 Â Â Â 16,834 Â Repayment and interest accretion Â Â (5,937) Â Â (8,101) Ending balance operating lease obligations Â $ 38,591 Â Â $ 27,753 Â Â Â Â Â Â Â Â Current portion of operating lease obligations Â $ 6,218 Â Â $ 4,151 Â Noncurrent portion of operating lease obligations Â $ 32,373 Â Â $ 23,602 Â Â Maturities of operating lease liabilities as of June 30, 2024, are presented in the table below (in thousands):Â Year Ending June 30, Â Amount Â 2025 Â $ 6,267 Â 2026 Â Â 7,459 Â 2027 Â Â 7,441 Â 2028 Â Â 6,324 Â 2029 Â Â 4,701 Â Thereafter Â Â 24,761 Â Total operating lease payments Â Â 56,953 Â Less: imputed interest Â Â (18,362) Present value of operating lease liabilities Â $ 38,591 Â Weighted average remaining lease term (in years) Â Â 8.2 Â Weighted average discount rate Â Â 10.4 % Â Note 5. Goodwill and Purchased Intangible AssetsGoodwillThe Company's carrying amount of its goodwill is as follows (in thousands):Â Â Â As of June 30, Â Â Â 2024 Â Â 2023 Â Balance at the beginning of the period Â $ 57,681 Â Â $ 57,840 Â Currency translation adjustment Â Â (9) Â Â (159) Balance at the end of the period Â $ 57,672 Â Â $ 57,681 Â Â The Company performed its annual goodwill impairment test in the second quarter of fiscal year 2024 and determined that there was no impairment to goodwill. In the third quarter of fiscal year 2024, the Company determined that its decline in cash flows and a downward adjustment to the fiscal year 2024 annual guidance constituted triggering events for the impairment of goodwill, and it determined that there was no impairment to goodwill as of March 31, 2024. In the fourth quarter of fiscal 103 Table of ContentsÂ year 2024, the Company determined that the triggering events present at March 31, 2024, were still present at June 30, 2024. The Company performed an interim goodwill impairment test and it determined that there was no impairment to goodwill as of June 30, 2024. The Company will continue to monitor its recorded goodwill for indicators of impairment every fiscal quarter. Purchased Intangible AssetsÂ The Companyâ€™s carrying amount of acquired intangible assets, net, consisted of the following (in thousands):Â Â Â As of June 30, 2024 Â Â As of June 30, 2023 Â Â Â GrossCarryingAmount Â Â AccumulatedAmortization Â Â NetAmount Â Â GrossCarryingAmount Â Â AccumulatedAmortization Â Â NetAmount Â Patent license Â $ 1,000 Â Â $ (1,000) Â $ - Â Â $ 1,000 Â Â $ (893) Â $ 107 Â Other intangibles Â Â 132 Â Â Â (73) Â Â 59 Â Â Â 132 Â Â Â (29) Â Â 103 Â Total intangible assets Â $ 1,132 Â Â $ (1,073) Â $ 59 Â Â $ 1,132 Â Â $ (922) Â $ 210 Â Â The Company did not identify any triggering events that would indicate potential impairment of its definiteâ€‘lived intangible and longâ€‘lived assets as of June 30, 2024, and 2023.Amortization expense related to purchased intangible assets during the years ended June 30, 2024, 2023, and 2022, was $0.2 million, $0.2 million and $0.1 million, respectively.The estimated future amortization expense of purchased intangible assets as of June 30, 2024 is as follows (in thousands):Â Year Ending June 30, Â Amount Â 2025 Â $ 44 Â 2026 Â Â 15 Â Total estimated future amortization expense Â $ 59 Â Â Â Note 6. Derivative Financial InstrumentsThe Company utilizes foreign currency forward contracts with reputable financial institutions to manage its exposure of fluctuations in foreign currency exchange rates on certain intercompany balances and foreign currency denominated cash, customer receivables and liabilities. The Company does not use derivative financial instruments for speculative or trading purposes. These forward contracts are not designated as hedging instruments for accounting purposes. Principal hedged currencies primarily include the Japanese Yen, Swiss Franc, Indian Rupee and Euro. The periods of these forward contracts range up to approximately three months and the notional amounts are intended to be consistent with changes in the underlying exposures. The Company intends to exchange foreign currencies for U.S. Dollars at maturity. The Company enters into forward currency exchange contracts to hedge its overseas operating expenses and other liabilities when deemed appropriate. 104 Table of ContentsÂ The notional amount of the Company's outstanding forward currency exchange contracts consisted of the following (in thousands):Â Â Â As of June 30, Â Â Â 2024 Â Â 2023 Â Swiss Franc Â Â 59,392 Â Â Â 26,867 Â Chinese Yuan Â Â 5,156 Â Â Â 249 Â Euro Â Â 2,755 Â Â Â 17,885 Â British Pound Â Â 730 Â Â Â 516 Â Indian Rupee Â Â 8,916 Â Â Â 3,539 Â Korean Won Â Â 1,735 Â Â Â â€” Â Canadian Dollar Â Â 1,510 Â Â Â â€” Â Japanese Yen Â Â 7,762 Â Â Â 12,492 Â Total outstanding forward currency exchange contracts Â $ 87,956 Â Â $ 61,548 Â The Company entered into the foreign exchange forward contracts on June 30, 2024 and June 30, 2023, and therefore, there was no amount recorded on the balance sheets.Â Gains and losses on the Company's foreign currency forward contracts are recorded in Other expense, net, on the Company's consolidated statements of operations. The following table provides information about the gain or loss associated with the Companyâ€™s derivative financial instruments not designated as hedging instruments (in thousands):Â Â Â Years ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â Foreign currency exchange gain (loss) on forward contracts Â $ (613) Â $ 1,881 Â Â $ 502 Â Â Note 7. Fair Value MeasurementsFair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The fair value hierarchy contains three levels of inputs that may be used to measure fair value, as follows:Level 1â€” Unadjusted quoted prices that are available in active markets for the identical assets or liabilities at the measurement date.Level 2â€” Other observable inputs available at the measurement date, other than quoted prices included in Level 1, either directly or indirectly, including:â€¢Quoted prices for similar assets or liabilities in active markets;â€¢Quoted prices for identical or similar assets in non-active markets;â€¢Inputs other than quoted prices that are observable for the asset or liability; andâ€¢Inputs that are derived principally from or corroborated by other observable market data.Level 3â€” Unobservable inputs that cannot be corroborated by observable market data and require the use of significant management judgment. These values are generally determined using pricing models for which the assumptions utilize managementâ€™s estimates of market participant assumptions.Assets and Liabilities That Are Measured at Fair ValueAt June 30, 2024, the Company had open currency forward contracts to purchase or sell foreign currencies with a stated, or notional, value of $88.0 million. The fair value of the forward contract based upon the June 30, 2024 exchange rate was 105 Table of ContentsÂ $87.7 million, which it considers to be a Level 2 fair value measurement. At June 30, 2023, the Company had open currency forward contracts to purchase or sell foreign currencies with a stated, or notional, value of $61.5 million. The fair value of the forward contract based upon the June 30, 2023 exchange rate was $61.2 million, which it considers to be a Level 2 fair value measurement.Â The Companyâ€™s convertible debt is measured on a recurring basis using Level 2 based upon observable inputs. The Company's Revolving Credit Facility and Term Loan Facility (as defined in Note 9) collectively (the â€œCredit Facilitiesâ€) reflect the bank quoted market rates, which the Company considers to be a Level 2 fair value measurement. The Company believes that the carrying value of the Credit Facilities approximates its estimated fair value based on the effective interest rate, compared to the current market rate available to the Company at quarter-end.Â The following table summarizes the carrying value, net of debt costs, and estimated fair value of the 3.75% Convertible Senior Notes due 2026, the Term Loan Facility, and the Revolving Credit Facility, (in thousands):Â Â Â June 30, 2024 Â Â June 30, 2023 Â Â Â CarryingValue Â Â Fair Value Â Â CarryingValue Â Â Fair Value Â 3.75% Convertible Notes Due 2026 Â Â 98,782 Â Â Â 85,762 Â Â Â 98,189 Â Â Â 98,265 Â Term Loan Facility Â Â 63,374 Â Â Â 63,374 Â Â Â 69,094 Â Â Â 69,094 Â Revolving Credit Facility Â Â 10,000 Â Â Â 10,000 Â Â Â 10,000 Â Â Â 10,000 Â Total Â $ 172,156 Â Â $ 159,136 Â Â $ 177,283 Â Â $ 177,359 Â Â Note 8. Commitments and ContingenciesLongâ€‘term Debt CommitmentsThe Company is required to make semiâ€‘annual interest payments on the 3.75% Convertible Senior Notes due 2026, principal and interest payments on the Term Loan Facility and interest payments on the Revolving Credit Facility. See Note 9, Debt, of the consolidated financial statements for more information.Â Future minimum longâ€‘term principal payments and interest on the 3.75% Convertible Senior Notes due 2026 and Credit Facilities (as defined below), including short-term portion, as of June 30, 2024, are as follows (in thousands):Â Year Ending June 30, Â Long-TermDebt (1) Â 2025 Â $ 17,929 Â 2026 Â Â 174,153 Â Total Â $ 192,082 Â Â (1)These amounts represent principal and interest cash payments over the contractual life of the debt obligations, including anticipated interest payments that are not recorded on the Companyâ€™s consolidated balance sheet. Any conversion, premium, redemption or purchase of the Notes that would impact cash payments is noted in the preceding table.Purchase CommitmentsThe Companyâ€™s purchase commitments and obligations include all open purchase orders and contractual obligations in the ordinary course of business, including commitments with contract manufacturers and suppliers, for which the Company has not received the goods or services and acquisition and licensing of intellectual property. A majority of these purchase obligations are due within a year. Although open purchase orders are considered enforceable and legally binding, the terms generally allows the Company the option to cancel, reschedule, and adjust its requirements based on the Companyâ€™s business needs prior to the delivery of goods or performance of services, and hence, these purchase orders have not been included in the table above.106 Table of ContentsÂ Indemnities and CommitmentsThe Company enters into standard indemnification agreements with its landlords and all superior mortgages and their respective directors, officersâ€™ agents, and employees in the ordinary course of business. Pursuant to these agreements,

the Company will indemnify, hold harmless, and agree to reimburse the indemnified party for losses suffered or incurred by the indemnified party, generally the landlords, in connection with any loss, accident, injury, or damage by any thirdâ€‘party with respect to the leased facilities. The term of these indemnification agreements is from the commencement of the lease agreements until termination of the lease agreements. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, historically, the Company has not incurred claims or costs to defend lawsuits or settle claims related to these indemnification agreements. The Company has not recorded any liability associated with its indemnification agreements as it is not aware of any pending or threatened actions that represent probable losses as of June 30, 2024.Â GuaranteesÂ As of June 30, 2024 and June 30, 2023, the Company had various bank guarantees totaling approximately $1.1 million and $1.3 million, respectively, primarily related to a bidding process with customers.Â Royalty AgreementsThe Company enters into software license agreements with third parties that may require royalty payments for each license used. In connection with such agreements, the Company recorded royalty costs of $1.9 million, $2.3 million and $1.9 million for the years ended June 30, 2024, 2023 and 2022, respectively, which were recorded in cost of revenue or deferred cost of revenue. The Company had approximately $2.9 million and $2.4 million accrued liabilities as of June 30, 2024 and 2023, respectively, related to this agreement.Software License IndemnityUnder the terms of the Companyâ€™s agreements with its customers, the Company agrees that in the event the certain Company software sold under such agreement infringes upon any patent, copyright, trademark, or any other proprietary right of a thirdâ€‘party, it will indemnify its customer licensees against any loss, expense, or liability from any damages that may be awarded against its customer. The Company includes this infringement indemnification in its agreements with customers where Company software is licensed. In the event the customer cannot use the software or service due to infringement and the Company cannot obtain the right to use, replace or modify the license in a commercially feasible manner so that it no longer infringes, then the Company may terminate the license and provide the customer a refund of the fees paid by the customer for the infringing license or service. The Company has not recorded any liability associated with this indemnification, as it is not aware of any pending or threatened actions that represent probable losses as of June 30, 2024.LitigationFrom time to time, the Company is involved in legal proceedings, including claims, investigations, and inquiries, arising in the ordinary course of its business. The Company records a provision for a loss when it believes that it is both probable that a loss has been incurred and the amount can be reasonably estimated. To the extent that there is a reasonable possibility that a loss exceeding amounts already recognized may be incurred and the amount of such additional loss would be material, we will either disclose the estimated additional loss or state that such an estimate cannot be made. Currently, management believes the Company does not have any probable and reasonably estimable material losses related to any current legal proceedings and claims. Although occasional adverse decisions or settlements may occur, management does not believe that an adverse determination with respect to any of these claims would individually, or in the aggregate, materially and adversely affect the Companyâ€™s financial condition or operating results. Litigation is inherently unpredictable and is subject to significant uncertainties, some of which are beyond the Companyâ€™s control. Should any of these estimates and assumptions change or prove to have been incorrect, the Company could incur significant charges related to legal matters that could have a material impact on its results of operations, financial position, and cash flows. 107 Table of Contents Â Â Note 9. DebtThe Company's outstanding debt as of June 30, 2024 and June 30, 2023 is as follows (in thousands):Â Â Â June 30, 2024 Â Â Â June 30, 2023 Â Â Â Principal Amount Â Â Â Unamortized Debt Costs Â Â Â Net Carrying Amount Â Â Â Principal Amount Â Â Â Unamortized Debt Costs Â Â Â Net Carrying Amount Â 3.75% Convertible Senior Notes due 2026 $ 100,000 Â Â $ (1,218) Â $ 98,782 Â Â $ 100,000 Â Â $ (1,811) Â $ 98,189 Â Term Loan Facility Â 64,000 Â Â Â (626) Â Â 63,374 Â Â Â 70,000 Â Â Â (906) Â Â 69,094 Â Revolving Credit Facility Â 10,000 Â Â Â â€” Â Â Â 10,000 Â Â Â 10,000 Â Â Â â€” Â Â Â 10,000 Â Total debt $ 174,000 Â Â $ (1,844) Â $ 172,156 Â Â $ 180,000 Â Â $ (2,717) Â $ 177,283 Â Reported as: Â Short-term debt Â Â Â Â Â Â $ 7,756 Â Â Â Â Â Â Â Â Â $ 5,721 Â Long-term debt Â Â Â Â Â Â Â 164,400 Â Â Â Â Â Â Â Â Â 171,562 Â Total debt Â Â Â Â Â Â $ 172,156 Â Â Â Â Â Â Â Â $ 177,283 Â 3.75% Convertible Senior Notes due July 2026In May 2021, the Company issued $100.0 million aggregate principal amount of its 3.75% Convertible Senior Notes due 2026 (the â€œ3.75% Convertible Notes due 2026â€) under an indenture between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee. The aggregate principal amount of the 3.75% Convertible Notes due 2026 totaling $97.1 million was issued to certain holders of the Companyâ€™s outstanding 3.75% Convertible Notes due 2022 in exchange for approximately $82.1 million aggregate principal amount of 3.75% Convertible Notes due 2022, and $2.9 million of 3.75% Convertible Notes due 2026 were issued to certain other qualified new investors for cash (such transactions the â€œExchange and Subscription Transactionsâ€).Holders of the 3.75% Convertible Notes due 2026 may convert their notes at any time on or after March 6, 2026 until the close of the business day immediately preceding the maturity date. Prior to June 6, 2026, holders of the 3.75% Convertible Notes due 2026 may convert their notes only under certain circumstances. Upon conversion, the Company will have the right to pay cash, or deliver shares of common stock of the Company or a combination thereof, at the Companyâ€™s election. The initial conversion rate is 170.5611 shares of the Companyâ€™s common stock per $1,000 principal amount (which represents an initial conversion price of approximately $5.86 per share of the Companyâ€™s common stock). The conversion rate, and therefore, the conversion price, is subject to adjustment, as further described below.Holders of the 3.75% Convertible Notes due 2026 who convert their notes in connection with a â€œmake-whole fundamental change,â€ as defined in the indenture, may be entitled to a make-whole premium in the form of an increase in the conversion rate. Additionally, in the event of a â€œfundamental change,â€ as defined in the indenture, holders of the 3.75% Convertible Notes due 2026 may require the Company to purchase all or a portion of their note at a fundamental change repurchase price equal to 100% of the principal amount of the 3.75% Convertible Notes due 2026, plus accrued and unpaid interest, if any, to, but not including, the fundamental change repurchase date. As of June 30, 2024 and June 30, 2023, the if-converted value of the 3.75% Convertible Notes due 2026 did not exceed the outstanding principal amount.Credit Facilities On May 6, 2021, the Company entered into a senior secured credit agreement (the â€œCredit Agreementâ€) with Silicon Valley Bank, individually as a lender and agent (â€œAgentâ€), and the other lenders from time to time parties thereto (together with Silicon Valley Bank as a lender, the â€œLendersâ€), which provides for a new five-year $80 million term loan (the â€œTerm 108 Table of ContentsÂ Loan Facilityâ€) and a $40 million revolving credit facility (the â€œRevolving Credit Facilityâ€ and, together with the Term Loan Facility, the â€œCredit Facilitiesâ€). The interest on the borrowings under the Credit Facilities is payable in arrears on the applicable interest payment date, at an annual interest rate of reserve-adjusted, 90-day term SOFR (subject to a 0.50% floor) plus a margin between 2.50% and 3.25% margin, determined by the Consolidated Senior Net Leverage Ratio (as defined in the Credit Agreement). The Credit Agreement requires the Company to pay the Lenders an unused commitment fee equal to the average unused portion of the Revolving Credit Facility. The Company pays a rate of 0.25% to 0.40% per annum of the average unused portion of the Revolving Credit Facility, determined by the Consolidated Senior Net Leverage Ratio (as defined in the Credit Agreement). If all or a portion of the loans under the Term Loan Facility are prepaid, then the Company will be required to pay a fee equal to 1% of the aggregate amount of the loans so prepaid, subject to certain exceptions. During the year ended June 30, 2024, the weighted average effective interest rate on the Term Loan Facility was 8.6% and weighted average effective interest rate on the Revolving Credit Facility, including the unused commitment fee, was 9.5%. The Credit Agreement contains restrictions and covenants applicable to the Company and its subsidiaries. Among other requirements, the Company may not permit the Fixed Charge Coverage Ratio (as defined in the Credit Agreement) to be less than a certain specified ratio for each fiscal quarter during the term of the Credit Agreement or the consolidated senior net leverage ratio to be greater than a certain specified ratio for each fiscal quarter during the term of the Credit Agreement. On April 25, 2024, the Company entered into the Third Amendment to update the calculation of Consolidated EBITDA (as defined in the Credit Agreement) to maintain compliance with the debt covenants as of March 31, 2024. As of June 30, 2024, the Company was in compliance with its covenants under the Credit Agreement. The Credit Agreement also contains customary covenants that limit, among other things, the ability of the Company and its subsidiaries to (i) incur indebtedness, (ii) incur liens on their property, (iii) pay dividends or make other distributions, (iv) sell their assets, (v) make certain loans or investments, (vi) merge or consolidate, (vii) voluntarily repay or prepay certain indebtedness and (viii) enter into transactions with affiliates, in each case subject to certain exceptions. The Credit Agreement contains customary representations and warranties and events of default.Â A summary of interest expense on the Credit Facilities and the Notes is as follows (in thousands):Â Â Â Year ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â Interest expense related to contractual interest coupon Â $ 10,552 Â Â $ 9,473 Â Â $ 7,233 Â Interest expense related to amortization of debt issuance costs Â Â 956 Â Â Â 926 Â Â Â 909 Â Total Â $ 11,508 Â Â $ 10,399 Â Â $ 8,142 Â Â Note 10. Stock Incentive Plan and Employee Stock Purchase PlanAs of June 30, 2024, the Company had two outstanding stock incentive plans: the 2016 Equity Incentive Plan (â€œ2016 Planâ€) and the 2007 Incentive Award Plan (â€œ2007 Planâ€). The 2016 Plan permits the granting of stock options, stock appreciation rights, restricted stock awards, performance shares, performance units, and RSUs. The vesting of RSUs granted under the 2016 Plan are primarily serviceâ€‘based (over the requisite service period) while the vesting of performance units granted under the 2016 Plan consist of PSUs. Only employees of the Company are eligible to receive incentive stock options. Nonâ€‘employees may be granted nonâ€‘qualified stock options.Stock options granted under the 2016 Plan have an exercise price of at least 100% of the fair market value of the underlying stock on the grant date. The stock options have 10-year contractual terms and generally become exercisable for 25% of the option shares one year from the date of grant and then ratably over the following 36 months. Serviceâ€‘based RSUs granted generally vest 25% of the share units covered by the grant on each of the first through fourth anniversaries of the date of the grant, subject to the continued service of the grantee through each such date. RSUs granted to the Board of Directors vest over one year. PSUs granted generally vest at the end of a three year performance period and the amount of shares that vest are based on the Company's actual performance relative to predefined performance conditions. The Board of Directors has the discretion to use different vesting schedules. As of June 30, 2024, the 2007 Plan continued to remain in effect; however, the Company can no longer grant equity awards under such plans.109 Table of ContentsÂ The following table summarizes the shareâ€‘based compensation charges included in the Companyâ€™s consolidated statements of operations and comprehensive loss (in thousands):Â Â Â Years ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â Cost of revenue Â $ 1,375 Â Â $ 1,439 Â Â $ 1,584 Â Research and development Â Â 1,456 Â Â Â 1,396 Â Â Â 1,371 Â Selling and marketing Â Â 1,905 Â Â Â 1,586 Â Â Â 2,213 Â General and administrative Â Â 4,748 Â Â Â 5,632 Â Â Â 5,432 Â Total Â $ 9,484 Â Â $ 10,053 Â Â $ 10,600 Â The following table summarizes the shareâ€‘based compensation charges for the Companyâ€™s equity awards (in thousands):Â Â Â Years ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â Stock options Â $ 741 Â Â $ 2,011 Â Â $ 2,565 Â Restricted stock units Â Â 7,307 Â Â Â 7,004 Â Â Â 6,160 Â Performance stock units Â Â 386 Â Â Â 54 Â Â Â 571 Â Employee stock purchase plan Â Â 1,050 Â Â Â 984 Â Â Â 1,304 Â Total Â $ 9,484 Â Â $ 10,053 Â Â $ 10,600 Â Stock OptionsThe fair value of each option is estimated at the date of grant using the Blackâ€‘Scholes option pricing formula with the following assumptions:Â Â Â Years Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â Riskâ€‘free interest rate Â Â â€” % Â Â â€” % Â 2.71% - 3.21% Â Dividend yield Â Â â€” % Â Â â€” % Â Â â€” % Expected term Â Â â€” Â Â Â â€” Â Â 7.30Â - 8.94 Â Expected volatility Â Â â€” % Â Â â€” % Â 54.1% - 57.3% Â Â The Company did not grant any stock options to its employees in the years ended June 30, 2024 and 2023. Determining Fair Value of Stock OptionsThe fair value of each grant of stock options was determined by the Company using the methods and assumptions discussed below. Each of these inputs is subjective and generally requires significant judgment to determine. The Company estimates the fair value of its stock options using the Blackâ€‘Scholes optionâ€‘pricing model. This fair value is then amortized over the requisite service periods of the awards. The Company estimates the expected term of stock option by taking the average of the vesting term and the contractual term of the option, as illustrated by the simplified method. The expected volatility is derived from the Companyâ€™s historical stock volatility over a period approximately equal to the expected term of the options. The riskâ€‘free interest rate is based on the U.S. Treasury constant maturity rate on the date of grant. The dividend yield assumption is based on the Companyâ€™s history and expectation of no dividend payouts.110 Table of ContentsÂ A summary of option activity under the Companyâ€™s incentive plan is presented below (in thousands except per share and term amounts):Â Â Â OptionsOutstanding Â Â WeightedAverageExercisePrice Â Â WeightedAverageRemainingContractualLife(In Years) Â Â AggregateIntrinsicValue (1) Â Balance at June 30, 2023 Â Â 5,480 Â Â $ 3.40 Â Â Â 6.53 Â Â $ 3,580 Â Options granted Â Â â€” Â Â Â â€” Â Â Â Â Â Â Options exercised Â Â (90) Â $ 2.60 Â Â Â Â Â Â Â Options forfeited/expired Â Â (120) Â $ 4.19 Â Â Â Â Â Â Â Balance at June 30, 2024 Â Â 5,270 Â Â $ 3.40 Â Â Â 2.95 Â Â $ â€” Â Vested or expected to vest at June 30, 2024 Â Â 5,270 Â Â $ 3.40 Â Â Â 2.95 Â Â $ - Â Exercisable at June 30, 2024 Â Â 4,792 Â Â $ 3.47 Â Â Â 2.48 Â Â $ â€” Â 1.The aggregate intrinsic value represents the total pre-tax intrinsic value, which is computed based on the difference between the exercise price and the closing price of Accuray common stock of $1.82 and $3.87 on June 28, 2024 and June 30, 2023, respectively, The amount represents what would have been received by the option holders had all option holders exercised their options and sold the shares received upon exercise as of that date.Â There were no options granted during the years ended June 30, 2024 and 2023. The grant date fair value of options granted during the year ended June 30, 2022 was $0.9 million. The total intrinsic value of options exercised during the year ended June 30, 2024 was not material and the total intrinsic value of options exercised during the year ended June 30, 2022 was $0.3 million. There were no options exercised during the year ended June 30, 2023. The total cash received from option exercises during the year ended June 30, 2024 and June 30, 2022 was $0.3 million and $1.2 million, respectively. Tax benefits from tax deductions for exercised options and disqualifying dispositions in excess of the deferred tax asset, attributable to share compensation costs for such options, are credited to additional paidâ€‘in capital. The benefits are recognized against income taxes. Realized excess tax benefits related to stock options exercises was zero for each of the years ended June 30, 2024, 2023 and 2022.As of June 30, 2024, there was $0.6 million of unrecognized compensation cost related to unvested stock options, which is expected to be recognized over a weighted average period of 0.9 years.The following table summarizes information about outstanding and exercisable options at June 30, 2024 (in thousands, except years and exercise price):Â Â Â Options Outstanding Â Â Options Exercisable Â Range of Exercise Prices Â NumberOutstanding Â Â WeightedAverageRemainingContractualLife (Years) Â Â WeightedAverageExercisePrice Â Â NumberOutstanding Â Â WeightedAverageExercisePrice Â $1.96Â â€“ $2.08 Â Â 755 Â Â Â 7.94 Â Â $ 2.05 Â Â Â 389 Â Â $ 2.05 Â $2.60Â â€“ $2.60 Â Â 1,439 Â Â Â 1.65 Â Â $ 2.60 Â Â Â 1,439 Â Â $ 2.60 Â $2.96Â â€“ $2.96 Â Â 277 Â Â Â 5.67 Â Â $ 2.97 Â Â Â 277 Â Â $ 2.97 Â $4.10Â â€“ $4.10 Â Â 2,048 Â Â Â 0.68 Â Â $ 4.10 Â Â Â 2,048 Â Â $ 4.10 Â $4.46Â â€“ $5.00 Â Â 751 Â Â Â 5.59 Â Â $ 4.51 Â Â Â 639 Â Â $ 4.51 Â Total outstanding Â Â 5,270 Â Â Â 2.95 Â Â $ 3.40 Â Â Â 4,792 Â Â $ 3.47 Â Â 111 Table of ContentsÂ Restricted Stock and Performance StockThe following table summarizes the activity of RSUs and PSUs (in thousands, except fair value per share):Â Unvested Restricted Stock Â RestrictedStock Units Â Â PerformanceStock Units Â Â TotalNumber ofSharesUnderlyingStockAwards Â Â WeightedAverageGrant DateFair ValuePer Share Â Unvested at June 30, 2023 Â Â 5,334 Â Â Â 2,049 Â Â Â 7,383 Â Â $ 2.77 Â Granted Â Â 3,697 Â Â Â 1,264 Â Â Â 4,961 Â Â $ 2.62 Â Vested Â Â (2,376) Â Â (137) Â Â (2,513) Â $ 2.85 Â Cancelled/forfeited Â Â (686) Â Â (363) Â Â (1,049) Â $ 2.79 Â Unvested at June 30, 2024 Â Â 5,969 Â Â Â 2,813 Â Â Â 8,782 Â Â $ 2.66 Â Restricted Stock UnitsThe grant date fair value of the RSUs granted was $9.7 million, $7.2 million and $12.0 million for the years ended June 30, 2024, 2023 and 2022, respectively. The aggregate fair market value of the RSUs that vested during the years ended June 30, 2024, 2023 and 2022, was $5.9 million, $4.5 million and $6.4 million, respectively. As of June 30, 2024, there was $11.3 million of unrecognized compensation cost related to the RSUs, which is expected to be recognized over a weighted average period of 1.5 years.Performance Stock UnitsThe grant date fair value of PSUs granted was $3.3 million, $2.4 million and $3.7 million for the years ended June 30, 2024, 2023 and 2022, respectively. The aggregate fair value of the PSUs that vested during the year ended June 30, 2024, was $0.4 million. There were no PSUs that vested during the years ended June 30, 2023 and 2022. As of June 30, 2024, there was $2.6 million of unrecognized compensation cost related to the PSUs, which is expected to be recognized over a weighted average period of 2.0 years.Employee Stock Purchase PlanUnder the Companyâ€™s Amended and Restated 2007 Employee Stock Purchase Plan, or ESPP, qualified employees are permitted to purchase the Companyâ€™s common stock at 85% of the lower of the fair market value of the common stock on the commencement date of each six month offering period, or the fair market value on the specified purchase date. Employeesâ€™ payroll deductions may not exceed 10% of their salaries. Employees may purchase up to 2,500 shares per each six month offering period, provided that the value of the shares purchased in any calendar year may not exceed $25,000, as calculated pursuant to the purchase plan.The Company estimates the fair value of ESPP shares at the date of grant using the Blackâ€‘Scholes option pricing model. The weighted average assumptions were as follows:Â Â Â Years Ended June 30, Â Â 2024 Â 2023 Â 2022 Riskâ€“free interest rate Â 5.05% - 5.39% Â 4.65% - 5.44% Â 0.10% - 2.16% Dividend yield Â â€“% Â â€–% Â â€“% Expected term Â 0.5Â - 1.0 Â 0.5 - 1.0 Â 0.5 - 1.0 Expected volatility Â 37.22% - 61.48% Â 38.98% - 61.09% Â 35.49% - 54.33% Â The riskâ€‘free rate for the expected term of the ESPP option was based on the U.S. Treasury constant maturity rate for each offering period; expected volatility was based on the historical volatility of the Companyâ€™s common stock; and the expected term was based upon the offering period of the ESPP.112 Table of ContentsÂ The Company issued 1.1 million, 1.3 million and 1.1 million shares under the ESPP during fiscal 2024, 2023 and 2022, respectively, at a weighted average purchase price per share of $1.79, $1.75 and $2.51,

respectively. As of June 30, 2024, total unrecognized compensation cost related to the ESPP plan was $0.7 million, which the Company expects to recognize over a weighted average period of 0.9 years.Common Stock Available For Issuance In November 2023, the Companyâ€™s stockholders approved amending and restating the 2016 Plan to increase the number of shares of the Companyâ€™s common stock available for issuance by 5.0 million shares. At June 30, 2024, the Company had 2.5 million shares of common stock reserved for issuance under the stock incentive plans and 3.8 million shares of common stock reserved for issuance under the employee stock purchase plan. Note 11. Joint VentureIn January 2019, the Companyâ€™s wholly-owned subsidiary, Accuray Asia Limited (â€œAccuray Asiaâ€), entered into an agreement with CNNC High Energy Equipment (Tianjin) Co., Ltd. (the â€œCIRC Subsidiaryâ€), a wholly-owned subsidiary of China Isotope & Radiation Corporation, to form a joint venture, CNNC Accuray (Tianjin) Medical Technology Co. Ltd. (the â€œJVâ€), to manufacture and sell radiation oncology systems in China. As of June 30, 2024, the Company owned a 49% interest in the JV, which is reported as an investment in joint venture on the Companyâ€™s consolidated balance sheets.The Company applies the equity method of accounting to its ownership interest in the JV as the Company has the ability to exercise significant influence over the JV but lacks controlling financial interest and is not the primary beneficiary. The Company recognizes the 49% proportionate share of the JV income or loss on a one-quarter lag due to the timing of the availability of the JVâ€™s financial records. The Company recognizes revenue on sales to the JV in the current period of control transfer, eliminating a portion of profit to the extent goods sold have not been sold through by the JV to an end customer by the end of each reporting period. The following table shows the reconciliation between the carrying value of the Company's investment in the JV and its proportional share of the underlying equity in net assets of the JV (in thousands):Â Â Â June 30, 2024 Â Â June 30, 2023 Â Carrying value of investment in joint venture Â $ 9,826 Â Â $ 15,128 Â Deferred intra-entity profit margin Â Â 9,835 Â Â Â 5,737 Â Equity method goodwill Â Â (4,720) Â Â (4,720) Proportional share of equity investment in joint venture Â $ 14,941 Â Â $ 16,145 Â As of June 30, 2024, the Companyâ€™s carrying value of the investment in the JV for the Company's proportional share of the JV's currency translation adjustment was decreased by $0.6 million. In June 2024, the JV declared a $2.5 million dividend to the Company payable in fiscal year 2025. The Company recorded this dividend as a reduction to its carrying value in the JV. At June 30, 2023, the Companyâ€™s carrying value of the investment in the JV was increased for the Company's proportional share of the investee's currency translation adjustment was not material. No impairment was identified as of June 30, 2024 and June 30, 2023. Summarized financial information of the JV is as follows (in thousands):Â Statement of Operations Data: Â Twelve Months EndedMarch 31, 2024 Â Â Twelve Months EndedMarch 31, 2023 Â Â Twelve Months EndedMarch 31, 2022 Â Revenue Â $ 114,942 Â Â $ 109,097 Â Â $ 55,190 Â Gross profit Â $ 22,137 Â Â $ 21,522 Â Â $ 15,915 Â Net income Â $ 3,750 Â Â $ 5,280 Â Â $ 422 Â Net income attributable to the Company Â $ 1,838 Â Â $ 2,572 Â Â $ 241 Â Â 113 Table of ContentsÂ Summarized Balance Sheet Data: Â As of March 31, 2024 Â Â As of March 31, 2023 Â Assets Â Â Â Â Â Â Current assets Â $ 102,500 Â Â $ 87,662 Â Non current assets Â Â 12,425 Â Â Â 16,504 Â Total assets Â $ 114,925 Â Â $ 104,166 Â Liabilities and Stockholders' Equity Â Â Â Â Â Â Current liabilities Â $ 79,300 Â Â $ 70,189 Â Non current liabilities Â Â 113 Â Â Â 398 Â Stockholder's equity Â Â 35,512 Â Â Â 33,579 Â Total liabilities and stockholders' equity Â $ 114,925 Â Â $ 104,166 Â Â The following table shows the activity of the Companyâ€™s deferred intra-entity profit margin from sales to the JV (in thousands):Â Â Â Years Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â Deferred intra-entity profit margin recognized on sales to the JV Â $ 9,061 Â Â $ 10,436 Â Â $ 4,007 Â Deferred intra-entity profit margin on sales to the JV Â Â (13,159) Â Â (10,718) Â Â (7,307) Net deferred profit margin on sales to the JV (1) Â $ (4,098) Â $ (282) Â $ (3,300) Â (1)Profit earned by the Company from the JV is eliminated through cost of goods sold until it is realized; such profits would generally be considered realized when the inventory has been sold through to third parties. Â Note 12. Income TaxesLoss before provision for income taxes on the accompanying statements of operations and comprehensive loss included the following components (in thousands):Â Â Â Years Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â Domestic Â $ (25,184) Â $ (17,489) Â $ (14,092) Foreign Â Â 13,364 Â Â Â 10,701 Â Â Â 12,090 Â Total loss before provision for income taxes Â $ (11,820) Â $ (6,788) Â $ (2,002) Â The provision for income taxes consisted of the following (in thousands):Â Â Â Years Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â Current: Â Â Â Â Â Â Â Â Federal Â $ â€” Â Â $ â€” Â Â $ â€” Â State Â Â 133 Â Â Â â€” Â Â Â 25 Â Foreign Â Â 2,190 Â Â Â 2,036 Â Â Â 1,535 Â Total current Â $ 2,323 Â Â $ 2,036 Â Â $ 1,560 Â Deferred: Â Â Â Â Â Â Â Â Federal Â Â â€” Â Â Â â€” Â Â Â â€” Â State Â Â â€” Â Â Â â€” Â Â Â â€” Â Foreign Â Â 1,402 Â Â Â 456 Â Â Â 1,785 Â Total deferred Â Â 1,402 Â Â Â 456 Â Â Â 1,785 Â Total provision for income taxes Â $ 3,725 Â Â $ 2,492 Â Â $ 3,345 Â Â 114 Table of ContentsÂ A reconciliation of income taxes at the statutory federal income tax rate to the provision for income taxes included in the accompanying consolidated statements of operations and comprehensive loss is as follows (in thousands):Â Â Â Years Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â U.S. federal taxes (benefit): Â Â Â Â Â Â Â Â At federal statutory rate Â $ (2,482) Â $ (1,426) Â $ (420) State tax, net of federal benefit Â Â 133 Â Â Â â€” Â Â Â 25 Â Share-based compensation expense Â Â 629 Â Â Â 1,189 Â Â Â 592 Â Research and development credits Â Â (209) Â Â (1,181) Â Â (415) Foreign taxes Â Â (167) Â Â (164) Â Â (948) Deferred tax on foreign earnings Â Â 952 Â Â Â 408 Â Â Â 1,730 Â Global intangible low-taxed income Â Â 1,335 Â Â Â 927 Â Â Â 2,124 Â Change in valuation allowance Â Â 3,202 Â Â Â 2,546 Â Â Â 502 Â Other non-deductible permanent items Â Â 332 Â Â Â 193 Â Â Â 252 Â Other Â Â â€” Â Â Â â€” Â Â Â (97) Total provision for income taxes Â $ 3,725 Â Â $ 2,492 Â Â $ 3,345 Â Â Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Companyâ€™s net deferred tax assets (liabilities) were as follows (in thousands):Â Â Â June 30, Â Â Â 2024 Â Â 2023 Â Deferred tax assets: Â Â Â Â Â Â Federal and state net operating losses Â $ 66,463 Â Â $ 69,157 Â Accrued expenses and reserves Â Â 4,523 Â Â Â 7,083 Â Lease liability Â Â 6,332 Â Â Â 5,401 Â Deferred revenue Â Â 3,269 Â Â Â 4,275 Â Research and development credits Â Â 26,669 Â Â Â 26,425 Â Share-based compensation expense Â Â 1,405 Â Â Â 1,367 Â Capitalized research and development Â Â 19,464 Â Â Â 13,042 Â Unicap Â Â 541 Â Â Â 587 Â Fixed assets/intangibles Â Â 644 Â Â Â 946 Â Section 163(j) interest Â Â 2,776 Â Â Â 1,702 Â Other Â Â 6 Â Â Â 245 Â Total deferred tax assets Â Â 132,092 Â Â Â 130,230 Â Deferred tax liabilities: Â Â Â Â Â Â Contract acquisition costs Â Â (1,228) Â Â (1,602) Right of use assets Â Â (5,288) Â Â (4,941) Deferred tax on foreign earnings Â Â (2,499) Â Â (1,547) Total deferred tax liabilities Â Â (9,015) Â Â (8,090) Valuation allowance Â Â (125,944) Â Â (123,528) Net deferred tax liabilities Â $ (2,867) Â $ (1,388) Â As of June 30, 2024, the Company had $281.9 million and $124.5 million in federal and state net operating loss carryforwards, respectively. The federal and state carryforwards expire in varying amounts beginning in 2029 for federal and 2025 for state purposes. 115 Table of ContentsÂ In addition, as of June 30, 2024, the Company had federal and state research and development tax credits of $28.4 million and $22.8 million, respectively. If not utilized, the federal research credits will begin to expire in 2025, the California research credits have no expiration date and the other state research credits will begin to expire in 2025. Under the Internal Revenue Code (â€œIRCâ€) Sections 382 and 383, annual use of our net operating loss and research tax credit carryforwards to offset taxable income may be limited based on cumulative changes in ownership. Although ownership changes have occurred in the prior years, the carryovers should be available for utilization by the Company before they expire, provided the Company generates sufficient future taxable income. An analysis of the impact of this provision through March 31, 2022 has been performed and it was determined that no ownership change has occurred after December 2009.Based on the available objective evidence and history of losses, the Company has established a 100% valuation allowance against its combined domestic net deferred tax assets because of uncertainty surrounding the realization of such deferred tax assets. Certain income earned by controlled foreign corporations (â€œCFCsâ€) must be included currently in the gross income of the CFCs United States shareholder. The income required to be included in gross income is referred to as global intangible low tax income (â€œGILTIâ€) and is defined under IRC Section 951A as the excess of the shareholderâ€™s net CFC tested income over the net deemed tangible income return. The GILTI inclusion amount has been absorbed by net operating loss carryforwards. The Company has made a policy decision to record GILTI tax as a current-period expense when incurred. One of the provisions under the Tax Cuts and Jobs Act that became effective in tax years beginning after December 31, 2021 required the capitalization and amortization of research and experimental expenditures. The change in this United States tax law did not have an impact on the Company's consolidated financial statements. The Company will continue to evaluate the impact of this tax law change on future periods.At June 30, 2024, the Company has $2.5 million of deferred tax liability related to withholding tax expected to be paid on the remittance of unrepatriated distributable reserves in France, Japan and Switzerland. At June 30, 2024, the Company has undistributed earnings of certain foreign subsidiaries of $14.7 million that it has indefinitely invested, and on which it has not recognized deferred taxes.The aggregate changes in the balance of gross unrecognized tax benefits were as follows (in thousands):Â Â Â Years Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â Balance at beginning of year Â $ 21,565 Â Â $ 19,810 Â Â $ 18,765 Â Tax positions related to current year: Â Â Â Â Â Â Â Â Additions Â Â 1,064 Â Â Â 1,692 Â Â Â 1,222 Â Tax positions related to prior years: Â Â Â Â Â Â Â Â Additions Â Â â€” Â Â Â 652 Â Â Â 61 Â Reductions Â Â (585) Â Â (589) Â Â (238) Balance at end of year Â $ 22,044 Â Â $ 21,565 Â Â $ 19,810 Â Â The calculation of unrecognized tax benefits involves dealing with uncertainties in the application of complex global tax regulations. Management regularly assesses the Companyâ€™s tax positions with respect to legislative, bilateral tax treaty, regulatory and judicial developments in the countries in which the Company does business. The reduction in prior year's tax positions primarily relates to lapses of applicable statutes of limitations. The Company anticipates there will be no material changes in uncertain tax positions in the next 12 months. As of June 30, 2024, the amount of gross unrecognized tax benefits was $22.0 million, of which $21.6 million would not affect income tax expense before consideration of any valuation allowance. The Companyâ€™s practice is to recognize interest and/or penalties related to income tax matters in income tax expense. As of June 30, 2024 and 2023, the Companyâ€™s cumulative accrued interest and penalties related to uncertain tax positions, was not material. 116 Table of ContentsÂ The Company files income tax returns in the United States federal, various states, and foreign jurisdictions. Due to tax attributes being carried forward and utilized during open years, the statute of limitations remains open for the U.S. federal jurisdiction and domestic states for tax years from 2002 and forward. The statutes of limitation with respect to the foreign jurisdictions where the Company files income tax returns vary from jurisdiction to jurisdiction and range from 3 to 10 years and the material foreign jurisdictions are France, Switzerland and Japan.The Company is also subject to examination of its income tax returns by the Internal Revenue Service (â€œIRSâ€) and other foreign tax authorities, and in some cases the Company has received additional tax assessments which have not been significant. The Company is under audit by the Indian tax authorities for the fiscal year 2021 and 2023 and we do not expect a material impact on the consolidated financial statements. Note 13. Retirement PlansEmployee Benefit PlanThe Companyâ€™s employee savings and retirement plan is qualified under Section 401(k) of the United States Internal Revenue Code. Employees may make voluntary, taxâ€‘deferred contributions to the 401(k) Plan up to the statutorily prescribed annual limit. The Company makes discretionary matching contributions to the 401(k) Plan on behalf of employees up to the limit determined by the Board of Directors. The Company contributed $2.1 million, $2.2 million and $2.3 million to the 401(k) Plan during the years ended June 30, 2024, 2023 and 2022, respectively.Defined Benefit Pension ObligationThe Company has established a defined benefit pension plan for its employees in its Switzerland subsidiary. The plan provides benefits to employees upon retirement, death or disability. The Company uses June 30 as the yearâ€‘end measurement date for this plan. 117 Table of ContentsÂ Obligations and Funded StatusThe following table presents the funded status of the defined benefit pension plan (in thousands):Â Â Â June 30, Â Â Â 2024 Â Â 2023 Â Change in benefit obligation: Â Â Â Â Â Â Benefit obligationâ€”beginning of fiscal year Â $ 19,388 Â Â $ 17,453 Â Service cost Â Â 1,245 Â Â Â 1,241 Â Interest cost Â Â 381 Â Â Â 336 Â Plan participantsâ€™ contributions Â Â 3,548 Â Â Â 2,486 Â Actuarial loss Â Â 2,236 Â Â Â 389 Â Foreign currency changes Â Â (124) Â Â 1,205 Â Settlements Â Â (2,434) Â Â (3,542) Benefit and expense payments Â Â (181) Â Â (180) Benefit obligationâ€”end of fiscal year Â $ 24,059 Â Â $ 19,388 Â Change in plan assets: Â Â Â Â Â Â Plan assetsâ€”beginning of fiscal year Â $ 18,761 Â Â $ 17,350 Â Employer contributions Â Â 1,265 Â Â Â 1,295 Â Actual return on plan assets Â Â 467 Â Â Â 179 Â Plan participantsâ€™ contributions Â Â 3,548 Â Â Â 2,486 Â Foreign currency changes Â Â (97) Â Â 1,173 Â Settlements Â Â (2,434) Â Â (3,542) Benefit and expense payments Â Â (181) Â Â (180) Plan assetsâ€”end of fiscal year Â $ 21,329 Â Â $ 18,761 Â Funded status Â $ (2,730) Â $ (627) Amounts recognized within the consolidated balance sheets: Â Â Â Â Â Â Long-term other liabilities Â $ (2,730) Â $ (627) Net amount recognized Â $ (2,730) Â $ (627) Â The following table presents the amounts recognized in accumulated other comprehensive income (loss) (before tax) for the defined benefit pension plan (in thousands):Â Â Â June 30, Â Â Â 2024 Â Â 2023 Â Net actuarial gain Â $ 428 Â Â $ 2,559 Â Prior service credit Â Â 127 Â Â Â 195 Â Total recognized in accumulated other comprehensive income (loss) Â $ 555 Â Â $ 2,754 Â Â The following table presents the projected benefit obligation, accumulated benefit obligation and fair value of plan assets for this defined benefit pension plan where accumulated benefit obligation exceeded the fair value of plan assets (in thousands):Â Â Â June 30, Â Â Â 2024 Â Â 2023 Â Projected benefit obligation Â $ 24,059 Â Â $ 19,388 Â Accumulated benefit obligation Â $ 20,946 Â Â $ 16,807 Â Fair value of plan assets Â $ 21,329 Â Â $ 18,761 Â 118 Table of ContentsÂ Components of Net Periodic Benefit Cost and Other Amounts Recognized in Other Comprehensive LossThe following table shows the components of the Companyâ€™s net periodic benefit costs and the other amounts recognized in other comprehensive loss, before tax, related to the Companyâ€™s defined benefit pension plan (in thousands):Â Â Â Year ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â Net Periodic Benefit Costs: Â Â Â Â Â Â Â Â Service cost Â $ 1,245 Â Â $ 1,241 Â Â $ 1,513 Â Interest cost Â Â 381 Â Â Â 336 Â Â Â 75 Â Expected returns on assets Â Â (284) Â Â (176) Â Â (144) Amortization of prior service cost (credit) Â Â (24) Â Â (23) Â Â 54 Â Amortization of net gain Â Â (92) Â Â (207) Â Â â€” Â Gain on settlement Â Â (65) Â Â (518) Â Â â€” Â Net periodic benefit costs Â Â 1,161 Â Â Â 653 Â Â Â 1,498 Â Other Amounts Recognized in Other Comprehensive Loss: Â Â Â Â Â Â Â Â Net (gain) loss arising during the year Â Â 2,019 Â Â Â 406 Â Â (3,584) Prior service cost (credit) Â Â 24 Â Â Â 24 Â Â Â (53) Amortization of prior service cost (credit) Â Â â€” Â Â Â â€” Â Â Â (678) Amortization of net gain Â Â 91 Â Â Â 217 Â Â Â â€” Â Effect of settlement Â Â 65 Â Â Â 546 Â Â Â 4 Â Total recognized in other comprehensive (gain) loss Â Â 2,199 Â Â Â 1,193 Â Â Â (4,311) Total recognized in net periodic benefit costs and other comprehensive income (loss) Â $ 3,360 Â Â $ 1,846 Â Â $ (2,813) Â The amounts in accumulated other comprehensive loss that are expected to be recognized as components of net periodic benefit cost during fiscal year 2025 related to the Companyâ€™s defined benefit pension plan are as follows (in thousands):Â Â Â 2025 Â Net loss Â $ â€” Â Prior service cost Â Â 24 Â Accumulated other comprehensive income Â $ 24 Â Â AssumptionsThe assumptions used to determine net periodic benefit cost and to compute the expected longâ€‘term return on assets for the Companyâ€™s defined benefit pension plan were as follows:Â Â Â Fiscal Years Â Â Â 2024 Â Â 2023 Â Â 2022 Â Net Periodic Benefit Costs: Â Â Â Â Â Â Â Â Discount rate Â Â 1.30 % Â Â 1.95 % Â Â 1.90 % Rate of compensation increase Â Â 1.75 % Â Â 1.75 % Â Â 1.75 % Expected long-term return on assets Â Â 1.50 % Â Â 1.50 % Â Â 1.00 % Â The assumptions used to measure the benefit obligation for the Companyâ€™s defined benefit pension plan were as follows:Â Â Â June 30, Â Â Â 2024 Â Â 2023 Â Benefit Obligation: Â Â Â Â Â Â Discount rate Â Â 1.30 % Â Â 1.95 % Rate of compensation increase Â Â 1.75 % Â Â 1.75 % Â 119 Table of ContentsÂ Contributions and Future Benefit PaymentsThe Company made contributions of approximately $1.3 million, $1.3 million and $1.2 million to the defined benefit pension plan during fiscal years 2024, 2023 and 2022, respectively. The Company expects total contributions to the defined benefit pension plan for fiscal year 2025 will be approximately $1.3 million.Estimated future benefit payments expected to be paid by the defined benefit pension plan at June 30, 2024 are as follows (in thousands):Â Year Ending June 30, Â FutureBenefits Â 2025 Â $ 1,183 Â 2026 Â Â 1,436 Â 2027 Â Â 1,265 Â 2028 Â Â 1,318 Â 2029 Â Â 1,649 Â Thereafter Â Â 9,558 Â Total estimated future benefit payments Â $ 16,409 Â Â Plan Assets The plan assets are invested in insurance contracts with CoprÃ© Collective Foundation based in Lausanne, Switzerland at the end of fiscal years 2024 and 2023. In fiscal 2024 and 2023, the risks of death and disability are reinsured with Zurich Life Insurance. The CoprÃ© Foundation for Occupational Benefits (â€œCoprÃ© Foundationâ€) defines and is responsible for the asset strategy and invests the plan assets for the Company. The CoprÃ© Foundation invests the plan assets in insurance contracts which can be measured at Level 2 in the fair value hierarchy. In fiscal 2024 and 2023, the expected interest rate for mandatory retirement savings was 1.5% and 1.0%, respectively. The technical administration and management of the savings account are guaranteed by the CoprÃ© Foundation. Insurance benefits due are paid directly to the entitled persons by the CoprÃ© Foundation. Accuray International SÃ rl has committed itself to pay the annual contributions and costs due under the pension fund regulations. The contract of affiliation between the Company and the CoprÃ© Collective Foundation can be terminated by either side. In the event of a termination, recipients of retirement and survivorsâ€™ benefits would remain with the collective foundation. The Company commits itself to transfer its active insured members and recipients of disability benefits to the new employee benefits institution, thus releasing the CoprÃ© Collective Foundation from all obligations. Note 14. Segment DisclosureThe Company has one operating and reporting segment (oncology systems group), which develops, manufactures and markets proprietary medical devices used in radiation therapy for the treatment of cancer patients. The Companyâ€™s Chief Executive Officer, its Chief Operating Decision Maker, reviews financial information presented on a consolidated basis for purposes of making operating decisions and assessing financial performance. The Company does not assess the performance of its individual product lines on measures of profit or loss, or asset based metrics. Therefore, the information below is presented

only for revenues and longâ€'lived tangible assets by geographic areas.Â 120 Table of ContentsÂ Disaggregation of RevenuesThe Company disaggregates its revenues from contracts by geographic region, as the Company believes this best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by economic factors. The Company reports its customer revenues in four geographic regions: the Americas, EIMEA, Asia Pacific and Japan. The Americas region primarily includes the United States, Canada, and Latin America. The EIMEA region includes Europe, India, the Middle East and Africa. The Asia Pacific region consists of Asia, Australia and New Zealand. Additionally, the Company typically recognizes revenue at a point in time for product revenue and recognizes revenue over time for service revenue. Revenues attributed to a country or region are based on the shipping addresses of the Companyâ€™s customers. The following summarizes revenue by geographic region (in thousands):Â Â Â Years ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â Americas Â $ 90,156 Â Â $ 122,335 Â Â $ 126,005 Â EIMEA Â Â 168,611 Â Â Â 155,879 Â Â Â 134,640 Â China Â Â 103,412 Â Â Â 75,762 Â Â Â 86,935 Â Japan Â Â 55,682 Â Â Â 61,962 Â Â Â 53,376 Â Asia Pacific, excluding China Â Â 28,690 Â Â Â 31,667 Â Â Â 28,953 Â Total net revenues Â $ 446,551 Â Â $ 447,605 Â Â $ 429,909 Â The following summarizes countries that represent more than ten percent of the Companyâ€™s revenues (in thousands):Â Â Â Years ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2022 Â United States Â Â 18 % Â Â 24 % Â Â 26 % China Â Â 23 % Â Â 17 % Â Â 20 % Japan Â Â 12 % Â Â 14 % Â Â 12 % Rest of world Â Â 47 % Â Â 45 % Â Â 42 % Total net revenues Â Â 100 % Â Â 100 % Â Â 100 % Disaggregation of long-lived assetsÂ Information regarding geographic areas in which the Company has long-lived assets, which consists of property, plant and equipment, net, and operating lease right-of-use assets are as follows (in thousands):Â Â Â June 30, 2024 Â Â June 30, 2023 Â Americas Â $ 46,570 Â Â $ 41,569 Â EIMEA Â Â 9,327 Â Â Â 3,074 Â China Â Â 1,211 Â Â Â 539 Â Japan Â Â 1,304 Â Â Â 1,096 Â Asia Pacific, excluding China Â Â 135 Â Â Â 501 Â Total long-lived assets Â $ 58,547 Â Â $ 46,779 Â Property and equipment, net and operating lease right-of-use assets in the Americas region are located in the United States. 121 Table of Contents Â Note 15. Subsequent EventsOn September 12, 2024, the Company entered into the Fourth Amendment (as defined in Item 9B(a) of this Annual Report on Form 10-K) to (i) change the requirements of certain financial maintenance covenants under the Credit Agreement for the fiscal quarter ending September 30, 2024, (ii) add a minimum liquidity covenant to the Credit Agreement and (iii) reduce the available revolving commitments available under the Credit Agreement to no more than $20.0 million. The Company has evaluated subsequent events through the filing of this Annual Report on Form 10-K and determined that there are no additional events that would require adjustments to its disclosures in the consolidated financial statements. 122 Table of Contents Â Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE None. Item 9A. CONTROLS AND PROCEDURES (a)Evaluation of Disclosure Controls and Procedures Our management, with the participation of our interim Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13aâ€'15(e) of the Exchange Act) as of June 30, 2024. Based on this evaluation, our interim Chief Executive Officer and Chief Financial Officer concluded that as of the end of the period covered by our Annual Report on Form 10â€'K, our disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SECâ€™s rules and forms, and that such information is accumulated and communicated to our management, including our interim Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. (b)Managementâ€™s Report on Internal Control over Financial Reporting Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13aâ€'15(f) of the Exchange Act. Under the supervision and with the participation of the interim Chief Executive Officer and Chief Financial Officer, management conducted an evaluation of the effectiveness of our internal control over financial reporting based upon the guidelines established in Internal Controlâ€"Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (â€œCOSOâ€) 2013. Based on this evaluation, management concluded that as of June 30, 2024 our internal control over financial reporting was not effective as a result of two material weaknesses detailed below. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. Risk assessment A deficiency was identified associated with the risk assessment component of the COSO framework. This specifically related to the implementation of the SAP S/4HANA ERP system on August 1, 2023, which contributed to two material weaknesses within our system of internal control over financial reporting at the control activity level; â€¢The system was not designed and did not maintain effective controls to ensure that all manual journal entries consistently enforced segregation of duties in the approval process prior to being posted to the general ledger system. â€¢The system was not designed to and did not maintain effective controls to ensure the existence of inventory at the Madison manufacturing warehouse locations because its controls relied on a cycle count program that, due to limitations associated with the system, was not sufficiently precise. Notwithstanding the material weaknesses, we have concluded there were no adjustments that resulted from the above material weaknesses and that the financial statements included in this Form 10-K present fairly, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with accounting principles generally accepted in the United States of America. The effectiveness of our internal control over financial reporting as of June 30, 2024 has been audited by Grant Thornton LLP, an independent registered public accounting firm, as stated in their report included herein. 123 Table of Contents Â (c)Remediation Measures Management is committed to addressing and remediating the material weaknesses described above and has immediately commenced developing a plan to enhance the design and operating effectiveness of our internal controls over financial reporting. Remediation measures, which are currently ongoing, include the following: â€¢Enhance the ERP system to ensure systemic workflows are built for all manual journals enforcing the segregation between creation and review/posting of journals. â€¢Enhance the ERP system to allow for full capture of inventory with proper count timing required for an effective cycle count program, inclusive of reinforcement for proper cycle count process through policy statements, regular communications and in periodic reviews and meetings with managers and staff. Though remediation measures are subject to continual review, we expect the remediation measures described above will contribute to addressing the identified material weaknesses. Implementation of the remediation measures is subject to oversight by the Audit Committee of our Board of Directors, and while certain remediation measures are currently in place, the identified material weaknesses will not be considered remediated until the remediation measures have been fully designed and implemented, the applicable controls operate for a sufficient period of time, and we have concluded through testing that the newly implemented controls are operating effectively. (d)Changes in Internal Control over Financial Reporting Our management, with the participation of our interim Chief Executive Officer and Chief Financial Officer, has evaluated any changes in our internal control over financial reporting that occurred during the quarter ended June 30, 2024, and has concluded that other than the material weaknesses identified with corresponding remediation measures described above, there were no changes to our internal control during such quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Inherent Limitations of Internal Controls Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk. Item 9B. OTHER INFORMATION Securities Trading Plans of Directors and Executive Officers During the fourth quarter of fiscal 2024, no director or officer, as defined in Rule 16a-1(f), adopted, or terminated a â€œRule 10b5-1 trading arrangementâ€ or a â€œnon-Rule 10b5-1 trading arrangement,â€ each as defined in Regulation S-K Item 408. Â Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections. None. Â 124 Table of Contents Â REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Â Â Board of Directors and Stockholders Accuray Incorporated Opinion on internal control over financial reporting We have audited the internal control over financial reporting of Accuray Incorporated (a Delaware corporation) and subsidiaries (the â€œCompanyâ€) as of June 30, 2024, based on criteria established in the 2013 Internal Controlâ€"Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (â€œCOSOâ€). In our opinion, because of the effect of the material weaknesses described in the following paragraphs on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of June 30, 2024, based on criteria established in the 2013 Internal Controlâ€"Integrated Framework issued by COSO. A material weakness is a deficiency, or combination of control deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the companyâ€™s annual or interim financial statements will not be prevented or detected on a timely basis. The following material weaknesses have been identified and included in managementâ€™s assessment. The Company has identified a deficiency in a principle associated with the risk assessment component of the COSO framework. This specifically related to the implementation of the SAP S/4HANA ERP system on August 1, 2023, which contributed to two material weaknesses within the Companyâ€™s system of internal control over financial reporting at the control activity level: â€¢The system was not designed and did not maintain effective controls to ensure that all manual journal entries consistently enforced segregation of duties in the approval process prior to being posted to the general ledger system. â€¢The system was not designed to and did not maintain effective controls to ensure the existence of inventory at the Madison manufacturing warehouse locations because its controls relied on a cycle count program that, due to limitations associated with the system, was not sufficiently precise. Â We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (â€œPCAOBâ€), the consolidated financial statements of the Company as of and for the year ended June 30, 2024. The material weaknesses identified above were considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2024 consolidated financial statements, and this report does not affect our report dated September 19, 2024 which expressed an unqualified opinion on those financial statements. Â Basis for opinion The Companyâ€™s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Managementâ€™s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Companyâ€™s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion. Definition and limitations of internal control over financial reporting A companyâ€™s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A companyâ€™s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and 125 Table of Contents Â dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the companyâ€™s assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Â Â Â /s/ GRANT THORNTON LLP Â San Jose, California September 19, 2024 126 Table of Contents Â PART III Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE Directors, Executive Officers and Corporate Governance The information in our 2024 Proxy Statement regarding directors and executive officers appearing under the headings â€œProposal Oneâ€"Election of Directors,â€ â€œExecutive Officersâ€ and â€œDelinquent Section 16(a) Reportsâ€ is incorporated herein by reference. In addition, the information in our 2024 Proxy Statement regarding the director nomination process, the Audit Committee financial expert and the identification of the Audit Committee members appearing under the heading â€œCorporate Governance and Board of Directors Mattersâ€ is incorporated herein by reference. There have been no material changes to the procedures by which stockholders may recommend nominees to our Board of Directors. Item 11. EXECUTIVE COMPENSATION The information in our 2024 Proxy Statement appearing under the headings â€œExecutive Compensation,â€ â€œCompensation Committee Report,â€ â€œCompensation Discussion and Analysis,â€ â€œCompensation of Nonâ€'Employee Directorsâ€ and â€œCorporate Governance and Board of Directors Mattersâ€"Compensation Committee Interlocks and Insider Participationâ€ is incorporated herein by reference. Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS The information in our 2024 Proxy Statement appearing under the heading â€œSecurity Ownership of Certain Beneficial Owners and Managementâ€ and â€œEquity Compensation Plan Informationâ€ is incorporated herein by reference. Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE The information in our 2024 Proxy Statement appearing under the headings â€œCertain Relationships and Related Transactionsâ€ and â€œCorporate Governance and Board of Directors Mattersâ€"Director Independenceâ€ is incorporated herein by reference. Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES The information in our 2024 Proxy Statement appearing under the headings â€œProposal Fiveâ€"Ratification of Appointment of Independent Registered Public Accounting Firmâ€"Audit and Nonâ€'Audit Servicesâ€ and â€œProposal Fiveâ€"Ratification of Appointment of Independent Registered Public Accounting Firmâ€"Audit Committee Preâ€'Approval Policies and Proceduresâ€ is incorporated herein by reference. 127 Table of Contents Â PART IV Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES (a)We have filed the following documents as part of this report: 1.Consolidated Financial Statements (as set forth in Item 8) Â Â Â Page No. Report of Independent Registered Public Accounting Firm (PCAOB ID 248) Â 82 Consolidated Balance Sheets Â 85 Consolidated Statements of Operations and Comprehensive Loss Â 86 Consolidated Statements of Stockholdersâ€™ Equity Â 87 Consolidated Statements of Cash Flows Â 88 Notes to Consolidated Financial Statements Â 90 2.Consolidated Financial Statement Schedules All financial statement schedules have been omitted, since the required information is not applicable or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements and notes thereto included in this Annual Report on Form 10â€'K. 3.Exhibits The following exhibits are incorporated by reference or filed herewith. Â Â Â Â Â Incorporated by Reference ExhibitNo. Â Exhibit Description Â Form Â File No. Â Exhibit Â Filing Date Â Furnishedor FiledHerewith Â Â Â Â 3.1 Â Amended and Restated Certificate of Incorporation of Registrant. Â 8-K Â 001-33301 Â 3.1 Â 02/06/2013 Â Â Â Â Â Â 3.2 Â Amended and Restated Bylaws of Registrant. Â 8â€'K Â 001â€'33301 Â 3.1 Â 09/20/2023 Â Â Â Â Â Â 4.1 Â Indenture between Registrant and The Bank of New York Mellon Trust Company, N.A., as trustee, dated as of August 7, 2017. Â 8-K Â 001-33301 Â 4.1 Â 08/08/2017 Â Â Â Â Â Â 4.2 Â Form of Common Stock Certificate. Â Sâ€'1/A Â 333â€'138622 Â 4.3 Â 02/05/2007 Â Â Â Â Â 4.3 Â Form of 3.75% Convertible Senior Note due 2022 (included in Exhibit 4.3). Â 8-K Â 001-33301 Â 4.1 Â 08/08/2017 Â Â Â Â Â 4.4 Â First Supplemental Indenture, dated as of December 4, 2017, between the Registrant and The Bank of New York Mellon Trust Company, N.A., as trustee. Â 8-K Â 001-33301 Â 4.1 Â 12/04/2017 Â Â Â Â Â 4.5 Â Indenture, dated as of May 13, 2021, between the Registrant and The Bank of New York Mellon Trust Company, N.A., as trustee. Â 8-K Â 001-33301 Â 4.1 Â 05/18/2021 Â Â Â Â Â 4.6 Â Form of 3.75% Convertible Senior Note due 2026 (included in Exhibit 4.5) Â 8-K Â 001-33301 Â 4.1 Â 05/18/2021 Â Â Â Â 4.7 Â Description of the Registrantâ€™s Securities Â 10-K Â 001-33301 Â 4.7 Â 09/07/2023 Â Â 10.1 Â Office Lease between Old Sauk Trails Park Limited Partnership and TomoTherapy Incorporated, dated October 22, 2001. Â 10-K Â 001-33301 Â 10.1 Â 09/07/2023 Â Â Â 10.2 Â First Amendment to Lease between Old Sauk Trails Park Limited Partnership and TomoTherapy Incorporated, dated May 1, 2004. Â 10-K Â 001-33301 Â 10.2 Â 09/07/2023 Â Â 128 Table of Contents Â Â Â Â Â Â Incorporated by Reference ExhibitNo. Â Exhibit Description Â Form Â File No. Â Exhibit Â Filing Date Â Furnishedor FiledHerewith 10.3 Â Second Amendment to Lease between Old Sauk Trails Park Limited Partnership and Accuray, Inc FKA TomoTherapy, Inc., dated October 19, 2016. Â 10-K Â 001-33301 Â 10.3 Â 09/07/2023 Â Â 10.4 Â Third Amendment to Lease between Old Sauk Trails Park Limited Partnership and Accuray Incorporated, dated March 27, 2020. Â 10-K Â 001-33301 Â 10.4 Â 09/07/2023 Â Â 10.5 Â Fourth Amendment to Lease Deming Way Property Group LLC and Accuray Incorporated, dated August 19, 2022. Â 10-K Â 001-33301 Â 10.5 Â 09/07/2023 Â Â Â Â 10.6 Â Accuray Incorporated 1998 Equity Incentive Plan and forms of agreements relating thereto. Â Sâ€'1 Â

333â€‘138622 Â 10.4 Â 11/13/2006 Â Â Â Â 10.7* Â Accuray Incorporated 2007 Incentive Award Plan. Â 10â€‘K Â 001â€‘33301 Â 10.8 Â 09/19/2011 Â Â Â Â 10.8* Â Form of Performance Stock Unit Grant Notice and Performance Stock Unit Agreement. Â 8â€‘K Â 001â€‘33301 Â 99.2 Â 09/02/2014 Â Â Â Â 10.9* Â Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement. Â 8â€‘K Â 001â€‘33301 Â 99.1 Â 09/02/2014 Â Â Â Â 10.10* Â Form of Stock Option Grant Notice and Stock Option Agreement. Â 8â€‘K Â 001â€‘33301 Â 99.3 Â 11/23/2011 Â Â Â Â 10.11* Â Form of 2016 Market Stock Unit Grant Notice and Award Agreement. Â 8â€‘K Â 001â€‘33301 Â 99.1 Â 10/02/2015 Â Â Â Â 10.12* Â Accuray Incorporated Amended and Restated 2016 Equity Incentive Plan and forms of award agreements thereunder. Â 8â€‘K Â 001â€‘33301 Â 10.1 Â 11/15/2023 Â Â Â Â 10.13* Â Amended and Restated 2007 Employee Stock Purchase Plan. Â 8-K Â 001-33301 Â 10.2 Â 11/16/2022 Â Â Â Â 10.14* Â Accuray Incorporated Company Bonus Plan. Â 10â€‘Q Â 001â€‘33301 Â 10.6 Â 11/06/2018 Â Â Â Â 10.15* Â Form of Accuray Incorporated Stand-Alone Inducement Restricted Stock Unit Agreement for Suzanne Winter. Â S-8 Â 333-234412 Â 99.1 Â 10/31/2019 Â Â Â Â 10.16* Â Form of Accuray Incorporated Stand-Alone Inducement Stock Option Agreement for Suzanne Winter. Â S-8 Â 333-234412 Â 99.2 Â 10/31/2019 Â Â Â Â 10.17* Â Form of Accuray Incorporated Stand-Alone Inducement Restricted Stock Unit Agreement for Jim Dennison. Â S-8 Â 333-251038 Â 99.4 Â 11/30/2021 Â Â Â Â 10.18* Â Form of Accuray Incorporated Stand-Alone Inducement Stock Option Agreement for Jim Dennison. Â S-8 Â 333-251038 Â 99.5 Â 11/30/2021 Â Â Â Â 10.19* Â Form of Accuray Incorporated Stand-Alone Inducement Restricted Stock Unit Agreement for Sandeep Chalke. Â S-8 Â 333-265330 Â 99.1 Â 05/31/2022 Â Â Â Â 10.20* Â Form of Accuray Incorporated Stand-Alone Inducement Stock Option Agreement for Sandeep Chalke. Â S-8 Â 333-265330 Â 99.2 Â 05/31/2022 Â Â Â Â 10.21* Â TomoTherapy Incorporated 2000 Stock Option Plan, as amended, and forms of option agreements thereunder. Â Sâ€™8 Â 333â€‘174952 Â 99.1 Â 06/17/2011 Â Â Â Â 10.22* Â TomoTherapy Incorporated 2002 Stock Option Plan, as amended, and forms of option agreements thereunder. Â Sâ€™8 Â 333â€‘174952 Â 99.2 Â 06/17/2011 Â Â 129 Table of Contents Â Â Â Â Â Incorporated by Reference ExhibitNo. Â Exhibit Description Â Form Â File No. Â Exhibit Â Filing Date Â Furnishedor FiledHerewith Â Â 10.23* Â TomoTherapy Incorporated 2007 Equity Incentive Plan, as amended, and forms of option agreements thereunder. Â Sâ€™8 Â 333â€‘174952 Â 99.3 Â 06/17/2011 Â Â Â Â 10.24* Â Form of Indemnification Agreement by and between Registrant and each of its directors and executive officers. Â 10â€‘Q Â 001â€‘33301 Â 10.7 Â 05/10/2011 Â Â Â Â 10.25* Â Executive Employment Agreement by and Between Registrant and Jesse Chew, dated January 1, 2023. Â 10-Q Â 001-33301 Â 10.3 Â 05/08/2023 Â Â Â Â 10.26* Â Executive Employment Agreement by and Between Registrant and Suzanne Winter, dated January 1, 2023 Â 10-Q Â 001-33301 Â 10.1 Â 05/08/2023 Â Â Â Â 10.27* Â Executive Employment Agreement by and between Registrant and Michael Hoge, dated January 1, 2023. Â 10-Q Â 001-33301 Â 10.4 Â 05/08/2023 Â Â Â Â 10.28* Â Executive Employment Agreement by and between Registrant and Ali Pervaiz, dated January 1, 2023. Â 10-Q Â 001-33301 Â 10.2 Â 05/08/2023 Â Â Â Â 10.29* Â Executive Employment Agreement by and between Registrant and Sandeep Chalke, dated May 2, 2022. Â 10-K Â 001-33301 Â 10.46 Â 8/17/2023Â Â Â Â 10.30 Â Credit Agreement among the Registrant, as the Borrower, the several lenders from time to time party thereto, and Silicon Valley Bank, as administrative agent, lead arranger, issuing lender and swingline lender, dated as of May 6, 2021. Â 10-K Â 001-33301 Â 10.56 Â 08/17/2021 Â Â 10.31 Â First Amendment to Credit Agreement among Registrant, as the Borrower, the several banks and other financial institutions or entities party hereto, and Silicon Valley Bank, as administrative agent, issuing lender and swingline lender, dated as of October 28, 2022. Â 10-Q Â 001-33301 Â 10.1 Â 2/2/2023 Â Â 10.32 Â Second Amendment to Credit Agreement among Registrant, as the Borrower, the several banks and other financial institutions or entities party hereto, and Silicon Valley Bank, a division of First-Citizens Bank & Trust Company, as administrative agent, issuing lender and swingline lender, dated as of November 20, 2023. Â Â Â Â Â Â Â Â Â X 10.33 Â Third Amendment to Credit Agreement among Registrant, as the Borrower, the several banks and other financial institutions or entities party hereto, and Silicon Valley Bank, a division of First-Citizens Bank & Trust Company, as administrative agent, issuing lender and swingline lender, dated as of April 25, 2024. Â 10-Q Â 001-33301 Â 10.1 Â 05/08/2024 Â Â 10.34 Â Form of Exchange Agreement, dated as of May 6, 2021, between the Registrant and each signatory thereto. Â 8-K Â 001-33301 Â 10.1 Â 05/12/2021 Â Â 10.35 Â Form of Subscription Agreement, dated as of May 6, 2021, between the Registrant and each signatory thereto. Â 8-K Â 001-33301 Â 10.2 Â 05/12/2021 Â Â 130 Table of Contents Â Â Â Â Â Incorporated by Reference ExhibitNo. Â Exhibit Description Â Form Â File No. Â Exhibit Â Filing Date Â Furnishedor FiledHerewith 19.1 Â Insider Trading Policy Â Â Â Â Â Â Â Â Â Â X 21.1 Â List of subsidiaries. Â Â Â Â Â Â Â Â Â Â X 23.1 Â Consent of Grant Thornton LLP, independent registered public accounting firm. Â Â Â Â Â Â Â Â Â X 24.1 Â Power of Attorney (incorporated by reference to the signature page of this annual report on Form 10â€‘K). Â Â Â Â Â Â Â Â Â Â Â X 31.1 Â Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanesâ€‘Oxley Act of 2002. Â Â Â Â Â Â Â Â Â Â Â X 31.2 Â Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanesâ€‘Oxley Act of 2002. Â Â Â Â Â Â Â Â Â X 32.1 Â Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanesâ€‘Oxley Act of 2002. Â Â Â Â Â Â Â Â Â X 97.1 Â Compensation Recovery Policy Â Â Â Â Â Â Â Â Â Â X 101.INS Â Inline XBRL Instance Documentâ€”the instance document does not appear in the Interactive Data File as its XBRL tags are embedded within the Inline XBRL document Â Â Â Â Â Â Â Â Â Â X 101.SCH Â Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents Â Â Â Â Â Â Â Â Â Â X 104 Â Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101) Â Â Â Â Â Â Â Â Â Â Â Â Â Â * Management contract or compensatory plan or arrangement. â€¡ Confidential treatment has been granted with respect to portions of this exhibit. â€ Certain portions of this exhibit have been omitted because they are both not material and would be competitively harmful if publicly disclosed. The certification attached as Exhibit 32.1 that accompanies this Annual Report on Form 10â€‘K is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Accuray Incorporated under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date of this Annual Report on Form 10â€‘K, irrespective of any general incorporation language contained in such filing. Form 10â€‘K, irrespective of any general incorporation language contained in such filing. Item 16. FORM 10-K SUMMARY None. 131 Table of Contents Â SIGNATURES Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Madison, State of Wisconsin, on September 19, 2024. Â Â ACCURAY INCORPORATED Â Â Â Â By: /s/ SandeepÂ ChalkeSandeep ChalkeInterim Chief Executive OfficerÂ Â By: /s/ Ali PervaizAli PervaizSenior Vice President and Chief Financial OfficerÂ Â 132 Table of Contents Â POWER OF ATTORNEY KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Sandeep Chalke and Ali Pervaiz, and each of them, as his true and lawful attorneysâ€‘inâ€‘fact and agents, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10â€‘K, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneysâ€‘inâ€‘fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneysâ€‘ inâ€‘ fact and agents, and any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following and on the dates indicated. Â Signature Â Title Â Date Â Â Â Â Â /s/ SandeepÂ ChalkeSandeep Chalke Â Interim Chief Executive Officer (Principal Executive Officer) Â September 19, 2024 Â Â Â Â Â /s/ Ali PervaizAli Pervaiz Â Chief Financial Officer (Principal Financial and Accounting Officer) Â September 19, 2024 Â Â Â Â Â Â Â President, Chief Executive Officer and Director Â Â Suzanne Winter Â Â Â Â Â Â Â /s/ Joseph E. WhittersJoseph E. Whitters Â Chairperson of the Board and Director Â September 19, 2024 Â Â Â Â Â /s/ Robert C. KillRobert C. Kill Â Director Â September 19, 2024 Â Â Â Â Â Â /s/ Byron C. ScottByron C. Scott Â Director Â September 19, 2024 Â Â Â Â Â /s/ Beverly A. HussBeverly A. Huss Â Director Â September 19, 2024 Â Â Â Â Â /s/ Anne B. Le Grand Â Director Â September 19, 2024 Anne B. Le Grand Â Â Â Â Â Â Â /s/ James M. HindmanJames M. Hindman Â Director Â September 19, 2024 Â Â Â Â Â /s/ Mika NishimuraMika Nishimura Â Director Â September 19, 2024 Â 133 EX-10.32 2 aray-ex10_32.htm EX-10.32 EX-10.32 EXHIBIT 10.32 Â SECOND AMENDMENT TO CREDIT AGREEMENT This Second Amendment to Credit Agreement (this â€œAmendmentâ€) dated and effective as of November 20, 2023 (the â€œSecond Amendment Effective Dateâ€) by and among ACCURAY INCORPORATED, a Delaware corporation (the â€œBorrowerâ€), the several banks and other financial institutions or entities party hereto (the â€œLendersâ€) and SILICON VALLEY BANK, a division of FIRST-CITIZENS BANK & TRUST COMPANY (â€œSVBâ€), as the Administrative Agent (SVB, in such capacity, the â€œAdministrative Agentâ€), and as the Issuing Lender and the Swingline Lender. Â W I T N E S S E T H: WHEREAS, the Borrower, the Lenders, the Administrative Agent, the Issuing Lender and the Swingline Lender are parties to that certain Credit Agreement dated as of May 6, 2021 (as amended by that certain First Amendment to Credit Agreement dated as of October 28, 2022 and as may be further amended, modified, supplemented or restated and in effect from time to time, the â€œCredit Agreementâ€); and WHEREAS, the Borrower has requested that the Lenders and the Administrative Agent agree to modify and amend certain terms and conditions of the Credit Agreement, subject to the terms and conditions contained herein. NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows: 1.Capitalized Terms. All capitalized terms used herein and not otherwise defined shall have the same meaning herein as in the Credit Agreement or in the other Loan Documents, as applicable. 2.Amendments to the Credit Agreement. The Credit Agreement and Schedule 1.1A attached thereto (excluding any other Exhibits or Schedules thereto, which shall remain in full force and effect unless expressly amended pursuant to this Amendment) is hereby amended as set forth in Annex A attached hereto such that all of the newly inserted double-underlined text (indicated textually in the same manner as the following examples: double-underlined text and double-underlined text) and any formatting changes attached hereto shall be deemed to be inserted in the text of the Credit Agreement, and all of the deleted stricken text (indicated textually in the same manner as the following examples: stricken text and stricken text) shall be deemed to be deleted from the text of the Credit Agreement. 3.Acknowledgement of Capital Expenditures. Subject to the terms and conditions set forth herein, and notwithstanding anything to the contrary contained in the Credit Agreement, the parties hereto acknowledge, agree and deem for all purposes under the Loan Documents (and with retroactive effect) that any and all Capital Expenditures made in the trailing 12-month period ending September 30, 2023 shall be deemed to have been financed with Revolving Loans. 4.Conditions Precedent to Effectiveness. This Amendment shall not be effective until each of the following conditions precedent have been fulfilled to the satisfaction of the Administrative Agent: (a)This Amendment shall have been duly executed and delivered by the Borrower, the Administrative Agent and the Required Lenders. The Administrative Agent shall have received a fully executed copy of this Amendment. Â Â Â Â (b)Immediately after giving effect to this Amendment, no Default or Event of Default shall have occurred and be continuing. (c)Immediately after giving effect to this Amendment, the representations and warranties made by each Loan Party in this Amendment, the Credit Agreement, as amended by this Amendment and the other Loan Documents to which it is a party (i) that is qualified by materiality shall be true and correct, and (ii) that is not qualified by materiality, shall be true and correct in all material respects, in each case, on and as of such date as if made on and as of such date, except to the extent any such representation and warranty expressly relates to an earlier date, in which case such representation and warranty shall have been true and correct in all material respects (or all respects, as applicable) as of such earlier date. (d)The Lenders and the Administrative Agent shall have received all expenses for which invoices have been presented (including the reasonable fees and expenses of legal counsel required to be paid hereunder or under any other Loan Document), to the extent provided in Section 10.5 of the Credit Agreement on or before the Second Amendment Effective Date. 5.Post-Closing Obligations. The Borrower shall deliver revised Projections for the fiscal year of the Borrower ending June 30, 2024, on or before November 16, 2023 (or such later date as the Administrative Agent may agree in its sole discretion). Failure of the Borrower to deliver the foregoing post-closing item within the time period set forth above shall constitute an Event of Default. 6.Representations and Warranties. Each Loan Party hereby represents and warrants to the Administrative Agent and the Lenders as follows: (a)This Amendment is, and each other Loan Document to which it is or will be a party, when executed and delivered by each Loan Party that is a party thereto, will be the legally valid and binding obligation of such Loan Party, enforceable against such Loan Party in accordance with its respective terms, except as enforcement may be limited by equitable principles or by bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or limiting creditorsâ€™ rights generally. (b)Immediately after giving effect to this Amendment, the representations and warranties set forth in this Amendment, the Credit Agreement, as amended by this Amendment and after giving effect hereto, and the other Loan Documents to which it is a party (i) that is qualified by materiality shall be true and correct, and (ii) that is not qualified by materiality, shall be true and correct in all material respects, in each case, on and as of such date as if made on and as of such date, except to the extent any such representation and warranty expressly relates to an earlier date, in which case such representation and warranty shall have been true and correct in all material respects (or all respects, as applicable) as of such earlier date. 7.Payment of Costs and Expenses. The Borrower shall pay to the Administrative Agent all reasonable costs, out-of-pocket expenses, and fees and charges of every kind of the Administrative Agent in connection with the preparation, negotiation, execution and delivery of this Amendment and any documents and instruments relating hereto (which costs include, without limitation, the reasonable fees Â 2Â Â and expenses of any attorneys retained by the Administrative Agent) to the extent provided in Section 10.5 of the Credit Agreement. 8.Choice of Law. This Amendment and the rights of the parties hereunder, shall be determined under, governed by, and construed and interpreted in accordance with the internal laws (and not the conflict of law rules) of the State of New York. Section 10.14 of the Credit Agreement is hereby incorporated by reference. 9.Counterpart Execution. This Amendment may be executed in any number of counterparts, all of which when taken together shall constitute one and the same instrument, and any of the parties hereto may execute this Amendment by signing any such counterpart. Delivery of an executed counterpart of this Amendment by telefacsimile or other electronic method of transmission shall be equally as effective as delivery of an original executed counterpart of this Amendment. 10.Effect on Loan Documents. (a)The Credit Agreement, as amended hereby, and each of the other Loan Documents shall be and remain in full force and effect in accordance with their respective terms and hereby are ratified and confirmed in all respects. The execution, delivery, and performance of this Amendment shall not operate as a modification or waiver of any right, power, or remedy of the Administrative Agent or any Lender under the Credit Agreement or any other Loan Document except as expressly set forth herein. Nothing contained in this Amendment shall constitute a novation of the Obligations. The modifications and other agreements herein are limited to the specifics hereof (including facts or occurrences on which the same are based), shall not apply with respect to any facts or occurrences other than those on which the same are based, shall not excuse any non-compliance with the Loan Documents, and shall not operate as a consent or waiver to any matter under the Loan Documents. Except for the amendments to the Credit Agreement expressly set forth herein, the Credit Agreement and other Loan Documents shall remain unchanged and in full force and effect. To the extent any terms or provisions of this Amendment conflict with those of the Credit Agreement or other Loan Documents, the terms and provisions of this Amendment shall control. (b)To the extent that any terms and conditions in any of the Loan Documents shall contradict or be in conflict with any terms or conditions of the Credit Agreement, after giving effect to this Amendment, such terms and conditions are hereby deemed modified or amended accordingly to reflect the terms and conditions of the Credit Agreement as modified or amended hereby. (c)This Amendment is a Loan Document. 11.Release of Claims. Each Loan Party hereby absolutely and unconditionally releases and forever discharges the Administrative Agent, each Lender, and any and all participants, parent corporations, subsidiary corporations, affiliated corporations, insurers, indemnitors, successors and assigns thereof, together with all of the present and former directors, officers, agents, attorneys and employees of any of the foregoing (each, a â€œReleaseeâ€ and collectively, the â€œReleaseesâ€), from any and all claims, demands or causes of action of any kind, nature or description, whether arising in law or equity or upon contract or tort or under any state or federal law or otherwise (each, a â€œClaimâ€ and collectively, the â€œClaimsâ€), which any Loan Party has had, now has or has made claim to have against any such person Â 3Â Â for or by reason of any act, omission, matter, cause or thing whatsoever, in each case, arising out of, or in connection with, the Loan Documents and the transactions contemplated thereunder from the beginning of time to and including the date of this Amendment, whether such claims, demands and causes of action are matured or unmatured or known or unknown, except for the duties and obligations set forth in this Amendment. Each Loan Party understands, acknowledges and agrees that the release set forth above may be pleaded as a full and complete defense to any Claim and may be used as a basis for an injunction against any action, suit or other proceeding which may be instituted, prosecuted or attempted in breach of the provisions of such release. Each Loan Party agrees that no fact, event, circumstance, evidence or transaction which could now be asserted or which may hereafter be discovered will affect in any manner the final, absolute and unconditional nature of the release set forth above. In connection with the releases set forth above, each Loan Party expressly and completely waives and relinquishes any and all rights and benefits that it has or may ever have pursuant to Section 1542 of the Civil Code of the State of California, or any other similar provision of law or principle of equity in any jurisdiction pertaining to the matters released herein. Section 1542 provides as follows: A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS THAT THE CREDITOR OR RELEASING PARTY DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE AND THAT, IF KNOWN BY HIM OR HER, WOULD HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE

DEBTOR OR RELEASED PARTY. 12.Entire Agreement. This Amendment, and terms and provisions hereof, the Credit Agreement and the other Loan Documents constitute the entire understanding and agreement between the parties hereto with respect to the subject matter hereof and supersedes any and all prior or contemporaneous amendments or understandings with respect to the subject matter hereof, whether express or implied, oral or written. 13.Severability. In case any provision in this Amendment shall be invalid, illegal or unenforceable, such provision shall be severable from the remainder of this Amendment and the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby. [Signature pages follow] Â 4Â Â In Witness Whereof, the parties hereto have caused this Amendment to be duly executed and delivered by their proper and duly authorized officers as of the day and year first above written. BORROWER:Â ACCURAY INCORPORATED Â Â By: /s/ Jesse ChewName: Jesse ChewTitle: General CounselÂ Â Â Â Â ADMINISTRATIVE AGENT, ISSUING LENDER, SWINGLINE LENDER AND AS A LENDER: Â FIRST-CITIZENS BANK & TRUST COMPANYÂ By: /s/ Justin Roberts Name: Justin Roberts Title: Director Â Â LENDER: HSBC BANK US, NATIONAL ASSOCIATIONÂ By: /s/ Sahib Phagura Name: Sahib Phagura Title: Vice President Â Â LENDER: COMERICA BANKÂ By: /s/ Grant Simon Name: Grant Simon Title: SVP/GM Â Â Annex A Conformed Credit Agreement [See Attached] Â Â Â Â Execution Version ***Conformed to include changes pursuant to the FirstSecond Amendment to Credit Agreement*** Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â SENIOR SECURED CREDIT FACILITIES CREDIT AGREEMENT dated as of May 6, 2021, among ACCURAY INCORPORATED, as the Borrower, THE SEVERAL LENDERS FROM TIME TO TIME PARTY HERETO, Â and Â SILICON VALLEY BANK, a division of FIRST-CITIZENS BANK & TRUST COMPANY, as Administrative Agent, Lead Arranger, Issuing Lender and Swingline Lender Â Â Â Table of Contents Page Â Â 1Â Â SECTION 1 DEFINITIONS 1 1.1Defined Terms 1 1.2Other Definitional Provisions 46 1.3Rounding 4647 1.4Limited Condition Acquisitions 47 1.5Rates. 47 SECTION 2 AMOUNT AND TERMS OF COMMITMENTS 48 2.1Term Commitments 48 2.2Procedure for Term Loan Borrowing 48 2.3Repayment of Term Loans 48 2.4Revolving Commitments 48 2.5Procedure for Revolving Loan Borrowing 49 2.6Swingline Commitment 49 2.7Procedure for Swingline Borrowing; 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RECITALS: WHEREAS, the Borrower desires to obtain financing to refinance (x) the Existing Credit Facilities (as defined below) and (y) a substantial portion of the Borrowerâ€™s 3.75% Convertible Senior Notes due July 15, 2022 (the â€œ2022 Notesâ€ (which term shall include any permitted refinancing thereof)), as well as for working capital financing, letter of credit facilities and other general corporate purposes; WHEREAS, the Lenders have agreed to extend certain credit facilities to the Borrower, upon the terms and conditions specified in this Agreement, in an aggregate principal amount not to exceed $120,000,000, consisting of a term loan facility in the aggregate principal amount of $80,000,000, and a revolving loan facility in an aggregate principal amount of up to $40,000,000, including a letter of credit sub-facility in the aggregate availability amount of $5,000,000 (as a sublimit of the revolving loan facility); and a swingline sub-facility in the aggregate availability amount of $5,000,000 (as a sublimit of the revolving loan facility); WHEREAS, the Borrower has agreed to secure all of its Obligations by granting to the Administrative Agent, for the benefit of the Secured Parties, a first priority lien on substantially all of its assets; and WHEREAS, each of the Guarantors has agreed to guarantee the Obligations of the Borrower and to secure its respective Obligations in respect of such guarantee by granting to the Administrative Agent, for the benefit of the Secured Parties, a first priority lien on substantially all of its assets. NOW, THEREFORE, the parties hereto hereby agree as follows: SECTION 1 DEFINITIONS 1.1Defined Terms. As used in this Agreement (including the recitals hereof), the terms listed in this Section 1.1 shall have the respective meanings set forth in this Section 1.1. â€œ2022 Notesâ€: as defined in the Recitals hereto. â€œ2026 Notesâ€: the 3.75% convertible senior notes due June 1, 2026, issued pursuant to the indenture, to be dated on or about the Closing Date, between the Borrower and The Bank of New York Mellon Trust Company, N.A., as trustee, in an original principal amount of $100,000,000. â€œABRâ€: for any day, a rate per annum equal to the highest of (a) the Prime Rate in effect on such day, (b) the Federal Funds Effective Rate in effect on such day plus 0.50% or (c) Adjusted Term SOFR for a one-month tenor in effect on such day (taking into account the Floor set forth in the definition of â€œAdjusted Term SOFRâ€) plus 1%. Any change in the ABR due to a change in any of the Prime Rate, the Â 1Â Â Federal Funds Effective Rate or the Adjusted Term SOFR, as the case may be, shall be effective as of the opening of business on the effective day of the change in such rates. â€œABR Loansâ€: Loans, the rate of interest applicable to which is based upon the ABR. â€œABR Term SOFR Determination Dayâ€: as defined in the definition of â€œTerm SOFRâ€. â€œAdjusted Term SOFRâ€: for purposes of any calculation, the rate per annum equal to (a) Term SOFR for such calculation plus (b) the Term SOFR Adjustment; provided that if Adjusted Term SOFR as so determined shall ever be less than the Floor, then Adjusted Term SOFR shall be deemed to be the Floor. â€œAdministrative Agentâ€: SVB, as the administrative agent under this Agreement and the other Loan Documents, together with any of its successors in such capacity. â€œAffected Financial Institutionâ€: (a) any EEA Financial Institution or (b) any UK Financial Institution. â€œAffected Lenderâ€: as defined in Section 2.23. â€œAffiliateâ€: with respect to a specified Person, another Person that directly, or indirectly through one or more intermediaries, Controls or is Controlled by or is under common Control with the Person specified; provided that, neither the Administrative Agent nor the Lenders shall be deemed Affiliates of the Loan Parties as a result of the exercise of their rights and remedies under the Loan Documents. â€œAgent Partiesâ€: as defined in Section 10.2(c)(ii). â€œAggregate Exposureâ€: with respect to any Lender at any time, an amount equal to the sum of (a) without duplication of clause (b), the aggregate then unpaid principal amount of such Lenderâ€™s Term Loans, (b) without duplication of clause (a), the aggregate amount of such Lenderâ€™s Term Commitments then in effect, (c) the amount of such Lenderâ€™s Revolving Commitment then in effect or, if the Revolving Commitments have been terminated, the amount of such Lenderâ€™s Revolving Extensions of Credit then outstanding, and (d) without duplication of clause (b), the L/C Commitment of such Lender then in effect (as a sublimit of the Revolving Commitment of such Lender). â€œAggregate Exposure Percentageâ€: with respect to any Lender at any time, the ratio (expressed as a percentage) of such Lenderâ€™s Aggregate Exposure at such time to the Aggregate Exposure of all Lenders at such time. â€œAgreementâ€: as defined in the preamble hereto. â€œAgreement Currencyâ€: as defined in Section 10.19. â€œApplicable Marginâ€: initially, the rates per annum corresponding to Level II in the tables below; provided that commencing on the date on which the Administrative Agent receives copies of the consolidated financial statements of the Borrower and its Subsidiaries in respect of the fiscal quarter of the Borrower and its Subsidiaries ending June 30, 2021, together with a Compliance Certificate in respect thereof as contemplated by Section 6.2(b), â€œApplicable Marginâ€ shall mean the rate per annum set forth under the relevant column heading below: Â 2Â Â TERM LOANS AND REVOLVING LOANS Â Â 3Â Â Level Consolidated Senior Net Leverage Ratio Â SOFR Loans ABR Â Â Loans Â I â‰¥3.00: 1.00 3.25% 2.25% 0.40% II â‰¥ 2.00:1.00 but < 3.00:1.00 3.00% 2.00% 0.35% III â‰¥1.00:1.00 but < 2.00:1.00 2.75% 1.75% 0.30% IV <1.00:1.00 2.50% 1.50% 0.25% Loans/Swingline Commitment Fee Rate Â Â 4Â Â Â Â Â Â Â Â Â Â Â Notwithstanding the foregoing, (a) if the financial statements required by Section 6.1 and the related Compliance Certificate required by Section 6.2(b) are not delivered by the respective date required thereunder after the end of any related fiscal quarter of the Borrower, the Applicable Margin shall be the rates corresponding to Level I in the foregoing tables until such financial statements and Compliance Certificate are delivered, and (b) no reduction to the Applicable Margin shall become effective at any time when an Event of Default has occurred and is continuing. If, as a result of any restatement of or other adjustment to the financial statements of the Loan Parties or for any other reason, the Administrative Agent determines that (x) the Consolidated Senior Net Leverage Ratio as calculated by the Borrower as of any applicable date was inaccurate and (y) a proper calculation of the Consolidated Senior Net Leverage Ratio would have resulted in different pricing for any period, then (i) if the proper calculation of the Consolidated Senior Net Leverage Ratio would have resulted in higher pricing for such period, the Borrower shall automatically and retroactively be obligated to pay to the Administrative Agent, for the benefit of the applicable Lenders, promptly on demand by the Administrative Agent, an amount equal to the excess of the amount of interest and fees that should have been paid for such period over the amount of interest and fees actually paid for such period; and (ii) if the proper calculation of the Consolidated Senior Net Leverage Ratio would have resulted in lower pricing for such period, neither the Administrative Agent nor any Lender shall have any obligation to repay any interest or fees to the Borrower. â€œApplicationâ€: an application, in such form as the Issuing Lender may specify from time to time, requesting the Issuing Lender to issue a Letter of Credit. â€œApproved Fundâ€: any Fund that is administered or managed by (a) a Lender, (b) an Affiliate of a Lender, or (c) an entity or an Affiliate of an entity that administers or manages a Lender. â€œAsset Saleâ€: any Disposition of property or series of related Dispositions of property (excluding any such Disposition of property permitted by clauses (a) through (l) and (o) through (q) of Section 7.5) that yields gross proceeds to any Group Member (valued at the initial principal amount thereof in the case of non-cash proceeds consisting of notes or other debt securities and valued at fair market value in the case of other non-cash proceeds) in excess of $5,000,000. â€œAssignment and Assumptionâ€: an assignment and assumption entered into by a Lender and an Eligible Assignee (with the consent of any party whose consent is required by Section 10.6), and accepted by the Administrative Agent, in substantially the form of Exhibit E or any other form approved by the Administrative Agent. â€œAvailable Revolving Commitmentâ€: at any time, an amount equal to (a) the Total Revolving Â 5Â Â Commitments in effect at such time, minus (b) the aggregate undrawn amount of all outstanding Letters of Credit at such time, minus (c) the aggregate amount of all L/C Disbursements that have not yet been reimbursed or converted into Revolving Loans at such time, minus (d) the aggregate principal balance of any Revolving Loans outstanding at such time. â€œAvailable Tenorâ€: as of any date of determination and with respect to the then-current Benchmark, as applicable, (x) if such Benchmark is a term rate, any tenor for such Benchmark (or component thereof) that is or may be used for determining the length of an interest period pursuant to this Agreement or (y) otherwise, any payment period for interest calculated with reference to such Benchmark (or component thereof) that is or may be used for determining any frequency of making payments of interest calculated with reference to such Benchmark pursuant to this Agreement, in each case, as of such date and not including, for the avoidance of doubt, any tenor for such Benchmark that is then-removed from the definition of â€œInterest Periodâ€ pursuant to Section 2.17(b)(iv). â€œBail-In Actionâ€: the exercise of any Write-Down and Conversion Powers by the applicable Resolution Authority in respect of any liability of an Affected Financial Institution. â€œBail-In Legislationâ€: (a) with respect to any EEA Member Country implementing Article 55 of Directive 2014/59/EU of the European Parliament and of the Council of the European Union, the implementing law, regulation, rule or requirement for such EEA Member Country from time to time which is described in the EU Bail-In Legislation Schedule and (b) with respect to the United Kingdom, Part I of the United Kingdom Banking Act 2009 (as amended from time to time) and any other law, regulation or rule applicable in the United Kingdom relating to the resolution of unsound or failing banks, investment firms or other financial institutions or their affiliates (other than through liquidation, administration or other Insolvency Proceedings). â€œBankruptcy Codeâ€: Title 11 of the United States Code entitled â€œBankruptcy.â€ â€œBenchmarkâ€: initially, the Term SOFR Reference Rate; provided that if a Benchmark Transition Event has occurred with respect to the Term SOFR Reference Rate or the then-current Benchmark, then â€œBenchmarkâ€ means the applicable Benchmark Replacement to the extent that such Benchmark Replacement has replaced such prior benchmark rate pursuant to Section 2.17(b)(i). â€œBenchmark Replacementâ€: with respect to any Benchmark Transition Event, the first alternative set forth in the order below that can be determined by the Administrative Agent for the applicable Benchmark Replacement Date: (a)the sum of (i) Daily Simple SOFR and (ii) the related Benchmark Replacement Adjustment; or (b)the sum of: (i) the alternate benchmark rate that has been selected by the Administrative Agent and the Borrower giving due consideration to (A) any selection or recommendation of a replacement benchmark rate or the mechanism for determining such a rate by the Relevant Governmental Body or (B) any evolving or then-prevailing market convention for determining a benchmark rate as a replacement to the then-current Benchmark for Dollar-denominated syndicated credit facilities at such time and (ii) the related Benchmark Replacement Adjustment. If the Benchmark Replacement as determined pursuant to clause (a) or (b) above would be less than the Floor, the Benchmark Replacement will be deemed to be the Floor for the purposes of this Agreement and the other Loan Documents. Â 6Â Â â€œBenchmark Replacement Adjustmentâ€: with respect to any replacement of the then current Benchmark with an Unadjusted Benchmark Replacement,

the spread adjustment, or method for calculating or determining such spread adjustment, (which may be a positive or negative value or zero) that has been selected by the Administrative Agent and the Borrower giving due consideration to (a) any selection or recommendation of a spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of such Benchmark with the applicable Unadjusted Benchmark Replacement by the Relevant Governmental Body or (b) any evolving or then-prevailing market convention for determining a spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of such Benchmark with the applicable Unadjusted Benchmark Replacement for Dollar-denominated syndicated credit facilities at such time. â€œBenchmark Replacement Dateâ€: the earliest to occur of the following events with respect to the then-current Benchmark: (a)in the case of clause (a) or (b) of the definition of â€œBenchmark Transition Event,â€ the later of (i) the date of the public statement or publication of information referenced therein and (ii) the date on which the administrator of such Benchmark (or the published component used in the calculation thereof) permanently or indefinitely ceases to provide all Available Tenors of such Benchmark (or such component thereof); or (b)in the case of clause (c) of the definition of â€œBenchmark Transition Eventâ€, the first date on which such Benchmark (or the published component used in the calculation thereof) has been determined and announced by the regulatory supervisor for the administrator of such Benchmark (or such component thereof) to be non-representative; provided that such non-representativeness will be determined by reference to the most recent statement or publication referenced in such clause (c) and even if any Available Tenor of such Benchmark (or such component thereof) continues to be provided on such date. For the avoidance of doubt, the â€œBenchmark Replacement Dateâ€ will be deemed to have occurred in the case of clause (a) or (b) with respect to any Benchmark upon the occurrence of the applicable event or events set forth therein with respect to all then-current Available Tenors of such Benchmark (or the published component used in the calculation thereof). â€œBenchmark Transition Eventâ€: the occurrence of one or more of the following events with respect to the then-current Benchmark: (a)a public statement or publication of information by or on behalf of the administrator of such Benchmark (or the published component used in the calculation thereof) announcing that such administrator has ceased or will cease to provide all Available Tenors of such Benchmark (or such component thereof), permanently or indefinitely; provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide any Available Tenor of such Benchmark (or such component thereof); (b)a public statement or publication of information by the regulatory supervisor for the administrator of such Benchmark (or the published component used in the calculation thereof), the Board of Governors of the Federal Reserve System, the Federal Reserve Bank of New York, an insolvency official with jurisdiction over the administrator for such Benchmark (or such component), a resolution authority with jurisdiction over the administrator for such Benchmark (or such component) or a court or an entity with similar insolvency or resolution authority over the administrator for such Benchmark (or such component), which states that the administrator of such Benchmark (or such component) has ceased or will cease to provide all Available Tenors of such Benchmark (or such component Â 7Â Â thereof) permanently or indefinitely; provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide any Available Tenor of such Benchmark (or such component thereof); or (c)a public statement or publication of information by the regulatory supervisor for the administrator of such Benchmark (or the published component used in the calculation thereof) announcing that all Available Tenors of such Benchmark (or such component thereof) are not, or as of a specified future date will not be, representative. For the avoidance of doubt, a â€œBenchmark Transition Eventâ€ will be deemed to have occurred with respect to any Benchmark if a public statement or publication of information set forth above has occurred with respect to each then-current Available Tenor of such Benchmark (or the published component used in the calculation thereof). â€œBenchmark Transition Start Dateâ€: in the case of a Benchmark Transition Event, the earlier of (a) the applicable Benchmark Replacement Date and (b) if such Benchmark Transition Event is a public statement or publication of information of a prospective event, the 90th day prior to the expected date of such event as of such public statement or publication of information (or if the expected date of such prospective event is fewer than 90 days after such statement or publication, the date of such statement or publication). â€œBenchmark Unavailability Periodâ€: the period (if any) (x) beginning at the time that a Benchmark Replacement Date has occurred if, at such time, no Benchmark Replacement has replaced the then-current Benchmark for all purposes hereunder and under any Loan Document in accordance with Section 2.17(b) and (y) ending at the time that a Benchmark Replacement has replaced the then-current Benchmark for all purposes hereunder and under any Loan Document in accordance with Section 2.17(b). â€œBenefit Planâ€: any of (a) an â€œemployee benefit planâ€ (as defined in Section 3(3) of ERISA) that is subject to Title I of ERISA, (b) a â€œplanâ€ as defined in Section 4975 of the Code to which Section 4975 of the Code applies, and (c) any Person whose assets include (for purposes of the Plan Asset Regulations or otherwise for purposes of Title I of ERISA or Section 4975 of the Code) the assets of any such â€œemployee benefit planâ€ or â€œplanâ€. â€œBenefitted Lenderâ€: as defined in Section 10.7(a). â€œBlocked Personâ€: as defined in Section 7.23. â€œBoardâ€: the Board of Governors of the Federal Reserve System of the United States (or any successor). â€œBorrowerâ€: as defined in the preamble hereto. â€œBorrowingâ€: a borrowing consisting of simultaneous Loans of the same Type and, in the case of a SOFR Borrowing, having the same Interest Period made by the Lenders. â€œBorrowing Dateâ€: any Business Day specified by the Borrower in a Notice of Borrowing as a date on which the Borrower requests the relevant Lenders to make Loans hereunder. â€œBusinessâ€: as defined in Section 4.17(b). â€œBusiness Dayâ€: a day other than a Saturday, Sunday or other day on which commercial banks Â 8Â Â in the State of New York or the State of California are authorized or required by law to close. â€œCapital Expendituresâ€: for any period, the aggregate of all expenditures during such period determined on a consolidated basis that, in accordance with GAAP, are or should be included in â€œpurchase of property or equipmentâ€ or similar items reflected in the financial statements of the Borrower and its consolidated Subsidiaries for such period. â€œCapital Lease Obligationsâ€: as to any Person, the obligations of such Person to pay rent or other amounts under any lease of (or other arrangement conveying the right to use) real or personal property, or a combination thereof, which obligations are required to be classified and accounted for as capital leases on a balance sheet of such Person under GAAP and, for the purposes of this Agreement, the amount of such obligations at any time shall be the capitalized amount thereof at such time determined in accordance with GAAP; provided, that for all purposes hereunder, any obligations of such Person that would have been treated as operating leases in accordance with Accounting Standards Codification 840 (regardless of whether or not then in effect) shall be treated as operating leases for purposes of all financial definitions, calculations and covenants, without giving effect to Accounting Standards Codification 842 requiring operating leases to be recharacterized or treated as capital leases. â€œCapital Stockâ€: with respect to any Person, all of the shares of capital stock of (or other ownership or profit interests in) such Person, all of the warrants, options or other rights for the purchase or acquisition from such Person of shares of capital stock of (or other ownership or profit interests in) such Person, all of the securities convertible into or exchangeable for shares of capital stock of (or other ownership or profit interests in) such Person or warrants, rights or options for the purchase or acquisition from such Person of such shares (or such other interests), and all of the other ownership or profit interests in such Person (including partnership, member or trust interests therein), whether voting or nonvoting, and whether or not such shares, warrants, options, rights or other interests are outstanding on any date of determination. For purposes of clarification, Convertible Indebtedness (including, but not limited to, Permitted Convertible Indebtedness) shall not constitute Capital Stock. â€œCash Collateralizeâ€: to pledge and deposit with or deliver to (a) with respect to Obligations in respect of Letters of Credit, the Administrative Agent, for the benefit of the Issuing Lender and one or more of the Lenders, as applicable, as collateral for L/C Exposure or obligations of the Lenders to fund participations in respect thereof, cash or deposit account balances or, if the Administrative Agent and the Issuing Lender shall agree in their sole discretion, other reasonably satisfactory credit support, in each case pursuant to documentation in form and substance satisfactory to the Administrative Agent and such Issuing Lender; (b) unless otherwise waived (or reduced by) the applicable Cash Management Bank, with respect to Obligations arising under any Cash Management Agreement in connection with Cash Management Services, the applicable Cash Management Bank, for its own or any of its applicable Affiliateâ€™s benefit, as provider of such Cash Management Services, cash or deposit account balances having an aggregate value of 103% of the aggregate Obligations arising under such Cash Management Agreement evidencing such Cash Management Services or, if the applicable Cash Management Bank shall agree in its sole discretion, other reasonably satisfactory credit support, in each case pursuant to documentation in form and substance satisfactory to such Cash Management Bank; or (c) unless otherwise waived by the applicable Qualified Counterparty with respect to Obligations in respect of any Specified Swap Agreements, the applicable Qualified Counterparty, as Collateral for such Obligations, cash or deposit account balances or, if such Qualified Counterparty shall agree in its sole discretion, other reasonably satisfactory credit support, in each case pursuant to documentation in form and substance satisfactory to such Qualified Counterparty. â€œCash Collateralâ€ shall have a meaning correlative to the foregoing and shall include the proceeds of such cash collateral and other credit support. Â 9Â Â â€œCash Equivalentsâ€: (a) marketable direct obligations issued by, or unconditionally guaranteed by, the United States Government or issued by any agency thereof and backed by the full faith and credit of the United States, in each case maturing within one year from the date of acquisition; (b) certificates of deposit, time deposits, eurodollar time deposits or overnight bank deposits having maturities of one year or less from the date of acquisition issued by any Lender or by any commercial bank organized under the laws of the United States or any state thereof having combined capital and surplus of not less than $250,000,000; (c) commercial paper of an issuer rated at least A-1 by S&P or P-1 by Moodyâ€™s, or carrying an equivalent rating by a nationally recognized rating agency, if both of the two named rating agencies cease publishing ratings of commercial paper issuers generally, and maturing within six (6) months from the date of acquisition; (d) repurchase obligations of any Lender or of any commercial bank satisfying the requirements of clause (b) of this definition, having a term of not more than thirty (30) days, with respect to securities issued or fully guaranteed or insured by the United States government; (e) securities with maturities of one year or less from the date of acquisition issued or fully guaranteed by any state, commonwealth or territory of the United States, by any political subdivision or taxing authority of any such state, commonwealth or territory or by any foreign government, the securities of which state, commonwealth, territory, political subdivision, taxing authority or foreign government (as the case may be) are rated at least A by S&P or A by Moodyâ€™s; (f) securities with maturities of one year or less from the date of acquisition backed by standby letters of credit issued by any Lender or any commercial bank satisfying the requirements of clause (b) of this definition; (g) money market mutual or similar funds that invest exclusively in assets satisfying the requirements of clauses (a) through (f) of this definition; (h) money market funds that (i) comply with the criteria set forth in SEC Rule 2a-7 under the Investment Company Act of 1940, as amended, (ii) are rated AAA by S&P and Aaa by Moodyâ€™s and (iii) have portfolio assets of at least $5,000,000,000; (i) in the case of any Group Member organized or having its principal place of business outside the United States, investments denominated in the currency of the jurisdiction in which such Group member is organized or has its principal place of business which are similar and of comparable credit quality to the items specified in clauses (b) through (i) above; or (j) investments permitted by the Borrowerâ€™s board-approved investment policy as in effect on the Effective Date or as otherwise modified with the prior written consent of the Administrative Agent (which consent shall not be unreasonably withheld). â€œCash Management Agreementâ€: as defined in the definition of â€œCash Management Services.â€ â€œCash Management Bankâ€: any Person that, at the time it enters into a Cash Management Agreement, is a Lender or an Affiliate of a Lender, in its capacity as a party to such Cash Management Agreement. â€œCash Management Servicesâ€: cash management and other services provided to one or more of the Group Members by a Cash Management Bank which may include treasury, depository, return items, netting, overdraft, controlled disbursement, merchant store value cards, e-payables services, electronic funds transfer, interstate depository network, automatic clearing house transfer (including the Automated Clearing House processing of electronic funds transfers through the direct Federal Reserve Fedline system), merchant services, direct deposit of payroll, employee credit card programs, business credit card (including so-called "purchase cards", "procurement cards" or "p-cards"), credit card processing services, debit cards, stored value cards, check cashing services identified in such Cash Management Bankâ€™s various cash management services or other similar agreements (each, a â€œCash Management Agreementâ€). â€œCasualty Eventâ€: any damage to or any destruction of, or any condemnation or other taking by any Governmental Authority of any property of the Loan Parties. Â 10Â Â â€œCertificated Securitiesâ€: as defined in Section 4.19(a). â€œChange of Controlâ€: (a) at any time, any â€œpersonâ€ or â€œgroupâ€ (as such terms are used in Sections 13(d) and 14(d) of the Exchange Act) shall become, or obtain rights (whether by means of warrants, options or otherwise) to become, the â€œbeneficial ownerâ€ (as defined in Rules 13(d)-3 and 13(d)-5 under the Exchange Act), directly or indirectly, of 35% or more of the ordinary voting power for the election of directors of the Borrower (determined on a fully diluted basis); (b) at any time except as permitted pursuant to Sections 7.4 (other than Section 7.4(b)(i)(B)) and 7.5 (other than Section 7.5(d)(iii)), Borrower shall cease to own and control, of record and beneficially, directly or indirectly, 100% of each class of outstanding Capital Stock of each other Loan Party free and clear of all Liens other than Liens permitted by Section 7.3 (except as a result of any disposition, liquidation or merger permitted hereunder; or (c) a â€œchange of control,â€ â€œfundamental changeâ€ or any comparable term or similar event under any agreement governing Permitted Convertible Indebtedness or any other Indebtedness of the Group Members in an aggregate principal amount in excess of $5,000,000, in each case that permits the holder of such Indebtedness to require repayment, redemption, purchase, retirement, defeasance, sinking fund, settlement, conversion or similar payment with respect to all or part of the principal amount thereof prior to the scheduled maturity thereof. â€œClosing Dateâ€: the date on which all of the conditions precedent set forth in Section 5.2 are satisfied or waived by the Administrative Agent and, as applicable, the Lenders or the Required Lenders with respect to the initial extension of Term Loans and Revolving Commitments. â€œCodeâ€: the U.S. Internal Revenue Code of 1986. â€œCollateralâ€: all property of the Loan Parties, now owned or hereafter acquired, upon which a Lien is purported to be created by any Security Document. For the avoidance of doubt, no Excluded Asset shall constitute â€œCollateralâ€. â€œCollateral Information Certificateâ€: the Collateral Information Certificate to be executed and delivered by the Borrower pursuant to Section 5.2, substantially in the form of Exhibit J. â€œCollateral-Related Expensesâ€: all reasonable costs and expenses of the Administrative Agent paid or incurred in connection with any sale, collection or other realization on the Collateral, including reasonable compensation to the Administrative Agentâ€™s and its agents and counsel, and reimbursement for all other reasonable costs, expenses and liabilities and advances made or incurred by the Administrative Agent in connection therewith (including as described in Section 6.6 of the Guarantee and Collateral Agreement), and all amounts for which the Administrative Agent is entitled to indemnification under the Security Documents and all advances made by the Administrative Agent under the Security Documents for the account of any Loan Party. â€œCommitmentâ€: as to any Lender, the sum of its Term Commitment and its Revolving Commitment. â€œCommitment Fee Rateâ€: initially, the rates per annum corresponding to Level II in the table set forth under the relevant column set forth the definition of Applicable Margin; provided that commencing on the date on which the Administrative Agent receives copies of the consolidated financial statements of the Borrower and its Subsidiaries in respect of the fiscal quarter of the Borrower and its Subsidiaries ending June 30, 2021, together with a Compliance Certificate in respect thereof as contemplated by Section 6.2(b), â€œCommitment Fee rateâ€ shall mean the rate per annum set forth under the relevant column heading set forth in the definition of Applicable Margin. Â 11Â Â â€œCommodity Exchange Actâ€: the Commodity Exchange Act (7 U.S.C. Section 1 et seq.), as amended from time to time, and any successor statute. â€œCommunicationsâ€: as defined in Section 10.2(c)(ii). â€œCompliance Certificateâ€: a certificate duly executed by a Responsible Officer substantially in the form of Exhibit B. â€œConforming Changesâ€: with respect to either the use or administration of any Benchmark or the use, administration, adoption or implementation of any Benchmark Replacement, any technical, administrative or operational changes (including changes to the definition of â€œABR,â€ the definition of â€œBusiness Day,â€ the definition of â€œU.S. Government Securities Business Day,â€ the definition of â€œInterest Periodâ€ or any similar or analogous definition (or the addition of a concept of â€œinterest periodâ€), timing and frequency of determining rates and making payments of interest, timing of borrowing requests or prepayment, conversion or continuation notices, the applicability and length of lookback periods, the applicability of Section 2.21 and other technical, administrative or operational matters) that the Administrative Agent decides may be appropriate to reflect the adoption and implementation of any such rate or to permit the use and administration thereof by the Administrative Agent in a manner substantially consistent with market practice (or, if the Administrative Agent decides that adoption of any portion of such market practice is not administratively feasible or if the Administrative Agent determines that no market practice for the administration of any such rate exists, in such other manner of administration as the Administrative Agent decides is reasonably necessary in connection with the administration of this Agreement and the other Loan Documents). â€œConnection Income Taxesâ€: Other Connection Taxes that are imposed on or measured by net income (however denominated) or that are franchise Taxes or branch profits Taxes. â€œConsolidated Capital Expendituresâ€: for any period, with respect to the Group Members, the aggregate of all expenditures (whether paid in cash or other consideration or accrued as a liability and including that portion of Capital Lease Obligations which is capitalized on the consolidated balance sheet of the Group Members) by such Group Members during such period for the acquisition or leasing (pursuant to a capital lease) of fixed or capital assets or additions to equipment (including replacements, capitalized repairs and improvements during such period) that, in conformity with GAAP, are included in â€œadditions to property, plant or equipmentâ€ or comparable items reflected in the consolidated statement of cash flows of the Group Members; provided that â€œConsolidated Capital Expendituresâ€ shall not include (a) expenditures in respect of normal replacements and maintenance which are properly charged to current operations,

(b) expenditures made in connection with the replacement, substitution or restoration of assets to the extent financed (i) from insurance proceeds paid on account of the loss of or damage to the assets being replaced or restored or (ii) with awards of compensation arising from the taking by eminent domain or condemnation of the assets being replaced, (c) expenditures made as a tenant as leasehold improvements during such period to the extent reimbursed by the landlord during such period, (d) expenditures for replacements, restorations or substitutions for assets to the extent made with the net cash proceeds of a Disposition permitted by Section 7.5, (e) expenditures for any asset acquired in exchange for an existing asset (but only to the extent of the value of such existing asset), (f) expenditures that constitute a Permitted Acquisition, (g) expenditures made during such period to the extent made with the identifiable proceeds of a substantially contemporaneous issuance of equity by the Borrower, or (h) expenditures that, pursuant to a written agreement, are reimbursed (or reimbursable and reasonably expected to be received in cash within 120 days of the last day of such period) by a third Person (excluding a Group Member). â€œConsolidated EBITDAâ€: with respect to the Borrower and its consolidated Subsidiaries for any Â 12Â Â period, (a)Consolidated Net Income, plus (b)the sum, without duplication, of the amounts for such period but solely to the extent deducted in calculating Consolidated Net Income, for such period of: (i)Consolidated Interest Expense, plus (ii)provisions for taxes based on income, profits and capital gain and franchise taxes, plus (iii)total depreciation expense, plus (iv)total amortization expense, plus (v)other non-cash items reducing Consolidated Net Income (excluding any such non-cash item to the extent that it represents an accrual or reserve for potential cash items in any future period or amortization of a prepaid cash item that was paid in a prior period), plus (vi)losses in connection with casualty events to the extent covered by insurance with respect to which the applicable insurer has assumed responsibility (without regard to proceeds of business interruption insurance), plus (vii)costs and expenses relating to the Loan Documents, the refinancing of the Existing Credit Facility, the retirement or exchange of the 2022 Notes and the incurrence of the 2026 Notes, plus Â (viii)other extraordinary, unusual or nonrecurring losses, charges or expenses approved by the Administrative Agent in writing as an â€˜add backâ€™ to Consolidated EBITDA (such approval not to be unreasonably withheld, conditioned or delayed), plus (ix)non-cash charges for employee compensation plans (including stock option compensation), plus (x)one-time expenses attributable to the procurement and implementation of a new enterprise resource planning system in an amount not to exceed $2,000,000 in any trailing four quarter period and $4,000,000 during the term of this Agreement, plus (xi)the amount of pro forma â€œrun rateâ€ cost savings (including cost savings with respect to salary, benefit and other direct savings resulting from workforce reductions and facility, benefit and insurance savings and any savings expected to result from the elimination of a public targetâ€™s Public Company Costs) and operating expense reductions attributable to operating improvements, strategic initiatives, synergies or other actions actually taken (it is understood and agreed that â€œrun rateâ€ means the full recurring benefit for a period that is associated with any action actually taken, net of the amount of actual benefits realized during such period from such actions) that are projected by the Borrower in good faith to be realized within 12 months of the last day of such period (including from any actions taken in whole or in part prior to such date), which will be added to Consolidated EBITDA as so projected until fully realized and calculated on a pro forma basis as though such cost savings (including cost savings with respect to salary, benefit and other direct savings resulting from workforce reductions and facility, benefit and Â 13Â Â insurance savings and any savings expected to result from the elimination of a public targetâ€™s Public Company Costs) and operating expense reductions had been realized on the first day of such period, in each case, net of the amount of actual benefits realized prior to or during such period from such actions; provided that such cost savings are reasonably identifiable and factually supportable (in the good faith determination of the Borrower); and provided further that (A) the aggregate amount added back pursuant to this clause (xi) and clause (xii) below shall not exceed for any period of four consecutive fiscal quarters, an amount equal to 12.5% of Consolidated EBITDA for such period (calculated prior to giving effect to any such adjustments), (B) no such amounts added back pursuant to this clause (xi) shall be duplicative of any expense or charges otherwise added back to Consolidated EBITDA, whether through a pro forma adjustment or otherwise, for such period and (C) no adjustments pursuant to this clause (xi) may be attributable to the implementation of the Group Memberâ€™s new enterprise resource planning system, plus (xii)the amount of any restructuring charge, accrual, reserve (and adjustments to existing reserves) or expense, integration cost, inventory optimization programs or other business optimization expense or cost (including charges directly related to the implementation of cost-savings initiatives and tax restructurings) that is deducted (and not added back) in such period in computing Consolidated Net Income, including any such costs incurred in connection with acquisitions or divestitures after the Closing Date, any severance, retention, signing bonuses, relocation, recruiting and other employee related costs, costs in respect of strategic initiatives and curtailments or modifications to pension and post-retirement employment benefit plans (including any settlement of pension liabilities), costs related to entry into new markets (including unused warehouse space costs) and new product introductions (including labor costs, scrap costs and lower absorption of costs, including due to decreased productivity and greater inefficiencies), systems development and establishment costs, operational and reporting systems, technology initiatives, contract termination costs, future lease commitments and costs related to the opening and closure and/or consolidation of facilities (including severance, rent termination, moving and legal costs) and to exiting lines of business and consulting fees incurred with any of the foregoing; provided that the aggregate amount added back pursuant to this clause (xii) and clause (xi) above shall not exceed for any period of four consecutive fiscal quarters, an amount equal to 12.5% of Consolidated EBITDA for such period (calculated prior to giving effect to any such adjustments), plus (xiii)Public Company Costs paid in cash during such period, plus (xiv)proceeds from business interruption insurance received during such period (to the extent not reflected as revenue or income in Consolidated Net Income and to the extent that the related loss was deducted in the determination of Consolidated Net Income), plus (xv)any fees, costs, expenses or charges related to any actual, proposed or contemplated issuance of Capital Stock, Investment, acquisition, disposition outside of the ordinary course of business, recapitalization or the incurrence of Indebtedness permitted to be incurred hereunder (including a refinancing thereof) (whether or not successful and including any such transaction consummated prior to the Closing Date), including (i) such fees, expenses or charges (including rating agency fees, consulting fees and other related expenses and/or letter of credit or similar fees) related to the offering or incurrence of, or ongoing administration, of the Permitted Convertible Indebtedness, this Agreement, any other credit facilities, and (ii) any amendment, waiver or other modification of the Permitted Convertible Indebtedness, this Agreement, any other Indebtedness or any issuance of Capital Stock, in each case, whether or not consummated, Â 14Â Â to the extent deducted (and not added back) in computing Consolidated Net Income, plus (xvi)contingent obligations, purchase price adjustments, milestone payments, earn-out payments and indemnity obligations incurred in connection with any Permitted Acquisition, minus (c)the sum, without duplication of the amounts for such period of: (i)non-cash items increasing Consolidated Net Income for such period (excluding any such non-cash item to the extent it represents the reversal of an accrual or reserve for potential cash item in any prior period), plus (ii)interest income increasing Consolidated Net Income for such period, plus (iii)capitalized software development costs (other than those with respect to the Group Memberâ€™s enterprise resource planning system in an amount not to exceed $10,000,000 during the term of this Agreement) and capitalized sales commissions less current amortized sales commission from prior capitalized commissions; provided that, without duplication of any adjustment set forth above, Consolidated EBITDA for any period shall be determined on a Pro Forma Basis to give effect to any Permitted Acquisitions or any similar permitted Investment or any disposition of any business or assets consummated during such period, in each case as if such transaction occurred on the first day of such period and in accordance with Regulation S-X promulgated by the SEC. The parties hereto agree that Consolidated EBITDA for the fiscal quarter ending (i) on June 30, 2020 is $10,005,000 (ii) on September 30, 2020 is $9,033,000 (iii) on December 31, 2020 is $13,513,000 and (iv) on March 31, 2021 is $8,717,000. Consolidated Fixed Charge Coverage Ratioâ€: with respect to the Group Members for any period of four consecutive fiscal quarters, the ratio of (a) the sum of (i) Consolidated EBITDA for such period minus (ii) the portion of taxes based on income actually paid in cash (net of any cash refunds received) during such period (including for purposes hereof, tax distributions made during such period) minus (iii) Consolidated Capital Expenditures (including capitalized software development costs only to the extent not deducted in calculating Consolidated EBITDA but excluding the principal amount of Consolidated Capital Expenditures funded with the Loans not to exceed (iA) $3,000,000 for any trailing four quarter period ending between September 30, 2022 through December 31, 2022, (iiB) $6,000,000 for the trailing four quarter period ending March 31, 2023, (iiiC) $8,000,000 for the trailing four quarter period ending June 30, 2023, and (ivD) an unlimited amount thereafter, in each case, incurred in connection with such expenditures) minus (iv) cash dividends, management fees, distributions (other than tax distributions) and other Restricted Payments paid to any Person that is not a Loan Party during such period to (b) Consolidated Fixed Charges for such period. â€œConsolidated Fixed Chargesâ€: with respect to the Group Members for any period, the sum (without duplication) of (a) Consolidated Interest Expense for such period, plus (b) scheduled payments made during such period on account of principal of Indebtedness of the Group Members (including scheduled principal payments in respect of the Term Loans but excluding any repayments of Revolving Loans to the extent not accompanied by a concurrent and permanent reduction of the Revolving Commitment, repayments of Permitted Convertible Indebtedness, mandatory prepayments required by Section 2.12 and repayments of any intercompany Investments); provided that, for the fiscal quarter ending (x) September 30, 2021, the amount of Consolidated Fixed Charges for such fiscal quarter shall Â 15Â Â be the amount of Consolidated Fixed Charges for such fiscal quarter multiplied by 4, (y) December 31, 2021, the amount of Consolidated Fixed Charges for such fiscal quarter shall be the sum of the amount of Consolidated Fixed Charges for such fiscal quarter plus the amount of Consolidated Fixed Charges for the fiscal quarter ending September 30, 2021 multiplied by 2, and (z) March 31, 2022, the amount of Consolidated Fixed Charges for such fiscal quarter shall be the sum of the amount of Consolidated Fixed Charges for the fiscal quarters ending September 30, 2021, December 31, 2021 and March 31, 2022 multiplied by 4/3. â€œConsolidated Interest Expenseâ€: for any period, total interest cash expense (including that attributable to Capital Lease Obligations) of the Group Members for such period with respect to all outstanding Indebtedness of such Persons (including all commissions, discounts and other fees and charges owed with respect to letters of credit and bankersâ€™ acceptance financing and net costs under Swap Agreements in respect of interest rates to the extent such net costs are allocable to such period in accordance with GAAP). â€œConsolidated Net Incomeâ€: for any period, the consolidated net income (or loss) of the Group Members, determined on a consolidated basis in accordance with GAAP; provided that there shall be excluded from the calculation of â€œConsolidated Net Incomeâ€ (a) the income (or deficit) of any such Person accrued prior to the date it becomes a Subsidiary of the Borrower or is merged into or consolidated with a Group Member, (b) the income (or deficit) of any such Person (other than a Subsidiary of the Borrower) in which a Group Member has an ownership interest, except to the extent that any such income is actually received by a Group Member in the form of dividends or similar distributions, and (c) the undistributed earnings of any Subsidiary of the Borrower to the extent that the declaration or payment of dividends or similar distributions by such Subsidiary is not at the time permitted by the terms of any Contractual Obligation (other than under any Loan Document) or Requirement of Law applicable to such Subsidiary. â€œConsolidated Senior Indebtednessâ€: as of any date of determination, all Consolidated Total Indebtedness, but excluding Subordinated Indebtedness and Permitted Convertible Indebtedness. â€œConsolidated Senior Net Leverage Ratioâ€: as at the last day of any period of twelve (12) consecutive months, the ratio of (a) the Consolidated Senior Indebtedness on such day minus up to $25,000,000 of Qualified Cash to (b) the Consolidated EBITDA for such period. â€œConsolidated Total Indebtednessâ€: as of any date of determination, all Indebtedness of the Group Members, including, without limitation Indebtedness in respect of borrowed money, undrawn Letters of Credit, all drawn Letters of Credit for which the drawing thereunder has not been reimbursed, all Capital Lease Obligations, and the outstanding amount of any earn outs, hold backs and other obligations for deferred payments of consideration with respect to Permitted Acquisitions to the extent such obligations have become a liability on the balance sheet of the Group Members in accordance with GAAP. â€œConsolidated Total Net Leverage Ratioâ€: as at the last day of any period of twelve (12) consecutive months, the ratio of (a) the Consolidated Total Indebtedness on such day minus up to $25,000,000 of Qualified Cash to (b) the Consolidated EBITDA for such period. â€œContractâ€: any contract, agreement, indenture, note, bond, loan, instrument, guarantee, deed, mortgage, lease, sublease, license, sublicense, other arrangement or agreement or undertaking (whether written, electronic or oral and whether express or implied) that is or purports by its terms to be legally binding, and including all amendments thereto. Â 16Â Â â€œContractual Obligationâ€: as to any Person, obligation under any Contract. â€œControl Investment Affiliateâ€: as to any Person, any other Person that (a) directly or indirectly, is in Control of, is Controlled by, or is under common Control with, such Person and (b) is organized by such Person primarily for the purpose of making equity or debt investments in one or more companies. â€œControlâ€: the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a Person, whether through the ability to exercise voting power, by contract or otherwise. â€œControllingâ€ and â€œControlledâ€ have meanings correlative thereto. â€œControl Agreementâ€: any account control agreement in form and substance reasonably satisfactory to the Administrative Agent entered into among the depository institution at which a Loan Party maintains a Deposit Account or the securities intermediary at which a Loan Party maintains a Securities Account, such Loan Party, and the Administrative Agent pursuant to which the Administrative Agent obtains springing control (within the meaning of the UCC or any other applicable law) over such Deposit Account or Securities Account. â€œConvertible Indebtednessâ€: Indebtedness (including Permitted Convertible Indebtedness), the terms of which provide for conversion into or exchange for Capital Stock, cash or a combination thereof (or other reference property). â€œCorresponding Tenorâ€: with respect to any Available Tenor means, as applicable, either a tenor (including overnight) or an interest payment period having approximately the same length (disregarding business day adjustment) as such Available Tenor. â€œDaily Simple SOFRâ€: for any day (a â€œSOFR Rate Dayâ€), a rate per annum equal to the greater of (a) SOFR for the day (such day a â€œSOFR Determination Dayâ€) that is five (5) U.S. Government Securities Business Days prior to (i) if such SOFR Rate Day is a U.S. Government Securities Business Day, such SOFR Rate Day or (ii) if such SOFR Rate Day is not a U.S. Government Securities Business Day, the U.S. Government Securities Business Day immediately preceding such SOFR Rate Day, in each case, as such SOFR is published by the SOFR Administrator on the SOFR Administratorâ€™s Website, and (b) the Floor. If by 5:00 p.m. (New York City time) on the second (2nd) U.S. Government Securities Business Day immediately following any SOFR Determination Day, SOFR in respect of such SOFR Determination Day has not been published on the SOFR Administratorâ€™s Website and a Benchmark Replacement Date with respect to the Daily Simple SOFR has not occurred, then SOFR for such SOFR Determination Day will be SOFR as published in respect of the first preceding U.S. Government Securities Business Day for which such SOFR was published on the SOFR Administratorâ€™s Website; provided that any SOFR determined pursuant to this sentence shall be utilized for purposes of calculation of Daily Simple SOFR for no more than three (3) consecutive SOFR Rate Days. Any change in Daily Simple SOFR due to a change in SOFR shall be effective from and including the effective date of such change in SOFR without notice to the Borrower. â€œDebtor Relief Lawsâ€: the Bankruptcy Code, and all other liquidation, conservatorship, bankruptcy, assignment for the benefit of creditors, moratorium, rearrangement, receivership, insolvency, reorganization, or similar debtor relief laws of the United States or other applicable jurisdictions from time to time in effect. â€œDeclined Amountâ€: as defined in Section 2.12(e). â€œDefaultâ€: any of the events specified in Section 8.1, whether or not any requirement for the Â 17Â Â giving of notice, the lapse of time, or both, has been satisfied. â€œDefault Rateâ€: as defined in Section 2.15(c). â€œDefaulting Lenderâ€: subject to Section 2.24(b), any Lender that (a) has failed to (i) fund all or any portion of its Loans within two (2) Business Days of the date such Loans were required to be funded hereunder unless such Lender notifies the Administrative Agent and the Borrower in writing that such failure is the result of such Lenderâ€™s reasonable determination that one or more conditions precedent to funding (each of which conditions precedent, together with any applicable default, shall be specifically identified in such writing) has not been satisfied, or (ii) pay to the Administrative Agent, the Issuing Lender, the Swingline Lender or any other Lender any other amount required to be paid by it hereunder (including in respect of its participation in Letters of Credit or Swingline Loans) within two (2) Business Days of the date when due, (b) has notified the Borrower, the Administrative Agent, the Issuing Lender or the Swingline Lender in writing that it does not intend to comply with its funding obligations hereunder, or has made a public statement to that effect (unless such writing or public statement relates to such Lenderâ€™s obligation to fund a Loan hereunder and states that such position is based on such Lenderâ€™s reasonable determination that a condition precedent to funding (which condition precedent, together with any applicable default, shall be specifically identified in such writing or public statement) cannot be satisfied), (c) has failed, within three (3) Business Days after written request by the Administrative Agent or the Borrower, to confirm in writing to the Administrative Agent and the Borrower that it will comply with its prospective funding obligations hereunder (provided that such Lender shall cease to be a Defaulting Lender pursuant to this clause (c) upon receipt of such written confirmation by the Administrative Agent and the Borrower), or (d) has, or has a direct or indirect parent company that has, (i) become the subject of a proceeding under any Debtor Relief Law, (ii) become the subject of a Bail-In Action or (iii) had appointed for it a receiver, custodian, conservator, trustee, administrator, assignee for the benefit of creditors or similar Person charged with reorganization or liquidation of its business or assets, including the Federal Deposit Insurance Corporation or any other state or federal regulatory authority acting in such a capacity; provided that a Lender shall not be a Defaulting Lender solely by virtue of the ownership or acquisition of any equity interest in that Lender or any direct or indirect parent company thereof by a Governmental Authority so long as such ownership interest does not result in or provide such Lender with immunity from the jurisdiction of courts within the United States or from the

enforcement of judgments or writs of attachment on its assets or permit such Lender (or such Governmental Authority) to reject, repudiate, disavow or disaffirm any contracts or agreements made with such Lender. Any determination by the Administrative Agent that a Lender is a Defaulting Lender under any one or more of clauses (a) through (d) above shall be conclusive and binding absent manifest error, and such Lender shall be deemed to be a Defaulting Lender (subject to Section 2.24(b)) upon delivery of written notice of such determination to the Borrower, the Issuing Lender, the Swingline Lender and each Lender. â€œDeposit Accountâ€: any â€œdeposit accountâ€ as defined in the UCC with such additions to such term as may hereafter be made. â€œDeposit Account Control Agreementâ€: any Control Agreement entered into by the Administrative Agent, a Loan Party and a financial institution holding a Deposit Account of such Loan Party pursuant to which the Administrative Agent is granted â€œspringing controlâ€ (for purposes of the UCC) over such Deposit Account. â€œDesignated Jurisdictionâ€: any country or territory to the extent that such country or territory itself is the subject of any Sanction. Â 18Â Â â€œDetermination Dateâ€: as defined in the definition of â€œPro Forma Basisâ€. "Device": any instrument, apparatus, implement, machine, contrivance, implant, in vitro reagent, or other similar or related article, including any component, part, or accessory, which is (a) recognized in the official National Formulary, or the United States Pharmacopeia, or any supplement to them, (b) intended for use in the diagnosis of disease or other conditions, or in the cure, mitigation, treatment, or prevention of disease, in man or other animals, (c) intended to affect the structure or any function of the body of man or other animals; and which does not achieve its primary intended purposes through chemical action within or on the body of man or other animals and which is not dependent upon being metabolized for the achievement of its primary intended purposes, or (d) any product otherwise classified as a "device" under the FD&C Act. "Device Approval Application": with respect to any Device, a premarket approval application (PMA) submitted under Section 515 of the FD&C Act (21 U.S.C. Â§ 360e), a de novo request submitted under Section 513(f) of the FD&C Act (21 U.S.C. Â§ 360c(f)), or premarket notification submitted under Section 510(k) of the FD&C Act (21 U.S.C. Â§ 360(k)), or any corresponding foreign application. â€œDischarge of Obligationsâ€: subject to Section 10.8, the satisfaction of the Obligations (including all such Obligations relating to Cash Management Services) by the payment in full, in cash (or, as applicable, Cash Collateralization in accordance with the terms hereof or as otherwise may be reasonably satisfactory to the applicable Cash Management Bank or Qualified Counterparty) of the principal of and interest on or other liabilities relating to each Loan and any previously provided Cash Management Services, all fees and all other expenses or amounts payable under any Loan Document (other than inchoate indemnification obligations and any other obligations which pursuant to the terms of any Loan Document specifically survive repayment of the Loans for which no claim has been made), and other Obligations under or in respect of Specified Swap Agreements and Cash Management Services, to the extent (a) any such Obligations in respect of Specified Swap Agreements have, if required by any applicable Qualified Counterparties, been Cash Collateralized, (b) no Letter of Credit shall be outstanding (or, as applicable, each outstanding and undrawn Letter of Credit has been Cash Collateralized in accordance with the terms hereof or as otherwise may be reasonably satisfactory to the applicable Cash Management Bank), (c) no Obligations in respect of any Cash Management Services are outstanding (or, as applicable, all such outstanding Obligations in respect of Cash Management Services have been Cash Collateralized in accordance with the terms hereof), and (d) the aggregate Commitments of the Lenders are terminated. â€œDispositionâ€: with respect to any property (including, without limitation, Capital Stock of any Group Member), any sale, lease, Sale Leaseback Transaction, assignment, conveyance, transfer, encumbrance or other disposition thereof (in one transaction or in a series of transactions and whether effected pursuant to a Division or otherwise) and any issuance of Capital Stock of any Group Member. The terms â€œDisposeâ€ and â€œDisposed ofâ€ shall have correlative meanings. For the avoidance of doubt, none of (a) the sale of any Permitted Convertible Indebtedness by the Borrower or (b) the issuance of Capital Stock that is not Disqualified Stock pursuant to the conversion or exchange of Permitted Convertible Indebtedness shall constitute a Disposition. â€œDisqualified Lenderâ€: (a) each lender designated by the Borrower in writing to the Administrative Agent on or before the Effective Date, (b) any other Persons who operates a company directly and primarily engaged in the business of developing, manufacturing and servicing radiation oncology devices as designated by the Borrower in writing to the Administrative Agent at any time after the Effective Date, and (c) in each case of the foregoing clauses (a) and (b), any of such Personâ€™s Affiliates (other than any bona fide fund, investment vehicle, regulated banking entity or non-regulated lending entity that is (x) primarily engaged in making, purchasing, holding or otherwise investing in Â 19Â Â commercial loans and similar extensions of credit in the ordinary course of business) that is clearly identifiable as an Affiliate on the basis of such Affiliateâ€™s name. Any update to the list of Disqualified Lenders shall not become effective until five Business Days following delivery to the Administrative Agent by email and shall not apply retroactively to any prior assignment or participation interest or to any trade to acquire such participation interest. The list of Disqualified Lenders shall be made available by the Administrative Agent to the Lenders upon request. The Administrative Agent shall have no obligation to monitor any non-compliance by any Lender hereunder with respect to provisions relating to Disqualified Lenders or the disclosure of Confidential Information to any Disqualified Lender, and neither the Administrative Agent nor the Lenders shall be required to determine any such affiliation status pursuant to item (c) of this definition nor shall the Administrative Agent or any Lender by liable for failure to make any such determination. â€œDisqualified Stockâ€: any Capital Stock that, by its terms (or by the terms of any security into which it is convertible, or for which it is exchangeable, in each case at the option of the holder thereof), or upon the happening of any event, matures or is mandatorily redeemable, pursuant to a sinking fund obligation or otherwise, or redeemable at the option of the holder thereof, in whole or in part, on or prior to the date that is ninety-one (91) days after the date on which the Loans mature. The amount of Disqualified Stock deemed to be outstanding at any time for purposes of this Agreement will be the maximum amount that the Group Members may become obligated to pay upon maturity of, or pursuant to any mandatory redemption provisions of, such Disqualified Stock or portion thereof, plus accrued dividends. Notwithstanding the preceding sentence, (i) any Capital Stock that would constitute Disqualified Stock solely because the holders of the Capital Stock have the right to be paid upon liquidation, dissolution, winding up or pursuant to such other applicable statutory or regulatory obligations of the issuer of such Capital Stock will not constitute Disqualified Stock if the terms of such Capital Stock provide that such payments may not be made with respect to such Capital Stock unless such payments are made in accordance with Section 7.6 hereof and (ii) if such Capital Stock is issued pursuant to a plan or agreement for the benefit of the Borrowerâ€™s or its Subsidiariesâ€™ employees or by any such plan to such employees, such Capital Stock shall not constitute Disqualified Stock solely because it may be required to be repurchased by the Borrower or its Subsidiaries in order to satisfy applicable statutory or regulatory obligations or as a result of such employeeâ€™s termination, death, or disability. â€œDivisionâ€: in reference to any Person which is an entity, the division of such Person into two (2) or more separate Persons, with the dividing Person either continuing or terminating its existence as part of such division, including as contemplated under Section 18-217 of the Delaware Limited Liability Company Act, or any analogous action taken pursuant to any other applicable Requirements of Law. â€œDollarsâ€ and â€œsâ€: dollars in lawful currency of the United States. â€œDomestic Subsidiaryâ€: any Subsidiary of the Borrower organized under the laws of the United States, and any state thereof or the District of Columbia. â€œEEA Financial Institutionâ€: (a) any credit institution or investment firm established in any EEA Member Country which is subject to the supervision of an EEA Resolution Authority, (b) any entity established in an EEA Member Country which is a parent of an institution described in clause (a) of this definition, or (c) any financial institution established in an EEA Member Country which is a Subsidiary of an institution described in clauses (a) or (b) of this definition and is subject to consolidated supervision with its parent. â€œEEA Member Countryâ€: any of the member states of the European Union, Iceland, Liechtenstein, and Norway. Â 20Â Â â€œEEA Resolution Authorityâ€: any public administrative authority or any Person entrusted with public administrative authority of any EEA Member Country (including any delegee) having responsibility for the resolution of any EEA Financial Institution. â€œEffective Dateâ€: the date on which all of the conditions precedent set forth in Section 5.1 are satisfied or waived by the Administrative Agent and, as applicable, the Lenders or the Required Lenders. â€œElection Periodâ€: as defined in Section 2.27(c). â€œEligible Assigneeâ€: any Person that meets the requirements to be an assignee under Section 10.6(b)(iii), (v) and (vi) (subject to such consents, if any, as may be required under Section 10.6(b)(iii)); provided, that, â€œEligible Assigneeâ€ shall not include any Disqualified Lender unless a Specified Event of Default has occurred and is continuing without the consent of the Borrower. â€œEnvironmental Lawsâ€: any and all foreign, federal, state, local or municipal laws, rules, orders, regulations, statutes, ordinances, codes, decrees, requirements of any Governmental Authority or other Requirements of Law (including common law) regulating, relating to or imposing liability or standards of conduct concerning protection of human health (as it pertains to exposure to Materials of Environmental Concern) or the environment, as now or may at any time hereafter be in effect. â€œEnvironmental Liabilityâ€: any liability, contingent or otherwise (including any liability for damages, costs of environmental remediation, fines, penalties or indemnities), of any Group Member directly or indirectly resulting from or based upon (a) a violation of an Environmental Law, (b) the generation, use, handling, transportation, storage, treatment or disposal of any Materials of Environmental Concern, (c) exposure to any Materials of Environmental Concern, (d) the release or threatened release of any Materials of Environmental Concern into the environment, or (e) any contract, agreement or other consensual arrangement pursuant to which liability is assumed or imposed with respect to any of the foregoing. â€œERISAâ€: the Employee Retirement Income Security Act of 1974, as amended, including (unless the context otherwise requires) any rules or regulations promulgated thereunder. â€œERISA Affiliateâ€: each business or entity which is, or within the last six years was, a member of a â€œcontrolled group of corporations,â€ under â€œcommon controlâ€ or an â€œaffiliated service groupâ€ with any Loan Party within the meaning of Section 414(b), (c), (m) or (n) of the Code, required to be aggregated with any Loan Party under Section 414(o) of the Code, or is, or within the last six years was, under â€œcommon controlâ€ with any Loan Party, within the meaning of Section 4001(a)(14) of ERISA. â€œERISA Eventâ€: any of (a) a reportable event as defined in Section 4043 of ERISA with respect to a Pension Plan, excluding, however, such events as to which the PBGC by regulation has waived the requirement of Section 4043(a) of ERISA that it be notified within thirty (30) days of the occurrence of such event; (b) the applicability of the requirements of Section 4043(b) of ERISA with respect to a contributing sponsor, as defined in Section 4001(a)(13) of ERISA, to any Pension Plan where an event described in paragraph (9), (10), (11), (12) or (13) of Section 4043(c) of ERISA is reasonably expected to occur with respect to such plan within the following thirty (30) days; (c) a withdrawal by any Loan Party or any ERISA Affiliate thereof from a Pension Plan or the termination of any Pension Plan resulting in liability under Sections 4063 or 4064 of ERISA; (d) the withdrawal of any Loan Party or any ERISA Affiliate thereof in a complete or partial withdrawal (within the meaning of Section 4203 and 4205 of ERISA) from any Multiemployer Plan if there is any potential liability therefor, or the receipt by any Loan Party or any ERISA Affiliate thereof of notice from any Multiemployer Plan that it is insolvent pursuant to Section 4241 or 4245 of ERISA; (e) the filing of a notice of intent to terminate, the treatment Â 21Â Â of a plan amendment as a termination under Section 4041 or 4041A of ERISA, or the commencement of proceedings by the PBGC to terminate a Pension Plan or Multiemployer Plan; (f) the imposition of liability on any Loan Party or any ERISA Affiliate thereof pursuant to Sections 4062(e) or 4069 of ERISA or by reason of the application of Section 4212(c) of ERISA; (g) the failure by any Loan Party or any ERISA Affiliate thereof to make any required contribution to a Pension Plan, or the failure to meet the minimum funding standard of Section 412 of the Code with respect to any Pension Plan (whether or not waived in accordance with Section 412(c) of the Code) or the failure to make by its due date a required installment under Section 430 of the Code with respect to any Pension Plan or the failure to make any required contribution to a Multiemployer Plan; (h) the determination that any Pension Plan is considered an at-risk plan or a plan in endangered to critical status within the meaning of Sections 430, 431 and 432 of the Code or Sections 303, 304 and 305 of ERISA; (i) an event or condition which might reasonably be expected to constitute grounds under Section 4042 of ERISA for the termination of, or the appointment of a trustee to administer, any Pension Plan or Multiemployer Plan; (j) the imposition of any liability under Title I or Title IV of ERISA, other than PBGC premiums due but not delinquent under Section 4007 of ERISA, upon any Loan Party or any ERISA Affiliate thereof; (k) an application for a funding waiver under Section 303 of ERISA or an extension of any amortization period pursuant to Section 412 of the Code with respect to any Pension Plan; (l) the occurrence of a non-exempt prohibited transaction under Sections 406 or 407 of ERISA for which any Group Member may be directly or indirectly liable or (m) receipt from the IRS of notice of the failure of any Qualified Plan to qualify under Section 401(a) of the Code, or the failure of any trust forming part of any Qualified Plan to fail to qualify for exemption from taxation under Section 501(a) of the Code. â€œERISA Funding Rulesâ€: the rules regarding minimum required contributions (including any installment payment thereof) to Pension Plans, as set forth in Section 412 of the Code and Section 302 of ERISA, with respect to Plan years ending prior to the effective date of the Pension Protection Act of 2006, and thereafter, as set forth in Sections 412, 430, 431, 432 and 436 of the Code and Sections 302, 303, 304 and 305 of ERISA. â€œErroneous Paymentâ€: as defined in Section 9.14(a). â€œErroneous Payment Deficiency Assignmentâ€: as defined in Section 9.14(d). â€œErroneous Payment Return Deficiencyâ€: as defined in Section 9.14(d). â€œErroneous Payment Subrogation Rightsâ€: as defined in Section 9.14(d). â€œEU Bail-In Legislation Scheduleâ€: the EU Bail-In Legislation Schedule published by the Loan Market Association (or any successor Person), as in effect from time to time. â€œEvent of Defaultâ€: any of the events specified in Section 8.1; provided that any requirement for the giving of notice, the lapse of time, or both, has been satisfied. â€œExchange Actâ€: the Securities Exchange Act of 1934, as amended from time to time and any successor statute. â€œExcluded Assetsâ€: as defined in the Guarantee and Collateral Agreement. â€œExcluded Subsidiaryâ€: subject to Section 6.13, any Subsidiary that is (a) a Foreign Subsidiary or a Domestic Subsidiary of a Foreign Subsidiary, (b) a Foreign Subsidiary Holding Company, (c) an Immaterial Subsidiary, (d) each Subsidiary that is prohibited by any applicable Requirements of Law from guaranteeing the Obligations at the time such Subsidiary becomes a Subsidiary and for so long as Â 22Â Â such restriction or any replacement or renewal thereof is in effect or would require governmental (including regulatory) consent, approval, license or authorization to guarantee the Obligations (unless such consent, approval, license or authorization has been received), or (e) any other Subsidiary with respect to which, in the reasonable judgment of both the Administrative Agent and the Borrower, as agreed in writing, the cost or other consequences of providing a guarantee of the Obligations shall be excessive in view of the benefits to be obtained by the Lenders therefrom; provided, that in any case of the foregoing, such Subsidiary is not otherwise required to become a Guarantor pursuant to Section 6.13. â€œExcluded Swap Obligationsâ€: with respect to any Guarantor, any Swap Obligation if, and to the extent that, all or a portion of the Guarantee Obligation of such Guarantor with respect to, or the grant by such Guarantor of a Lien to secure, such Swap Obligation (or any guarantee thereof) is or becomes illegal under the Commodity Exchange Act or any rule, regulation or order of the Commodity Futures Trading Commission (or the application or official interpretation of any thereof) by virtue of such Guarantorâ€™s failure for any reason to constitute an â€œeligible contract participantâ€ as defined in the Commodity Exchange Act at the time such Guarantee Obligation of such Guarantor, or the grant by such Guarantor of such Lien, becomes effective with respect to such Swap Obligation. If such a Swap Obligation arises under a master agreement governing more than one swap, such exclusion shall apply only to the portion of such Swap Obligation that is attributable to swaps for which such Guarantee Obligation or Lien is or becomes excluded in accordance with the first sentence of this definition. â€œExcluded Taxesâ€: any of the following Taxes imposed on or with respect to a Recipient or required to be withheld or deducted from a payment to a Recipient, (a) Taxes imposed on or measured by net income (however denominated), franchise Taxes, and branch profits Taxes, in each case, (i) imposed as a result of such Recipient being organized under the laws of, or having its principal office or, in the case of any Lender, its applicable lending office located in, the jurisdiction imposing such Tax (or any political subdivision thereof) or (ii) that are Other Connection Taxes, (b) in the case of a Lender, U.S. federal withholding Taxes imposed on amounts payable to or for the account of such Lender with respect to an applicable interest in a Loan or Commitment pursuant to a law in effect on the date on which (i) such Lender acquires such interest in the Loan or Commitment (other than pursuant to an assignment request by the Borrower under Section 2.23) or (ii) such Lender changes its lending office, except in each case to the extent that, pursuant to Section 2.20, amounts with respect to such Taxes were payable either to such Lender's assignor immediately before such Lender became a party hereto or to such Lender immediately before it changed its lending office, (c) Taxes attributable to such Recipientâ€™s failure to comply with Section 2.20(f) and (d) any withholding Taxes imposed under FATCA. â€œExisting Agentâ€: individually or collectively as applicable (i) MidCap Financial Trust, a Delaware statutory trust, in its capacity as the administrative agent pursuant to the Existing Term Loan Facility, and (b) Midcap Funding IV Trust, a Delaware statutory trust, in its capacity as the administrative agent pursuant to the Existing Revolver Facility. â€œExisting Credit Facilitiesâ€: (a) the Existing Revolver Facility and (b) the Existing Term Loan Facility. â€œExisting Letters of Creditâ€: the letters of credit described on Schedule 1.1B. â€œExisting Revolver Facilityâ€: that certain Credit and Security Agreement (as may have been amended, restated, amended and restated, supplemented or otherwise modified from time to time prior to the Closing Date), dated as of June 14, 2017 by and among Borrower, TomoTherapy Incorporated, Existing Agent and the other parties party thereto. â€œExisting Term Loan Facilityâ€: that certain Credit and Security Agreement (as may have been Â 23Â Â amended, restated, amended and restated, supplemented or otherwise modified from time to time prior to the Closing Date), dated as of December 15, 2017 by and among Borrower, TomoTherapy Incorporated, Existing Agent and the other parties party thereto. â€œFacilityâ€: each of (a) the Term Facility, (b) the L/C Facility (which is a sub-facility of the Revolving Facility), (c) the Swingline Facility (which is a sub-facility of the Revolving Facility) and (d) the Revolving Facility. â€œFASB ASCâ€: the Accounting Standards certification of the Financial Accounting Standards Board. â€œFATCAâ€: Sections 1471 through 1474 of the Code, as of the date of this Agreement (or any amended or successor version that is

substantively comparable and not materially more onerous to comply with), any current or future regulations or official interpretations thereof, any agreement entered into pursuant to Section 1471(b)(1) of the Code and any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement, treaty or convention among Governmental Authorities and implementing such Sections of the Code. "FDA": the United States Food and Drug Administration and any successor agency or entity thereof or any analogous agency or entity in any other jurisdiction. "FD&C Act": the United States Food, Drug and Cosmetic Act (21 U.S.C. 321 et seq., including, without limitation, the Electronic Product Radiation Control provisions and Medical Device provisions thereof (or any successor thereto), as amended from time to time, and the rules, regulations, guidelines, guidance documents and compliance policy guides issued or promulgated thereunder, or any analogous Requirements of Law in any other jurisdiction, including but not limited to the various states of the United States. â€œFederal Funds Effective Rateâ€: for any day, the weighted average of the rates on overnight federal funds transactions with members of the Federal Reserve System, as published on the next succeeding Business Day by the Federal Reserve Bank of New York, or, if such rate is not so published for any day that is a Business Day, the average of the quotations for the day of such transactions received by SVB from three federal funds brokers of recognized standing selected by it. â€œFee Letterâ€: the letter agreement dated April 14, 2021, between the Borrower and the Administrative Agent. â€œFlood Lawsâ€: the National Flood Insurance Reform Act of 1994 and related legislation (including the regulations of the Board of Governors of the Federal Reserve System). â€œFlooraâ€: a rate of interest equal to 0.50% per annum. â€œFlow of Funds Agreementâ€: the spreadsheet or other similar statement prepared by the Administrative Agent and approved by the Borrower regarding the disbursement of Loan proceeds, the funding and the payment of the fees and expenses of the Administrative Agent and the Lenders (including their respective counsel), and such other matters as may be agreed to by the Borrower, the Administrative Agent and the Lenders. â€œForeign Lenderâ€: a Lender that is not a U.S. Person. â€œForeign Subsidiaryâ€: any Subsidiary of the Borrower that is not a Domestic Subsidiary. Â 24Â Â â€œForeign Subsidiary Holding Companyâ€: any direct or indirect Domestic Subsidiary of the Borrower, substantially all of the assets of which consist of Capital Stock of or indebtedness issued by (a) one or more controlled foreign corporations (within the meaning of Section 957 of the Code) or (b) other Foreign Subsidiary Holding Companies; provided that for the avoidance of doubt TomoTherapy Incorporated shall not be deemed to be a Foreign Subsidiary Holding Company. â€œFronting Exposureâ€: at any time there is a Defaulting Lender, as applicable, (a) with respect to the Issuing Lender, such Defaulting Lenderâ€™s L/C Percentage of the outstanding L/C Exposure other than L/C Exposure as to which such Defaulting Lenderâ€™s participation obligation has been reallocated to other Lenders or Cash Collateralized in accordance with the terms hereof, and (b) with respect to the Swingline Lender, such Defaulting Lenderâ€™s Revolving Percentage of outstanding Swingline Loans made by the Swingline Lender other than Swingline Loans as to which such Defaulting Lenderâ€™s participation obligation has been reallocated to other Lenders. â€œFundâ€: any Person (other than a natural Person) that is (or will be) engaged in making, purchasing, holding or otherwise investing in commercial loans, bonds and similar extensions of credit in the ordinary course of its activities. â€œFunding Officeâ€: the Revolving Loan Funding Office or the Term Loan Funding Office, as the context requires. â€œGAAPâ€: generally accepted accounting principles in the United States as in effect from time to time, except that for purposes of Section 7.1, GAAP shall be determined on the basis of such principles in effect on the date hereof and consistent with those used in the preparation of the most recent audited financial statements referred to in Section 4.1(b). In the event that any â€œAccounting Changeâ€ (as defined below) shall occur and such change results in a change in the method of calculation of financial covenants, standards or terms in this Agreement, then the Borrower and the Administrative Agent agree to enter into negotiations to amend such provisions of this Agreement so as to reflect equitably such Accounting Changes with the desired result that the criteria for evaluating the Borrowerâ€™s financial condition shall be the same after such Accounting Changes as if such Accounting Changes had not been made. Until such time as such an amendment shall have been executed and delivered by the Borrower, the Administrative Agent and the Required Lenders, all financial covenants, standards and terms in this Agreement shall continue to be calculated or construed as if such Accounting Changes had not occurred. â€œAccounting Changesâ€ refers to changes in accounting principles required by the promulgation of any rule, regulation, pronouncement or opinion by the Financial Accounting Standards Board of the American Institute of Certified Public Accountants or, if applicable, the SEC, or the adoption of IFRS. â€œGovernmental Approvalâ€: any consent, authorization, approval, order, license, franchise, permit, certificate, accreditation, registration, filing or notice, of, issued by, from or to, or other act by or in respect of, any Governmental Authority. â€œGovernmental Authorityâ€: the government of the United States of America or any other nation, or of any political subdivision thereof, whether state or local, and any department, ministry, agency, authority, instrumentality, regulatory body, court, central bank or other entity exercising executive, legislative, judicial, taxing, regulatory or administrative powers or functions of or pertaining to government, and any group or body charged with setting accounting or regulatory capital rules or standards (including the Financial Standards Board, the Bank for International Settlements, the Basel Committee on Banking Supervision and any successor or similar authority to any of the foregoing). â€œGroup Membersâ€: the collective reference to the Borrower and its Subsidiaries. Â 25Â Â â€œGuarantee and Collateral Agreementâ€: the Guarantee and Collateral Agreement to be executed and delivered by the Loan Parties, substantially in the form of Exhibit A. â€œGuarantee Obligationâ€: as to any Person (the â€œguaranteeing personâ€), any obligation, including a reimbursement, counterindemnity or similar obligation, of the guaranteeing person that guarantees or in effect guarantees, or which is given to induce the creation of a separate obligation by another Person (including any bank under any letter of credit) that guarantees or in effect guarantees, any Indebtedness, leases, dividends or other obligations (the â€œprimary obligationsâ€) of any other third Person (the â€œprimary obligorâ€) in any manner, whether directly or indirectly, including any obligation of the guaranteeing person, whether or not contingent, (i) to purchase any such primary obligation or any property constituting direct or indirect security therefor, (ii) to advance or supply funds (1) for the purchase or payment of any such primary obligation or (2) to maintain working capital or equity capital of the primary obligor or otherwise to maintain the net worth or solvency of the primary obligor, (iii) to purchase property, securities or services primarily for the purpose of assuring the owner of any such primary obligation of the ability of the primary obligor to make payment of such primary obligation or (iv) otherwise to assure or hold harmless the owner of any such primary obligation against loss in respect thereof; provided that the term Guarantee Obligation shall not include endorsements of instruments for deposit or collection in the ordinary course of business. The amount of any Guarantee Obligation of any guaranteeing person shall be deemed to be the lower of (a) an amount equal to the stated or determinable amount of the primary obligation in respect of which such Guarantee Obligation is made and (b) the maximum amount for which such guaranteeing person may be liable pursuant to the terms of the instrument embodying such Guarantee Obligation, unless such primary obligation and the maximum amount for which such guaranteeing person may be liable are not stated or determinable, in which case the amount of such Guarantee Obligation shall be such guaranteeing personâ€™s maximum reasonably anticipated liability in respect thereof as determined by the Borrower in good faith. â€œGuarantorsâ€: a collective reference to each Subsidiary of the Borrower which has become a Guarantor pursuant to the requirements of Section 6.12 and Section 6.13 hereof and the Guarantee and Collateral Agreement. Subject to Section 6.13, no Excluded Subsidiary shall be required to become a Guarantor. "Healthcare Law": the laws, codes, policies and guidelines of all Governmental Authorities relating to the production, preparation, propagation, compounding, conversion, pricing, marketing, promotion, sale, distribution, coverage, or reimbursement of a drug, device, biological or other medical item, supply or service, including, without limitation, the U.S. Food, Drug and Cosmetic Act of 1938 (â€œFD&C Actâ€), 21 U.S.C. Ch. 9, as amended from time to time, and the rules, regulations, guidelines, guidance documents and compliance policy guides issued or promulgated thereunder, billing and collection practices relating to the payment for healthcare services or supplies, the federal False Claims Act (31 U.S.C. Â§Â§ 3729 et seq.), the federal healthcare program anti- kickback statute (42 U.S.C. Â§ 1320a- 7b),the Stark laws (42 U.S.C. Â§ 1395nn), the Federal Program Fraud Civil Remedies Act (31 U.S.C. Â§ 3801 et seq.) and the Federal Health Care Fraud Law (18 U.S.C. Â§ 1347) the healthcare fraud, false statement and health information privacy and security provisions of the Health Insurance Portability and Accountability Act of 1996 (HIPAA), as amended by the Health Information Technology for Economic and Clinical Health (HITECH) Act ("HIPAA"), the federal healthcare program civil money penalty and exclusion authorities 42 U.S.C. Â§ 1320a-7a), the Physician Payments Sunshine Act (42 U.S.C. Â§ 1320a-7h), the statutes, regulations and binding directives of applicable federal healthcare programs of Medicare, Medicaid and other healthcare programs of other Governmental Authorities, including the Veterans Health Administration and United States Department of Defense healthcare and contracting programs, and the analogous Requirements of Law of any other jurisdiction. Â 26Â Â â€œHIPAAâ€: has the meaning set forth in the definition of Healthcare Laws. "IDE": an application, including an application filed with a Governmental Authority, for authorization to commence human clinical studies, including (a) an Investigational Device Exemption as defined in the FD&C Act or any successor application or procedure filed with the FDA, (b) an abbreviated IDE as specified in FDA regulations in 21 C.F.R. Â§ 812.2(b), (c) any equivalent of a United States IDE in other countries or regulatory jurisdictions, (d) all amendments, variations, extensions and renewals thereof that may be filed with respect to the foregoing and (e) all related documents and correspondence thereto, including documents and correspondence with institutional review boards or IECs. "IECs": independent ethics committees. â€œIFRSâ€: international accounting standards within the meaning of IAS Regulation 1606/2002 to the extent applicable to the relevant financial statements delivered under or referred to herein. â€œIllegality Noticeâ€: as defined in Section 2.19. â€œImmaterial Subsidiaryâ€: as of the last day of each fiscal quarter of the Borrower and at any other date of determination, any Subsidiary of the Borrower (other than a Guarantor) designated as such by the Borrower in writing and which as of such date (a) holds assets representing 5.0% or less of the Borrowerâ€™s consolidated total assets as of such date (determined in accordance with GAAP and excluding investments in Subsidiaries and intercompany receivables that would be eliminated in consolidated financial statements, and goodwill), (b) has generated less than 5.0% of the Borrowerâ€™s consolidated total revenues (excluding intercompany revenue that would be eliminated in consolidated financial statements) determined in accordance with GAAP for the four (4) consecutive fiscal quarter period ending on the last day of the most recent period for which financial statements have been delivered after the Effective Date pursuant to Section 6.1(b); provided that all Subsidiaries that are individually â€œImmaterial Subsidiariesâ€ shall not have aggregate consolidated total assets (excluding investments in subsidiaries and intercompany receivables that would be eliminated in consolidated financial statements, and goodwill) that would represent 10.0% or more of the Borrowerâ€™s consolidated total assets as of such date or have generated 10.0% or more of the Borrowerâ€™s consolidated total revenues (excluding any intercompany revenue that would be eliminated in consolidated financial statements) for such four (4) consecutive fiscal quarter period, in each case determined in accordance with GAAP, (c) owns no material Intellectual Property, and (d) is not the owner of Capital Stock of any Group Member that would not constitute an Immaterial Subsidiary. â€œIncrease Effective Dateâ€: as defined in Section 2.27(d). â€œIncremental Facilityâ€: an Incremental Term Loan or Incremental Revolving Commitment. â€œIncremental Joinderâ€: an instrument, in form and substance reasonably satisfactory to the Administrative Agent, by which a Lender becomes a party to this Agreement pursuant to Section 2.27. â€œIncremental Term Loanâ€: as defined in Section 2.27(a). â€œIncremental Revolving Commitmentâ€: as defined in Section 2.27(b). â€œIncurredâ€: as defined in the definition of â€œPro Forma Basisâ€. â€œIndebtednessâ€: of any Person at any date, without duplication, (a) all indebtedness of such Â 27Â Â Person for borrowed money, (b) all obligations of such Person for the deferred purchase price of property or services (other than (i) current trade payables incurred in the ordinary course of such Personâ€™s business, (ii) any earn-out obligation if such obligation is not required to be reflected on the balance sheet in accordance with GAAP and (iii) accruals for payroll and other liabilities, including deferred compensation arrangements, in each case, accrued in the ordinary course of business), (c) all obligations of such Person evidenced by notes, bonds, debentures or other similar instruments, (d) all indebtedness created or arising under any conditional sale or other title retention agreement with respect to property acquired by such Person (even though the rights and remedies of the seller or lender under such agreement in the event of default are limited to repossession or sale of such property), (e) all Capital Lease Obligations and all Synthetic Lease Obligations of such Person, (f) all obligations of such Person, contingent or otherwise, as an account party or applicant under or in respect of acceptances, letters of credit, surety bonds or similar arrangements, (g) all obligations of such Person to purchase, redeem, retire, defease or otherwise make any payment in respect of Disqualified Stock, (h) all Guarantee Obligations of such Person in respect of obligations of the kind referred to in clauses (a) through (g) above, (i) all obligations of the kind referred to in clauses (a) through (h) above secured by (or for which the holder of such obligation has an existing right, contingent or otherwise, to be secured by) any Lien on property (including accounts and contract rights) owned by such Person, whether or not such Person has assumed or become liable for the payment of such obligation; provided that the amount of such Indebtedness will be the lesser of (i) the fair market value of such property secured or (ii) the amount of such Indebtedness of such other Person, and (j) the net obligations of such Person in respect of Swap Agreements. The Indebtedness of any Person shall include the Indebtedness of any other entity (including any partnership in which such Person is a general partner) to the extent such Person is liable therefor as a result of such Personâ€™s ownership interest in or other relationship with such entity, except to the extent the terms of such Indebtedness expressly provide that such Person is not liable therefor. â€œIndemnified Taxesâ€: (a) Taxes, other than Excluded Taxes, imposed on or with respect to any payment made by or on account of any obligation of any Loan Party under any Loan Document and (b) to the extent not otherwise described in clause (a), Other Taxes. â€œIndemniteeâ€: as defined in Section 10.5(b). â€œInsolvency Proceedingâ€: (a) any case, action or proceeding before any court or other Governmental Authority relating to bankruptcy, reorganization, insolvency, liquidation, receivership, dissolution, winding-up or relief of debtors, or (b) any general assignment for the benefit of creditors, composition, marshalling of assets for creditors, or other, similar arrangement in respect of any Personâ€™s creditors generally or any substantial portion of such Personâ€™s creditors, in each case undertaken under U.S. federal, state or foreign law, including any Debtor Relief Law. â€œIntellectual Propertyâ€: the collective reference to all rights, priorities and privileges relating to intellectual property, whether arising under United States, multinational or foreign laws or otherwise, including copyrights, copyright licenses, patents, patent licenses, trademarks, trademark licenses, technology, know-how and processes, and all rights to sue at law or in equity for any infringement or other impairment thereof, including the right to receive all proceeds and damages therefrom. â€œIntellectual Property Security Agreementâ€: an intellectual property security agreement entered into between a Loan Party and the Administrative Agent pursuant to the terms of the Guarantee and Collateral Agreement in form and substance satisfactory to the Administrative Agent, together with each other intellectual property security agreement and supplement thereto delivered pursuant to Section 6.12, in each case as amended, restated, supplemented or otherwise modified from time to time. Â 28Â Â â€œInterest Payment Dateâ€: (a) as to any ABR Loan (including any Swingline Loan), the first Business Day of each calendar quarter to occur while such Loan is outstanding, (b) as to any SOFR Loan, (i)having an Interest Period of three (3) months or less, the last Business Day of such Interest Period and (ii)having an Interest Period longer than three (3) months, each Business Day that is three (3) months after the first day of such Interest Period, the last Business Day of such Interest Period, and (c) as to any Loan, the final maturity date of such Loan and the date of any repayment or prepayment made in respect thereof. â€œInterest Periodâ€: as to any SOFR Loan, (a) initially, the period commencing on the borrowing or conversion date, as the case may be, with respect to such SOFR Loan and ending on the numerically corresponding day in the month that is one, three or six months thereafter, as selected by the Borrower in its Notice of Borrowing or Notice of Conversion/Continuation, as the case may be, given with respect thereto; and (b) thereafter, each period commencing on the last day of the next preceding Interest Period applicable to such SOFR Loan and ending on the numerically corresponding day in the month that is one, three or six months thereafter, as selected by the Borrower in a Notice of Conversion/Continuation delivered to the Administrative Agent not later than 10:00 A.M. on the date that is three (3) U.S. Government Securities Business Days prior to the last day of the then current Interest Period with respect thereto; provided that all of the foregoing provisions relating to Interest Periods are subject to the following: (i)if any Interest Period would otherwise end on a day that is not a Business Day, such Interest Period shall be extended to the next succeeding Business Day unless the result of such extension would be to carry such Interest Period into another calendar month in which event such Interest Period shall end on the immediately preceding Business Day; (ii)the Borrower may not select an Interest Period under a particular Facility that would extend beyond the Revolving Termination Date (in the case of Revolving Facility) or beyond the Term Loan Maturity Date (in the case of Term Loans); (iii)any Interest Period that begins on the last Business Day of a calendar month (or on a day for which there is no numerically corresponding day in the last calendar month at the end of such Interest Period) shall end on the last Business Day of a calendar month; (iv)no tenor that has been removed from this definition pursuant to Section 2.17(b) shall be available for specification in any Notice of Borrowing or Notice of Conversion/Continuation. â€œInventoryâ€: all â€œinventory,â€ as such term is defined in the UCC, now owned or hereafter acquired by any Loan Party, wherever located, and in any event including inventory, merchandise, goods and other personal property that are held by or on behalf of any Group Member for sale or lease or are furnished or are to be furnished under a contract of service, or that constitutes raw materials, work in process, finished goods, returned goods, or materials or supplies of any kind used or consumed or to be used or consumed in such Group Memberâ€™s business or in the processing, production, packaging, promotion, delivery or shipping of the same, including all supplies and embedded software. â€œInvestmentsâ€: as defined in Section 7.8. â€œIRSâ€: the U.S. Internal Revenue Service. â€œISPâ€: with respect to any Letter of Credit, the â€œInternational Standby Practices 1998â€ published by the Institute of International Banking Law & Practice (or such later version thereof as may be in effect Â 29Â Â at the time

of issuance). â€œIssuing Lenderâ€: as the context may require, (a) SVB or any Affiliate thereof, in its capacity as issuer of any Letter of Credit (including, without limitation, each Existing Letter of Credit), and (b) any other Lender or Affiliate thereof that may become an Issuing Lender pursuant to Section 3.11 or 3.12, with respect to Letters of Credit issued by such Lender or its Affiliate. The Issuing Lender may, in its discretion, arrange for one or more Letters of Credit to be issued by Affiliates of the Issuing Lender or other financial institutions, in which case the term â€œIssuing Lenderâ€ shall include any such Affiliate or other financial institution with respect to Letters of Credit issued by such Affiliate or other financial institution. For the avoidance of doubt, no Lender shall become an Issuing Lender unless it shall so agree. â€œIssuing Lender Feesâ€: as defined in Section 3.3(a). â€œJudgment Currencyâ€: as defined in Section 10.19. â€œL/C Advanceâ€: each L/C Lenderâ€™s funding of its participation in any L/C Disbursement in accordance with its L/C Percentage of the L/C Commitment. â€œL/C Commitmentâ€: as to any L/C Lender, the obligation of such L/C Lender, if any, to purchase an undivided interest in the Issuing Lendersâ€™ obligations and rights under and in respect of each Letter of Credit (including to make payments with respect to draws made under any Letter of Credit pursuant to Section 3.5(b)) in an aggregate principal amount not to exceed the amount set forth under the heading â€œL/C Commitmentâ€ opposite such L/C Lenderâ€™s name on Schedule 1.1A or in the Assignment and Assumption, Incremental Joinder or amendment pursuant to which such L/C Lender becomes a party hereto, as the same may be changed from time to time pursuant to the terms hereof. The L/C Commitment is a sublimit of the Revolving Commitment and the aggregate amount of the L/C Commitments shall not exceed the amount of the Total L/C Commitments at any time. â€œL/C Disbursementsâ€: a payment or disbursement made by the Issuing Lender pursuant to a Letter of Credit. â€œL/C Exposureâ€: at any time, the sum of (a) the aggregate undrawn amount of all outstanding Letters of Credit at such time, and (b) the aggregate amount of all L/C Disbursements that have not yet been reimbursed or converted into Revolving Loans at such time. The L/C Exposure of any L/C Lender at any time shall equal its L/C Percentage of the aggregate L/C Exposure at such time. â€œL/C Facilityâ€: the L/C Commitments and the extensions of credit made thereunder. â€œL/C Fee Payment Dateâ€: as defined in Section 3.3(a). â€œL/C Lenderâ€: a Lender with an L/C Commitment. â€œL/C Percentageâ€: as to any L/C Lender at any time, the percentage of the Total L/C Commitments represented by such L/C Lenderâ€™s L/C Commitment, as such percentage may be adjusted as provided in Section 2.24. â€œL/C-Related Documentsâ€: collectively, each Letter of Credit (including any Existing Letter of Credit), all applications for any Letter of Credit (and applications for the amendment of any Letter of Credit) submitted by the Borrower to the Issuing Lender and any other document, agreement and instrument relating to any Letter of Credit, including any of the Issuing Lenderâ€™s standard form Â 30Â Â documents for letter of credit issuances. â€œLCA Electionâ€: as defined in Section 1.4. â€œLCA Test Dateâ€: as defined in Section 1.4. â€œLendersâ€: as defined in the preamble hereto; provided that unless the context otherwise requires, each reference herein to the Lenders shall be deemed to include the L/C Lenders, the Issuing Lender and the Swingline Lender. â€œLetter of Creditâ€: as defined in Section 3.1(a); provided that such term shall include each Existing Letter of Credit. â€œLetter of Credit Availability Periodâ€: the period from and including the Closing Date to but excluding the Letter of Credit Maturity Date. â€œLetter of Credit Feesâ€: as defined in Section 3.3(a). â€œLetter of Credit Fronting Feesâ€: as defined in Section 3.3(a). â€œLetter of Credit Maturity Dateâ€: the date occurring fifteen (15) days prior to the Revolving Termination Date then in effect (or, if such day is not a Business Day, the next preceding Business Day). â€œLienâ€: any mortgage, deed of trust, pledge, hypothecation, collateral assignment, deposit arrangement, encumbrance, lien (statutory or other), charge or other security interest or any preference, priority or other security agreement or preferential arrangement of any kind or nature whatsoever (including any conditional sale or other title retention agreement and any capital lease having substantially the same economic effect as any of the foregoing). â€œLimited Condition Acquisitionâ€: any Permitted Acquisition or similar permitted Investment, the consummation of which is not conditioned on the availability of, or on obtaining, third party financing; provided, that, in the event the consummation of any such Permitted Acquisition or similar permitted Investment shall not have occurred on or prior to the date that is 120 days following the signing of the applicable Limited Condition Acquisition Agreement, such Permitted Acquisition shall no longer constitute a Limited Condition Acquisition for any purpose. â€œLimited Condition Acquisition Agreementâ€: any agreement providing for a Limited Condition Acquisition. â€œLiquidityâ€: at any time, the sum of (a) the aggregate amount of the Unrestricted Cash of the Loan Parties that is subject to a first priority perfected Lien in favor of the Administrative Agent for the benefit of the Secured Parties (provided that such cash and Cash Equivalents shall not be required to be subject to a first priority Lien in favor of the Administrative Agent until the date that is 90 days after the Closing Date (or such later date as the Administrative Agent may consent in its sole and absolute discretion) and such Lien may be subject to such Liens and rights of set off as are set forth in the relevant Deposit Account Control Agreement or Securities Account Control Agreement, as the case may be, that governs the underlying Deposit Account or Securities Account), plus (b) the Available Revolving Commitment at such time. â€œLoanâ€: any loan made or maintained by any Lender pursuant to this Agreement. Â 31Â Â â€œLoan Documentsâ€: this Agreement, each Security Document, each Note, the Fee Letter, each Assignment and Assumption, each Compliance Certificate, each Notice of Borrowing, each Notice of Conversion/Continuation, the Solvency Certificate, each Incremental Joinder, each subordination agreement or intercreditor agreement entered into pursuant to this Agreement, the Collateral Information Certificate, each L/C-Related Document, and any agreement creating or perfecting rights in cash collateral pursuant to the provisions of Section 3.10, or otherwise, and any amendment, waiver, supplement or other modification to any of the foregoing. â€œLoan Partiesâ€: each Group Member that is a party to a Loan Document, as a Borrower or a Guarantor. â€œMandatory Prepayment Dateâ€: as defined in Section 2.12(e). â€œMarket Withdrawalâ€: has the same meaning and usage as 21 C.F.R. 806.1(i) stating that a Personâ€™s removal from any market or correction of a Product that involves a minor violation that would not be subject to legal action by the FDA or that involves no violation. â€œMaterial Adverse Effectâ€: (a) a material adverse change in, or a material adverse effect on, the business, operations, assets, liabilities or financial condition of the Group Members, taken as a whole; (b) a material impairment in the perfection or priority of the Administrative Agentâ€™s Lien in any material Collateral or in the value of such Collateral or a material adverse effect upon the legality, validity, binding effect or enforceability against the Borrower or any Guarantor of any material Loan Document to which it is a party; or (c) a material impairment of the ability of Loan Parties taken as a whole to perform any of their payment or other material obligations under any Loan Document to which it is a party. â€œMaterials of Environmental Concernâ€: any substance, material or waste that is defined, regulated, governed or otherwise characterized under any Environmental Law as hazardous or toxic or as a pollutant or contaminant (or by words of similar meaning and regulatory effect), any petroleum or petroleum products, asbestos, polychlorinated biphenyls, urea-formaldehyde insulation, molds or fungus, and radioactivity, radiofrequency radiation at levels known to be hazardous to human health and safety. â€œMFN Protectionâ€: as defined in Section 2.27(i). â€œMidCap Payoff Letterâ€: a letter, in form and substance satisfactory to the Administrative Agent, dated as of a date on or prior to the Closing Date and executed by each of the Existing Agent and the Borrower to the effect that upon receipt by the Existing Agent of the â€œpayoff amountâ€ (however designated) referenced therein, (a) the obligations of the Group Members under the Existing Credit Facilities shall be satisfied in full, (b) the Liens held by the Existing Agent for the benefit of the lenders under the Existing Credit Facilities shall terminate without any further action, and (c) the Borrower shall be entitled to file UCC-3 termination statements, USPTO releases, USCRO releases and any other releases reasonably necessary to further evidence the termination of such Liens â€œMinority Lenderâ€: as defined in Section 10.1(b). â€œMoodyâ€™sâ€: Moodyâ€™s Investors Service, Inc. â€œMortgaged Propertiesâ€: the real properties as to which, pursuant to Section 6.12(b) or otherwise, the Administrative Agent, for the benefit of the Secured Parties, shall be granted a Lien pursuant to the Mortgages. â€œMortgagesâ€: each of the mortgages, deeds of trust, deeds to secure debt or such equivalent Â 32Â Â documents hereafter entered into and executed and delivered by one or more of the Loan Parties to the Administrative Agent, in each case, as such documents may be amended, amended and restated, supplemented or otherwise modified, renewed or replaced from time to time and in form and substance reasonably acceptable to the Administrative Agent. â€œMultiemployer Planâ€: a â€œmultiemployer planâ€ (within the meaning of Section 3(37) of ERISA) to which any Loan Party or any ERISA Affiliate thereof makes, is making, or is obligated or has in the preceding six (6) years been obligated to make, contributions. â€œNet Cash Proceedsâ€: (a) in connection with any Asset Sale or any Recovery Event, the proceeds thereof in the form of cash and Cash Equivalents (including any such proceeds received by way of deferred payment of principal pursuant to a note or installment receivable or purchase price adjustment receivable or otherwise, but only as and when received in the form of cash and Cash Equivalents), net of attorneysâ€™ fees, accountantsâ€™ fees, investment banking fees, amounts required to be applied to the repayment of Indebtedness secured by a Lien expressly permitted hereunder on any asset that is the subject of such Asset Sale or Recovery Event (other than any Lien pursuant to a Security Document) and other customary costs, fees and expenses actually incurred in connection therewith and net of taxes paid and the Borrowerâ€™s reasonable and good faith estimate of income, franchise, sales, and other applicable taxes required to be paid by any Group Member in connection with such Asset Sale or Recovery Event in the taxable year that such Asset Sale or Recovery Event is consummated, the computation of which shall, in each such case, take into account the reduction in tax liability resulting from any available operating losses and net operating loss carryovers, tax credits, and tax credit carry forwards, and similar tax attributes and (b) in connection with any issuance or sale of Capital Stock or any incurrence of Indebtedness, the cash proceeds received from such issuance or incurrence, net of attorneysâ€™ fees, investment banking fees, accountantsâ€™ fees, underwriting discounts and commissions and other customary costs, fees and expenses actually incurred in connection therewith. â€œNon-Consenting Lenderâ€: any Lender that does not approve any consent, waiver or amendment that (a) requires the approval of all Affected Lenders in accordance with the terms of Section 10.1 and (b) has been approved by the Required Lenders. â€œNon-Defaulting Lenderâ€: at any time, each Lender that is not a Defaulting Lender at such time. â€œNoteâ€: a Term Loan Note, a Revolving Loan Note or a Swingline Loan Note. â€œNotice of Borrowingâ€: a notice substantially in the form of Exhibit K. â€œNotice of Conversion/Continuationâ€: a notice substantially in the form of Exhibit L. "NRC": the United States Nuclear Regulatory Commission, and any successor agency or entity thereof or any analogous agency or entity in any other jurisdiction. â€œObligationsâ€: (a) the unpaid principal of and interest on (including interest accruing after the maturity of the Loans and interest accruing after the filing of any petition in bankruptcy, or the commencement of any Insolvency Proceeding relating to any Loan Party, whether or not a claim for post-filing or post-petition interest is allowed or allowable in such proceeding) the Loans and all other obligations and liabilities (including any fees or expenses that accrue after the filing of any petition in bankruptcy, or the commencement of any insolvency, reorganization or like proceeding, relating to any Loan Party, whether or not a claim for post-filing or post-petition interest is allowed or allowable in such proceeding) of the Loan Parties (and the other Group Members in the cash of obligations in respect of Cash Management Services) to the Administrative Agent, the Issuing Lender, any other Lender, any Â 33Â Â applicable Cash Management Bank, and any Qualified Counterparty, whether direct or indirect, absolute or contingent, due or to become due, or now existing or hereafter incurred, which may arise under, out of, or in connection with, this Agreement, any other Loan Document, the Letters of Credit, any Cash Management Agreement, any Specified Swap Agreement or any other document made, delivered or given in connection herewith or therewith, whether on account of principal, interest, reimbursement obligations, payment obligations, fees, indemnities, costs, expenses (including all reasonable and documented out-of-pocket fees, charges and disbursements of counsel to the Administrative Agent, the Issuing Lender, any other Lender, any applicable Cash Management Bank, to the extent that any applicable Cash Management Agreement requires the reimbursement by any applicable Group Member of any such expenses, and any Qualified Counterparty) that are required to be paid by any Group Member pursuant any Loan Document, Cash Management Agreement, Specified Swap Agreement or otherwise, and (b) Erroneous Payment Subrogation Rights. For the avoidance of doubt, the Obligations shall not include (a) any obligations arising under any warrants or other equity instruments issued by any Loan Party to any Lender, or (b) solely with respect to any Guarantor that is not a Qualified ECP Guarantor, any Excluded Swap Obligations of such Guarantor. â€œOFACâ€: the Office of Foreign Assets Control of the United States Department of the Treasury and any successor thereto. â€œOperating Documentsâ€: for any Person as of any date, such Personâ€™s constitutional documents, formation documents and/or certificate of incorporation (or equivalent thereof) and, (a) if such Person is a corporation, its bylaws or memorandum and articles of association (or equivalent thereof) in current form, (b) if such Person is a limited liability company, its limited liability company agreement (or similar agreement), and (c) if such Person is a partnership, its partnership agreement (or similar agreement), each of the foregoing with all current amendments or modifications thereto. â€œOther Connection Taxesâ€: with respect to any Recipient, Taxes imposed as a result of a present or former connection between such Recipient and the jurisdiction imposing such Tax (other than connections arising from such Recipient having executed, delivered, become a party to, performed its obligations under, received payments under, received or perfected a security interest under, engaged in any other transaction pursuant to or enforced any Loan Document, or sold or assigned an interest in any Loan or Loan Document). â€œOther Taxesâ€: all present or future stamp, court or documentary, intangible, recording, filing or similar Taxes that arise from any payment made under, from the execution, delivery, performance, enforcement or registration of, from the receipt or perfection of a security interest under, or otherwise with respect to, any Loan Document, except any such Taxes that are Other Connection Taxes imposed with respect to an assignment (other than an assignment made pursuant to Section 2.23). â€œParticipantâ€: as defined in Section 10.6(d). â€œParticipant Registerâ€: as defined in Section 10.6(d). â€œPatriot Actâ€: the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism (USA PATRIOT ACT) Act of 2001, Title III of Pub. L. 107-56, signed into law October 26, 2001. â€œPayment Conditionsâ€: (a) immediately before and immediately after giving effect to the applicable payment or transaction, no Event of Default shall have occurred and be continuing, and (b) immediately after giving effect to the applicable payment or transaction, the Borrower is in pro forma Â 34Â Â compliance with all financial covenants set forth in Section 7.1. â€œPayment Recipientâ€: as defined in Section 9.14(a). â€œPBGCâ€: the Pension Benefit Guaranty Corporation, or any successor thereto. â€œPension Planâ€: an employee benefit plan (as defined in Section 3(3) of ERISA) other than a Multiemployer Plan (a) that is or was at any time maintained or sponsored by any Loan Party or any ERISA Affiliate thereof or to which any Loan Party or any ERISA Affiliate thereof has ever made, or was obligated to make, contributions, and (b) that is or was subject to Section 412 of the Code, Section 302 of ERISA or Title IV of ERISA. â€œPeriodic Term SOFR Determination Dayâ€: as defined in the definition of â€œTerm SOFRâ€. "Permits": all licenses, certificates, accreditations, product clearances or approvals, provider numbers or provider authorizations, supplier numbers, provider numbers, marketing authorizations, other authorizations, registrations, permits, consents and approvals of the Borrower and each of its Subsidiaries required under any Requirement of Law applicable to the Group Membersâ€™ business or necessary in the manufacturing, importing, exporting, possession, ownership, warehousing, marketing, promoting, sale, labeling, furnishing, distribution or delivery of goods or services under Requirements of Law applicable to the business of the Borrower or any of its Subsidiaries. Without limiting the generality of the foregoing, "Permits" includes all governmental authorizations and Product Authorizations of the Borrower and each of its Subsidiaries. â€œPermitted Acquisitionâ€: as defined in Section 7.8(k). â€œPermitted Convertible Indebtednessâ€: the 2022 Notes and the 2026 Notes and any extension, refinancing, renewal, replacement, exchange or modification thereof provided that, in each such case, (a) as of the date of issuance thereof, such Indebtedness contains terms, conditions, covenants, conversion or exchange rights, redemption rights and offer to repurchase rights, in each case, as are typical and customary for notes of such type (in each case, as determined by the Borrower in good faith); provided that the interest rate on such Indebtedness shall not exceed 5.0% per annum (other than with respect to the 2026 Notes which cannot exceed 4.00% per annum), (b) such Indebtedness is convertible or exchangeable into shares of common stock of the Borrower (or other securities of a successor Person following merger event, reclassification or other change of the common stock of the Borrower), cash or a combination thereof (such amount of cash determined by reference to the price of the Borrowerâ€™s common stock or such other securities or property), and cash in lieu of fractional shares of common stock of the Borrower, (c) other than the 2022 Notes (the outstanding principal amount of which at no time shall exceed $10,000,000) and 2026 Notes, such indebtedness shall have a stated final maturity date that is no earlier than the date 91 days after the Revolving Termination Date (the â€œEarliest Dateâ€) and shall not be subject to any conditions that could result in such stated final maturity occurring earlier than the Earliest Date (it being understood that any conversion of such notes (whether into cash, shares of common stock in Borrower or any combination thereof), a repurchase of such notes on account of the occurrence of a â€œfundamental changeâ€ or any redemption of such notes at the option of the Borrower shall not be deemed to constitute a change in the stated final maturity thereof); provided that any Indebtedness incurred to refinance the 2026 Notes shall comply with this clause (c), (d) such Indebtedness shall not be required to be repaid, prepaid, redeemed, repurchased or defeased, whether on one or more fixed dates, upon the occurrence of one or more events or at the option of any holder thereof (except, in each case, upon any conversion of such notes (whether into cash, shares of common stock in Borrower or any combination thereof), the occurrence of an event of default or a â€œfundamental changeâ€ or following Borrowerâ€™s election to redeem such notes) prior to the Earliest Date, (e) such Indebtedness Â 35Â Â shall be unsecured and no Group Member that is not a Loan Party shall have primary or Guarantee Obligations thereunder, and (f) any cross-default or cross acceleration (or comparable term or concept) provision contained in the agreements governing such Indebtedness that relates to indebtedness or other payment obligations of the Group Members contains a cure period of at least 30 calendar days (after written notice to the issuer of such Indebtedness by the trustee or to such issuer and such trustee by holders of at least 25% in aggregate principal amount of such Indebtedness then

outstanding) before a default, event of default, acceleration or other event or condition under the cross defaulted obligation results in an event of default under such cross default or cross acceleration provision. â€œPermitted Refinancingâ€: Indebtedness issued, incurred or otherwise obtained (including by means of the extension or renewal of existing Indebtedness) in exchange for, or to extend, renew, replace, repurchase, retire or refinance (any of the foregoing, a â€œrefinancingâ€), in whole or part, any Indebtedness referenced in Section 7.2; provided (i)such Indebtedness shall not have a greater principal amount than (w) the principal amount (or accreted value, if applicable) of the Indebtedness being refinanced thereby plus (x) customary accrued interest, fees, premiums (if any) and penalties thereon and fees and expenses associated with the refinancing, plus (y) an amount equal to any existing commitments unutilized thereunder, plus (z) an amount equal to any other basket under Section 7.2 available for the incurrence of such Indebtedness; provided that any increase in such Indebtedness in reliance on this clause (z) shall reduce such other basket on a dollar-for-dollar basis; (ii)the Indebtedness being refinanced thereby shall be repaid, repurchased, retired, defeased or satisfied and discharged, and all accrued interest, fees, premiums (if any) and penalties in connection therewith shall be paid, on the date such Indebtedness is issued, incurred or obtained; (iii)such Indebtedness shall not at any time be incurred or guaranteed by any Person other than a Person that is an obligor or guarantor of the Indebtedness being refinanced thereby; (iv)if secured, such Indebtedness shall not be secured by property other than property securing the Indebtedness being refinanced thereby, and, if applicable, any after-acquired property that is affixed or incorporated into such assets and the proceeds and products thereof; (v)such Indebtedness shall not have a shorter average weighted maturity than the remaining average weighted maturity of the Indebtedness being refinanced, or a maturity shorter than the Indebtedness being refinanced; (vi)the terms of such Indebtedness other than fees and interest are not, taken as a whole, less favorable to the obligor thereunder than the terms of the Indebtedness being refinanced; and (vii)if the Indebtedness being refinanced is subordinated to repayment of the Obligations or the Liens granted pursuant to the Loan Documents, such Indebtedness shall also be subordinated on terms no less favorable to the Administrative Agent and the Lenders as those that were applicable to the Indebtedness being refinanced. â€œPersonâ€: any natural Person, corporation, limited liability company, trust, joint venture, association, company, partnership, Governmental Authority or other entity. â€œPlanâ€: (a) an employee benefit plan (as defined in Section 3(3) of ERISA) other than a Multiemployer Plan which is or was at any time maintained or sponsored by any Group Member or to Â 36Â Â which any Group Member has ever made, or was obligated to make, contributions, (b) a Pension Plan, or (c) a Qualified Plan. â€œPlan Asset Regulationsâ€: 29 CFR Â§ 2510.3-101, as modified by Section 3(42) of ERISA, as amended from time to time. â€œPlatformâ€: any of Debt Domain, DebtX, Intralinks, Syndtrak or a substantially similar electronic transmission system. â€œPreferred Stockâ€: the preferred Capital Stock of the Borrower. â€œPrime Rateâ€: greater of (a) 0.00% and (b) the rate of interest per annum published in the money rates section of the Wall Street Journal or any successor publication thereto as the â€œprime rateâ€ then in effect; provided that if such rate of interest, as set forth from time to time in the money rates section of the Wall Street Journal, becomes unavailable for any reason as determined by the Administrative Agent, the â€œPrime Rateâ€ shall mean the rate of interest per annum announced by the Administrative Agent as its prime rate in effect at its principal office (such announced Prime Rate not being intended to be the lowest rate of interest charged by the Administrative Agent in connection with extensions of credit to debtors). "Product": any current or future service or product researched, designed, developed, manufactured, licensed, marketed, sold, performed, distributed or otherwise commercialized by the Borrower or any of its Subsidiaries, and any such product in development or which may be developed; provided, that for purposes of Article IV, "Product" shall not include products designed, developed and manufactured by third parties that are not Affiliates of the Borrower or any of its Subsidiaries. "Product Authorizations": any and all approvals (including pricing and reimbursement approvals), licenses, notifications, registrations or authorizations of any Governmental Authority necessary for the manufacture, development, distribution, use, storage, import, export, transport, promotion, marketing, sale or other commercialization of a Product in any country or jurisdiction, including without limitation registration and listing, IDEs, Device Approval Applications (including any supplements and amendments thereto) or similar applications, post- approval marketing authorizations (including any prerequisite manufacturing approval or authorization related thereto), labeling approvals, and technical, medical, and scientific licenses. â€œPro Forma Basisâ€: with respect to any calculation or determination for any period, in making such calculation or determination on the specified date of determination (the â€œDetermination Dateâ€): (a)pro forma effect will be given to any Indebtedness incurred by the Group Members (including by assumption of then outstanding Indebtedness or by a Person becoming a Subsidiary) (â€œIncurredâ€) after the beginning of the applicable period and on or before the Determination Date to the extent the Indebtedness is outstanding or is to be Incurred on the Determination Date, as if such Indebtedness had been Incurred on the first day of such period; (b)pro forma calculations of interest on Indebtedness bearing a floating interest rate will be made as if the rate in effect on the Determination Date (taking into account any Swap Agreement applicable to the Indebtedness) had been the applicable rate for the entire reference period; (c)Consolidated Fixed Charges related to any Indebtedness no longer outstanding or to be repaid or redeemed on the Determination Date, except for Consolidated Interest Expense accrued during the reference period under a revolving credit to the extent of the commitment thereunder (or under Â 37Â Â any successor revolving credit) in effect on the Determination Date, will be excluded as if such Indebtedness was no longer outstanding or was repaid or redeemed on the first day of such period; (d)pro forma effect will be given to: (A) the acquisition or disposition of companies, divisions or lines of businesses by the Group Members, including any acquisition or disposition of a company, division or line of business since the beginning of the reference period by a Person that became a Subsidiary after the beginning of the applicable period; and (B) the discontinuation of any discontinued operations but, in the case of Consolidated Fixed Charges, only to the extent that the obligations giving rise to Consolidated Fixed Charges will not be obligations of the Group Members following the Determination Date; in each case of clauses (A) and (B), that have occurred since the beginning of the applicable period and before the Determination Date as if such events had occurred, and, in the case of any disposition, the proceeds thereof applied, on the first day of such period. To the extent that pro forma effect is to be given to an acquisition or disposition of a company, division or line of business, the pro forma calculation will be calculated in good faith by a responsible financial or accounting officer of the Borrower in accordance with Regulation S-X under the Securities Act based upon the most recent four full fiscal quarters for which the relevant financial information is available; it being agreed that such calculation will not be duplicative of any adjustments set forth in the definition of Consolidated EBITDA. â€œProjected Pro Forma Financial Statementsâ€: pro forma and projected balance sheets, income statements and cash flow statements and projections prepared by the Borrower and its consolidated Subsidiaries that give effect (as if such events had occurred on such date) to (i) the Loans to be made on the Closing Date and the use of proceeds thereof, (ii) the incurrence of the 2026 Notes and (iii) the payment of fees and expenses in connection with the foregoing, in each case prepared as of December 31, 2020 and on a quarterly basis through the fiscal quarter ending June 30, 2022 and on an annual basis for each fiscal year thereafter through the term of this Agreement. â€œProjectionsâ€: as defined in Section 6.2(c). â€œPropertiesâ€: as defined in Section 4.17(a). â€œPTEâ€: a prohibited transaction class exemption issued by the U.S. Department of Labor, as any such exemption may be amended from time to time. â€œPublic Company Costsâ€: as to any Person, costs associated with, or in anticipation of, or preparation for, compliance with the requirements of the Sarbanes-Oxley Act of 2002 and the rules and regulations promulgated in connection therewith and costs relating to compliance with the provisions of the Securities Act of 1933 (as amended, and the rules and regulations of the SEC promulgated thereunder, as amended) and the Securities Exchange Act of 1934 (as amended, and the rules and regulations of the SEC promulgated thereunder, as amended) or any other comparable body of laws, rules or regulations, as companies with listed equity, directorsâ€™ compensation, fees and expense reimbursement, costs relating to enhanced accounting functions and investor relations, stockholder meetings and reports to stockholders, directorsâ€™ and officersâ€™ insurance and other executive costs, legal and other professional fees, listing fees and other transaction costs, in each case to the extent arising solely by virtue of the listing of such Personâ€™s equity securities on a national securities exchange or issuance of public debt securities. â€œQualified Cashâ€: Unrestricted Cash held at such time by the Loan Parties in Deposit Accounts or Securities Accounts subject to a first priority perfected Lien in favor of the Administrative Agent. Â 38Â Â â€œQualified Counterpartyâ€: with respect to any Specified Swap Agreement, any counterparty thereto that is a Lender or an Affiliate of a Lender or, at the time such Specified Swap Agreement was entered into or as of the Effective Date, was the Administrative Agent or a Lender or an Affiliate of the Administrative Agent or a Lender. â€œQualified ECP Guarantorâ€: in respect of any Swap Obligation, (a) each Guarantor that has total assets exceeding $10,000,000 at the time the relevant Guarantee Obligation of such Guarantor provided in respect of, or the Lien granted by such Guarantor to secure, such Swap Obligation (or guaranty thereof) becomes effective with respect to such Swap Obligation, and (b) any other Guarantor that (i) constitutes an â€œeligible contract participantâ€ under the Commodity Exchange Act or any regulations promulgated thereunder, or (ii) can cause another Person (including, for the avoidance of doubt, any other Guarantor not then constituting a â€œQualified ECP Guarantorâ€) to qualify as an â€œeligible contract participantâ€ at such time by entering into a â€œkeepwell, support, or other agreementâ€ as contemplated by Section 1a(18)(A)(v)(II) of the Commodity Exchange Act. â€œQualified Planâ€: an employee benefit plan (as defined in Section 3(3) of ERISA) other than a Multiemployer Plan (a) that is or was at any time maintained or sponsored by any Loan Party or any ERISA Affiliate thereof or to which any Loan Party or any ERISA Affiliate thereof has ever made, or was ever obligated to make, contributions, and (b) that is intended to be tax-qualified under Section 401(a) of the Code. â€œRecipientâ€: the (a) Administrative Agent, (b) any Lender or (c) the Issuing Lender, as applicable. â€œRecovery Eventâ€: any settlement of or payment in respect of any property or casualty insurance claim or any condemnation proceeding relating to any asset of any Group Member. â€œReference Timeâ€: with respect to any setting of the then-current Benchmark means (i) if such Benchmark is the Eurodollar Rate, 11:00 a.m. (London time) on the day that is two London banking days preceding the date of such setting, and (ii) if such Benchmark is not the Eurodollar Rate, the time determined by the Administrative Agent in its reasonable discretion. â€œRefinancingâ€: as defined in Section 2.11(b). â€œRefunded Swingline Loansâ€: as defined in Section 2.7(b). â€œRegisterâ€: as defined in Section 10.6(c). â€œRegulation Dâ€: Regulation D of the Federal Reserve Board, as in effect from time to time and all official rulings and interpretations thereunder or thereof. â€œRegulation Tâ€: Regulation T of the Board as in effect from time to time. â€œRegulation Uâ€: Regulation U of the Board as in effect from time to time. â€œRegulation Xâ€: Regulation X of the Board as in effect from time to time. â€œReinvestment Deferred Amountâ€: with respect to any Reinvestment Event, the aggregate Net Cash Proceeds received by any Loan Party in connection therewith that are not applied to prepay the Loans or other amounts pursuant to Section 2.12(e) as a result of the delivery of a Reinvestment Notice. â€œReinvestment Eventâ€: any Asset Sale or Recovery Event in respect of which the Borrower has Â 39Â Â delivered a Reinvestment Notice. â€œReinvestment Noticeâ€: a written notice executed by a Responsible Officer stating that no Event of Default has occurred and that the Borrower (directly or indirectly through a Guarantor) intends and expects to use all or a specified portion of the Net Cash Proceeds of an Asset Sale or Recovery Event to acquire new or replacement assets or to repair assets useful in its business. â€œReinvestment Prepayment Amountâ€: with respect to any Reinvestment Event, the Reinvestment Deferred Amount relating thereto less any amount expended prior to the relevant Reinvestment Prepayment Date to acquire new or replacement assets or to repair assets useful in the Borrowerâ€™s business. â€œReinvestment Prepayment Dateâ€: with respect to any Reinvestment Event, the earlier of (a) the date occurring one hundred eighty days (180) (or such longer period as the Administrative Agent may agree in its reasonable discretion) after such Reinvestment Event, and (b) the date on which the Borrower (or its Subsidiaries) shall have determined not to, or shall have otherwise ceased to, acquire new or replacement assets or not to repair assets useful in the Borrowerâ€™s business with all or any portion of the relevant Reinvestment Deferred Amount. â€œRelated Partiesâ€: with respect to any Person, such Personâ€™s Affiliates and the partners, directors, officers, employees, agents, trustees, administrators, managers, advisors and representatives of such Person and of such Personâ€™s Affiliates. â€œRelevant Governmental Bodyâ€: the Board of Governors of the Federal Reserve System or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Board of Governors of the Federal Reserve System or the Federal Reserve Bank of New York, or any successor thereto. â€œReplacement Lenderâ€: as defined in Section 2.23. â€œRequired Lendersâ€: at any time, (a) if only one Lender holds the outstanding Term Loans and the Revolving Commitments, such Lender; and (b) if more than one Lender holds the outstanding Term Loans and Revolving Commitments, then at least two unaffiliated Lenders who hold more than 50% of the sum of (i) the aggregate unpaid principal amount of the Term Loans then outstanding, and (ii) the Total Revolving Commitments (including, without duplication, the L/C Commitments) then in effect or, if the Revolving Commitments have been terminated, the Total Revolving Extensions of Credit then outstanding; provided that for the purposes of this clause (b), the outstanding principal amount of the Term Loans held by any Defaulting Lender and the Revolving Commitments of, and the portion of the Revolving Loans and participations in L/C Exposure and Swingline Loans held or deemed held by, any Defaulting Lender shall be excluded for purposes of making a determination of Required Lenders; provided further that a Lender and its Affiliates shall be deemed one Lender. â€œRequirement of Lawâ€: as to any Person, any law (including the Healthcare Laws), treaty, rule or regulation or determination of an arbitrator or a court or other Governmental Authority (including, for the avoidance of doubt, the Basel Committee on Banking Supervision and any successor thereto or similar authority or successor thereto), in each case applicable to or binding upon such Person or any of its property or to which such Person or any of its property is subject. â€œResolution Authorityâ€: an EEA Resolution Authority or, with respect to any UK Financial Institution, a UK Resolution Authority. Â 40Â Â â€œResponsible Officerâ€: with respect to any Loan Party, the chief executive officer, president, vice president, chief financial officer, treasurer, controller or comptroller of such Loan Party, but in any event, with respect to financial matters, the chief financial officer, treasurer, controller or comptroller of such Loan Party. â€œRestricted Paymentsâ€: as defined in Section 7.6. For purposes of clarification, a conversion or exchange of any Convertible Indebtedness (in accordance with its terms) shall not constitute a Restricted Payment. â€œRevolving Commitmentâ€: as to any Lender, the obligation of such Lender, if any, to make Revolving Loans and participate in Swingline Loans and Letters of Credit in an aggregate principal amount not to exceed the amount set forth under the heading â€œRevolving Commitmentâ€ opposite such Lenderâ€™s name on Schedule 1.1A, as such Schedule 1.1A may be amended from time to time pursuant to Section 2.27, if Incremental Revolving Commitments are advanced thereunder, or in the Assignment and Assumption, an Incremental Joinder or other amendment pursuant to which such Lender became a party hereto, as the same may be changed from time to time pursuant to the terms hereof (including in connection with assignments and Incremental Facilities permitted hereunder). The original amount of the Total Revolving Commitments is $40,000,000. The L/C Commitment and the Swingline Commitment are each sublimits of the Total Revolving Commitments. Notwithstanding anything to the contrary contained herein, in no case shall more than $30,000,000 of Revolving Loans or Letters of Credit be outstanding on the Closing Date. â€œRevolving Commitment Periodâ€: the period from and including the Closing Date to the Revolving Termination Date. â€œRevolving Extensions of Creditâ€: as to any Revolving Lender at any time, an amount equal to the sum of (a) the aggregate principal amount of all Revolving Loans held by such Lender then outstanding, plus (b) such Lenderâ€™s L/C Percentage of the aggregate undrawn amount of all outstanding Letters of Credit (including any Existing Letters of Credit) at such time, plus (c) such Lenderâ€™s L/C Percentage of the aggregate amount of all L/C Disbursements that have not yet been reimbursed or converted into Revolving Loans at such time, plus (d) such Lenderâ€™s Revolving Percentage of the aggregate principal amount of Swingline Loans then outstanding. â€œRevolving Facilityâ€: the Revolving Commitments and the extensions of credit made thereunder. â€œRevolving Lenderâ€: each Lender that has a Revolving Commitment or that holds Revolving Loans. â€œRevolving Loan Conversionâ€: as defined in Section 3.5(b). â€œRevolving Loan Funding Officeâ€: the office of the Administrative Agent specified in Section 10.2 or such other office as may be specified from time to time by the Administrative Agent as its funding office by written notice to the Borrower and the Lenders. â€œRevolving Loan Noteâ€: a promissory note in the form of Exhibit H-1, as it may be amended, supplemented or otherwise modified from time to time. â€œRevolving Loansâ€: as defined in Section 2.4(a). â€œRevolving Percentageâ€: as to any Revolving Lender at any time, the percentage which such Â 41Â Â Lenderâ€™s Revolving Commitment then constitutes of the Total Revolving Commitments or, at any time after the Revolving Commitments if all Lenders shall have expired or terminated, the percentage which the aggregate principal amount of such Lenderâ€™s Revolving Loans then outstanding constitutes of the aggregate principal amount of all Revolving Loans then outstanding; provided that in the event that the Revolving Loans are paid in full prior to the reduction to zero of the Total Revolving Commitments, the Revolving Percentages shall be determined in a manner designed to ensure that the other outstanding Revolving Extensions of Credit shall be held by the Revolving Lenders on a comparable basis. â€œRevolving Termination Dateâ€: the earliest to occur of (x) May 6, 2026 and (y) the date which is ninety-one (91) days prior to the stated maturity of the 2026 Notes (other than any maturity occurring in connection with any refinancings, refundings, renewals or extensions of all or substantially all (it being understood that any refinancing, refunding, renewal or extension of all but $10,000,000 of outstanding principal amount of the 2026 Notes shall constitute substantially all of the 2026 Notes) the 2026 Notes (which results in the maturity date thereof being extended to a date which is at least ninety-one (91) days after May 6, 2026)). â€œS&Pâ€: Standard & Poorâ€™s Ratings Services. â€œSale Leaseback Transactionâ€: any arrangement with any Person or Persons, whereby in contemporaneous or substantially contemporaneous transactions a Loan Party sells substantially all of its right, title and interest in any property and, in connection therewith, acquires, leases or licenses back the right to use all or a material portion of such property. â€œSanction(s)â€: any international economic sanction administered or enforced by the United States Government (including OFAC), the United Nations

Security Council, the European Union, HerHis Majestyâ€™s Treasury, the Hong Kong Monetary Authority, or other relevant sanctions authority. â€œSECâ€: the Securities and Exchange Commission, any successor thereto and any analogous Governmental Authority. â€œSecured Partiesâ€: the collective reference to the Administrative Agent, the Lenders (including any Issuing Lender in its capacity as Issuing Lender and any Swingline Lender in its capacity as Swingline Lender), any Cash Management Bank (in its or their respective capacities as providers of Cash Management Services), and any Qualified Counterparties. â€œSecurities Accountâ€: any â€œsecurities accountâ€ as defined in the UCC with such additions to such term as may hereafter be made. â€œSecurities Account Control Agreementâ€: any Control Agreement entered into by the Administrative Agent, a Loan Party and a securities intermediary holding a Securities Account of such Loan Party pursuant to which the Administrative Agent is granted â€œspringing controlâ€ (for purposes of the UCC) over such Securities Account. â€œSecurities Actâ€: the Securities Act of 1933, as amended from time to time and any successor statute. â€œSecurity Documentsâ€: the collective reference to (a) the Guarantee and Collateral Agreement, (b) the Mortgages, (c) each Intellectual Property Security Agreement, (d) each Deposit Account Control Agreement, (e) each Securities Account Control Agreement, (f) all other security documents hereafter delivered to the Administrative Agent granting a Lien on any property of any Person to secure the Obligations of any Loan Party arising under any Loan Document, (g) each Pledge Supplement, (h) each Â 42Â Â Assumption Agreement, (i) all other security documents hereafter delivered to any applicable Cash Management Bank granting a Lien on any property of any Person to secure the Obligations of any Group Member arising under any Cash Management Agreement, and (j) all financing statements, fixture filings, patent, trademark and copyright filings, assignments, acknowledgments and other filings, documents and agreements made or delivered pursuant to any of the foregoing. â€œSOFRâ€: a rate equal to the secured overnight financing rate as administered by the SOFR Administrator. â€œSOFR Administratorâ€: the Federal Reserve Bank of New York (or a successor administrator of the secured overnight financing rate). â€œSOFR Administratorâ€™s Websiteâ€: the website of the Federal Reserve Bank of New York, currently at http://www.newyorkfed.org, or any successor source for the secured overnight financing rate identified as such by the SOFR Administrator from time to time. â€œSOFR Borrowingâ€: as to any Borrowing, the SOFR Loans comprising such Borrowing. â€œSOFR Determination Dayâ€: as defined in the definition of â€œDaily Simple SOFRâ€. â€œSOFR Loanâ€: a Loan that bears interest at a rate based on Adjusted Term SOFR, other than pursuant to clause (c) of the definition of â€œABRâ€. â€œSOFR Rate Dayâ€: as defined in the definition of â€œDaily Simple SOFRâ€. â€œSOFR Trancheâ€: the collective reference to SOFR Loans under a particular Facility (other than the L/C Facility), the then current Interest Periods with respect to all of which begin on the same date and end on the same later date (whether or not such Loans shall originally have been made on the same day). â€œSolvency Certificateâ€: the Solvency Certificate, dated the Closing Date, delivered to the Administrative Agent pursuant to Section 5.2(m), which Solvency Certificate shall be in substantially the form of Exhibit D. â€œSolventâ€: when used with respect to any Person, as of any date of determination, (a) the amount of the â€œfair valueâ€ of the assets of such Person will, as of such date, exceed the amount of all â€œliabilities of such Person, contingent or otherwise,â€ as of such date, as such quoted terms are determined in accordance with applicable federal and state laws governing determinations of the insolvency of debtors, (b) the â€œpresent fair saleable valueâ€ of the assets of such Person will, as of such date, be greater than the amount that will be required to pay the liability of such Person on its debts as such debts become absolute and matured, as such quoted terms are determined in accordance with applicable federal and state laws governing determinations of the insolvency of debtors, (c) such Person will not have, as of such date, an unreasonably small amount of capital with which to conduct its business, and (d) such Person will be able to pay its debts generally as they mature. For purposes of this definition, (i) â€œdebtâ€ means liability on a â€œclaim,â€ and (ii) â€œclaimâ€ means any (x) right to payment, whether or not such a right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured or (y) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured or unmatured, disputed, undisputed, secured or unsecured. Â 43Â Â â€œSpecified Acquisition Agreement Representationsâ€: such of the representations and warranties made by the sellers and their Affiliates in the Limited Condition Acquisition Agreement as are material to the interests of the Lenders, but only to the extent that the Borrower (or its applicable Affiliates) has the right (taking into account any applicable cure provisions) to terminate its (or such Affiliatesâ€™) obligations under the Limited Condition Acquisition Agreement, or decline to consummate the acquisition (in each case, in accordance with the terms thereof), as a result of a breach of such representations and warranties. â€œSpecified Event of Defaultâ€: any Event of Default under Section 8.1(a), or Section 8.1(f). â€œSpecified Representationsâ€: those representations and warranties made in Sections 4.3(a) (with respect to the organizational existence of the Loan Parties only after giving effect to the Limited Condition Acquisition), 4.4 (excluding the third sentence thereof), 4.5 (solely with respect to the first sentence and with respect to Operating Documents), 4.11, 4.14, 4.19, 4.20 (giving effect to the Limited Condition Acquisition and the incurrence of the Increase loans in connection therewith), 4.28 and 4.29 (solely to the effect that the use of proceeds of any Increase loans in connection with the Limited Condition Acquisition on the date of the acquisition will not violate the Foreign Corrupt Practices Act of 1977, the Patriot Act or sanctions administered by OFAC). â€œSpecified Swap Agreementâ€: any Swap Agreement entered into by a Loan Party and any Qualified Counterparty (or any Person who was a Qualified Counterparty as of the Effective Date or as of the date such Swap Agreement was entered into) to the extent permitted under Section 7.13. â€œSubordinated Debt Documentâ€: any agreement, certificate, document or instrument executed or delivered by any Group Member and evidencing Indebtedness of any Group Member which is subordinated to the Obligations (including payment, lien and remedies subordination terms, as applicable) in a manner approved in writing by the Administrative Agent, and any renewals, modifications, or amendments thereof which are approved in writing by the Administrative Agent. â€œSubordinated Indebtednessâ€: Indebtedness of a Loan Party subordinated to the Obligations pursuant to subordination terms (including payment, lien and remedies subordination terms, as applicable) reasonably acceptable to the Administrative Agent. â€œSubsidiaryâ€: as to any Person, a corporation, partnership, limited liability company or other entity of which shares of stock or other ownership interests having ordinary voting power (other than stock or such other ownership interests having such power only by reason of the happening of a contingency) to elect a majority of the board of directors or other managers of such corporation, partnership or other entity are at the time owned, or the management of which is otherwise controlled, directly or indirectly through one or more intermediaries, or both, by such Person. Unless otherwise qualified, all references to a â€œSubsidiaryâ€ or to â€œSubsidiariesâ€ in this Agreement shall refer to a Subsidiary or Subsidiaries of the Borrower. â€œSurety Indebtednessâ€: as of any date of determination, indebtedness (contingent or otherwise) owing to sureties arising from surety bonds issued on behalf of any Group Member as support for, among other things, their contracts with customers, whether such indebtedness is owing directly or indirectly by such Loan Party or any such Subsidiary. â€œSVBâ€: as defined in the preamble hereto. â€œSwap Agreementâ€: any agreement with respect to any swap, hedge, forward, future or derivative transaction or option or similar agreement involving, or settled by reference to, one or more Â 44Â Â rates, currencies, commodities, equity or debt instruments or securities, or economic, financial or pricing indices or measures of economic, financial or pricing risk or value or any similar transaction or any combination of these transactions; provided that no phantom stock or similar plan providing for payments only on account of services provided by current or former directors, officers, employees or consultants of the Group Members shall be deemed to be a â€œSwap Agreement.â€ â€œSwap Obligationâ€: with respect to any Guarantor, any obligation of such Guarantor to pay or perform under any agreement, contract or transaction that constitutes a â€œswapâ€ within the meaning of Section 1a(47) of the Commodity Exchange Act. â€œSwap Termination Valueâ€: in respect of any one or more Swap Agreements, after taking into account the effect of any legally enforceable netting agreement relating to such Swap Agreements, (a) for any date on or after the date any such Swap Agreement has been closed out and termination value determined in accordance therewith, such termination value, and (b) for any date prior to the date referenced in clause (a), the amount determined as the mark-to-market value for such Swap Agreement, as determined based upon one or more mid-market or other readily available quotations provided by any recognized dealer in such Swap Agreements (which may include a Qualified Counterparty). â€œSwingline Commitmentâ€: the obligation of the Swingline Lender to make Swingline Loans pursuant to Section 2.6 in an aggregate principal amount at any one time outstanding not to exceed $5,000,000. â€œSwingline Lenderâ€: SVB, in its capacity as the lender of Swingline Loans or such other Lender as the Borrower may from time to time select as the Swingline Lender hereunder pursuant to Section 2.7(f); provided that such Lender has agreed to be a Swingline Lender. â€œSwingline Loan Noteâ€: a promissory note in the form of Exhibit H-2, as it may be amended, supplemented or otherwise modified from time to time. â€œSwingline Loansâ€: as defined in Section 2.6. â€œSwingline Participation Amountâ€: as defined in Section 2.7(c). â€œSynthetic Lease Obligationâ€: the monetary obligation of a Person under (a) a so-called synthetic, off-balance sheet or tax retention lease or (b) an agreement for the use of property creating obligations that do not appear on the balance sheet of such Person but which, upon the insolvency or bankruptcy of such Person, would be characterized as the indebtedness of such Person (without regard to accounting treatment). â€œTaxesâ€: all present or future taxes, levies, imposts, duties, deductions, withholdings (including backup withholding), assessments, fees or other charges imposed by any Governmental Authority, including any interest, additions to tax or penalties applicable thereto. â€œTerm Commitmentâ€: as to any Lender, the obligation of such Lender, if any, to make a Term Loan to the Borrower in an aggregate principal amount not to exceed the amount set forth under the heading â€œTerm Commitmentâ€ opposite such Lenderâ€™s name on Schedule 1.1A. The original aggregate principal amount of the Term Commitments is $80,000,000. â€œTerm Facilityâ€: the Term Commitments and the Term Loans made thereunder. â€œTerm Lenderâ€: each Lender that has a Term Commitment or that holds a Term Loan. Â 45Â Â â€œTerm Loanâ€: the term loans made by the Lenders pursuant to Section 2.1 and any Incremental Term Loans. â€œTerm Loan Funding Officeâ€: the office of the Administrative Agent specified in Section 10.2 or such other office as may be specified from time to time by the Administrative Agent as its funding office by written notice to the Borrower and the Lenders. â€œTerm Loan Maturity Dateâ€: the earliest to occur of (x) May 6, 2026 and (y) the date which is ninety-one (91) days prior to the stated maturity of the 2026 Notes (other than any maturity occurring in connection with any refinancings, refundings, renewals or extensions of all or substantially all (it being understood that any refinancing, refunding, renewal or extension of all but $10,000,000 of outstanding principal amount of the 2026 Notes shall constitute substantially all of the 2026 Notes) the 2026 Notes (which results in the maturity date thereof being extended to a date which is at least ninety-one (91) days after May 6, 2026)). â€œTerm Loan Noteâ€: a promissory note in the form of Exhibit H-3, as it may be amended, supplemented or otherwise modified from time to time. â€œTerm Percentageâ€: as to any Term Lender at any time, the percentage which such Lenderâ€™s Term Commitments and funded Term Loans then constitutes of the aggregate Term Commitments and funded Term Loans of all Lenders. Â Â â€œTerm SOFRâ€: (a)for any calculation with respect to a SOFR Loan, the Term SOFR Reference Rate for a tenor comparable to the applicable Interest Period on the day (such day, the â€œPeriodic Term SOFR Determination Dayâ€) that is two (2) U.S. Government Securities Business Days prior to the first day of such Interest Period, as such rate is published by the Term SOFR Administrator; provided, however, that if as of 5:00 p.m. (New York City time) on any Periodic Term SOFR Determination Day the Term SOFR Reference Rate for the applicable tenor has not been published by the Term SOFR Administrator and a Benchmark Replacement Date with respect to the Term SOFR Reference Rate has not occurred, then Term SOFR will be the Term SOFR Reference Rate for such tenor as published by the Term SOFR Administrator on the first preceding U.S. Government Securities Business Day for which such Term SOFR Reference Rate for such tenor was published by the Term SOFR Administrator so long as such first preceding U.S. Government Securities Business Day is not more than three (3) U.S. Government Securities Business Days prior to such Periodic Term SOFR Determination Day; and (b)for any calculation with respect to an ABR Loan on any day, the Term SOFR Reference Rate for a tenor of one month on the day (such day, the â€œABR Term SOFR Determination Dayâ€) that is two (2) U.S. Government Securities Business Days prior to such day, as such rate is published by the Term SOFR Administrator; provided, however, that if as of 5:00 p.m. (New York City time) on any ABR Term SOFR Determination Day the Term SOFR Reference Rate for the applicable tenor has not been published by the Term SOFR Administrator and a Benchmark Replacement Date with respect to the Term SOFR Reference Rate has not occurred, then Term SOFR will be the Term SOFR Reference Rate for such tenor as published by the Term SOFR Administrator on the first preceding U.S. Government Securities Business Day for which such Term SOFR Reference Rate for such tenor was published by the Term SOFR Administrator so long as such first preceding U.S. Government Securities Â 46Â Â Business Day is not more than three (3) U.S. Government Securities Business Days prior to such ABR SOFR Determination Day. â€œTerm SOFR Adjustmentâ€: for any calculation with respect to an ABR Loan or a SOFR Loan, a percentage per annum as set forth below for the applicable Type of such Loan and (if applicable) Interest Period therefor: ABR Loans: 0.10% Â Â SOFR Loans: Interest Period Percentage One month 0.10% Three months 0.10% Six months 0.10% Â Â â€œTerm SOFR Administratorâ€: the CME Group Benchmark Administration Limited (CBA) (or a successor administrator of the Term SOFR Reference Rate selected by the Administrative Agent in its reasonable discretion). â€œTerm SOFR Borrowingâ€: as to any Borrowing, the Loans bearing interest at a rate based on Adjusted Term SOFR comprising such Borrowing other than pursuant to clause (c) of the definition of â€œABRâ€. â€œTerm SOFR Reference Rateâ€: the forward-looking term rate based on SOFR. â€œTotal Credit Exposureâ€: is, as to any Lender at any time, the unused Commitments, Revolving Extensions of Credit and outstanding Term Loans of such Lender at such time. â€œTotal L/C Commitmentsâ€: at any time, the sum of all L/C Commitments at such time, as the same may be reduced from time to time pursuant to Section 2.10 or 3.5(b). The initial amount of the Total L/C Commitments on the Closing Date is $5,000,000. â€œTotal Revolving Commitmentsâ€: at any time, the aggregate amount of the Revolving Commitments then in effect. â€œTotal Revolving Extensions of Creditâ€: at any time, the aggregate amount of the Revolving Extensions of Credit outstanding at such time. â€œTrade Dateâ€: as defined in Section 10.6(b)(i)(B). â€œTypeâ€: as to any Loan, its nature as an ABR Loan or a SOFR Loan. â€œUK Financial Institutionâ€: any BRRD Undertaking (as such term is defined under the PRA Rulebook (as amended form time to time) promulgated by the United Kingdom Prudential Regulation Authority) or any person falling within IFPRU 11.6 of the FCA Handbook (as amended from time to time) promulgated by the United Kingdom Financial Conduct Authority, which includes certain credit institutions and investment firms, and certain affiliates of such credit institutions or investment firms. Â 47Â Â â€œUK Resolution Authorityâ€: the Bank of England or any other public administrative authority having responsibility for the resolution of any UK Financial Institution. â€œUnadjusted Benchmark Replacementâ€: the applicable Benchmark Replacement excluding the related Benchmark Replacement Adjustment. â€œUnfriendly Acquisitionâ€: any acquisition that has not, at the time of the first public announcement of an offer relating thereto, been approved by the board of directors (or other legally recognized governing body) of the Person to be acquired; except that with respect to any acquisition of a non-U.S. Person, an otherwise friendly acquisition shall not be deemed to be unfriendly if it is not customary in such jurisdiction to obtain such approval prior to the first public announcement of an offer relating to a friendly acquisition. â€œUniform Commercial Codeâ€ or â€œUCCâ€: the Uniform Commercial Code (or any similar or equivalent legislation) as in effect from time to time in the State of New York, or as the context may require, any other applicable jurisdiction. â€œUnited Statesâ€ and â€œU.S.â€: the United States of America. â€œUnrestricted Cashâ€: cash and Cash Equivalents of the Loan Parties that would not appear as â€œrestrictedâ€ on a consolidated balance sheet of the Group Members (other than as are restricted in favor of the Administrative Agent to secure the Obligations). â€œUSCROâ€: the U.S. Copyright Office. â€œUSPTOâ€: the U.S. Patent and Trademark Office. â€œU.S. Government Securities Business Dayâ€: any day except for (a) a Saturday, (b) a Sunday or (c) a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in United States government securities. â€œU.S. Personâ€: any Person that is a â€œUnited States Personâ€ as defined in Section 7701(a)(30) of the Code. â€œU.S. Tax Compliance Certificateâ€: as defined in Section 2.20(f). â€œWithholding Agentâ€: as applicable, any of any applicable Loan Party and the Administrative Agent, as the context may require. â€œWrite-Down and Conversion Powersâ€: (a) with respect to any EEA Resolution Authority, the write-down and conversion powers of such EEA Resolution Authority from time to time under the Bail-In Legislation for the applicable EEA Member Country, which write-down and conversion powers are described in the EU Bail-In Legislation Schedule, and (b) with respect to the United Kingdom, any powers of the applicable Resolution Authority under the Bail-In Legislation to cancel, reduce, modify or change the form of a liability of any UK Financial Institution or any contract or instrument under which that liability arises, to convert all or part of that liability into shares, securities or obligations of that person or any other person, to provide that any such contract or instrument is to have effect as if a right had been exercised under it or to suspend any obligation in respect of that liability or any of the powers under that Bail-In Legislation that are related to or ancillary to any of those powers. Â 48Â Â 1.2Other Definitional Provisions. (a)Unless otherwise specified therein, all terms defined in this Agreement shall have the defined meanings when used in the other Loan Documents or any certificate or other document made or delivered pursuant hereto or thereto. (b)As used herein and in the other Loan Documents, and in any certificate or other document made or delivered pursuant hereto or thereto, (i) accounting terms relating to any Group Member not defined in Section 1.1 and accounting terms partly defined in Section 1.1, to the extent not defined, shall have the respective meanings given to them under GAAP, (ii) the words â€œinclude,â€ â€œincludesâ€ and â€œincludingâ€ shall be deemed to be followed by the phrase â€œwithout limitation,â€ (iii) the word â€œincurâ€ shall be construed to mean incur, create, issue, assume, become liable in respect of or suffer to exist (and the words â€œincurredâ€ and â€œincurrenceâ€ shall have correlative meanings), (iv) the words â€œassetâ€ and â€œpropertyâ€ shall be construed to have the same meaning and effect and to refer to any and all tangible

and intangible assets and properties, including cash, Capital Stock, securities, revenues, accounts, leasehold interests and contract rights, (v) references to a given time of day shall, unless otherwise specified, be deemed to refer to Pacific time, and (vi) references to agreements (including this Agreement) or other Contractual Obligations shall, unless otherwise specified, be deemed to refer to such agreements or Contractual Obligations as amended, supplemented, restated, amended and restated or otherwise modified from time to time. Notwithstanding the foregoing clause (i), for purposes of determining compliance with any covenant (including the computation of any financial covenant) contained herein, Indebtedness of any Group Member shall be deemed to be carried at 100% of the outstanding principal amount thereof, and the effects of FASB ASC 825 and FASB ASC 470-20 on financial liabilities shall be disregarded (c)The words â€œhereof,â€ â€œhereinâ€ and â€œhereunderâ€ and words of similar import, when used in this Agreement, shall refer to this Agreement as a whole and not to any particular provision of this Agreement, unless otherwise specified. The word â€œwillâ€ shall be construed to have the same meaning and effect as the word â€œshall.â€ Unless the context requires otherwise, (i) any reference herein to any Person shall be construed to include such Personâ€™s successors and assigns, (ii) all references herein to Articles, Sections, Exhibits and Schedules shall be construed to refer to Articles and Sections of, and Exhibits and Schedules to, this Agreement, and (iii) any reference to any law or regulation herein shall, unless otherwise specified, refer to such law or regulation as amended, modified or supplemented from time to time. (d)The meanings given to terms defined herein shall be equally applicable to both the singular and plural forms of such terms. Whenever the context may require, any pronoun shall include the corresponding masculine, feminine and neuter forms. (e)Any reference in any Loan Document to a merger, transfer, consolidation, amalgamation, consolidation, assignment, sale, disposition or transfer, or similar term, shall be deemed to apply to a Division of or by a limited liability company, or an allocation of assets to a series of a limited liability company (or the unwinding of such a Division or allocation), as if it were a merger, transfer, consolidation, amalgamation, consolidation, assignment, sale or transfer, or similar term, as applicable, to, of or with a separate Person. Any Division of a limited liability company shall constitute a separate Person under the Loan Documents (and each Division of any limited liability company that is a Subsidiary, joint venture or any other like term shall also constitute such a Person) on the first date of its existence. In connection with any Division, if any asset, right, obligation or liability of any Person becomes the asset, right, obligation or liability of a different Person, then such asset shall be deemed to have been transferred from the original Person to the subsequent Person. 1.3Rounding. Any financial ratios required to be maintained by the Borrower pursuant to this Agreement shall be calculated by dividing the appropriate component by the other component, carrying the result to one place more than the number of places by which such ratio is expressed herein and rounding Â 49Â Â the result up or down to the nearest number (with a rounding-up if there is no nearest number). 1.4Limited Condition Acquisitions. In connection with any action being taken in connection with a Limited Condition Acquisition, for purposes of determining compliance with any provision of this Agreement which requires the calculation of Consolidated EBITDA, Consolidated Senior Net Leverage Ratio, Consolidated Fixed Charge Coverage Ratio or any other financial ratio or metric, at the option of the Borrower (and, if the Borrower elects to exercise such option, such option shall be exercised on or prior to the date on which the definitive agreement for such Limited Condition Acquisition is executed) (the Borrowerâ€™s election to exercise such option in connection with any Limited Condition Acquisition, an â€œLCA Electionâ€), then notwithstanding anything else to the contrary contained in this Agreement, the date of determination of whether any such action is permitted hereunder, shall be deemed to be the date the definitive agreements for such Limited Condition Acquisition are entered into (the â€œLCA Test Dateâ€), and if, after giving pro forma effect to the Limited Condition Acquisition and the other transactions to be entered into in connection therewith (including any Incurrence of Indebtedness and the use of proceeds thereof) as if they had occurred at the beginning of the most recent period of four fiscal quarters then ended prior to the LCA Test Date for which consolidated financial statements of the Borrower are available, the Borrower could have taken such action on the relevant LCA Test Date in compliance with such ratio or basket, such ratio or basket shall be deemed to have been complied with. If the Borrower has made an LCA Election for any Limited Condition Acquisition, then in connection with any subsequent calculation of any basket availability with respect to the incurrence of Indebtedness, the grant of Liens, or the making of Investments, Restricted Payments, Dispositions, mergers and consolidations or other transfer of all or substantially all of the assets of any Loan Party or any Subsidiary on or following the relevant LCA Test Date and prior to the earlier of the date on which such Limited Condition Acquisition is consummated or the definitive agreement for such Limited Condition Acquisition is terminated or expires without consummation of such Limited Condition Acquisition, any such ratio or basket shall be calculated on a Pro Forma Basis assuming both that such Limited Condition Acquisition and other transactions in connection therewith (including any incurrence of Indebtedness and the use of proceeds thereof) have been consummated and have not been consummated. 1.5Rates. The Administrative Agent does not warrant or accept responsibility for, and shall not have any liability with respect to, (a) the continuation of, administration of, submission of, calculation of or any other matter related to ABR, Term SOFR Reference Rate, Adjusted Term SOFR, Term SOFR, or any component definition thereof or rates referred to in the definition thereof, or any alternative, successor or replacement rate thereto (including any Benchmark Replacement), including whether the composition or characteristics of any such alternative, successor or replacement rate (including any Benchmark Replacement) will be similar to, or produce the same value or economic equivalence of, or have the same volume or liquidity as, ABR, Term SOFR Reference Rate, Adjusted Term SOFR, Term SOFR or any other Benchmark prior to its discontinuance or unavailability, or (b) the effect, implementation or composition of any Conforming Changes. The Administrative Agent and its affiliates or other related entities may engage in transactions that affect the calculation of ABR, Term SOFR Reference Rate, Adjusted Term SOFR, Term SOFR, any alternative, successor or replacement rate (including any Benchmark Replacement) or any relevant adjustments thereto, in each case, in a manner adverse to the Borrower. The Administrative Agent may select information sources or services in its reasonable discretion to ascertain ABR, Term SOFR Reference Rate, Adjusted Term SOFR, Term SOFR or any other Benchmark, in each case, pursuant to the terms of this Agreement, and shall have no liability to the Borrower, any Lender or any other Person for damages of any kind, including direct or indirect, special, punitive, incidental or consequential damages, costs, losses or expenses (whether in tort, contract Â 50Â Â or otherwise and whether at law or in equity), for any error or calculation of any such rate (or component thereof) provided by any such information source or service. SECTION 2 AMOUNT AND TERMS OF COMMITMENTS 2.1Term Commitments. Subject to the terms and conditions hereof, each Term Lender severally agrees to make a Term Loan to the Borrower on the Closing Date in an amount equal to the amount of the Term Commitment of such Lender. The Term Loans may from time to time be SOFR Loans or ABR Loans, as determined by the Borrower and notified to the Administrative Agent in accordance with Sections 2.2 and 2.13. 2.2Procedure for Term Loan Borrowing. The Borrower shall give the Administrative Agent an irrevocable Notice of Borrowing (which must be received by the Administrative Agent prior to 10:00 A.M. one Business Day prior to the anticipated Closing Date) requesting that the Term Lenders make the Term Loans on the Closing Date and specifying the amount to be borrowed. Upon receipt of such Notice of Borrowing, the Administrative Agent shall promptly notify each Term Lender thereof. Not later than 12:00 P.M. on the Closing Date each Term Lender shall make available to the Administrative Agent at the Term Loan Funding Office an amount in immediately available funds equal to the Term Loan to be made by such Lender. The Administrative Agent shall credit the account of the Borrower on the books of such office of the Administrative Agent with the aggregate of the amounts made available to the Administrative Agent by the Term Lenders in immediately available funds or, if so specified in the Flow of Funds Agreement, the Administrative Agent shall wire transfer or otherwise credit all or a portion of such aggregate amounts to the Existing Agent (for application against amounts in accordance with the wire instructions specified in the Flow of Funds Agreement). 2.3Repayment of Term Loans. Beginning on September 30, 2021, the Term Loan shall be repaid in consecutive quarterly installments on the last day of each calendar quarter, each of which installments shall be in an amount equal to (a) from September 30, 2021 through and including June 30, 2022, 1.25% of the original principal amount of the Term Loans, (b) from September 30, 2022 through and including June 30, 2024, 1.875% of the original principal amount of the Term Loans, and (c) from September 30, 2024 and the last day of each quarter thereafter until the Term Loan Maturity Date, 2.50% of the original principal amount of the Term Loans. To the extent not previously paid, all Term Loans shall be due and payable on the Term Loan Maturity Date, together with accrued and unpaid interest on the principal amount to be paid to but excluding the date of payment. 2.4Revolving Commitments. (a)Subject to the terms and conditions hereof, each Revolving Lender severally agrees to make revolving credit loans (each, a â€œRevolving Loanâ€ and, collectively, the â€œRevolving Loansâ€) to the Borrower from time to time during the Revolving Commitment Period in an aggregate principal amount at any one time outstanding which, when added to the aggregate outstanding amount of the Swingline Loans, the aggregate undrawn amount of all outstanding Letters of Credit, and the aggregate amount of all L/C Disbursements that have not yet been reimbursed or converted into Revolving Loans or Swingline Loans, incurred on behalf of the Borrower and owing to such Lender, does not exceed the amount of such Lenderâ€™s Revolving Commitment. In addition, such aggregate obligations shall not at any time exceed the Total Revolving Commitments in effect at such time. During the Revolving Commitment Period the Borrower may use the Revolving Commitments by borrowing, prepaying the Revolving Loans in whole or in part, and reborrowing, all in accordance with the terms and Â 51Â Â conditions hereof. The Revolving Loans may from time to time be SOFR Loans or ABR Loans, as determined by the Borrower and notified to the Administrative Agent in accordance with Sections 2.5 and 2.13. Borrowings of more than one Type may be outstanding at the same time; provided that, there shall not be more than a total of seven SOFR Borrowings outstanding at any time. (b)The Borrower shall repay all outstanding Revolving Loans on the Revolving Termination Date. 2.5Procedure for Revolving Loan Borrowing. The Borrower may borrow under the Revolving Commitments during the Revolving Commitment Period on any Business Day; provided that the Borrower shall give the Administrative Agent an irrevocable Notice of Borrowing (which must be received by the Administrative Agent prior to 10:00 A.M. (a) three U.S. Government Securities Business Days prior to the requested Borrowing Date, in the case of SOFR Loans, or (b) one (1) Business Day prior to the requested Borrowing Date, in the case of ABR Loans) (provided that any such Notice of Borrowing of ABR Loans under the Revolving Facility to finance payments under Section 3.5(a) may be given not later than 10:00 A.M. on the date of the proposed borrowing), in each such case specifying (i) the amount and Type of Revolving Loans to be borrowed, (ii) the requested Borrowing Date, (iii) the respective amounts of each such Type of Loan (iv) in the case of SOFR Loans, the respective lengths of the initial Interest Period therefor, and (v) instructions for remittance of the proceeds of the applicable Loans to be borrowed. If no Interest Period is specified with respect to any requested SOFR Loan, the Borrower shall be deemed to have selected an Interest Period of one monthâ€™s duration. Each borrowing under the Revolving Commitments shall be in an amount equal to $1,000,000 or a whole multiple of $100,000 in excess thereof (or, if the then Available Revolving Commitments are less than $1,000,000, such lesser amount); provided that the Swingline Lender may request, on behalf of the Borrower, borrowings under the Revolving Commitments that are ABR Loans in other amounts pursuant to Section 2.7). Upon receipt of any such Notice of Borrowing from the Borrower, the Administrative Agent shall promptly notify each Revolving Lender thereof. Each Revolving Lender will make the amount of its pro rata share of each such borrowing available to the Administrative Agent for the account of the Borrower at the Revolving Loan Funding Office prior to 10:00 A.M. on the Borrowing Date requested by the Borrower in funds immediately available to the Administrative Agent. Such borrowing will then be made available to the Borrower by the Administrative Agent crediting such account as is designated in writing to the Administrative Agent by the Borrower with the aggregate of the amounts made available to the Administrative Agent by the Revolving Lenders and in like funds as received by the Administrative Agent. 2.6Swingline Commitment. Subject to the terms and conditions hereof, the Swingline Lender agrees to make available a portion of the credit accommodations otherwise available to the Borrower under the Revolving Commitments from time to time during the Revolving Commitment Period by making swing line loans (each a â€œSwingline Loanâ€ and, collectively, the â€œSwingline Loansâ€) to the Borrower; provided that (a) the aggregate principal amount of Swingline Loans outstanding at any time shall not exceed the Swingline Commitment then in effect, (b) the Borrower shall not request, and the Swingline Lender shall not make, any Swingline Loan if, after giving effect to the making of such Swingline Loan, the Available Revolving Commitments would be less than zero, and (c) the Borrower shall not use the proceeds of any Swingline Loan to refinance any then outstanding Swingline Loan. During the Revolving Commitment Period, the Borrower may use the Swingline Commitment by borrowing, repaying and reborrowing, all in accordance with the terms and conditions hereof. Swingline Loans shall be ABR Loans only. The Borrower shall repay to the Swingline Lender the then unpaid principal amount of each Swingline Loan on the Revolving Termination Date. The Swingline Lender shall not make a Swingline Loan during the period commencing at the time it has received notice (by telephone or in writing) from the Administrative Agent at the request of any Lender, acting in good faith, that one or more of the applicable conditions specified in Section 5.3 (other than Section 5.3(d)) is not Â 52Â Â then satisfied and has had a reasonable opportunity to react to such notice and ending when such conditions are satisfied or duly waived. 2.7Procedure for Swingline Borrowing; Refunding of Swingline Loans. (a)Whenever the Borrower desires that the Swingline Lender make Swingline Loans the Borrower shall give the Swingline Lender irrevocable telephonic notice (which telephonic notice must be received by the Swingline Lender not later than 12:00 P.M. on the proposed Borrowing Date) confirmed promptly in writing by a Notice of Borrowing, specifying (i) the amount to be borrowed, (ii) the requested Borrowing Date (which shall be a Business Day during the Revolving Commitment Period), and (iii) instructions for the remittance of the proceeds of such Loan. Each borrowing under the Swingline Commitment shall be in an amount equal to $100,000 or a whole multiple of $100,000 in excess thereof. Promptly thereafter, on the Borrowing Date specified in a notice in respect of Swingline Loans, the Swingline Lender shall make available to the Borrower an amount in immediately available funds equal to the amount of the Swingline Loan to be made by depositing such amount in the account designated in writing to the Administrative Agent by the Borrower. Unless a Swingline Loan is sooner refinanced by the advance of a Revolving Loan pursuant to Section 2.7(b), such Swingline Loan shall be repaid by the Borrower no later than five (5) Business Days after the advance of such Swingline Loan. (b)The Swingline Lender, at any time and from time to time in its sole and absolute discretion may, on behalf of the Borrower (which hereby irrevocably directs the Swingline Lender to act on its behalf), on one Business Dayâ€™s telephonic notice given by the Swingline Lender no later than 12:00 P.M. and promptly confirmed in writing, request each Revolving Lender to make, and each Revolving Lender hereby agrees to make, a Revolving Loan, in an amount equal to such Revolving Lenderâ€™s Revolving Percentage of the aggregate amount of such Swingline Loan (each a â€œRefunded Swingline Loanâ€) outstanding on the date of such notice, to repay the Swingline Lender. Each Revolving Lender shall make the amount of such Revolving Loan available to the Administrative Agent at the Revolving Loan Funding Office in immediately available funds, not later than 10:00 A.M. one Business Day after the date of such notice. The proceeds of such Revolving Loan shall immediately be made available by the Administrative Agent to the Swingline Lender for application by the Swingline Lender to the repayment of the Refunded Swingline Loan. The Borrower irrevocably authorizes the Swingline Lender to charge the Borrowerâ€™s accounts with the Administrative Agent (up to the amount available in each such account) immediately to pay the amount of any Refunded Swingline Loan to the extent amounts received from the Revolving Lenders are not sufficient to repay in full such Refunded Swingline Loan. (c)If prior to the time that the Borrower has repaid the Swingline Loans pursuant to Section 2.7(a) or a Revolving Loan has been made pursuant to Section 2.7(b), one of the events described in Section 8.1(f) shall have occurred or if for any other reason, as determined by the Swingline Lender in its sole discretion, Revolving Loans may not be made as contemplated by Section 2.7(b), each Revolving Lender shall, on the date such Revolving Loan was to have been made pursuant to the notice referred to in Section 2.7(b) or on the date requested by the Swingline Lender (with at least one (1) Business Daysâ€™ notice to the Revolving Lenders), purchase for cash an undivided participating interest in the then outstanding Swingline Loans by paying to the Swingline Lender an amount (the â€œSwingline Participation Amountâ€) equal to (i) such Revolving Lenderâ€™s Revolving Percentage times (ii) the sum of the aggregate principal amount of the outstanding Swingline Loans that were to have been repaid with such Revolving Loans. (d)Whenever, at any time after the Swingline Lender has received from any Revolving Lender such Lenderâ€™s Swingline Participation Amount, the Swingline Lender receives any payment on account of the Swingline Loans, the Swingline Lender will distribute to such Lender its Â 53Â Â Swingline Participation Amount (appropriately adjusted, in the case of interest payments, to reflect the period of time during which such Lenderâ€™s participating interest was outstanding and funded and, in the case of principal and interest payments, to reflect such Lenderâ€™s pro rata portion of such payment if such payment is not sufficient to pay the principal of and interest on all Swingline Loans then due); provided that in the event that such payment received by the Swingline Lender is required to be returned, such Revolving Lender will return to the Swingline Lender any portion thereof previously distributed to it by the Swingline Lender. (e)Each Revolving Lenderâ€™s obligation to make the Loans referred to in Section 2.7(b) and to purchase participating interests pursuant to Section 2.7(c) shall be absolute and unconditional and shall not be affected by any circumstance, including (i) any setoff, counterclaim, recoupment, defense or other right that such Revolving Lender or the Borrower may have against the Swingline Lender, the Borrower or any other Person for any reason whatsoever, (ii) the occurrence of a Default or an Event of Default or the failure to satisfy any of the other conditions specified in Section 5, (iii) any adverse change in the condition (financial or otherwise) of the Borrower, (iv) any breach of this Agreement or any other Loan Document by the Borrower, any other Loan Party or any other Revolving Lender, or (v) any other circumstance, happening or event whatsoever, whether or not similar to any of the foregoing. (f)The Swingline Lender may resign at any time by giving thirty (30) daysâ€™ prior notice to the Administrative Agent, the Lenders and the Borrower. Following such notice of resignation from the Swingline Lender, the Swingline Lender may be replaced at any time by written agreement

among the Borrower, the Administrative Agent, the Required Lenders and the successor Swingline Lender. After the resignation or replacement of the Swingline Lender hereunder, the retiring Swingline Lender shall remain a party hereto and shall continue to have all the rights and obligations of the Swingline Lender under this Agreement and the other Loan Documents with respect to Swingline Loans made by it prior to such resignation or replacement, but shall not be required or permitted to make any additional Swingline Loans. 2.8[Reserved]. 2.9Fees. (a)Fee Letter. The Borrower agrees to pay to the Administrative Agent the fees specified in the Fee Letter. (b)Commitment Fee. As additional compensation for the Revolving Commitments, the Borrower shall pay to the Administrative Agent for the account of the Lenders, in arrears, on the first day of each quarter prior to the Revolving Termination Date and on the Revolving Termination Date, a fee for the Borrowerâ€™s non-use of available funds in an amount equal to the Commitment Fee Rate per annum multiplied by the difference between (x) the Total Revolving Commitments (as they may be reduced from time to time) and (y) the sum of (A) the average for the period of the daily closing balance of the Revolving Loans, excluding the aggregate principal amount of Swingline Loans which shall be deemed to be zero for purposes hereof, (B) the aggregate undrawn amount of all Letters of Credit outstanding at such time and (C) the aggregate amount of all L/C Disbursements that have not yet been reimbursed or converted into Revolving Loans at such time. (c)Fees Nonrefundable. All fees payable under this Section 2.9 shall be fully earned on the date paid and nonrefundable. (d)Increase in Fees. At any time that an Event of Default exists, upon the request of the Required Lenders, the amount of any of the foregoing fees under subsections (a) and (b) shall be increased by adding 2.0% per annum thereto. Â 54Â Â 2.10Termination or Reduction of Revolving Commitments. Â 55Â Â The Borrower shall have the right, upon not less than three (3) Business Daysâ€™ notice to the Administrative Agent, to terminate the Revolving Commitments or, from time to time, to reduce the amount of the Revolving Commitments without premium or penalty; provided that no such termination or reduction of the Revolving Commitments shall be permitted if, after giving effect thereto and to any prepayments of the Revolving Loans and Swingline Loans made on the effective date thereof, the Total Revolving Extensions of Credit would exceed the Available Revolving Commitments then in effect; provided that if such notice indicates that such termination or reduction is conditioned on the occurrence of a transaction it may be revoked if such transaction is not consummated. Any such reduction shall be in an amount equal to $1,000,000, or a whole multiple thereof (or, if the then Total Revolving Commitments are less than $1,000,000, such lesser amount), and shall reduce permanently the Revolving Commitments then in effect; provided further, if in connection with any such reduction or termination of the Revolving Commitments a SOFR Loan is prepaid on any day other than the last day of the Interest Period applicable thereto, the Borrower shall also pay any amounts owing pursuant to Section 2.21. The Borrower shall have the right, without penalty or premium, upon not less than three (3) Business Daysâ€™ notice to the Administrative Agent, to terminate the L/C Commitments or, from time to time, to reduce the amount of the L/C Commitments; provided that no such termination or reduction of L/C Commitments shall be permitted if, after giving effect thereto, the Total L/C Commitments shall be reduced to an amount that would result in the aggregate L/C Exposure exceeding the Total L/C Commitments (as so reduced). Any such reduction shall be in an amount equal to $1,000,000, or a whole multiple thereof (or, if the then Total Revolving Commitments are less than $1,000,000, such lesser amount), and shall reduce permanently the L/C Commitments then in effect. 2.11Optional Loan Prepayments. (a)The Borrower may at any time and from time to time prepay the Loans, in whole or in part upon irrevocable notice delivered to the Administrative Agent no later than 10:00 A.M. three (3) Business Days prior thereto, in the case of SOFR Loans, and no later than 10:00 A.M. one (1) Business Day prior thereto, in the case of ABR Loans, which notice shall specify the date and amount of the proposed prepayment; provided that if a SOFR Loan is prepaid, in whole or in part, on any day other than the last day of the Interest Period applicable thereto, the Borrower shall also pay any amounts owing pursuant to Section 2.21; provided further that if such notice of prepayment indicates that such prepayment is conditioned on the occurrence of a transaction, such notice of prepayment may be revoked if such transaction is not consummated. Upon receipt of any such notice the Administrative Agent shall promptly notify each relevant Lender thereof. If any such notice is given, the amount specified in such notice shall be due and payable on the date specified therein, together with (except in the case of Revolving Loans that are ABR Loans and Swingline Loans) accrued interest to such date on the amount prepaid. Partial prepayments of Term Loans shall be in an aggregate principal amount of $1,000,000 or a whole multiple thereof. Partial prepayments of Swingline Loans and Revolving Loans shall be in an aggregate principal amount of $100,000 or a whole multiple thereof. Amounts to be applied in connection with prepayments made pursuant to this Section 2.11 shall be applied to Term Loans in accordance with Section 2.18(b). (b)No amount of outstanding Loans shall be prepaid by the Borrower pursuant to Section 2.11(a) prior to the first anniversary of the Closing Date unless the Borrower pays to the Administrative Agent (for the ratable benefit of the Term Lenders), contemporaneously with the Â 56Â Â prepayment of such Loans, a prepayment fee equal to 1.00% of the aggregate amount of the Loans so prepaid. Any such Loan prepayment fee shall be fully earned on the date paid and shall not be refundable for any reason; provided that in the event that (1) such prepayment pursuant to Section 2.11(a) occurs as a result of a refinancing of all of the outstanding Obligations (a â€œRefinancingâ€) and (2) SVB acts as the sole and exclusive administrative agent and collateral agent for such Refinancing, then any Lender participating in such Refinancing shall not be entitled to any portion of the prepayment premium, and the amount of the total prepayment premium shall be reduced accordingly. 2.12Mandatory Prepayments. (a)[reserved]. (b)If any Indebtedness shall be incurred by any Group Member (excluding any Indebtedness incurred in accordance with Section 7.2), an amount equal to 100% of the Net Cash Proceeds thereof shall be applied on the date of such incurrence toward the prepayment of the Term Loans and other amounts as set forth in Section 2.12(e). Contemporaneously with the prepayment of the Term Loans pursuant to this Section 2.12(b) prior to the first anniversary of the Closing Date, the Borrower shall pay to the Administrative Agent (for the ratable benefit of the Lenders), a prepayment fee equal to 1.00% of the aggregate amount of the Term Loans so prepaid. Any such Term Loan prepayment fee shall be fully earned on the date paid and shall not be refundable for any reason; provided that in the event that (i) such prepayment occurs as a result of a Refinancing and (ii) SVB acts as the sole and exclusive administrative agent and collateral agent for such Refinancing, then any Lender participating in such Refinancing shall not be entitled to any portion of the prepayment premium, and the amount of the total prepayment premium shall be reduced accordingly. (c)If on any date any Group Member shall receive Net Cash Proceeds from any Asset Sale or Recovery Event then, unless a Reinvestment Notice shall be delivered in respect thereof, such Net Cash Proceeds shall be applied on such date toward the prepayment of the Loans and other amounts as set forth in Section 2.12(e); provided that on each Reinvestment Prepayment Date, an amount equal to the Reinvestment Prepayment Amount with respect to the relevant Reinvestment Event shall be applied toward the prepayment of the Loans and other amounts as set forth in Section 2.12(e). (d)[reserved]. (e)Amounts to be applied in connection with prepayments made pursuant to this Section 2.12 shall be applied first to the prepayment of installments due in respect of the Term Loans on a pro rata basis and in accordance with Sections 2.3 and 2.18(b) and second to repay outstanding Revolving Loans and Swingline Loans in accordance with Section 2.18(c) (with no corresponding permanent reduction in the Revolving Commitments) (provided that any Term Lender may decline any such prepayment (the aggregate amount of all such prepayments declined in connection with any particular prepayment, collectively, the â€œDeclined Amountâ€)), in which case the Declined Amount shall be distributed first, to the prepayment, on a pro rata basis, of the Term Loans held by Term Lenders that have elected to accept such Declined Amounts; and second, to the extent of any residual, if no Term Loans remain outstanding, to the prepayment of the Revolving Loans and Swingline Loans in accordance with Section 2.18(c) (with no corresponding permanent reduction in the Revolving Commitments). Each prepayment of the Loans under this Section 2.12 (except in the case of Revolving Loans that are ABR Loans and Swingline Loans, in the event all Revolving Commitments have not been terminated) shall be accompanied by accrued interest to the date of such prepayment on the amount prepaid. The Borrower shall deliver to the Administrative Agent and each Term Lender notice of each prepayment of Term Loans in whole or in part pursuant to this Section 2.12 not less than five (5) Business Days prior to the date such prepayment shall be made (each, a â€œMandatory Prepayment Dateâ€). Such notice shall set Â 57Â Â forth (i) the Mandatory Prepayment Date, (ii) the aggregate amount of such prepayment and (iii) the options of each Term Lender to (x) decline or accept its share of such prepayment and (y) to accept Declined Amounts. Any Term Lender that wishes to exercise its option to decline such prepayment or to accept Declined Amounts shall notify the Administrative Agent by facsimile not later than three (3) Business Days prior to the Mandatory Prepayment Date. (f)The Borrower shall deliver to the Administrative Agent, at the time of each prepayment required under this Section 2.12, (i) a certificate signed by a Responsible Officer setting forth in reasonable detail the calculation of the amount of such prepayment and (ii) to the extent practicable, at least ten (10) daysâ€™ prior written notice of such prepayment (and the Administrative Agent shall promptly provide the same to each Lender). Each notice of prepayment shall specify the prepayment and the principal amount of each Loan (or portion thereof) to be prepaid. (g)No prepayment fee shall be payable in respect of any mandatory prepayments made pursuant to this Section 2.12, other than pursuant to Section 2.12(b). 2.13Conversion and Continuation Options. (a)The Borrower may elect from time to time to convert SOFR to ABR Loans by giving the Administrative Agent prior notice in a Notice of Conversion/Continuation of such election no later than 10:00 A.M. at least two Business Days prior to the proposed conversion date; provided that any such conversion of SOFR Loans may only be made on the last day of an Interest Period with respect thereto. The Borrower may elect from time to time to convert ABR Loans to SOFR Loans by giving the Administrative Agent prior notice in a Notice of Conversion/Continuation of such election no later than 10:00 A.M. three (3) U.S. Government Securities Business Days prior to the proposed conversion date (which notice shall specify the length of the initial Interest Period therefor); provided that no ABR Loan may be converted into a SOFR Loan when any Event of Default has occurred and is continuing. Upon receipt of any such notice, the Administrative Agent shall promptly notify each relevant Lender thereof. If no Interest Period is specified with respect to any SOFR Loan in a Notice of Conversion/Continuation delivered by the Borrower to the Administrative Agent, the Borrower shall be deemed to have selected an Interest Period of one monthâ€™s duration. (b)The Borrower may elect from time to time to continue any SOFR Loan by giving the Administrative Agent prior notice of such election in a Notice of Conversion/Continuation, in accordance with the applicable provisions of the term â€œInterest Periodâ€ set forth in Section 1.1, of the length of the next Interest Period to be applicable to such SOFR Loan; provided that no SOFR Loan may be continued as such when any Event of Default has occurred and is continuing; provided further that (x) if the Borrower shall fail to give any required notice as described above in this paragraph, upon the expiration of the then current Interest Period, such SOFR Loans shall be automatically continued as SOFR Loans bearing interest at a rate based upon Adjusted Term SOFR and with an Interest Period of the same length as then expiring Interest Period or (y) if such continuation is not permitted pursuant to the preceding proviso, such SOFR Loans shall be automatically converted to ABR Loans on the last day of such then expiring Interest Period. Upon receipt of any such notice the Administrative Agent shall promptly notify each relevant Lender thereof. (c)After the occurrence and during the continuance of an Event of Default, (i) the Borrower may not elect to have a Loan be made or continued as, or converted to, a SOFR Loan after the expiration of any Interest Period then in effect for such Loan and (ii), any Notice of Conversion/Continuation given by the Borrower with respect to a requested conversion/continuation that Â 58Â Â has not yet occurred shall, at the Administrative Agentâ€™s option, be deemed to be rescinded by the Borrower and be deemed a request to convert or continue Loans referred to therein as ABR Loans. 2.14Limitations on SOFR Tranches. Notwithstanding anything to the contrary in this Agreement, all borrowings, conversions and continuations of SOFR Loans and all selections of Interest Periods shall be in such amounts and be made pursuant to such elections so that, (a) after giving effect thereto, the aggregate principal amount of the SOFR Loans comprising each SOFR Tranche shall be equal to $1,000,000 or a whole multiple of $100,000 in excess thereof (or such lesser amount as shall represent all of the SOFR Loans then outstanding), and (b) no more than seven SOFR Tranches shall be outstanding at any one time. 2.15Interest Rates and Payment Dates. (a)Each SOFR Loan shall bear interest at a rate per annum equal to Adjusted Term SOFR for the Interest Period therefor plus the Applicable Margin. (b)Each ABR Loan (including any Swingline Loan) shall bear interest at a rate per annum equal to (i) the ABR plus (ii) the Applicable Margin. (c)During the continuance of an Event of Default, at the request of the Required Lenders, all outstanding Loans, shall bear interest at a rate per annum equal to the rate that would otherwise be applicable thereto pursuant to the foregoing provisions of this Section plus 2.00% (the â€œDefault Rateâ€); provided that the Default Rate shall apply to all outstanding Loans automatically and without any Required Lender consent therefor upon the occurrence of any Event of Default arising under Section 8.1(a) or (f). (d)Interest shall be payable in arrears on each Interest Payment Date; provided that interest accruing pursuant to Section 2.15(c) shall be payable from time to time on demand. 2.16Computation of Interest and Fees; Conforming Changes (a)Interest and fees payable pursuant hereto shall be calculated on the basis of a 360-day year for the actual days elapsed, except that, with respect to ABR Loans the rate of interest on which is calculated on the basis of the Prime Rate, the interest thereon shall be calculated on the basis of a 365- (or 366-, as the case may be) day year for the actual days elapsed. All interest hereunder on any Loan shall be computed on a daily basis based upon the outstanding principal amount of such Loan as of the applicable date of determination. Any change in the interest rate on a Loan resulting from a change in the ABR shall become effective as of the opening of business on the day on which such change becomes effective. The Administrative Agent shall as soon as practicable notify the Borrower and the relevant Lenders of the effective date and the amount of each such change in interest rate. (b)Each determination of an interest rate by the Administrative Agent pursuant to any provision of this Agreement shall be conclusive and binding on the Borrower and the Lenders in the absence of manifest error. The Administrative Agent shall, at the request of the Borrower, deliver to the Borrower a statement showing the quotations used by the Administrative Agent in determining any interest rate pursuant to Section 2.16(a). (c)In connection with the use or administration of any Benchmark, the Administrative Agent shall have the right to make Conforming Changes from time to time and, notwithstanding anything to the contrary herein or in any other Loan Document, any amendments implementing such Conforming Changes shall become effective without any further action or consent of Â 59Â Â any other party to this Agreement or any other Loan Document. The Administrative Agent will promptly notify the Borrower and the Lenders of the effectiveness of any Conforming Changes in connection with the use or administration of such Benchmark. 2.17Inability to Determine Interest Rate; Benchmark Replacement Setting (a)Inability to Determine Interest Rate. Subject to Section 2.17(b), if, as of any date: (i)the Administrative Agent determines (which determination shall be conclusive and binding absent manifest error) that â€œAdjusted Term SOFRâ€ cannot be determined pursuant to the definition thereof, or (ii)the Required Lenders determine that for any reason, in connection with any request for a SOFR Loan or a conversion thereto or a continuation thereof that â€œAdjusted Term SOFRâ€ for any requested Interest Period with respect to a proposed SOFR Loan does not adequately and fairly reflect the cost to such Lenders of making and maintaining such Loan, and the Required Lenders have provided notice of such determination to the Administrative Agent, the Administrative Agent will promptly so notify the Borrower and each Lender. Upon notice thereof by the Administrative Agent to the Borrower, any obligation of the Lenders to make and any right of the Borrower to continue SOFR Loans or to convert ABR Loans to SOFR Loans shall be suspended (to the extent of the affected SOFR Loans or, in the case of a Term SOFR Borrowing, the affected Interest Periods) until the Administrative Agent (with respect to clause (ii), at the instruction of the Required Lenders) revokes such notice. Upon receipt of such notice, (i) the Borrower may revoke any pending request for a borrowing of, conversion to or continuation of SOFR Loans (to the extent of the affected SOFR Loans or, in the case of a Term SOFR Borrowing, the affected Interest Periods) or, failing that, the Borrower will be deemed to have converted any such request into a request for a Borrowing of or conversion to ABR Loans in the amount specified therein and (ii) any outstanding affected SOFR Loans will be deemed to have been converted into ABR Loans immediately or, in the case of a Term SOFR Borrowing, at the end of the applicable Interest Period. Upon any such conversion, the Borrower shall also pay accrued interest on the amount so converted, together with any additional amounts required pursuant to Section 2.21. Subject to Section 2.17(b), if the Administrative Agent determines (which determination shall be conclusive and binding absent manifest error) that â€œAdjusted Term SOFRâ€ cannot be determined pursuant to the definition thereof, in each case on any given day, the interest rate on ABR Loans shall be determined by the Administrative Agent without reference to clause (c) of the definition of â€œABRâ€ until the Administrative Agent revokes such determination. (b)Benchmark Replacement Setting. (i)Benchmark Replacement. Notwithstanding anything to the contrary herein or in any other Loan Document, if a Benchmark Transition Event and its related Benchmark Replacement Date have occurred prior any setting of the then-current Benchmark, then (x) if a Benchmark Replacement is determined in accordance with clause (a) of the definition of â€œBenchmark Replacementâ€ for such Benchmark Replacement Date, such Benchmark Replacement will replace such Benchmark for all purposes hereunder and under any Loan Document in respect of such Benchmark setting and subsequent Benchmark settings without any amendment to, or further action or consent of any other party to, this Agreement or any other Loan Document and (y) if a Benchmark Replacement is determined in accordance with clause (b) of the definition of â€œBenchmark Replacementâ€ for such Benchmark Replacement Date, such Benchmark Replacement will replace such Benchmark for all purposes hereunder and under any Loan Document in respect of any Benchmark setting at or after 5:00 Â 60Â Â p.m. (New York City time) on the fifth (5th) Business Day after the date notice of such Benchmark Replacement is provided to the affected Lenders without any amendment to, or further action or consent of any other party to, this Agreement or any other Loan Document so long as the Administrative Agent has not received, by such time, written notice of objection to such Benchmark Replacement from Lenders comprising the Required Lenders. If the Benchmark Replacement is Daily Simple SOFR, all interest payments will be payable on a monthly basis. (ii)Benchmark Replacement Conforming Changes. In connection with the use, administration, adoption or implementation of a Benchmark Replacement, the Administrative Agent will have the

right to make Conforming Changes from time to time and, notwithstanding anything to the contrary herein or in any other Loan Document, any amendments implementing such Conforming Changes will become effective without any further action or consent of any other party to this Agreement or any other Loan Document. (iii)Notices; Standards for Decisions and Determinations. The Administrative Agent will promptly notify the Borrower and the Lenders of (i) the implementation of any Benchmark Replacement and (ii) the effectiveness of any Conforming Changes in connection with the use, administration, adoption or implementation of a Benchmark Replacement. The Administrative Agent will notify the Borrower of (x) the removal or reinstatement of any tenor of a Benchmark pursuant to Section 2.17(b)(iv) and (y) the commencement of any Benchmark Unavailability Period. Any determination, decision or election that may be made by the Administrative Agent or, if applicable, any Lender (or group of Lenders) pursuant to this Section 2.17(b), including any determination with respect to a tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection, will be conclusive and binding absent manifest error and may be made in its or their sole discretion and without consent from any other party to this Agreement or any other Loan Document, except, in each case, as expressly required pursuant to this Section 2.17(b). (iv)Unavailability of Tenor of Benchmark. Notwithstanding anything to the contrary herein or in any other Loan Document, at any time (including in connection with the implementation of a Benchmark Replacement), (i) if the then-current Benchmark is a term rate (including Term SOFR Reference Rate) and either (A) any tenor for such Benchmark is not displayed on a screen or other information service that publishes such rate from time to time as selected by the Administrative Agent in its reasonable discretion or (B) the regulatory supervisor for the administrator of such Benchmark has provided a public statement or publication of information announcing that any tenor for such Benchmark is not or will not be representative , then the Administrative Agent may modify the definition of â€œInterest Periodâ€ (or any similar or analogous definition) for any Benchmark settings at or after such time to remove such unavailable or non-representative tenor and (ii) if a tenor that was removed pursuant to clause (i) above either (A) is subsequently displayed on a screen or information service for a Benchmark (including a Benchmark Replacement) or (B) is not, or is no longer, subject to an announcement that it is not or will not be representative for a Benchmark (including a Benchmark Replacement), then the Administrative Agent may modify the definition of â€œInterest Periodâ€ (or any similar or analogous definition) for all Benchmark settings at or after such time to reinstate such previously removed tenor. (v)Benchmark Unavailability Period. Upon the Borrowerâ€™s receipt of notice of the commencement of a Benchmark Unavailability Period, the Borrower may revoke any pending request for a SOFR Borrowing of, conversion to or continuation of SOFR Loans to be made, converted or continued during any Benchmark Unavailability Period and, failing that, (i) the Borrower will be deemed to have converted any such request into a request for a Borrowing of or conversion to ABR Loans and (ii) any outstanding affected SOFR Loans will be deemed to have been converted into ABR Loans at the Â 61Â Â end of the applicable Interest Period. During any Benchmark Unavailability Period or at any time that a tenor for the then-current Benchmark is not an Available Tenor, the component of ABR based upon the then-current Benchmark or such tenor for such Benchmark, as applicable, will not be used in any determination of ABR. Â Â 2.18Pro Rata Treatment and Payments. (a)Each borrowing by the Borrower from the Lenders hereunder, each payment by the Borrower on account of any commitment fee and any reduction of the Commitments shall be made pro rata according to the respective Term Percentages, L/C Percentages or Revolving Percentages, as the case may be, of the relevant Lenders. (b)Except as otherwise provided herein, each payment (including each prepayment) by the Borrower on account of principal of and interest on the Term Loans shall be made pro rata according to the respective outstanding principal amounts of the Term Loans then held by the Term Lenders. The amount of each principal prepayment (whether optional or mandatory) of the Term Loans shall be applied to reduce the then remaining installments of the Term Loans on a pro rata basis based upon the respective then remaining principal amounts thereof. Except as otherwise may be agreed by the Borrower and the Required Lenders, any prepayment of the Term Loans shall be applied to the then outstanding Term Loans on a pro rata basis regardless of Type. Amounts prepaid on account of the Term Loans may not be reborrowed. (c)Each payment (including each prepayment) by the Borrower on account of principal of and interest on the Revolving Loans shall be made pro rata according to the respective outstanding principal amounts of the Revolving Loans then held by the Revolving Lenders. (d)All payments (including prepayments) to be made by the Borrower hereunder, whether on account of principal, interest, fees or otherwise, shall be made without condition or deduction for any counterclaim, defense, recoupment or setoff and shall be made prior to 10:00 A.M. on the due date thereof to the Administrative Agent, for the account of the Lenders, at the applicable Funding Office, in Dollars and in immediately available funds. The Administrative Agent shall distribute such payments to the Lenders promptly upon receipt in like funds as received. Any payment received by the Administrative Agent after 10:00 A.M. shall be deemed received on the next succeeding Business Day and any applicable interest or fee shall continue to accrue. If any payment hereunder (other than payments on the SOFR Loans) becomes due and payable on a day other than a Business Day, such payment shall be extended to the next succeeding Business Day. If any payment on a SOFR Loan becomes due and payable on a day other than a Business Day, the maturity thereof shall be extended to the next succeeding Business Day unless the result of such extension would be to extend such payment into another calendar month, in which event such payment shall be made on the immediately preceding Business Day. In the case of any extension of any payment of principal pursuant to the preceding two sentences, interest thereon shall be payable at the then applicable rate during such extension. (e)Unless the Administrative Agent shall have been notified in writing by any Lender prior to the proposed date of any borrowing that such Lender will not make the amount that would constitute its share of such borrowing available to the Administrative Agent, the Administrative Agent may assume that such Lender has made such amount available to the Administrative Agent on such date in accordance with Section 2, and the Administrative Agent may, in reliance upon such assumption, make available to the Borrower a corresponding amount. If such amount is not in fact made available to the Administrative Agent by the required time on the Borrowing Date therefor, such Lender Â 62Â Â and the Borrower severally agree to pay to the Administrative Agent forthwith, on demand, such corresponding amount with interest thereon, for each day from and including the date on which such amount is made available to the Borrower but excluding the date of payment to the Administrative Agent, at (i) in the case of a payment to be made by such Lender, a rate equal to the greater of (A) the Federal Funds Effective Rate and (B) a rate determined by the Administrative Agent in accordance with banking industry rules on interbank compensation, and (ii) in the case of a payment to be made by the Borrower, the rate per annum applicable to ABR Loans under the relevant Facility. If the Borrower and such Lender shall pay such interest to the Administrative Agent for the same or an overlapping period, the Administrative Agent shall promptly remit to the Borrower the amount of such interest paid by the Borrower for such period. If such Lender pays its share of the applicable borrowing to the Administrative Agent, then the amount so paid shall constitute such Lenderâ€™s Loan included in such borrowing. Any payment by the Borrower shall be without prejudice to any claim the Borrower may have against a Lender that shall have failed to make such payment to the Administrative Agent. (f)Unless the Administrative Agent shall have received notice from the Borrower prior to the date on which any payment is due to the Administrative Agent for the account of the Lenders or the Issuing Lender hereunder that the Borrower will not make such payment, the Administrative Agent may assume that the Borrower has made such payment on such date in accordance herewith and may, in reliance upon such assumption, distribute to the Lenders or the Issuing Lender, as the case may be, the amount due. In such event, if the Borrower has not in fact made such payment, then each of the Lenders or the Issuing Lender, as the case may be, severally agrees to repay to the Administrative Agent forthwith on demand the amount so distributed to such Lender or Issuing Lender, with interest thereon, for each day from and including the date such amount is distributed to it to but excluding the date of payment to the Administrative Agent, at the greater of the Federal Funds Effective Rate and a rate determined by the Administrative Agent in accordance with banking industry rules on interbank compensation. Nothing herein shall be deemed to limit the rights of Administrative Agent or any Lender against any Loan Party. (g)If any Lender makes available to the Administrative Agent funds for any Loan to be made by such Lender as provided in the foregoing provisions of this Section 2, and such funds are not made available to the Borrower by the Administrative Agent because the conditions to the applicable extension of credit set forth in Section 5.1, Section 5.2 or Section 5.3 are not satisfied or waived in accordance with the terms hereof, the Administrative Agent shall return such funds (in like funds as received from such Lender) to such Lender, without interest. (h)The obligations of the Lenders hereunder to (i) make Term Loans, (ii) make Revolving Loans, (iii) fund its participations in L/C Disbursements in accordance with its respective L/C Percentage, (iv) fund its respective Swingline Participation Amount of any Swingline Loan, and (v) make payments pursuant to Section 9.7, as applicable, are several and not joint. The failure of any Lender to make any such Loan, to fund any such participation or to make any such payment under Section 9.7 on any date required hereunder shall not relieve any other Lender of its corresponding obligation to do so on such date, and no Lender shall be responsible for the failure of any other Lender to so make its Loan, to purchase its participation or to make its payment under Section 9.7. (i)Nothing herein shall be deemed to obligate any Lender to obtain the funds for any Loan in any particular place or manner or to constitute a representation by any Lender that it has obtained or will obtain the funds for any Loan in any particular place or manner. (j)If at any time insufficient funds are received by and available to the Administrative Agent to pay fully all amounts of principal, interest and fees then due hereunder, such funds shall be applied (i) first, toward payment of interest and fees then due hereunder, ratably among the parties entitled thereto in accordance with the amounts of interest and fees then due to such parties, and Â 63Â Â (ii) second, toward payment of principal then due hereunder, ratably among the parties entitled thereto in accordance with the amounts of principal then due to such parties. (k)If any Lender shall obtain any payment (whether voluntary, involuntary, through the exercise of any right of set-off, or otherwise) on account of the principal of or interest on any Loan made by it, its participation in the L/C Exposure or other obligations hereunder, as applicable (other than pursuant to a provision hereof providing for non-pro rata treatment), in excess of its Term Percentage, Revolving Percentage or L/C Percentage, as applicable, of such payment on account of the Loans or participations obtained by all of the Lenders, such Lender shall (a) notify the Administrative Agent of the receipt of such payment, and (b) within five (5) Business Days of such receipt purchase (for cash at face value) from the other Term Lenders, Revolving Lenders or L/C Lenders, as applicable (through the Administrative Agent), without recourse, such participations in the Term Loans or Revolving Loans made by them and/or participations in the L/C Exposure held by them, as applicable, or make such other adjustments as shall be equitable, as shall be necessary to cause such purchasing Lender to share the excess payment ratably with each of the other Lenders in accordance with their respective Term Percentages, Revolving Percentages or L/C Percentages, as applicable; provided, however, that (i) if any such participations are purchased and all or any portion of the payment giving rise thereto is recovered, such participations shall be rescinded and the purchase price restored to the extent of such recovery, without interest and (ii) the provisions of this paragraph shall not be construed to apply to (x) any payment made by the Borrower pursuant to and in accordance with the express terms of this Agreement (including the application of funds arising from the existence of a Defaulting Lender) or (y) any payment obtained by a Lender as consideration for the assignment or sale of a participation in any of its Loans or participations in L/C Disbursements to any assignee or participant, other than to the Borrower or any of its Affiliates (as to which the provisions of this paragraph shall apply). The Borrower agrees that any Lender so purchasing a participation from another Lender pursuant to this Section 2.18(k) may exercise all its rights of payment (including the right of set-off) with respect to such participation as fully as if such Lender were the direct creditor of the Borrower in the amount of such participation. No documentation other than notices and the like referred to in this Section 2.18(k) shall be required to implement the terms of this Section 2.18(k). The Administrative Agent shall keep records (which shall be conclusive and binding in the absence of manifest error) of participations purchased pursuant to this Section 2.18(k) and shall in each case notify the Term Lenders, the Revolving Lenders or the L/C Lenders, as applicable, following any such purchase. The provisions of this Section 2.18(k) shall not be construed to apply to (i) any payment made by or on behalf of the Borrower pursuant to and in accordance with the express terms of this Agreement (including the application of funds arising from the existence of a Defaulting Lender), (ii) the application of Cash Collateral provided for in Section 3.10, or (iii) any payment obtained by a Lender as consideration for the assignment of or sale of a participation in any of its Loans or sub-participations in any L/C Exposure to any assignee or participant, other than an assignment to the Borrower or any Affiliate thereof (as to which the provisions of this Section shall apply). The Borrower consents on behalf of itself and each other Loan Party to the foregoing and agrees, to the extent it may effectively do so under applicable law, that any Lender acquiring a participation pursuant to the foregoing arrangements may exercise against each Loan Party rights of setoff and counterclaim with respect to such participation as fully as if such Lender were a direct creditor of each Loan Party in the amount of such participation. For the avoidance of doubt, no amounts received by the Administrative Agent or any Lender from any Guarantor that is not a Qualified ECP Guarantor shall be applied in partial or complete satisfaction of any Excluded Swap Obligations. (l)Notwithstanding anything to the contrary in this Agreement, the Administrative Agent may, in its discretion at any time or from time to time, without the Borrowerâ€™s request and even if the conditions set forth in Section 5.3 would not be satisfied, make a Revolving Loan in an amount equal to the portion of the Obligations constituting overdue interest and fees and Swingline Loans from time to time due and payable to itself, any Revolving Lender, the Swingline Lender or the Issuing Lender, and Â 64Â Â apply the proceeds of any such Revolving Loan to those Obligations; provided that after giving effect to any such Revolving Loan, the aggregate outstanding Revolving Loans will not exceed the Total Revolving Commitments then in effect. 2.19Illegality; Requirements of Law. (a)Illegality. If any Lender reasonably determines that any Requirement of Law has made it unlawful, or that any Governmental Authority having jurisdiction over a Lender, Group Member or this Agreement has asserted that it is unlawful, for any Lender or its applicable lending office to make, maintain or fund Loans whose interest is determined by reference to SOFR, Adjusted Term SOFR, Term SOFR or Term SOFR Reference Rate, or to determine or charge interest based upon SOFR, Adjusted Term SOFR, Term SOFR or Term SOFR Reference Rate, then, upon notice thereof by such Lender to the Borrower (through the Administrative Agent) (an â€œIllegality Noticeâ€), (i) any obligation of the Lenders to make, and the right of the Borrower to continue SOFR Loans or to convert ABR Loans to SOFR Loans, shall be suspended, and (ii) the interest rate on ABR Loans shall, if necessary to avoid such illegality, be determined by the Administrative Agent without reference to SOFR component of the definition of â€œABRâ€, in each case until each affected Lender notifies the Administrative Agent and the Borrower that the circumstances giving rise to such determination no longer exist. Upon receipt of an Illegality Notice, the Borrower shall, if necessary to avoid such illegality, upon demand from any Lender (with a copy to the Administrative Agent), prepay or, if applicable, convert all SOFR Loans to ABR Loans (the interest rate on which ABR Loans shall, if necessary to avoid such illegality, be determined by the Administrative Agent without reference to SOFR component of the definition of â€œABRâ€), on the last day of the Interest Period therefor, if all affected Lenders may lawfully continue to maintain such SOFR Loans to such day, or immediately, if any Lender may not lawfully continue to maintain such SOFR Loans to such day, in each case, until the Administrative Agent is advised in writing by each affected Lender that it is no longer illegal for such Lender to determine or charge interest rates based upon, Adjusted Term SOFR, Term SOFR or Term SOFR Reference Rate. Upon any such prepayment or conversion, the Borrower shall also pay accrued interest on the amount so prepaid or converted, together with any additional amounts required pursuant to Section 2.21. (b)Requirements of Law. If the adoption of or any change in any Requirement of Law or in the administration, interpretation, implementation or application thereof by any Governmental Authority having jurisdiction over a Lender, Group Member, or this Agreement, or the making or issuance of any request, rule, guideline or directive (whether or not having the force of law) by any such Governmental Authority made subsequent to the date hereof: (i)shall subject any Recipient to any Taxes (other than (A) Indemnified Taxes, (B) Taxes described in clauses (b) through (d) of the definition of Excluded Taxes, and (C) Connection Income Taxes) on its loans, loan principal, letters of credit, commitments, or other obligations, or its deposits, reserves, other liabilities or capital attributable thereto; (ii)shall impose modify or deem applicable any reserve (including pursuant to regulations issued from time to time by the Federal Reserve Board for determining the maximum reserve requirement (including any emergency, special, supplemental or other marginal reserve requirement) with respect to Eurocurrency funding (currently referred to as â€œEurocurrency liabilitiesâ€ in Regulation D)), special deposit, compulsory loan, insurance charge or similar requirement against assets of, deposits with or for the account of or credit extended or participated in by, any Lender; or (iii)impose on any Lender any other condition, cost or expense (other than Taxes) affecting this Agreement or Loans made by such Lender or any Letter of Credit or participation therein; Â 65Â Â and the result of any of the foregoing shall be, in the reasonable judgment of the Lender, to increase the cost to such Lender or such other Recipient of making, converting to, continuing or maintaining Loans or of maintaining its obligation to make such Loans, or to increase the cost to such Lender or such other Recipient of issuing, maintaining or participating in Letters of Credit (or of maintaining its obligation to participate in or to issue any Letter of Credit), or to reduce the amount of any sum receivable or received by such Lender or other Recipient hereunder in respect thereof (whether of principal, interest or any other amount), then, in any such case, upon the request of such Lender or other Recipient, the Borrower will promptly pay such Lender or other Recipient, as the case may be, any additional amount or amounts necessary to compensate such Lender or other Recipient, as the case may be, for such additional costs incurred or reduction suffered. If any Lender becomes entitled to claim any additional amounts pursuant to this paragraph, it shall promptly notify the Borrower (with a copy to the Administrative Agent) of the event by reason of which it has become so entitled. (c)If any Lender reasonably determines that any change in any Requirement of Law affecting such Lender or any lending office of such Lender or such Lenderâ€™s holding company, if any, regarding capital or liquidity requirements, has or would have the effect of reducing the rate of return on such Lenderâ€™s capital or on the capital of

such Lenderâ€™s holding company, if any, as a consequence of this Agreement, the Commitments of such Lender or the Loans made by, or participations in Letters of Credit or Swingline Loans held by, such Lender, or the Letters of Credit issued by the Issuing Lender, to a level below that which such Lender or such Lenderâ€™s holding company could have achieved but for such change in such Requirement of Law (taking into consideration such Lenderâ€™s policies and the policies of such Lenderâ€™s holding company with respect to capital adequacy or liquidity), then from time to time the Borrower will pay to such Lender or the Issuing Lender, as the case may be, such additional amount or amounts as will compensate such Lender or the Issuing Lender or such Lenderâ€™s or Issuing Lenderâ€™s holding company for any such reduction suffered. (d)For purposes of this Agreement, (i) the Dodd-Frank Wall Street Reform and Consumer Protection Act and all requests, rules, guidelines, or directives thereunder or issued in connection therewith and (ii) all requests, rules, guidelines or directives promulgated by the Bank for International Settlements, the Basel Committee on Banking Supervision (or any successor or similar authority) or the United States or foreign regulatory authorities, in each case pursuant to Basel III, shall in each case (i) and (ii) be deemed to be a change in any Requirement of Law, regardless of the date enacted, adopted or issued. (e)A certificate as to any additional amounts payable pursuant to paragraphs (b), (c), or (d) of this Section submitted by any Lender to the Borrower (with a copy to the Administrative Agent) shall be conclusive in the absence of manifest error. The Borrower shall pay such Lender the amount shown as due on any such certificate within ten (10) days after receipt thereof. Failure or delay on the part of any Lender to demand compensation pursuant to this Section shall not constitute a waiver of such Lenderâ€™s right to demand such compensation. Notwithstanding anything to the contrary in this Section 2.19, the Borrower shall not be required to compensate a Lender pursuant to this Section 2.19 for any amounts incurred more than nine (9) months prior to the date that such Lender notifies the Borrower of the change in the Requirement of Law giving rise to such increased costs or reductions, and of such Lenderâ€™s intention to claim compensation therefor; provided that if the circumstances giving rise to such claim have a retroactive effect, then such nine-month period shall be extended to include the period of Â 66Â Â such retroactive effect. The obligations of the Borrower arising pursuant to this Section 2.19 shall survive the Discharge of Obligations and the resignation of the Administrative Agent. 2.20Taxes. For purposes of this Section 2.20, the term â€œLenderâ€ includes the Issuing Lender and the term â€œapplicable Requirement of Lawâ€ includes FATCA. (a)Payments Free of Taxes. Any and all payments by or on account of any obligation of any Loan Party under any Loan Document shall be made without deduction or withholding for any Taxes, except as required by applicable Requirements of Law, and the Borrower shall, and shall cause each other Loan Party, to comply with the requirements set forth in this Section 2.20. If any applicable Requirement of Law (as determined in the good faith discretion of an applicable Withholding Agent) requires the deduction or withholding of any Tax from any such payment by a Withholding Agent, then the applicable Withholding Agent shall be entitled to make such deduction or withholding and shall timely pay the full amount deducted or withheld to the relevant Governmental Authority in accordance with such applicable Requirement of Law and, if such Tax is an Indemnified Tax, then the sum payable by the applicable Loan Party shall be increased as necessary so that after such deduction or withholding has been made (including such deductions and withholdings applicable to additional sums payable under this Section 2.20) the applicable Recipient receives an amount equal to the sum it would have received had no such deduction or withholding been made. (b)Payment of Other Taxes. The Borrower shall, and the Borrower shall cause each other Loan Party to, timely pay to the relevant Governmental Authority in accordance with any applicable Requirement of Law, or at the option of the Administrative Agent timely reimburse it for the payment of, any Other Taxes applicable to such Loan Party. (c)Evidence of Payments. As soon as practicable after any payment of Taxes by any Loan Party to a Governmental Authority pursuant to this Section 2.20, the Borrower shall, or shall cause such other Loan Party to, deliver to the Administrative Agent the original or a certified copy of a receipt issued by such Governmental Authority evidencing such payment, a copy of the return reporting such payment or other evidence of such payment reasonably satisfactory to the Administrative Agent. (d)Indemnification by Loan Parties. The Borrower shall, and shall cause each other Loan Party to, jointly and severally indemnify each Recipient, within ten (10) days after demand therefor, for the full amount of any Indemnified Taxes (including Indemnified Taxes imposed or asserted on or attributable to amounts payable under this Section 2.20) payable or paid by such Recipient or required to be withheld or deducted from a payment to such Recipient and any reasonable expenses arising therefrom or with respect thereto (including any recording and filing fees with respect thereto or resulting therefrom and any liabilities with respect to, or resulting from, any delay in paying such Indemnified Taxes), whether or not such Indemnified Taxes were correctly or legally imposed or asserted by the relevant Governmental Authority (subject to adjustments for Taxes pursuant to subsection (g) below). A certificate as to the amount of such payment or liability delivered to the Borrower by a Lender (with a copy to the Administrative Agent), or by the Administrative Agent on its own behalf or on behalf of a Lender, shall be conclusive absent manifest error. (e)Indemnification by Lenders. Each Lender shall severally indemnify the Administrative Agent, within ten (10) days after demand therefor, for (i) any Indemnified Taxes attributable to such Lender (but only to the extent that any Loan Party has not already indemnified the Administrative Agent for such Indemnified Taxes and without limiting the obligation of the Loan Parties to do so), (ii) any Taxes attributable to such Lenderâ€™s failure to comply with the provisions of Â 67Â Â Section 10.6 relating to the maintenance of a Participant Register and (iii) any Excluded Taxes attributable to such Lender, in each case, that are payable or paid by the Administrative Agent in connection with any Loan Document, and any reasonable expenses arising therefrom or with respect thereto, whether or not such Taxes were correctly or legally imposed or asserted by the relevant Governmental Authority. A certificate as to the amount of such payment or liability delivered to any Lender by the Administrative Agent shall be conclusive absent manifest error. Each Lender hereby authorizes the Administrative Agent to set off and apply any and all amounts at any time owing to such Lender under any Loan Document or otherwise payable by the Administrative Agent to the Lender from any other source against any amount due to the Administrative Agent under this Section 2.20(e). (f)Status of Lenders. (i)Any Lender that is entitled to an exemption from or reduction of withholding Tax with respect to payments made under any Loan Document shall deliver to the Borrower and the Administrative Agent, at the time or times reasonably requested by the Borrower or the Administrative Agent, such properly completed and executed documentation reasonably requested by the Borrower or the Administrative Agent as will permit such payments to be made without withholding or at a reduced rate of withholding. In addition, any Lender, if reasonably requested by the Borrower or the Administrative Agent, shall deliver such other documentation prescribed by an applicable Requirement of Law or reasonably requested by the Borrower or the Administrative Agent as will enable the Borrower or the Administrative Agent to determine whether or not such Lender is subject to backup withholding or information reporting requirements. Notwithstanding anything to the contrary in the preceding two sentences, the completion, execution and submission of such documentation (other than such documentation set forth in Sections 2.20(f)(ii)(A), (ii)(B) and (ii)(D) below) shall not be required if the Lender is not legally entitled to complete, execute or deliver such documentation or, in the Lenderâ€™s reasonable judgment, such completion, execution or submission would subject such Lender to any material unreimbursed cost or expense or would materially prejudice the legal or commercial position of such Lender. (ii)Without limiting the generality of the foregoing, (A)any Lender that is a U.S. Person shall deliver to the Borrower and the Administrative Agent on or prior to the date on which such Lender becomes a Lender under this Agreement (and from time to time thereafter upon the reasonable request of the Borrower or the Administrative Agent), copies of an executed original IRS Form W-9 certifying that such Lender is exempt from U.S. federal backup withholding tax; (A)any Foreign Lender shall, to the extent it is legally entitled to do so, deliver to the Borrower and the Administrative Agent (in such number of copies as shall be requested by the recipient) on or prior to the date on which such Foreign Lender becomes a Lender under this Agreement (and from time to time thereafter upon the reasonable request of the Borrower or the Administrative Agent), whichever of the following is applicable: in the case of a Foreign Lender claiming the benefits of an income tax treaty to which the United States is a party (x) with respect to payments of interest under any Loan Document, copies of an executed originals of IRS Form W-8BEN or IRS Form W-8BEN-E, as applicable (or any successor form) establishing an exemption from, or reduction of, U.S. federal withholding Tax pursuant to the â€œinterestâ€ article of such tax treaty and (y) with respect to any other applicable payments under any Loan Document, IRS Form W-8BEN or IRS Form W-8BEN-E, as applicable (or any successor form) establishing an exemption from, or reduction of, U.S. federal withholding Tax pursuant to the â€œbusiness profitsâ€ or â€œother incomeâ€ article of such tax treaty; Â 68Â Â copies of an executed original IRS Form W-8ECI; in the case of a Foreign Lender claiming the benefits of the exemption for portfolio interest under Section 881(c) of the Code, (x) a certificate substantially in the form of Exhibit F-1 to the effect that such Foreign Lender is not a â€œbankâ€ within the meaning of Section 881(c)(3)(A) of the Code, a â€œ10 percent shareholderâ€ of the Borrower within the meaning of Section 881(c)(3)(B) of the Code, or a â€œcontrolled foreign corporationâ€ described in Section 881(c)(3)(C) of the Code (a â€œU.S. Tax Compliance Certificateâ€) and (y) copies of an executed original IRS Form W-8BEN or IRS Form W-8BEN-E, as applicable (or any successor form); or to the extent a Foreign Lender is not the beneficial owner, executed copies of IRS Form W-8IMY, accompanied by IRS Form W-8ECI, IRS Form W-8BEN or IRS Form W-8BEN-E, as applicable (or any successor form), a U.S. Tax Compliance Certificate substantially in the form of Exhibit F-2 or Exhibit F-3, IRS Form W-9, and/or other certification documents from each beneficial owner, as applicable; provided that if the Foreign Lender is a partnership and one or more direct or indirect partners of such Foreign Lender are claiming the portfolio interest exemption, such Foreign Lender may provide a U.S. Tax Compliance Certificate substantially in the form of Exhibit F-4 on behalf of each such direct and indirect partner; (B)any Foreign Lender shall, to the extent it is legally entitled to do so, deliver to the Borrower and the Administrative Agent (in such number of copies as shall be requested by the recipient) on or prior to the date on which such Foreign Lender becomes a Lender under this Agreement (and from time to time thereafter upon the reasonable request of the Borrower or the Administrative Agent), copies of any other executed form prescribed by an applicable Requirement of Law as a basis for claiming exemption from or a reduction in U.S. federal withholding Tax, duly completed, together with such supplementary documentation as may be prescribed by such applicable Requirement of Law to permit the Borrower or the Administrative Agent to determine the withholding or deduction required to be made; and (C)if a payment made to a Lender under any Loan Document would be subject to U.S. federal withholding Tax imposed by FATCA if such Lender were to fail to comply with the applicable reporting requirements of FATCA (including those contained in Section 1471(b) or 1472(b) of the Code, as applicable), such Lender shall deliver to the Borrower and the Administrative Agent at the time or times prescribed by law and at such time or times reasonably requested by the Borrower or the Administrative Agent such documentation prescribed by such applicable Requirement of Law (including as prescribed by Section 1471(b)(3)(C)(i) of the Code) and such additional documentation reasonably requested by the Borrower or the Administrative Agent as may be necessary for the Borrower and the Administrative Agent to comply with their obligations under FATCA and to determine that such Lender has complied with such Lenderâ€™s obligations under FATCA or to determine the amount, if any, to deduct and withhold from such payment. Solely for purposes of this clause (D), â€œFATCAâ€ shall include any amendments made to FATCA after the date of this Agreement. (iii)On or before the date it becomes a party to this Agreement, any Administrative Agent that is a U.S. Person shall deliver to the Borrower two duly completed copies of IRS Form W-9, or any subsequent versions or successors to such form, certifying that such Administrative Agent is exempt from U.S. federal backup withholding. Any Administrative Agent, and any successor or supplemental Administrative Agent, that is not a U.S. Person for U.S. federal income tax purposes, shall deliver to the Borrower (i) copies of an executed original IRS Form W-8IMY certifying that, with respect to such payments received by it (on behalf of the Lenders) from the Loan Parties, it is a â€œU.S. branchâ€ within the meaning of U.S. Treasury Regulations Section Â 69Â Â 1.1441-1(b)(2)(iv)(A) and (ii) with respect to payments received for its own account, copies of an executed original IRS Form W-8ECI. (iv)Each Lender agrees that if any form or certification it previously delivered expires or becomes obsolete or inaccurate in any respect, it shall update such form or certification or promptly notify the Borrower and the Administrative Agent in writing of its legal inability to do so. Each Foreign Lender shall promptly notify the Borrower at any time it determines that it is no longer in a position to provide any previously delivered certificate to the Borrower (or any other form of certification adopted by the U.S. taxing authorities for such purpose). (g)Treatment of Certain Refunds. If any party determines, in its sole discretion exercised in good faith, that it has received a refund of any Taxes as to which it has been indemnified pursuant to this Section 2.20 (including by the payment of additional amounts pursuant to this Section 2.20), it shall pay to the indemnifying party an amount equal to such refund (but only to the extent of indemnity payments made under this Section with respect to the Taxes giving rise to such refund), net of all out-of-pocket expenses (including Taxes) of such indemnified party and without interest (other than any interest paid by the relevant Governmental Authority with respect to such refund). Such indemnifying party, upon the request of such indemnified party, shall repay to such indemnified party the amount paid over pursuant to this Section 2.20(g) (plus any penalties, interest or other charges imposed by the relevant Governmental Authority) in the event that such indemnified party is required to repay such refund to such Governmental Authority. Notwithstanding anything to the contrary in this Section 2.20(g), in no event will the indemnified party be required to pay any amount to an indemnifying party pursuant to this Section 2.20(g) the payment of which would place the indemnified party in a less favorable net after-Tax position than the indemnified party would have been in if the Tax subject to indemnification and giving rise to such refund had not been deducted, withheld or otherwise imposed and the indemnification payments or additional amounts with respect to such Tax had never been paid. This paragraph shall not be construed to require any indemnified party to make available its Tax returns (or any other information relating to its Taxes that it deems confidential) to the indemnifying party or any other Person. (h)Survival. Each partyâ€™s obligations under this Section 2.20 shall survive the resignation or replacement of the Administrative Agent or any assignment of rights by, or the replacement of, a Lender and the Discharge of Obligations. 2.21Indemnity. In the event of (a) the payment of any principal of any SOFR Loan other than on the last day of the Interest Period applicable thereto (including as a result of an Event of Default), (b) the conversion of any SOFR Loan other than on the last day of the Interest Period applicable thereto (including as a result of an Event of Default), (c) the failure to borrow, convert, continue or prepay any SOFR Loan on the date specified in any notice delivered pursuant hereto, or (d) the assignment of any SOFR Loan other than on the last day of the Interest Period applicable thereto as a result of a request by the Borrower pursuant to Section 2.23), then, in any such event, the Borrower shall compensate each Lender for any loss, cost and expense attributable to such event, including any loss, cost or expense arising from the liquidation or redeployment of funds or from any fees payable. A certificate of any Lender setting forth any amount or amounts that such Lender is entitled to receive pursuant to this Section shall be delivered to the Borrower and shall be conclusive absent manifest error. The Borrower shall pay such Lender the amount shown as due on any such certificate within ten (10) days after receipt thereof. 2.22Change of Lending Office. Each Lender agrees that, upon the occurrence of any event giving rise to the operation of Section 2.19(b), Section 2.19(c), Section 2.20(a), Section 2.20(b) or Section 2.20(d) with respect to such Lender, it will, if requested by the Borrower, use reasonable efforts Â 70Â Â to designate a different lending office for funding or booking its Loans affected by such event or to assign its rights and obligations hereunder to another of its offices, branches or affiliates, if, in the judgment of such Lender, such designation or assignment (i) would eliminate or reduce amounts payable pursuant to Section 2.19 or 2.20, as the case may be, in the future, and (ii) would not subject such Lender to any unreimbursed cost or expense and would not otherwise be disadvantageous to such Lender; provided that nothing in this Section shall affect or postpone any of the obligations of the Borrower or the rights of any Lender pursuant to Section 2.19(b), Section 2.19(c), Section 2.20(a), Section 2.20(b) or Section 2.20(d). The Borrower hereby agrees to pay all reasonable and documented costs and expenses incurred by any Lender in connection with any such designation or assignment made at the request of the Borrower. 2.23Substitution of Lenders. Upon the receipt by the Borrower of any of the following (or in the case of clause (a) below, if the Borrower is required to pay any such amount), with respect to any Lender (any such Lender described in clauses (a) through (c) below being referred to as an â€œAffected Lenderâ€ hereunder): (a)a request from a Lender for payment of Indemnified Taxes or additional amounts under Section 2.20 or of increased costs pursuant to Section 2.19(b) or Section 2.19(c) (and, in any such case, such Lender has declined or is unable to designate a different lending office in accordance with Section 2.22 or is a Non-Consenting Lender); (b)a notice from the Administrative Agent under Section 10.1(b) that one or more Minority Lenders are unwilling to agree to an amendment or other modification approved by the Required Lenders and the Administrative Agent; or (c)notice from the Administrative Agent that a Lender is a Defaulting Lender; then the Borrower may, at its sole expense and effort, upon notice to such Lender and the Administrative Agent and such Affected Lender: (i) request that one or more of the other Lenders acquire and assume all or part of such Affected Lenderâ€™s Loans and Commitment; or (ii) designate a replacement lending institution (which shall be an Eligible Assignee) to acquire and assume all or a ratable part of such Affected Lenderâ€™s Loans and Commitment (the replacing Lender or lender in (i) or (ii) being a â€œReplacement Lenderâ€); provided, however, that the Borrower shall be liable for the payment upon demand of all costs and other amounts arising under Section 2.21 that result from the acquisition of any Affected Lenderâ€™s Loan and/or Commitment (or any portion thereof) by a Lender or Replacement Lender, as the case may be, on a date other than the last day of the applicable Interest Period with respect to any SOFR Loans then outstanding; and provided further, however, that if the Borrower elects to exercise such right with respect to any Affected Lender under clause (a) or (b) of this Section 2.23, then the Borrower shall be obligated to replace all Affected Lenders under such clauses. The Affected Lender replaced pursuant to this Section 2.23 shall be required to assign and delegate, without recourse, all of its interests, rights and obligations under this Agreement and the related Loan Documents to one or more Replacement Lenders that so agree to acquire and assume all or a ratable part of such Affected Lenderâ€™s Loans and Commitment upon payment to such Affected Lender of an amount (in the aggregate for all Replacement

Lenders) equal to 100% of the outstanding principal of the Affected Lenderâ€™s Loans, accrued interest thereon, accrued fees and all other amounts payable to it hereunder and under the other Loan Documents from such Replacement Lenders (to the extent of such outstanding principal and accrued interest and fees) or the Borrower (in the case of all other amounts, including amounts under Section 2.21 hereof). Any such designation of a Replacement Lender shall be effected in accordance with, and subject to the terms and conditions of, the assignment provisions contained in Section 10.6 (with the assignment fee to be paid by the Borrower in such instance), and, if such Replacement Lender is not already a Lender hereunder or an Affiliate of a Lender or an Approved Fund, shall be subject to the Â 71Â Â prior written consent of the Administrative Agent (which consent shall not be unreasonably withheld). Notwithstanding the foregoing, with respect to any assignment pursuant to this Section 2.23, (a) in the case of any such assignment resulting from a claim for compensation under Section 2.19 or payments required to be made pursuant to Section 2.20, such assignment shall result in a reduction in such compensation or payments thereafter; (b) such assignment shall not conflict with applicable law and (c) in the case of any assignment resulting from a Lender being a Minority Lender referred to in clause (b) of this Section 2.23, the applicable assignee shall have consented to the applicable amendment, waiver or consent. Notwithstanding the foregoing, an Affected Lender shall not be required to make any such assignment or delegation if, prior thereto, as a result of a waiver by such Affected Lender or otherwise, the circumstances entitling the Borrower to require such assignment and delegation cease to apply. 2.24Defaulting Lenders. (a)Defaulting Lender Adjustments. Notwithstanding anything to the contrary contained in this Agreement, if any Lender becomes a Defaulting Lender, then, until such time as such Lender is no longer a Defaulting Lender, to the extent permitted by applicable law: (i)Waivers and Amendments. Such Defaulting Lenderâ€™s right to approve or disapprove any amendment, waiver or consent with respect to this Agreement shall be restricted as set forth in Section 10.1 and in the definition of Required Lenders. (ii)Defaulting Lender Waterfall. Any payment of principal, interest, fees or other amounts received by the Administrative Agent for the account of such Defaulting Lender (whether voluntary or mandatory, at maturity, pursuant to Section 8 or otherwise, and including any amounts made available to the Administrative Agent by such Defaulting Lender pursuant to Section 10.7), shall be applied at such time or times as may be determined by the Administrative Agent as follows: first, to the payment of any amounts owing by such Defaulting Lender to the Administrative Agent hereunder; second, to the payment on a pro rata basis of any amounts owing by such Defaulting Lender to the Issuing Lender or to the Swingline Lender hereunder; third, to be held as Cash Collateral for the funding obligations of such Defaulting Lender of any participation in any Letter of Credit; fourth, as the Borrower may request (so long as no Default or Event of Default exists), to the funding of any Loan in respect of which such Defaulting Lender has failed to fund its portion thereof as required by this Agreement, as determined by the Administrative Agent; fifth, if so determined by the Administrative Agent and the Borrower, to be held in a Deposit Account and released pro rata to (x) satisfy such Defaulting Lenderâ€™s potential future funding obligations with respect to Loans under this Agreement, and (y) be held as Cash Collateral for the future funding obligations of such Defaulting Lender of any participation in any future Letter of Credit; sixth, to the payment of any amounts owing to any L/C Lender, Issuing Lender or Swingline Lender as a result of any judgment of a court of competent jurisdiction obtained by any L/C Lender, Issuing Lender or Swingline Lender against such Defaulting Lender as a result of such Defaulting Lenderâ€™s breach of its obligations under this Agreement; seventh, so long as no Default or Event of Default has occurred and is continuing, to the payment of any amounts owing to the Borrower as a result of any judgment of a court of competent jurisdiction obtained by the Borrower against such Defaulting Lender as a result of such Defaulting Lenderâ€™s breach of its obligations under this Agreement; and eighth, to such Defaulting Lender or as otherwise directed by a court of competent jurisdiction; provided that if (A) such payment is a payment of the principal amount of any Loans or L/C Advances in respect of which such Defaulting Lender has not fully funded its appropriate share and (B) such Loans or L/C Advances were made at a time when the conditions set forth in Section 5.3 were satisfied or waived, such payment shall be applied solely to pay the Loans of, and L/C Advances owed to, all Non-Defaulting Lenders on a pro rata basis prior to being applied to the payment of any Loans of, or L/C Advances owed to, such Defaulting Lender until such time as all Loans and Â 72Â Â funded and unfunded participations in L/C Advances and Swingline Loans are held by the Lenders pro rata in accordance with the Commitments under the applicable Facility without giving effect to Section 2.24(a)(iv). Any payments, prepayments or other amounts paid or payable to a Defaulting Lender that are applied (or held) to pay amounts owed by a Defaulting Lender or to post Cash Collateral pursuant to this Section 2.24(a)(ii) shall be deemed paid to and redirected by such Defaulting Lender, and each Lender irrevocably consents hereto. (iii)Certain Fees. (A)No Defaulting Lender shall be entitled to receive any fee pursuant to Section 2.9(b) for any period during which such Lender is a Defaulting Lender (and the Borrower shall not be required to pay any such fee that otherwise would have been required to have been paid to such Defaulting Lender). (B)Each Defaulting Lender shall be limited in its right to receive Letter of Credit Fees as provided in Section 3.3(d). (C)With respect to any Letter of Credit Fee not required to be paid to any Defaulting Lender pursuant to clause (A) or (B) above, the Borrower shall (x) pay to each Non-Defaulting Lender that portion of any such fee otherwise payable to such Defaulting Lender with respect to such Defaulting Lenderâ€™s participation in Letters of Credit or Swingline Loans that has been reallocated to such Non-Defaulting Lender pursuant to clause (iv) below, (y) pay to the Issuing Lender and the Swingline Lender, as applicable, the amount of any such fee otherwise payable to such Defaulting Lender to the extent allocable to the Issuing Lenderâ€™s or the Swingline Lenderâ€™s Fronting Exposure to such Defaulting Lender, and (z) not be required to pay the remaining amount of any such fee. (iv)Reallocation of Pro Rata Share to Reduce Fronting Exposure. During any period in which there is a Defaulting Lender, for purposes of computing the amount of the obligation of each Non-Defaulting Lender to acquire, refinance or fund participations in Letters of Credit pursuant to Section 3.4 or in Swingline Loans pursuant to Section 2.7(c), the L/C Percentage of each Non-Defaulting Lender of any such Letter of Credit and the Revolving Percentage of each Non-Defaulting Lender of any such Swingline Loan, as the case may be, shall be computed without giving effect to the Revolving Commitment of such Defaulting Lender; provided that the aggregate obligations of each Non-Defaulting Lender to acquire, refinance or fund participations in Letters of Credit and Swingline Loans shall not exceed the positive difference, if any, of (1) the Revolving Commitment of that Non-Defaulting Lender minus (2) the aggregate outstanding amount of the Revolving Loans of that Lender plus the aggregate amount of that Lenderâ€™s L/C Percentage of then outstanding Letters of Credit plus the aggregate amount of such Lenderâ€™s pro rata percentage of the then outstanding Swingline Loans. Subject to Section 10.21, no reallocation hereunder shall constitute a waiver or release of any claim of any party hereunder against a Defaulting Lender arising from that Lender having become a Defaulting Lender, including any claim of a Non-Defaulting Lender as a result of such Non-Defaulting Lenderâ€™s increased exposure following such reallocation. (v)Cash Collateral, Repayment of Swingline Loans. If the reallocation described in clause (iv) above cannot, or can only partially, be effected, the Borrower shall, without prejudice to any right or remedy available to it hereunder or under law, (x) first, prepay Swingline Loans in an amount equal to the Swingline Lenderâ€™s Fronting Exposure and (y) second, Cash Collateralize the Issuing Lenderâ€™s Fronting Exposure in accordance with the procedures set forth in Section 3.10. Â 73Â Â (b)Defaulting Lender Cure. If the Borrower, the Administrative Agent, the Swingline Lender and the Issuing Lender agree in writing that a Lender is no longer a Defaulting Lender, the Administrative Agent will so notify the parties hereto, whereupon as of the effective date specified in such notice and subject to any conditions set forth therein (which may include arrangements with respect to any Cash Collateral), such Lender will, to the extent applicable, purchase at par that portion of outstanding Loans of the other Lenders or take such other actions as the Administrative Agent may determine to be necessary to cause the Loans and funded and unfunded participations in Letters of Credit and Swingline Loans to be held on a pro rata basis by the Lenders in accordance with their respective Revolving Percentages, L/C Percentages, and Term Percentages, as applicable (without giving effect to Section 2.24(a)(iv)), whereupon such Lender will cease to be a Defaulting Lender; provided that no adjustments will be made retroactively with respect to fees accrued or payments made by or on behalf of the Borrower while such Lender was a Defaulting Lender; and provided further that, except to the extent otherwise expressly agreed by the affected parties, no change hereunder from Defaulting Lender to Lender will constitute a waiver or release of any claim of any party hereunder arising from such Lender having been a Defaulting Lender. (c)New Swingline Loans/Letters of Credit. So long as any Lender is a Defaulting Lender, (i) the Swingline Lender shall not be required to fund any Swingline Loans unless it is satisfied that it will have no Fronting Exposure after giving effect to such Swingline Loan, and (ii) the Issuing Lender shall not be required to issue, extend, renew or increase any Letter of Credit unless it is satisfied that it will have no Fronting Exposure in respect of Letters of Credit after giving effect thereto. (d)Termination of Defaulting Lender. The Borrower may terminate the unused amount of the Revolving Commitment of any Revolving Lender that is a Defaulting Lender upon not less than ten (10) Business Daysâ€™ prior notice to the Administrative Agent (which shall promptly notify the Lenders thereof), and in such event the provisions of Section 2.24(a)(ii) will apply to all amounts thereafter paid by the Borrower for the account of such Defaulting Lender under this Agreement (whether on account of principal, interest, fees, indemnity or other amounts); provided that (i) no Event of Default shall have occurred and be continuing, and (ii) such termination shall not be deemed to be a waiver or release of any claim the Borrower, the Administrative Agent, the Issuing Lender, the Swingline Lender or any other Lender may have against such Defaulting Lender. 2.25[Reserved]. 2.26Notes. If so requested by any Lender by written notice to the Borrower (with a copy to the Administrative Agent), the Borrower shall execute and deliver to such Lender (and/or, if applicable and if so specified in such notice, to any Person who is an assignee of such Lender pursuant to Section 10.6) (promptly after the Borrowerâ€™s receipt of such notice) a Note or Notes to evidence such Lenderâ€™s Loans. 2.27Incremental Loans. (a)Term Loans. At any time commencing on the Closing Date until the Term Loan Maturity Date, subject to the conditions set forth in clause (e) below, upon notice to the Administrative Agent, the Borrower may, from time to time, request one or more increases (but, together with increases in respect of Incremental Revolving Commitments, not more than five (5) increases in the aggregate) to the Term Loan Commitment or fundings of new Term Loans from one or more existing Lenders or from other Eligible Assignees reasonably acceptable to the Administrative Agent and the Borrower (each, an â€œIncremental Term Loanâ€), in an aggregate amount for all such Incremental Term Loans and any Incremental Revolving Commitments, not to exceed $70,000,000. Any Incremental Term Loan shall be in the amount of at least $5,000,000 (or such lower amount that represents all remaining availability Â 74Â Â pursuant to this Section 2.27(a)) and integral multiples of $1,000,000 in excess thereof (or such lower amount that represents all remaining availability pursuant to this Section 2.27(a)). (b)Revolving Loans. At any time during the Revolving Commitment Period, subject to the conditions set forth in clause (e) below, upon notice to the Administrative Agent, the Borrower may, from time to time, request one or more increases (but, together with increases in respect of Incremental Term Loans, not more than five (5) increases in the aggregate) to the Revolving Commitment from one or more existing Lenders or from other Eligible Assignees reasonably acceptable to the Administrative Agent, the Issuing Lender, the Swingline Lender and the Borrower (the â€œIncremental Revolving Commitmentâ€), in an aggregate amount for all such Incremental Revolving Commitments and any Incremental Term Loans, not to exceed $70,000,000. Any Incremental Revolving Commitment shall be in the amount of at least $5,000,000 (or such lower amount that represents all remaining availability pursuant to this Section 2.27(b)) and integral multiples of $1,000,000 in excess thereof (or such lower amount that represents all remaining availability pursuant to this Section 2.27(b)). (c)Lender Election to Increase; Prospective Lenders. At the time of sending such notice in accordance with clauses (a) or (b) above, the Borrower shall specify the time period (such period, the â€œElection Periodâ€) within which each Lender is requested to respond (which Election Period shall in no event be less than five (5) Business Days from the date of delivery of such notice to the Administrative Agent), and the Administrative Agent shall promptly thereafter notify each Lender of the Borrowerâ€™s request for such Incremental Term Loan and/or such Incremental Revolving Commitment and the Election Period during which each Lender is requested to respond to such Borrower request; provided that if such notice indicates that it is conditioned upon the occurrence of a specified event, such notice may be revoked if such event does not occur prior to the requested funding date. Each Term Lender shall have the right to participate in any Incremental Term Loan in accordance with its pro rata share of the then-existing Term Loans, and each Revolving Lender shall have the right to participate in any Incremental Revolving Commitment in accordance with its pro rata share of the then-existing Revolving Commitments. No Term Lender shall be obligated to participate in any Incremental Term Loan, and no Revolving Lender shall be obligated to participate in any Incremental Revolving Commitment, and each such Lenderâ€™s determination to participate shall be in such Lenderâ€™s sole and absolute discretion. Any Lender not responding by the end of such Election Period shall be deemed to have declined to increase its respective Revolving Commitment or Term Commitment or to participate in the funding of a new Term Loan, as applicable. To the extent sufficient Term Lenders (or their Affiliates) or Revolving Lenders (or their Affiliates), as applicable, do not agree to provide an Incremental Term Loan or Incremental Revolving Commitment, as applicable, on terms acceptable to the Borrower, the Borrower may invite any prospective lender that satisfies the criteria of being an â€œEligible Assigneeâ€ and is reasonably satisfactory to the Administrative Agent to become a Lender. (d)Effective Date and Allocations. If any Incremental Revolving Commitment or an Incremental Term Loan is extended in accordance with this Section 2.27, the Administrative Agent and the Borrower shall determine the effective date (the â€œIncrease Effective Dateâ€) and the final allocation of such Incremental Revolving Commitment or Incremental Term Loan, as applicable. The Administrative Agent shall promptly notify the Borrower and the Lenders of the final allocation of such Incremental Revolving Commitment or Incremental Term Loan, as applicable and the Increase Effective Date. (e)Each of the following shall be the only conditions precedent to the making of an Incremental Term Loan or Incremental Revolving Commitment: (i)The Borrower shall deliver to the Administrative Agent a certificate of each Loan Party dated as of the Increase Effective Date (in sufficient copies for each Lender) signed by a Â 75Â Â Responsible Officer of each such Loan Party certifying and attaching the resolutions adopted by such Loan Party approving or consenting to such Incremental Revolving Commitment or Incremental Term Loan, together with recently dated good standing certificates from each Loan Partyâ€™s jurisdiction of organization, and customary opinions of counsel, in form and substance reasonably satisfactory to the Administrative Agent. (ii)Immediately after giving pro forma effect to the extension of such Incremental Facility, each of the conditions precedent set forth in Section 5.3(a) shall be satisfied (other than in connection with Limited Condition Acquisitions, in which case (i) Section 5.3(a) shall be satisfied only in connection with the Specified Representations and (ii) the Specified Acquisition Agreement Representations shall be true and correct on the Increase Effective Date, but only to the extent that the Borrower (or any of its Affiliates) has the right (taking into account any applicable cure provisions) to terminate its (or such Affiliatesâ€™) obligations under the Limited Condition Acquisition, or to decline to consummate the Limited Condition Acquisition Agreement (in each case, in accordance with the terms thereof) as a result of a breach of such Specified Acquisition Agreement Representations. (iii)Immediately after giving pro forma effect to the extension of such Incremental Facility, no Default or Event of Default shall have occurred and be continuing (other than in connection with Limited Condition Acquisitions, in which case there shall be (x) no Default or Event of Default as of the LCA Test Date and (y) no Event of Default under Section 8.1(a) or (f) immediately after giving pro forma effect to the making of such Incremental Term Loan. (iv)The Borrower shall be in pro forma compliance with the then applicable financial covenants set forth in Section 7.1 as of the end of the most recently ended fiscal quarter for which financial statements of the Borrower were required to have been delivered in accordance with the terms hereof immediately after giving effect to the making of such Incremental Term Loan or extension of such Incremental Revolving Commitment and the use of proceeds thereof (calculated as though any new Incremental Revolving Commitment and then existing Revolving Commitments are fully funded, and without netting Qualified Cash from the proceeds of the new Incremental Revolving Commitment or Incremental Term Loan) (provided that in the case of a Limited Condition Acquisition, such calculations shall be made in compliance with Section 1.4). (v)Each Lender agreeing to participate in any such Incremental Facility, the Borrower and the Administrative Agent shall have signed an Incremental Joinder (any Incremental Joinder may, with the consent of the Administrative Agent, the Borrower and the Lenders agreeing to participate in such Incremental Facility, effect such amendments to this Agreement and the other Loan Documents as may be necessary or appropriate to effectuate the provisions of this Section 2.27) and the Borrower shall have executed any Notes requested by any Lender in connection with the incurrence of the Incremental Facility. Notwithstanding anything to the contrary in this Agreement or in any other Loan Document, an Incremental Joinder reasonably satisfactory to the Administrative Agent, and the amendments to this Agreement effected thereby, shall not require the consent of any Lender other than the Lender(s) agreeing to participate in such Incremental Facility. (vi)The Borrower shall have paid to the Administrative Agent any fees required to be paid pursuant to the terms of the Fee Letter, and shall have paid to any Lender providing such Incremental Term Loan or Incremental Revolving Commitments any fees required to be paid to such Lender in connection with the increased Revolving Commitment (or in the case of a new Lender, such new Revolving Commitment) or increased Term Commitment, as applicable (or in the case of a new Lender, such new Term Commitment) hereunder (in each case, unless otherwise waived by the applicable party). (vii)With respect to any increase in the Revolving Commitment, all outstanding Loans, participations hereunder in Letters of Credit and participations hereunder in Swingline Â 76Â Â Loans held by each Revolving Lender shall be reallocated among the Revolving Lenders (including any newly added Revolving Lenders) in accordance with the Revolving Lendersâ€™ respective revised Revolving Percentages and L/C Percentages, pursuant to procedures reasonably determined by the Administrative Agent in consultation with the Borrower. Â 77Â Â (f)Distribution of Revised Commitments Schedule. The Administrative Agent shall promptly distribute to the parties an amended Schedule 1.1A (which shall be deemed incorporated into this Agreement), to reflect any such changes in the Revolving Commitments or Term Commitments, if applicable of the existing Lenders, or the addition of any new Lenders

and their respective Revolving Commitment amounts or Term Commitment amounts, as applicable, and the respective Revolving Percentages or Term Percentages, as applicable, resulting therefrom. (g)Conflicting Provisions. This Section shall supersede any provisions in Section 2.18 or 10.1 to the contrary. (h)Any additional Revolving Loans made available pursuant to any such Incremental Revolving Commitment shall be treated on the same terms (including with respect to pricing and maturity date) as, and made pursuant to the same documentation as is applicable to, the original Revolving Facility. (i)The Incremental Term Loans shall, for purposes of prepayments, be treated substantially the same as the Term Loans funded on the Closing Date and shall have the same terms as the then existing Term Loans, except as may be mutually agreed among the Borrower, the Administrative Agent and the Lenders providing such Incremental Term Loan; provided, in any case, that (i) no Incremental Term Loan shall have a final maturity date earlier than the Term Loan Maturity Date, (ii) the amortization schedule of any Incremental Term Loan shall not have a weighted average life to maturity shorter than the remaining weighted average life to maturity of the Term Loans funded on the Closing Date, (iii) any Incremental Term Loan shall rank pari passu in right of security in respect of the Collateral and will not be guaranteed by any Person that is not a Guarantor hereunder and shall not be secured by any property or assets of any Group Member other than the Collateral, (iv) to the extent the terms and conditions of such Incremental Term Loan are not substantially identical to the terms and conditions of any then-existing Term Loans, such terms and conditions shall not be more restrictive to the Group Members than the terms of any then-existing Term Loans (it being understood that (1) to the extent that any such more favorable terms are added for the benefit of any corresponding Term Loans or Revolving Commitments, such materially more restrictive terms shall be permitted and (2) any materially more restrictive terms that are only applicable after the Term Loan Maturity Date shall be permitted); and (iv) to the extent the initial yield (including any original issue discount or similar yield-related discounts, deductions or payments but excluding any customary arrangement or commitment fees payable to the Administrative Agent) applicable to the Incremental Term Loan, as applicable, is higher than the initial yield applicable to the Term Loans funded on the Closing Date by more than 0.50%, this Agreement shall be amended to increase the Applicable Margin applicable to the Term Loans funded on the Closing Date, to the extent necessary so that the initial yield applicable to such Incremental Term Loan is no more than 0.50% greater than the initial yield applicable to the Term Loans funded on the Closing Date (the â€œMFN Protectionâ€). (j)Effect of Increase. Upon the increase in the Total Revolving Commitments or the funding of an Incremental Term Loan, as applicable, under this Section 2.27, all references in this Agreement and in any other Loan Document to the Revolving Commitment or Loans, as applicable, of any Lender (including any additional lender that becomes a Lender pursuant to Section 2.27(c)) shall be Â 78Â Â deemed to include any increase in such Lenderâ€™s Revolving Commitment, Revolving Loans or Incremental Term Loan, as applicable, pursuant to this Section 2.27 and any amendments effected through the applicable Increase Joinder. The Incremental Facilities established pursuant to this Section 2.27 shall constitute Revolving Loans, Revolving Commitments and Term Loans, as applicable, under, and shall be entitled to all the benefits afforded by, this Agreement and the other Loan Documents, and shall, without limiting the foregoing, benefit equally and ratably from any guarantees and the security interests created by the Loan Documents,. The Borrower shall take any actions reasonably required by Administrative Agent to ensure and demonstrate that the Liens and security interests granted by the Loan Documents continue to be perfected under the UCC or otherwise after giving effect to the establishment of any such Incremental Facility. SECTION 3 LETTERS OF CREDIT 3.1L/C Commitment. (a)Subject to the terms and conditions hereof, the Issuing Lender agrees to issue letters of credit (â€œLetters of Creditâ€) for the account of the Borrower (for the benefit of the Borrower or that of any of its Subsidiaries) on any Business Day during the Letter of Credit Availability Period in such form as may reasonably be approved from time to time by the Issuing Lender; provided that the Issuing Lender shall have no obligation to issue any Letter of Credit if, after giving effect to such issuance, the L/C Exposure would exceed either the Total L/C Commitments or the Available Revolving Commitment at such time. Unless otherwise agreed to by the Administrative Agent in its sole discretion, each Letter of Credit shall (i) be denominated in Dollars and (ii) expire no later than the earlier of (x) the first anniversary of its date of issuance and (y) the Letter of Credit Maturity Date, provided that any Letter of Credit with a one-year term may provide for the renewal thereof for additional one-year periods (which shall in no event extend beyond the date referred to in clause (y) above unless Cash Collateralized at a rate of 103% or otherwise backstopped to the reasonable satisfaction of the Administrative Agent and the Issuing Lender). (b)The Issuing Lender shall not at any time be obligated to issue any Letter of Credit if: (i)such issuance would conflict with, or cause the Issuing Lender or any L/C Lender to exceed any limits imposed by, any applicable Requirement of Law; (ii)any order, judgment or decree of any Governmental Authority or arbitrator shall by its terms purport to enjoin or restrain the Issuing Lender from issuing, amending or reinstating such Letter of Credit, or any law, rule or regulation applicable to the Issuing Lender or any request, guideline or directive (whether or not having the force of law) from any Governmental Authority with jurisdiction over the Issuing Lender shall prohibit, or request that the Issuing Lender refrain from, the issuance, amendment, renewal or reinstatement of letters of credit generally or such Letter of Credit in particular or shall impose upon the Issuing Lender with respect to such Letter of Credit any restriction, reserve or capital requirement (for which the Issuing Lender is not otherwise compensated) not in effect on the Closing Date, or shall impose upon the Issuing Lender any unreimbursed loss, cost or expense which was not applicable on the Closing Date and which the Issuing Lender in good faith deems material to it; (iii)the Issuing Lender has received written notice from any Lender, the Administrative Agent or the Borrower, at least one (1) Business Day prior to the requested date of issuance, amendment, renewal or reinstatement of such Letter of Credit, that one or more of the Â 79Â Â applicable conditions contained in Section 5.3 shall not then be satisfied (which notice shall contain a description of any such condition asserted not to be satisfied); (iv)any requested Letter of Credit is not in form and substance acceptable to the Issuing Lender, or the issuance, amendment or renewal of a Letter of Credit shall violate any applicable laws or regulations or any applicable policies of the Issuing Lender; (v)such Letter of Credit contains any provisions providing for automatic reinstatement of the stated amount after any drawing thereunder; (vi)except as otherwise agreed by the Administrative Agent and the Issuing Lender, such Letter of Credit is in an initial face amount less than $250,000; or (vii)any Lender is at that time a Defaulting Lender unless the Issuing Lender has entered into arrangements, including the delivery of Cash Collateral, pursuant to Section 3.10, satisfactory to the Issuing Lender (in its sole discretion) with the Borrower or such Defaulting Lender to eliminate the Issuing Lenderâ€™s actual or potential Fronting Exposure (after giving effect to Section 2.24(a)(iv)) with respect to the Defaulting Lender arising from either the Letter of Credit then proposed to be issued or such Letter of Credit and all other L/C Exposure as to which the Issuing Lender has actual or potential Fronting Exposure, as it may elect in its sole discretion. 3.2Procedure for Issuance of Letters of Credit. The Borrower may from time to time request that the Issuing Lender issue a Letter of Credit for the account of the Borrower (for the benefit of the Borrower or that of any of its Subsidiaries) by delivering to the Issuing Lender at its address for notices specified herein an Application therefor, completed to the satisfaction of the Issuing Lender, and such other certificates, documents and other papers and information as the Issuing Lender may request. Upon receipt of any Application, the Issuing Lender will process such Application and the certificates, documents and other papers and information delivered to it in connection therewith in accordance with its customary procedures and shall promptly issue the Letter of Credit requested thereby (but in no event shall the Issuing Lender be required to issue any Letter of Credit earlier than three (3) Business Days after its receipt of the Application therefor and all such other certificates, documents and other papers and information relating thereto) by issuing the original of such Letter of Credit to the beneficiary thereof or as otherwise may be agreed to by the Issuing Lender and the Borrower. The Issuing Lender shall furnish a copy of such Letter of Credit to the Borrower promptly following the issuance thereof. The Issuing Lender shall promptly furnish to the Administrative Agent, which shall in turn promptly furnish to the Lenders, notice of the issuance of each Letter of Credit (including the amount thereof). 3.3Fees and Other Charges. (a)The Borrower agrees to pay, with respect to each Existing Letter of Credit and each outstanding Letter of Credit issued for the account of (or at the request of) the Borrower, (i) a fronting fee of 0.125% per annum on the daily amount available to be drawn under each such Letter of Credit to the Issuing Lender for its own account (a â€œLetter of Credit Fronting Feeâ€), (ii) a letter of credit fee equal to the Applicable Margin relating to Revolving Loans that are SOFR Loans multiplied by the daily amount available to be drawn under each such Letter of Credit on the drawable amount of such Letter of Credit to the Administrative Agent for the ratable account of the L/C Lenders (determined in accordance with their respective L/C Percentages) (a â€œLetter of Credit Feeâ€), in each case payable quarterly in arrears on the last Business Day of March, June, September and December of each year and on the Letter of Credit Maturity Date (each, an â€œL/C Fee Payment Dateâ€) after the issuance date of such Letter of Credit, and (iii) the Issuing Lenderâ€™s standard and reasonable fees with respect to the issuance, amendment, renewal or extension of any Letter of Credit issued for the account of (or at the request of) Â 80Â Â the Borrower or processing of drawings thereunder (the fees in this clause (iii), collectively, the â€œIssuing Lender Feesâ€). All Letter of Credit Fronting Fees and Letter of Credit Fees shall be computed on the basis of the actual number of days elapsed in a year of three hundred sixty (360) days. During the continuance of an Event of Default, at the request of the Required Lenders, Letter of Credit Fees shall accrue a rate per annum equal to the rate that would otherwise be applicable thereto pursuant to the foregoing provisions of this Section plus 2.00%; provided that such increased fee rate shall apply to all outstanding Letters of Credit automatically and without any Required Lender consent therefor upon the occurrence of any Event of Default arising under Section 8.1(a) or (f). (b)In addition to the foregoing fees, the Borrower shall pay or reimburse the Issuing Lender for such normal and customary costs and expenses as are incurred or charged by the Issuing Lender in issuing, negotiating, effecting payment under, amending or otherwise administering any Letter of Credit. (c)The Borrower shall furnish to the Issuing Lender and the Administrative Agent such other documents and information pertaining to any requested Letter of Credit issuance, amendment or renewal, including any L/C-Related Documents, as the Issuing Lender or the Administrative Agent may require. This Agreement shall control in the event of any conflict with any L/C-Related Document (other than any Letter of Credit). (d)Any Letter of Credit Fees otherwise payable for the account of a Defaulting Lender with respect to any Letter of Credit as to which such Defaulting Lender has not provided Cash Collateral satisfactory to the Issuing Lender pursuant to Section 3.10 shall be payable, to the maximum extent permitted by applicable law, to the other L/C Lenders in accordance with the upward adjustments in their respective L/C Percentages allocable to such Letter of Credit pursuant to Section 2.24(a)(iv), with the balance of such fee, if any, payable to the Issuing Lender for its own account. (e)All fees payable under this Section 3.3 shall be fully earned on the date paid and nonrefundable. 3.4L/C Participations; Existing Letters of Credit. (a)L/C Participations. The Issuing Lender irrevocably agrees to grant and hereby grants to each L/C Lender, and, to induce the Issuing Lender to issue Letters of Credit, each L/C Lender irrevocably agrees to accept and purchase and hereby accepts and purchases from the Issuing Lender, on the terms and conditions set forth below, for such L/C Lenderâ€™s own account and risk an undivided interest equal to such L/C Lenderâ€™s L/C Percentage in the Issuing Lenderâ€™s obligations and rights under and in respect of each Letter of Credit and the amount of each draft paid by the Issuing Lender thereunder. Each L/C Lender agrees with the Issuing Lender that, if a draft is paid under any Letter of Credit for which the Issuing Lender is not reimbursed in full by the Borrower pursuant to Section 3.5(a), such L/C Lender shall pay to the Issuing Lender upon demand at the Issuing Lenderâ€™s address for notices specified herein an amount equal to such L/C Lenderâ€™s L/C Percentage of the amount of such draft, or any part thereof, that is not so reimbursed. Each L/C Lenderâ€™s obligation to pay such amount shall be absolute and unconditional and shall not be affected by any circumstance, including (i) any setoff, counterclaim, recoupment, defense or other right that such L/C Lender may have against the Issuing Lender, the Borrower or any other Person for any reason whatsoever, (ii) the occurrence of a Default or an Event of Default or the failure to satisfy any of the other conditions specified in Section 5.3, (iii) any adverse change in the condition (financial or otherwise) of the Borrower, (iv) any breach of this Agreement or any other Loan Document by the Borrower, any other Loan Party or any other L/C Lender, Â 81Â Â or (v) any other circumstance, happening or event whatsoever, whether or not similar to any of the foregoing. (b)Existing Letters of Credit. On and after the Closing Date, the Existing Letters of Credit shall be deemed for all purposes, including for purposes of the fees to be collected pursuant to Sections 3.3(a) and (b), reimbursement of costs and expenses to the extent provided herein and for purposes of being secured by the Collateral, a Letter of Credit outstanding under this Agreement and entitled to the benefits of this Agreement and the other Loan Documents, and shall be governed by the applications and agreements pertaining thereto and by this Agreement (which shall control in the event of a conflict). 3.5Reimbursement. (a)If the Issuing Lender shall make any L/C Disbursement in respect of a Letter of Credit, the Issuing Lender shall notify the Borrower and the Administrative Agent thereof and the Borrower shall pay or cause to be paid to the Issuing Lender an amount equal to the entire amount of such L/C Disbursement not later than the immediately following Business Day. Each such payment shall be made to the Issuing Lender at its address for notices referred to herein in Dollars and in immediately available funds; provided that the Borrower may, subject to the satisfaction of the conditions to borrowing set forth herein, request in accordance with Section 2.5 or Section 2.7(a) that such payment be financed with a Revolving Loan or a Swingline Loan, as applicable, in an equivalent amount and, to the extent so financed, the Borrowerâ€™s obligations to make such payment shall be discharged and replaced by the resulting Revolving Loan or Swingline Loan. (b)If the Issuing Lender shall not have received from the Borrower the payment that it is required to make pursuant to Section 3.5(a) with respect to a Letter of Credit within the time specified in such Section, the Issuing Lender will promptly notify the Administrative Agent of the L/C Disbursement and the Administrative Agent will promptly notify each L/C Lender of such L/C Disbursement and its L/C Percentage thereof, and each L/C Lender shall pay to the Issuing Lender upon demand at the Issuing Lenderâ€™s address for notices specified herein an amount equal to such L/C Lenderâ€™s L/C Percentage of such L/C Disbursement (and the Administrative Agent may apply Cash Collateral provided for this purpose); upon such payment pursuant to this paragraph to reimburse the Issuing Lender for any L/C Disbursement, the Borrower shall be required to reimburse the L/C Lenders for such payments (including interest accrued thereon from the date of such payment until the date of such reimbursement at the rate applicable to Revolving Loans that are ABR Loans plus 2% per annum) on demand; provided that if at the time of and after giving effect to such payment by the L/C Lenders, the conditions to borrowings and Revolving Loan Conversions set forth in Section 5.3 are satisfied, the Borrower may, by written notice to the Administrative Agent certifying that such conditions are satisfied and that all interest owing under this paragraph has been paid, request that such payments by the L/C Lenders be converted into Revolving Loans (a â€œRevolving Loan Conversionâ€), in which case, if such conditions are in fact satisfied, the L/C Lenders shall be deemed to have extended, and the Borrower shall be deemed to have accepted, a Revolving Loan in the aggregate principal amount of such payment without further action on the part of any party, and the Total L/C Commitments shall be permanently reduced by such amount; any amount so paid pursuant to this paragraph shall, on and after the payment date thereof, be deemed to be Revolving Loans for all purposes hereunder; provided that the Issuing Lender, at its option, may effectuate a Revolving Loan Conversion regardless of whether the conditions to borrowings and Revolving Loan Conversions set forth in Section 5.3 are satisfied. 3.6Obligations Absolute. The Borrowerâ€™s obligations under this Section 3 shall be absolute and unconditional under any and all circumstances and irrespective of any setoff, counterclaim or defense to payment that the Borrower may have or have had against the Issuing Lender, any Â 82Â Â beneficiary of a Letter of Credit or any other Person. The Borrower also agrees with the Issuing Lender that the Issuing Lender shall not be responsible for, and the Borrowerâ€™s obligations hereunder shall not be affected by, among other things, the validity or genuineness of documents or of any endorsements thereon, even though such documents shall in fact prove to be invalid, fraudulent or forged, or any dispute between or among the Borrower and any beneficiary of any Letter of Credit or any other party to which such Letter of Credit may be transferred or any claims whatsoever of the Borrower against any beneficiary of such Letter of Credit or any such transferee. The Issuing Lender shall not be liable for any error, omission, interruption or delay in transmission, dispatch or delivery of any message or advice, however transmitted, in connection with any Letter of Credit, except for errors or omissions found by a final and nonappealable decision of a court of competent jurisdiction to have resulted from the gross negligence or willful misconduct of the Issuing Lender. The Borrower agrees that any action taken or omitted by the Issuing Lender under or in connection with any Letter of Credit or the related drafts or documents, if done in the absence of gross negligence or willful misconduct, shall be binding on the Borrower and shall not result in any liability of the Issuing Lender to the Borrower. In addition to amounts payable as elsewhere provided in the Agreement, the Borrower hereby agrees to pay and to protect, indemnify, and save Issuing Lender harmless from and against any and all claims, demands, liabilities, damages, losses, costs, charges and expenses (including reasonable attorneysâ€™ fees) that the Issuing Lender may incur or be subject to as a consequence, direct or indirect, of (a) the issuance of any Letter of Credit, or (b) the failure of Issuing Lender or of any L/C Lender to honor a demand for payment under any Letter of Credit as a result of any act or omission, whether rightful or wrongful, of any present or future de jure or de facto government or Governmental Authority, in each case other than to the extent solely as a result of the gross negligence or willful misconduct of Issuing Lender or such L/C Lender (as finally determined by a court of competent jurisdiction). 3.7Letter of Credit Payments. If any draft shall be presented for payment under any Letter of Credit, the Issuing Lender shall promptly notify the Borrower and the Administrative Agent of the date and amount thereof. The responsibility of the Issuing Lender to the Borrower in connection with any draft presented for payment under any Letter of Credit shall, in addition to any payment obligation expressly provided for in such Letter of Credit, be limited to determining that the documents (including each draft) delivered under such Letter of Credit in connection with such presentment are substantially in conformity with such Letter of Credit. 3.8Applications. To the extent that any provision of any Application related to any Letter of Credit is inconsistent with the provisions of this Section 3, the provisions of this Section 3 shall apply. 3.9Interim Interest. If the Issuing

Lender shall make any L/C Disbursement in respect of a Letter of Credit, then, unless either the Borrower shall have reimbursed such L/C Disbursement in full within the time period specified in Section 3.5(a) or the L/C Lenders shall have reimbursed such L/C Disbursement in full on such date as provided in Section 3.5(b), in each case the unpaid amount thereof shall bear interest for the account of the Issuing Lender, for each day from and including the date of such L/C Disbursement to but excluding the date of payment by the Borrower, at the rate per annum that would apply to such amount if such amount were a Revolving Loan that is an ABR Loan; provided that the provisions of Section 2.15(c) shall be applicable to any such amounts not paid when due. 3.10Cash Collateral. (a)Certain Credit Support Events. Upon the request of the Administrative Agent or the Issuing Lender (i) if the Issuing Lender has honored any full or partial drawing request under any Letter of Credit and such drawing has resulted in an L/C Advance by all the L/C Lenders that is not reimbursed by the Borrower or converted into a Revolving Loan or Swingline Loan pursuant to Section Â 83Â Â 3.5(b), or (ii) if, as of the Letter of Credit Maturity Date, any L/C Exposure for any reason remains outstanding, the Borrower shall, (x) in the case of clause (ii), immediately and, (y) in the case of clause (i) within one (1) Business Day, Cash Collateralize the then effective L/C Exposure in an amount equal to 103% of such L/C Exposure. At any time that there shall exist a Defaulting Lender, within one (1) Business Day following the request of the Administrative Agent or the Issuing Lender (with a copy to the Administrative Agent), the Borrower shall deliver to the Administrative Agent Cash Collateral in an amount sufficient to cover 103% of the Fronting Exposure relating to the Letters of Credit (after giving effect to Section 2.24(a)(iv) and any Cash Collateral provided by such Defaulting Lender). (b)Grant of Security Interest. All Cash Collateral (other than credit support not constituting funds subject to deposit) shall be maintained in blocked, non-interest bearing deposit accounts with the Administrative Agent. The Borrower, and to the extent provided by any Lender or Defaulting Lender, such Lender or Defaulting Lender, hereby grants to (and subjects to the control of) the Administrative Agent, for the benefit of the Administrative Agent, the Issuing Lender and the L/C Lenders, and agrees to maintain, a first priority security interest and Lien in all such Cash Collateral and in all proceeds thereof, as security for the Obligations to which such Cash Collateral may be applied pursuant to Section 3.10(c). If at any time the Administrative Agent determines that Cash Collateral is subject to any right or claim of any Person other than the Administrative Agent or any Issuing Lender as herein provided, or that the total amount of such Cash Collateral is less than 103% of the applicable L/C Exposure, Fronting Exposure and other Obligations secured thereby, the Borrower or the relevant Lender or Defaulting Lender, as applicable, will, promptly upon demand by the Administrative Agent, pay or provide to the Administrative Agent additional Cash Collateral in an amount sufficient to eliminate such deficiency (after giving effect to any Cash Collateral provided by such Defaulting Lender). (c)Application. Notwithstanding anything to the contrary contained in this Agreement, Cash Collateral provided under any of this Section 3.10, Section 2.24 or otherwise in respect of Letters of Credit shall be held and applied to the satisfaction of the specific L/C Exposure, obligations to fund participations therein (including, as to Cash Collateral provided by a Defaulting Lender, any interest accrued on such obligation) and other obligations for which the Cash Collateral was so provided, prior to any other application of such property as may otherwise be provided for herein. (d)Termination of Requirement. Cash Collateral (or the appropriate portion thereof) provided to reduce Fronting Exposure in respect of Letters of Credit or other Obligations shall no longer be required to be held as Cash Collateral pursuant to this Section 3.10 following (i) the elimination of the applicable Fronting Exposure and other Obligations giving rise thereto (including by the termination of the Defaulting Lender status of the applicable Lender), or (ii) a determination by the Administrative Agent and the Issuing Lender that there exists excess Cash Collateral; provided, however, (A) that Cash Collateral furnished by or on behalf of a Loan Party shall not be released during the continuance of an Event of Default, and (B) that, subject to Section 2.24, the Person providing such Cash Collateral and the Issuing Lender may agree that such Cash Collateral shall not be released but instead shall be held to support future anticipated Fronting Exposure or other obligations, and provided further, that to the extent that such Cash Collateral was provided by the Borrower or any other Loan Party, such Cash Collateral shall remain subject to any security interest and Lien granted pursuant to the Loan Documents including any applicable Cash Management Agreement. 3.11Additional Issuing Lenders. The Borrower may, at any time and from time to time with the consent of the Administrative Agent (which consent shall not be unreasonably withheld) and such Lender, designate one or more additional Lenders to act as an issuing bank under the terms of this Agreement. Any Lender designated as an issuing bank pursuant to this paragraph shall be deemed to be Â 84Â Â an â€œIssuing Lenderâ€ (in addition to being a Lender) in respect of Letters of Credit issued or to be issued by such Lender, and, with respect to such Letters of Credit, such term shall thereafter apply to the other Issuing Lender and such Lender. 3.12Resignation of the Issuing Lender. The Issuing Lender may resign at any time by giving at least thirty (30) daysâ€™ prior written notice to the Administrative Agent, the Lenders and the Borrower. Subject to the next succeeding paragraph, upon the acceptance of any appointment as the Issuing Lender hereunder by a Lender that shall agree to serve as successor Issuing Lender, such successor shall succeed to and become vested with all the interests, rights and obligations of the retiring Issuing Lender and the retiring Issuing Lender shall be discharged from its obligations to issue additional Letters of Credit hereunder without affecting its rights and obligations with respect to Letters of Credit previously issued by it. At the time such resignation shall become effective, the Borrower shall pay all accrued and unpaid fees pursuant to Section 3.3. The acceptance of any appointment as the Issuing Lender hereunder by a successor Lender shall be evidenced by an agreement entered into by such successor, in a form satisfactory to the Borrower and the Administrative Agent, and, from and after the effective date of such agreement, (i) such successor Lender shall have all the rights and obligations of the previous Issuing Lender under this Agreement and the other Loan Documents and (ii) references herein and in the other Loan Documents to the term â€œIssuing Lenderâ€ shall be deemed to refer to such successor or to any previous Issuing Lender, or to such successor and all previous Issuing Lenders, as the context shall require. After the resignation of the Issuing Lender hereunder, the retiring Issuing Lender shall remain a party hereto and shall continue to have all the rights and obligations of an Issuing Lender under this Agreement and the other Loan Documents with respect to Letters of Credit issued by it prior to such resignation, but shall not be required to issue additional Letters of Credit or to extend, renew or increase any existing Letter of Credit. 3.13Applicability of UCP and ISP. Unless otherwise expressly agreed by the Issuing Lender and the Borrower when a Letter of Credit is issued and subject to applicable laws, the Letters of Credit shall be governed by and subject to (a) with respect to standby Letters of Credit, the rules of the ISP, and (b) with respect to commercial Letters of Credit, the rules of the Uniform Customs and Practice for Documentary Credits, as published in its most recent version by the International Chamber of Commerce on the date any commercial Letter of Credit is issued. SECTION 4 REPRESENTATIONS AND WARRANTIES To induce the Administrative Agent and the Lenders to enter into this Agreement and to make the Loans and issue the Letters of Credit, the Borrower hereby represents and warrants to the Administrative Agent and each Lender, as to themselves and each other Group Member, that: 4.1Financial Condition. (a)The Projected Pro Forma Financial Statements have been prepared giving effect (as if such events had occurred on such date) to (i) the Loans to be made on the Closing Date and the use of proceeds thereof, and (ii) the payment of fees and expenses in connection with the foregoing. The Projected Pro Forma Financial Statements, including the related schedules and notes thereto, have been prepared in accordance with GAAP applied consistently throughout the periods involved (except as approved by the aforementioned firm of accountants and disclosed therein and except for the absence of footnotes and subject to year-end adjustments for unaudited financial statements). The projections and pro forma financial information contained in the materials referenced above are based upon good faith estimates and assumptions believed by management of the Borrower to be reasonable at the time made, it being recognized by the Lenders that such financial information as it relates to future events is not to be Â 85Â Â viewed as fact and that actual results during the period or periods covered by such financial information may differ from the projected results set forth therein by a material amount. (b)The audited consolidated balance sheet of the Group Members as of June 30, 2020 presents fairly in all material respects the consolidated financial condition of the Group Members as at such date. The unaudited consolidated balance sheet of the Group Members as of September 30, 2020 and December 31, 2020, and the related unaudited consolidated statements of income and cash flows for the three and six month periods ended on such dates, present fairly in all material respects the consolidated financial condition of the Group Members as at such date, and the consolidated results of their operations and its consolidated cash flows for the three and six month periods then ended (subject to normal year-end audit adjustments). No Group Member has, as of the Effective Date, any material Guarantee Obligations, contingent liabilities and liabilities for taxes, or any long-term leases or unusual forward or long-term commitments, including any interest rate or foreign currency swap or exchange transaction or other obligation in respect of derivatives, that are not reflected in the most recent financial statements referred to in this paragraph. During the period from June 30, 2020 to and including the date hereof, there has been no Disposition by any Group Member of any material part of its business or property and not disclosed in the financial statements referred to in this paragraph. 4.2No Change. Since June 30, 2020, there has been no development or event that has had or could reasonably be expected to have a Material Adverse Effect. 4.3Existence; Compliance with Law. Each Group Member (a) is duly organized, validly existing and in good standing (if applicable) under the laws of the jurisdiction of its organization, (b) has the power and authority, and the legal right, to own and operate its property, to lease the property it operates as lessee and to conduct the business in which it is currently engaged, (c) is duly qualified as a foreign corporation or other organization and in good standing (if applicable) under the laws of each jurisdiction, except where the failure to be so qualified or in good standing could not reasonably be expected to have a Material Adverse Effect and (d) is in material compliance with all Requirements of Law except in such instances in which (i) such Requirement of Law is being contested in good faith by appropriate proceedings diligently conducted and the prosecution of such contest would not reasonably be expected to result in a Material Adverse Effect, or (ii) the failure to comply therewith, either individually or in the aggregate, would not reasonably be expected to have a Material Adverse Effect. 4.4Power, Authorization; Enforceable Obligations. Each Loan Party has the power and authority, and the legal right, to make, deliver and perform the Loan Documents to which it is a party and, in the case of the Borrower, to obtain extensions of credit hereunder. Each Loan Party has taken all necessary organizational action to authorize the execution, delivery and performance of the Loan Documents to which it is a party and, in the case of the Borrower, to authorize the extensions of credit on the terms and conditions of this Agreement. No Governmental Approval or consent or authorization of, filing with, notice to or other act by or in respect of, any other Person is required in connection with the extensions of credit hereunder or with the execution, delivery, performance, validity or enforceability of this Agreement or any of the Loan Documents, except (i) Governmental Approvals, consents, authorizations, filings and notices described on Schedule 4.4, which Governmental Approvals, consents, authorizations, filings and notices have been obtained or made and are in full force and effect and (ii) the filings referred to in Section 4.19. Each Loan Document has been duly executed and delivered on behalf of each Loan Party party thereto. This Agreement constitutes, and each other Loan Document upon execution will constitute, a legal, valid and binding obligation of each Loan Party party thereto, enforceable against each such Loan Party in accordance with its terms, except as enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the Â 86Â Â enforcement of creditorsâ€™ rights generally and by general equitable principles (whether enforcement is sought by proceedings in equity or at law). 4.5No Legal Bar. The execution, delivery and performance of this Agreement and the other Loan Documents, the issuance of Letters of Credit, the extensions of credit hereunder and the use of the proceeds thereof will not violate any Requirement of Law, Operating Documents or any material Contractual Obligation of any Group Member and will not result in, or require, the creation or imposition of any Lien on any of their respective properties or revenues pursuant to any Requirement of Law, Operating Document or any such material Contractual Obligation (other than the Liens created by the Security Documents). No Group Member has violated any Requirement of Law or violated or failed to comply with any Contractual Obligation applicable to the Group Members that if violated or not complied with could reasonably be expected to have a Material Adverse Effect. 4.6Litigation. No litigation, investigation or proceeding of or before any arbitrator or Governmental Authority is pending or, to the knowledge of any Loan Party, threatened by or against any Group Member or against any of their respective properties or revenues (a) with respect to any of the Loan Documents or any of the transactions contemplated hereby or thereby, or (b) that could reasonably be expected to have a Material Adverse Effect. 4.7No Default. No Group Member is in default under or with respect to any of its Contractual Obligations in any respect, except where such default could not reasonably be expected to have a Material Adverse Effect. No Default or Event of Default has occurred and is continuing, nor shall either result from the making of a requested credit extension. 4.8Ownership of Property; Liens; Investments. Each Group Member has title in fee simple to, or a valid leasehold interest in, all of its real property, and good title to, or a valid leasehold interest in, all of its other property, and none of such property is subject to any Lien except as permitted by Section 7.3. 4.9Intellectual Property. Except as could not reasonably be expected to have a Material Adverse Effect, (a) each Group Member owns, or has the right to use, all Intellectual Property necessary for the conduct of its business as currently conducted; (b) no claim has been asserted in writing and is pending by any Person challenging the use or the validity of any Group Memberâ€™s Intellectual Property, nor does any Loan Party know of any valid basis for any such claim; and (c) to the knowledge of any Loan Party, the use of Intellectual Property by each Group Member, and the conduct of such Group Memberâ€™s business, as currently conducted, does not infringe on or otherwise violate the Intellectual Property rights of any Person, and there are no claims pending or threatened in writing to such effect. 4.10Taxes. Each Group Member has, after giving effect to any extensions granted or grace periods in effect, filed or caused to be filed all Federal, material state and other material tax returns that are required to be filed and has paid all Taxes shown to be due and payable on said returns or on any assessments made against it or any of its property and all other Taxes, fees or other charges imposed on it or any of its property by any Governmental Authority (other than any Taxes, charges or assessments the amount or validity of which are currently being contested in good faith by appropriate proceedings and with respect to which reserves in conformity with GAAP have been provided on the books of the relevant Group Member or where the amount is less than $1,000,000 in the aggregate). 4.11Federal Regulations. The Borrower is not engaged and will not engage, principally or as one of its important activities, in the business of â€œbuyingâ€ or â€œcarryingâ€ â€œmargin stockâ€ (within the respective meanings of each of the quoted terms under Regulation U as now and from time to time hereafter in effect) or extending credit for the purpose of purchasing or carrying margin stock. No part of Â 87Â Â the proceeds of any Loans, and no other extensions of credit hereunder, will be used for buying or carrying any such margin stock or for extending credit to others for the purpose of purchasing or carrying margin stock in violation of Regulations T, U or X of the Board. If any margin stock directly or indirectly constitutes Collateral securing the Obligations, if requested by any Lender or the Administrative Agent, the Borrower will furnish to the Administrative Agent and each Lender a statement to the foregoing effect in conformity with the requirements of FR Form G-3 or FR Form U-1, as applicable, referred to in Regulation U. 4.12Labor Matters. Except as, in the aggregate, could not reasonably be expected to have a Material Adverse Effect: (a) there are no strikes or other labor disputes against any Group Member pending or, to the knowledge of the Group Members, threatened; (b) hours worked by and payment made to employees of each Group Member have not been in violation of the Fair Labor Standards Act or any other applicable Requirement of Law dealing with such matters; and (c) all payments due from any Group Member on account of employee health and welfare insurance have been paid or accrued as a liability on the books of the relevant Group Member. 4.13ERISA. (a)[reserved]; (b)except as in the aggregate could not reasonably be expected to have a Material Adverse Effect, the Borrower and its ERISA Affiliates are in compliance with all applicable provisions and requirements of ERISA with respect to each Plan, and have performed all their obligations under each Plan; (c)except as in the aggregate could not reasonably be expected to have a Material Adverse Effect, no ERISA Event has occurred or is reasonably expected to occur; (d)except as in the aggregate could not reasonably be expected to have a Material Adverse Effect, the Borrower and each of its ERISA Affiliates have met all applicable requirements under the ERISA Funding Rules with respect to each Pension Plan, and no waiver of the minimum funding standards under the ERISA Funding Rules has been applied for or obtained; (e)[reserved]; (f)except as in the aggregate could not reasonably be expected to have a Material Adverse Effect and except to the extent required under Section 4980B, or as described on Schedule 4.13, of the Code, no Plan provides health or welfare benefits (through the purchase of insurance or otherwise) for any retired or former employee of the Borrower or any of its ERISA Affiliates; (g)as of the most recent valuation date for any Pension Plan, the amount of outstanding benefit liabilities (as defined in Section 4001(a)(18) of ERISA), individually or in the aggregate for all Pension Plans (excluding for purposes of such computation any Pension Plans with respect to which assets exceed benefit liabilities), does not result in material liability for the Borrower and each ERISA Affiliate; (h)except as in the aggregate could not reasonably be expected to have a Material Adverse Effect, the execution and delivery of this Agreement and the consummation of the transactions contemplated hereunder will not involve any transaction that is subject to the prohibitions of Section 406 Â 88Â Â of ERISA or in connection with which taxes could be imposed pursuant to Section 4975(c)(1)(A)-(D) of the Code; (i)all liabilities under each Plan are (i) funded to at least the minimum level required by law or, if higher, to the level required by the terms governing the Plans, except as in the aggregate could not reasonably be expected to have a Material Adverse Effect, (ii) insured with a reputable insurance company, or (iii) (A) provided for or recognized in all material respects in the financial statements most recently delivered to the Administrative Agent and the Lenders pursuant hereto or (B) estimated in the formal notes to the financial statements most recently delivered to the Administrative Agent and the Lenders pursuant hereto; (j)[reserved]; and (k)(i) the Borrower is not and will not be a â€œplanâ€ within the meaning of Section 4975(e) of the Code; (ii) the assets of the Borrower do not and will not constitute â€œplan assetsâ€ within the meaning of the United States Department of Labor Regulations set forth in 29 C.F.R. Â§2510.3-101 as modified by ERISA Section 3(42); (iii) the Borrower is not and will not be a â€œgovernmental planâ€ within the meaning

of Section 3(32) of ERISA; and (iv) transactions by or with the Borrower are not and will not be subject to state statutes applicable to the Borrower regulating investments of fiduciaries with respect to governmental plans. 4.14Investment Company Act; Other Regulations. No Loan Party is an â€œinvestment company,â€ or a company â€œcontrolledâ€ by an â€œinvestment company,â€ within the meaning of the Investment Company Act of 1940, as amended. No Loan Party is subject to regulation under any Requirement of Law (other than Regulation X of the Board) that limits its ability to incur Indebtedness or which may otherwise render all or any portion of the Obligations unenforceable. 4.15Subsidiaries. Except as disclosed to the Administrative Agent by the Borrower in writing from time to time after the Effective Date, (a) Schedule 4.15 sets forth the name and jurisdiction of organization of each Subsidiary of the Borrower and, as to each such Subsidiary, the percentage of each class of Capital Stock owned by any Loan Party, (b) there are no outstanding subscriptions, options, warrants, calls, rights or other agreements or commitments (other than stock options granted to employees or directors and directorsâ€™ qualifying shares) of any nature relating to any Capital Stock of any Group Member, except as may be created by the Loan Documents, the 2022 Notes and the 2026 Notes and (c) no Immaterial Subsidiary fails to satisfy the limitations set forth in the definition thereof. 4.16Use of Proceeds. The proceeds of the Loan made on the Closing Date shall be used to refinance the obligations of the Borrower outstanding under the Existing Credit Facilities and to partially pay payment or redemption of all or substantially all of the 2022 Notes, to pay related fees and expenses, and for ongoing working capital and general corporate purposes. All or a portion of the proceeds of the Revolving Loans, Swingline Loans, Incremental Facilities and the Letters of Credit made after the Closing Date, shall be used to provide for ongoing working capital and general corporate purposes and to pay related fees and expenses. 4.17Environmental Matters. Except as, in the aggregate, could not reasonably be expected to have a Material Adverse Effect: (a)except as disclosed on Schedule 4.17, the facilities and properties owned, leased or operated by any Group Member (the â€œPropertiesâ€) do not contain, and to the knowledge of the Loan Parties, have not previously contained, any Materials of Environmental Concern in amounts or Â 89Â Â concentrations or under circumstances that constitute or have constituted a violation of, or could reasonably be expected to give rise to liability under, any Environmental Laws; (b)no Group Member has received or is aware of any notice of violation, alleged violation, non-compliance, liability or potential liability of or by any Group Member regarding environmental matters or compliance with Environmental Laws with regard to any of the Properties or the business operated by any Group Member (the â€œBusinessâ€), nor does any Group Member have knowledge or reason to believe that any such notice will be received or is being threatened; (c)no Group Member has transported or disposed of Materials of Environmental Concern from the Properties in violation of, or in a manner or to a location that could reasonably be expected to give rise to liability under, any Environmental Law, nor has any Group Member generated, treated, stored or disposed of Materials of Environmental Concern at, on or under any of the Properties in violation of, or in a manner that could reasonably be expected to give rise to liability under, any applicable Environmental Law; (d)no judicial proceeding or governmental or administrative action is pending or, to the knowledge of any Group Member, threatened, under any Environmental Law to which any Group Member is or, to the knowledge of any Group Member, will be named as a party with respect to the Properties or the Business, nor are there any consent decrees or other decrees, consent orders, administrative orders or other orders, or other administrative or judicial requirements outstanding under any Environmental Law with respect to the Properties or the Business; (e)there has been no release or threat of release of Materials of Environmental Concern at or from the Properties arising from or related to the operations of any Group Member or otherwise in connection with the Business, in violation of or in amounts or in a manner that could reasonably be expected to give rise to liability under Environmental Laws; (f)the Properties and all operations of the Group Members at the Properties are in compliance, and have in the last five years been in compliance, with all applicable Environmental Laws, and except as set forth on Schedule 4.17, to the knowledge of the Borrower, there is no contamination at, under or about the Properties or violation of any Environmental Law with respect to the Properties or the Business; and (g)no Group Member has incurred any liability that it has assumed from any other Person under Environmental Laws. 4.18Accuracy of Information, etc. No statement or information (other than projections, other forward-looking information and industry information) contained in this Agreement, any other Loan Document or any other document, certificate or written statement furnished by or on behalf of any Loan Party to the Administrative Agent or the Lenders, or any of them, for use in connection with the transactions contemplated by this Agreement or the other Loan Documents, contained as of the date such statement, written information, document or certificate was so furnished and taken as a whole (including any supplemental information), any untrue statement of a material fact or omitted to state a material fact necessary to make the statements contained herein or therein, in light of the circumstances under which they were made, not misleading. The projections and pro forma financial information contained in this Agreement, any other Loan Document or any other document, certificate or written statement furnished by or on behalf of any Loan Party to the Administrative Agent or the Lenders, or any of them, for use in connection with the transactions contemplated by this Agreement or the other Loan Documents are based upon good faith estimates and assumptions believed by management of the Borrower to be reasonable at the time made, it being recognized by the Lenders that such financial information as it relates to future Â 90Â Â events is not to be viewed as fact and that actual results during the period or periods covered by such financial information may differ from the projected results set forth therein by a material amount. There is no fact known to any Loan Party that could reasonably be expected to have a Material Adverse Effect that has not been expressly disclosed herein, in the other Loan Documents or in any other documents, certificates and statements furnished to the Administrative Agent and the Lenders for use in connection with the transactions contemplated hereby and by the other Loan Documents. 4.19Security Documents. (a)The Guarantee and Collateral Agreement is effective to create in favor of the Administrative Agent, for the benefit of the Secured Parties, a legal, valid and enforceable (except as enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditorsâ€™ rights generally and by general equitable principles (whether enforcement is sought by proceedings in equity or at law)) security interest in the Collateral described therein and proceeds thereof. In the case of the Pledged Stock (as defined in the Guarantee and Collateral Agreement) that are securities represented by stock certificates or otherwise constituting certificated securities within the meaning of Section 8-102(a)(15) of the UCC or the corresponding code or statute of any other applicable jurisdiction (â€œCertificated Securitiesâ€), when certificates representing such Pledged Stock (which, in the case of certificated securities in registered form, are indorsed to the Administrative Agent or in blank by an effective indorsement) are delivered to the Administrative Agent, and in the case of the other Collateral constituting personal property described in the Guarantee and Collateral Agreement, when financing statements, Intellectual Property Security Agreements and other filings specified on Schedule 4.19(a) in appropriate form are filed in the USPTO and USCRO and the offices specified on Schedule 4.19(a), as applicable (to the extent a security interest may be perfected by such filing), the Administrative Agent, for the benefit of the Secured Parties, shall have a fully perfected Lien on, and security interest in, all right, title and interest of the Loan Parties in such Collateral and the proceeds thereof, as security for the Obligations, in each case prior and superior in right to any other Person (except, in the case of Collateral other than Pledged Stock, Liens permitted by Section 7.3). As of the Closing Date, none of the Capital Stock of any Group Member that is a limited liability company or partnership has any Capital Stock that is a Certificated Security and included in the Collateral. (b)Each of the Mortgages delivered after the Closing Date will be, upon execution, effective to create in favor of the Administrative Agent, for the benefit of the Secured Parties, a legal, valid and enforceable (except as enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditorsâ€™ rights generally and by general equitable principles (whether enforcement is sought by proceedings in equity or at law)) Lien on the Mortgaged Properties described therein and proceeds thereof, and when the Mortgages are filed in the offices for the applicable jurisdictions in which the Mortgaged Properties are located, each such Mortgage shall constitute a fully perfected Lien on, and security interest in, all right, title and interest of the Loan Parties in the Mortgaged Properties and the proceeds thereof, as security for the Obligations (as defined in the relevant Mortgage), in each case prior and superior in right to any other Person. 4.20Solvency; Voidable Transaction. The Group Members (when taken as a whole), and after giving effect to the incurrence of all Indebtedness, Obligations and obligations being incurred in connection herewith, will be Solvent. No transfer of property is being made by any Loan Party and no obligation is being incurred by any Loan Party in connection with the transactions contemplated by this Agreement or the other Loan Documents with the intent to hinder, delay, or defraud either present or future creditors of such Loan Party 4.21Regulation H. No Mortgage encumbers improved real property that is located in an area that has been identified by the Secretary of Housing and Urban Development as an area having special Â 91Â Â flood hazards and in which flood insurance has not been made available under the National Flood Insurance Act of 1968. 4.22Designated Senior Indebtedness. The Loan Documents and all of the Obligations have been deemed â€œDesignated Senior Indebtednessâ€ or a similar concept thereto for purposes of any other Indebtedness for borrowed money of the Loan Parties, to the extent that the agreements governing such other Indebtedness includes such concept. 4.23Regulatory Matters. (a)(i) The businesses of the Borrower has been and is being conducted in compliance in all material respects with all applicable Healthcare Laws, and all Permits, (ii) each Product (whether manufactured by the Borrower or any of its Subsidiaries, any of their respective Affiliates or by a third party manufacturer under contract to the Borrower or any of its Subsidiaries) has been, and currently is, being researched, developed, designed, investigated, manufactured, made, assembled, stored, packaged, labeled, marketed and distributed by the Borrower and its Subsidiaries or third parties on their behalf, in compliance with all applicable Requirements of Law, including, without limitation, the Healthcare Laws, all required Permits, cGMP, QSR, the Device Master Record as defined in 21 CFR 820.181 and Document Controls under 21 CFR 820.40 and all Product specifications as established in the Group Membersâ€™ documentation, except to the extent any failure to so comply could not reasonably be expected to result in any adverse consequences to the Loan Parties (other than immaterial consequences), (iii) each contract between the Borrower and any of its Subsidiaries on the one hand, and any third party manufacturer on the other hand contain (and the Borrower and each of its Subsidiaries implement), appropriate quality assurance arrangements in accordance with FDA requirements and comply in all material respects with all applicable Healthcare Laws, (iv) the Borrower and its Subsidiaries are in compliance in all material respects with applicable Requirements of Law governing reporting and recordkeeping of Product modifications, adverse event reporting, reporting of corrections and removals, and recordkeeping for each Product, and all manufacturing and release documents and records are true and accurate in all material respects, and (v) neither the Borrower nor any of its Subsidiaries has received or been subject to any written or oral communications from the FDA, the NRC or any other Governmental Authority asserting that the Borrower, any such Subsidiary or any such Product was not in compliance in any material respect with any applicable Requirement of Law or any Permit. (b)Other than routine surveillance audits and inspections, no investigation by any Governmental Authority with respect to the Borrower or any of its Subsidiary is pending or, to the knowledge of the Loan Parties, threatened. None of the Borrower or any of its Subsidiaries has received any written or oral communication from any Governmental Authority of any noncompliance with any Requirement of Law or any written or oral communication from any Governmental Authority or accrediting organization of any material issues, problems, or concerns regarding the quality or performance of the Products. (c)The Borrower and its Subsidiaries own, free and clear of all Liens, except Liens securing the Obligations, all Permits, including all authorizations under the FD&C Act, other United States federal laws, and all applicable state and foreign laws, necessary (i) for the research and development and commercialization of the Products, including, without limitation, all Permits necessary in connection with testing, manufacturing, marketing or selling of such Products, as such testing, manufacturing, marketing or selling are currently being conducted, and (ii) to carry on the business of the Borrower and each of its Subsidiaries. All such Permits are valid and in full force and effect and the Borrower and each Subsidiary is in compliance in all material respects with all terms and conditions of such Permits. None of the Borrower or any Subsidiary has received any written notice from any Governmental Authority that any Permit has been or is being revoked, withdrawn, suspended or Â 92Â Â challenged or that such Governmental Authority is conducting an investigation or review thereof or has issued any order or recommendation stating that the development, testing and/or manufacturing of such Product should cease or that such Product should be withdrawn from the marketplace. (d)Except as could not reasonably be expected to have a materially adverse impact on the Borrower and its Subsidiaries, there have been no adverse clinical test results and there have been no Product recalls or voluntary Product Market Withdrawals from any market (other than those recalls or Market Withdrawals disclosed on Schedule 4.23(d)). (e)There has been no material untrue statement of fact and no fraudulent statement made by the Borrower or any of its Subsidiaries or any of their respective agents or representatives to the FDA, NRC, or any other Governmental Authority, and there has been no failure to disclose any material fact required to be disclosed to the FDA, NRC or any other Governmental Authority. (f)To the best knowledge of the Loan Parties, no insurance company, managed care organization or Governmental Authority has (i) terminated coverage or reimbursement for procedures and treatments performed using the CyberKnife and TomoTherapy Products, or (ii) reduced the scope of coverage or the rate of reimbursement it provides for procedures and treatments performed using the CyberKnife and TomoTherapy Products, and, in the case of this clause (ii), such reduction could reasonably be expected to have a materially adverse impact on the revenues of the Borrower and its Subsidiaries. None of the Borrower or any of its Subsidiaries has been the subject of any "for cause" inspection, investigation or audit by any Governmental Authority in connection with any alleged improper activity. (g)There is no arrangement relating to the Borrower or any of its Subsidiaries providing for any rebates, kickbacks or other forms of compensation or remuneration that are unlawful to be paid to any Person to induce, or in return for obtaining or the referral of business or for the arrangement for recommendation of such referrals. All billings by the Borrower and each of its Subsidiaries for its services have been true and correct in all material respects and are in compliance in all material respects with all applicable Healthcare Laws. (h)None of the Borrower or any of its Subsidiaries, or, to the knowledge of the Loan Parties, any individual who is an officer, director, employee or manager of the Borrower or any of its Subsidiaries has been convicted of, charged with or, to the knowledge of the Loan Parties, investigated for any federal or state health program- related offense or been excluded or suspended from participation in any such program; or, to the knowledge of the Loan Parties, within the past five (5) years, has been convicted of, charged with or, to the knowledge of the Loan Parties, investigated for a violation of any Requirement of Law related to fraud, theft, embezzlement, breach of fiduciary responsibility, financial misconduct, obstruction of an investigation or controlled substances, or has been subject to any judgment, stipulation, order or decree of, or criminal or civil fine or penalty imposed by, any Governmental Authority related to fraud, theft, embezzlement, breach of fiduciary responsibility, financial misconduct, obstruction of an investigation or controlled substances. None of the Borrower or any of its Subsidiaries or, to the knowledge of the Loan Parties, any individual who is an officer, director, employee or manager of the Borrower or any of its Subsidiaries has been convicted of any crime or engaged in any conduct including but not limited to any misrepresentation to any Governmental Authority or that has otherwise resulted or would reasonably be expected to result in a debarment or exclusion (i) under 21 U.S.C. Section 335a, or (ii) any similar applicable Requirement of Law. No debarment proceedings or investigations in respect of the business of the Borrower or any of its Subsidiaries are pending or, to the knowledge of the Loan Parties, threatened against the Borrower or any Â 93Â Â of its Subsidiaries or any individual who is an officer, director, employee or manager of the Borrower or any of its Subsidiaries. (i)All studies, tests and preclinical and clinical trials conducted relating to the Products, sponsored by the Borrower or any of its Subsidiaries have been conducted, and are currently being conducted, in all material respects in accordance with all applicable Requirement of Law and IDEs, including procedures and controls pursuant to, where applicable, current good clinical practices and current good laboratory practices and other applicable laws, rules regulations. To the extent required by applicable Requirement Law, the Borrower and each of its Subsidiaries has obtained all necessary authorizations from Governmental Authorities and IECs, including an IDE for the conduct of any clinical investigations conducted by or on behalf of the Borrower or such Subsidiary, as applicable. (j)To the knowledge of the Loan Parties, none of the clinical investigators in any clinical trial sponsored by the Borrower or any of its Subsidiaries has been or is disqualified or otherwise sanctioned by the FDA, the Department of Health and Human Services, or any Governmental Authority and, to the knowledge of the Loan Parties, no such disqualification, or other sanction of any such clinical investigator is pending or threatened. None of the Borrower or any of its Subsidiaries has received from the FDA or other applicable Governmental Authority any notices or correspondence requiring or threatening the termination, suspension, material modification or clinical hold of any studies, tests or clinical trials with respect to or in connection with the Products. (k)The Group Members are, to the extent directly applicable to the Group Members, currently conducting its business in material compliance with all regulations promulgated under HIPAA. To the extent the Group Members create any de-identified protected health information, the Group Members do so in compliance with the HIPAA regulations. The Group Members have not failed to notify any individual or required third party, including any appropriate Governmental Authority, of an event that triggered a notification or reporting requirement under any contract to which a Group Member is a party, or any applicable requirement related to the unauthorized access, use or disclosure of protected health information. The Group Members have no knowledge of any complaints to or investigations by any Governmental Authority with respect to HIPAA compliance by the Group Members, have not received any notice or audit request from the United States Department of Health and Human Services Office for Civil Rights, is currently conducting their businesses in material compliance with all applicable laws governing the privacy, security or confidentiality of protected health information and/or other records generated in the course of providing or paying for health care services, including without limitation, all laws to the extent not preempted by HIPAA, and has conducted its businesses in material compliance with such laws

since such laws first became applicable to it. 4.24Insurance. All insurance maintained by the Loan Parties is in full force and effect, all premiums have been duly paid, no Loan Party has received notice of violation or cancellation thereof, and there exists no default under any requirement of such insurance beyond any applicable grace period (in each case, except to the extent such default could not reasonably be expected to be materially adverse to the Lenders or result in cancellation of such party or a reduction in coverage thereunder). Each Loan Party maintains insurance with what, to the knowledge of such Loan Party, are financially sound and reputable insurance companies on its property in at least such amounts and against at least such risks (but including in any event public liability, product liability, and business interruption) as are usually insured against in the same general area by companies engaged in the same or a similar business. 4.25No Casualty. No Loan Party has received any notice of, nor does any Loan Party have any knowledge of, the occurrence or pendency or contemplation of any Casualty Event affecting its property that could reasonably be expected to have a Material Adverse Effect. 4.26[Reserved]. Â 94Â Â Â 4.27[Reserved]. 4.28OFAC. No Group Member, nor, to the knowledge of any such Group Member, any director, officer, employee, agent, affiliate, advisor or representative thereof, is an individual or an entity that is, or is owned or controlled by an individual or entity that is (a) currently the subject of any Sanctions, or (b) located, organized or resident in a Designated Jurisdiction. 4.29Anti-Corruption Laws. Each Group Member has conducted its businesses in compliance in all material respects with applicable anti-corruption laws and has instituted and maintained policies and procedures designed to promote and achieve compliance with such laws. Â 95Â Â Â SECTION 5 CONDITIONS PRECEDENT 5.1Conditions to Effectiveness. This Agreement shall be effective and valid and binding on each party hereto, subject to the satisfaction of each of the following conditions on or prior to the Effective Date: (a)Loan Documents. The Administrative Agent shall have received a copy of this Agreement, executed and delivered by the Administrative Agent, Borrower and each Lender listed on Schedule 1.1A. (b)Pro Forma Financial Statements; Financial Statements; Projections. The Lenders shall have received the Projected Pro Forma Financial Statements, and the other financial statements described in Section 4.1. (c)Approvals. All Governmental Approvals and consents and approvals of, or notices to, any other Person (including the holders of any Capital Stock issued by any Loan Party) required in connection with the execution and performance of the Loan Documents, the consummation of the transactions contemplated hereby, shall have been obtained and be in full force and effect. (d)Secretaryâ€™s or Managing Memberâ€™s Certificates; Certified Operating Documents; Good Standing Certificates. The Administrative Agent shall have received (i) a certificate of each Loan Party, dated the Effective Date and executed by the Secretary, Managing Member or equivalent officer of such Loan Party, substantially in the form of Exhibit C, with appropriate insertions and attachments, including (A) the Operating Documents of such Loan Party certified, in the case of formation documents, as of a recent date by the secretary of state or similar official of the relevant jurisdiction of organization of such Loan Party, (B) the relevant board resolutions or written consents of such Loan Party adopted by such Loan Party for the purposes of authorizing such Loan Party to enter into and perform the Loan Documents to which such Loan Party is party and (C) the names, titles, incumbency and signature specimens of those representatives of such Loan Party who have been authorized by such resolutions and/or written consents to execute Loan Documents on behalf of such Loan Party, (ii) a long form good standing certificate for each Loan Party from its respective jurisdiction of organization and (iii) a certificate of foreign qualification from each jurisdiction where the failure of any Loan Party to be qualified could reasonably be expected to have a Material Adverse Effect. (e)Responsible Officerâ€™s Certificates. (i)The Administrative Agent shall have received a certificate signed by a Responsible Officer, in form and substance reasonably satisfactory to it, either (A) attaching copies of all consents, licenses and approvals required in connection with the execution, delivery and performance by such Loan Party and the validity against such Loan Party of the Loan Documents to which it is party, and such consents, licenses and approvals shall be in full force and effect, or (B) stating that no such consents, licenses or approvals are so required. (f)Patriot Act, etc. The Administrative Agent and each Lender shall have received, prior to the Effective Date, all documentation and other information requested to comply with applicable â€œknow your customerâ€ and anti-money-laundering rules and regulations, including the Patriot Act, and a properly completed and signed IRS Form W-8 or W-9, as applicable, for each Loan Party. (g)No Litigation. No litigation, investigation or proceeding of or before any arbitrator or Governmental Authority is pending or, to the knowledge of any Loan Party, threatened, that could Â 96Â Â reasonably be expected to have a Material Adverse Effect. Â 97Â Â For purposes of determining compliance with the conditions specified in this Section 5.1, each Lender that has executed and released its signature page to this Agreement shall be deemed to have consented to, approved or accepted or to be satisfied with, each document or other matter either sent (or made available) by the Administrative Agent to such Lender for consent, approval, acceptance or satisfaction, or required thereunder to be consented to or approved by or acceptable or satisfactory to such Lender, unless an officer of the Administrative Agent responsible for the transactions contemplated by the Loan Documents shall have received notice from such Lender prior to the Effective Date specifying such Lenderâ€™s objection thereto and either such objection shall not have been withdrawn by notice to the Administrative Agent to that effect on or prior to the Effective Date. 5.2Conditions to Initial Extension of Credit. The obligation of each Lender to make its initial extension of credit hereunder shall be subject to the satisfaction or waiver, prior to or concurrently with the making of such extension of credit on the Closing Date, of the following conditions precedent, provided that such conditions have been satisfied (or otherwise waived by the Administrative Agent and all of the Lenders) on or before May 20, 2021 (and if the following conditions are not satisfied, all commitments and obligations to extend credit hereunder shall terminate): (a)Effective Date. The Effective Date shall have occurred. (b)Loan Documents. The Administrative Agent shall have received each of the following, each of which shall be in form and substance reasonably satisfactory to the Administrative Agent: (i)the Collateral Information Certificate, executed by a Responsible Officer; (ii)if required by any Term Lender, a Term Loan Note executed by the Borrower in favor of such Term Lender; (iii)if required by any Revolving Lender, a Revolving Loan Note executed by the Borrower in favor of such Revolving Lender; (iv)if required by the Swingline Lender, the Swingline Loan Note executed by the Borrower in favor of such Swingline Lender; (v)the Guarantee and Collateral Agreement, executed and delivered by each Â 98Â Â Grantor named therein; (vi)each Intellectual Property Security Agreement, executed by the applicable Grantor related thereto; (vii)each other Security Document, executed and delivered by the applicable Loan Party party thereto; and (viii)the Flow of Funds Agreement. (c)Issuance of 2026 Notes. Borrower shall have issued the 2026 Notes on terms and conditions substantially similar to the 2022 Notes or otherwise reasonably acceptable to the Administrative Agent (it being understood that the draft shared with the Administrative Agent, dated May 5, 2021, is reasonably acceptable), and the refinancing of the Existing Credit Facilities and 2022 Notes shall have occurred, other than with respect to not more than $10,000,000 of principal of the 2022 Notes. (d)Responsible Officerâ€™s Certificates. The Administrative Agent shall have received a certificate signed by a Responsible Officer, dated as of the Closing Date and in form and substance reasonably satisfactory to it, certifying (A) that the conditions specified in Sections 5.3(a) and (e)have been satisfied, and (B) that there has been no event or circumstance since June 30, 2020 that has had or that could reasonably be expected to have, either individually or in the aggregate, a Material Adverse Effect (e)Payoff Letters, Etc. (A) The Administrative Agent shall have received the MidCap Payoff Letter duly executed by the parties thereto, (B) all obligations of the Group Members in respect of the Existing Credit Facilities shall, substantially contemporaneously with the funding of certain Loan proceeds on the Closing Date directly to the Existing Agent, as contemplated by the Flow of Funds Agreement, have been paid in full, (C) the Administrative Agent shall be satisfied that all actions necessary to terminate the agreements evidencing the obligations of the Group Members in respect of the Existing Credit Facilities and the Liens of the Existing Agent in the assets of the Group Members securing obligations under the Existing Credit Facilities shall have been, or substantially contemporaneously with the Closing Date, shall be, taken, and (D) the Administrative Agent shall have received such other documents and information related to the Existing Credit Facilities and the refinancing thereof as it may request. (f)Collateral Matters. (i)Lien Searches. The Administrative Agent shall have received the results of recent lien, judgment and litigation searches reasonably required by the Administrative Agent, and such searches shall reveal no Liens on any of the assets of the Loan Parties except for Liens permitted by Section 7.3, or Liens to be discharged on or prior to the Closing Date pursuant to the MidCap Payoff Letter or other documentation satisfactory to the Administrative Agent. (ii)Pledged Stock; Stock Powers; Pledged Notes. The Administrative Agent shall have received (A) the certificates representing the shares of Capital Stock pledged to the Administrative Agent (for the benefit of the Secured Parties) pursuant to the Guarantee and Collateral Agreement, if any, together with an undated stock power for each such certificate executed in blank by a duly authorized officer of the pledgor thereof, and (B) each promissory note (if any) pledged to the Administrative Agent (for the benefit of the Secured Parties) pursuant to the Guarantee and Collateral Â 99Â Â Agreement, endorsed (without recourse) in blank (or accompanied by an executed transfer form in blank) by the pledgor thereof. (iii)Filings, Registrations, Recordings, Agreements, Etc. Subject to Section 5.4, each document (including any UCC financing statements, Intellectual Property Security Agreements, Deposit Account Control Agreements, Securities Account Control Agreements) required by the Security Documents or under law or reasonably requested by the Administrative Agent to be filed, registered or recorded to create in favor of the Administrative Agent (for the benefit of the Secured Parties), a perfected Lien on the Collateral described therein, prior and superior in right and priority to any Lien in the Collateral held by any other Person (other than with respect to Liens expressly permitted by Section 7.3), shall have been executed and delivered to the Administrative Agent or, as applicable, be in proper form for filing, registration or recordation. (g)Insurance. Except as set forth in Section 5.4, the Administrative Agent shall have received evidence of customary insurance naming the Administrative Agent as an additional insured and/or lender loss payee, as the case may be, under all property and liability insurance policies maintained with respect to the Collateral. (h)Fees. The Lenders and the Administrative Agent shall have received all fees required to be paid on or prior to the Closing Date (including pursuant to the Fee Letter), and all reasonable and documented fees and expenses for which invoices have been presented (including the reasonable and documented fees and expenses of legal counsel to the Administrative Agent) for payment on or before the Closing Date. All such amounts will be paid with proceeds of Loans made on the Closing Date and will be reflected in the Flow of Funds Agreement. (i)Legal Opinions. The Administrative Agent shall have received the executed legal opinion of Davis Polk and Wardwell LLP, counsel to the Loan Parties, Morris, Nichols, Arsht & Tunnell LLP, Delaware counsel to the Loan Parties, and Foley & Lardner LLP, Wisconsin counsel to the Loan Parties, in each case, in form and substance reasonably satisfactory to the Administrative Agent. (j)Liquidity. The Borrower shall have no less than $40,000,000 of Liquidity as of the Closing Date, after giving effect to the funding of the initial Loans on the Closing Date and to the consummation of the transactions contemplated hereby, including payment in full of the obligations under the Existing Credit Agreement and, subject to clause (c) above, the 2022 Notes. (k)Closing Date Leverage. The Group Memberâ€™s (x) Consolidated Total Net Leverage shall not exceed 4.50:1.00 and (y) Consolidated Fixed Charge Coverage Ratio shall not exceed 1.25:1.00, in each case after giving effect to the funding of the initial Loans on the Closing Date and to the consummation of the transactions contemplated hereby, including payment in full of the obligations under the Existing Credit Agreement and, subject to clause (c) above, the 2022 Notes. (l)Borrowing Notice. The Administrative Agent shall have received, in respect of the Term Loans to be made on the Closing Date, a completed Notice of Borrowing executed by the Borrower and otherwise complying with the requirements of Section 2.2. (m)Solvency Certificate. The Administrative Agent shall have received a Solvency Certificate from the chief financial officer or treasurer of the Borrower. (n)No Material Adverse Effect. There shall not have occurred since June 30, 2020, any event or condition that has had or could be reasonably expected to have, individually or in the aggregate, a Material Adverse Effect. (o)No Litigation. No litigation, investigation or proceeding of or before any arbitrator Â 100Â Â or Governmental Authority is pending or, to the knowledge of any Loan Party, threatened, that, in each case, could reasonably be expected to have a Material Adverse Effect. Â 101Â Â For purposes of determining compliance with the conditions specified in this Section 5.2, each Lender that has made available to the Administrative Agent on or prior to the Closing Date such Lenderâ€™s Revolving Percentage or Term Percentage, as the case may be, shall be deemed to have consented to, approved or accepted or to be satisfied with, each document or other matter either sent (or made available) by the Administrative Agent to such Lender for consent, approval, acceptance or satisfaction, or required thereunder to be consented to or approved by or acceptable or satisfactory to such Lender. 5.3Conditions to Each Extension of Credit. The agreement of each Lender to make any extension of credit requested to be made by it on any date (including its initial extension of credit, but excluding any Revolving Loan Conversion and any conversion or continuation of Loans pursuant to Section 2.13) is subject to the satisfaction of the following conditions precedent: (a)Representations and Warranties. Each of the representations and warranties made by each Loan Party in or pursuant to any Loan Document (i) that is qualified by materiality shall be true and correct, and (ii) that is not qualified by materiality, shall be true and correct in all material respects, in each case, on and as of such date as if made on and as of such date, except to the extent any such representation and warranty expressly relates to an earlier date, in which case such representation and warranty shall have been true and correct in all material respects (or all respects, as applicable) as of such earlier date, subject to the limitations set forth in Section 2.27. (b)[Reserved]. (c)Availability. With respect to any requests for any Revolving Extensions of Credit, after giving effect to such Revolving Extension of Credit, the availability and borrowing limitations specified in Section 2.4 shall be complied with. (d)Notices of Borrowing. The Administrative Agent shall have received a Notice of Borrowing in connection with any such request for extension of credit which complies with the requirements hereof. (e)No Default. No Default or Event of Default shall have occurred and be continuing as of or on such date or after giving effect to the extensions of credit requested to be made on such date and the use of proceeds thereof (other than in connection with Limited Condition Acquisitions as set forth in Section 2.27, in which case there shall be (i) no Default or Event of Default as of the LCA Test Date and (ii) no Event of Default under Section 8.1(a) or (f) as of or on the date of such extension of credit or after giving effect to the extensions of credit requested to be made on such date and the use of proceeds thereof). Each borrowing by and issuance of a Letter of Credit on behalf of the Borrower hereunder, each Revolving Loan Conversion and each conversion of a Term Loan shall constitute a representation and warranty by the Borrower as of the date of such extension of credit, Revolving Loan Conversion or conversion of a Term Loan, as applicable, that the conditions contained in this Section 5.3 have been Â 102Â Â satisfied. 5.4Post-Closing Conditions Subsequent. The Borrower shall satisfy each of the conditions subsequent to the Closing Date specified in this Section 5.4 to the satisfaction of the Administrative Agent, in each case, by no later than the date specified for such condition below (or such later date as the Administrative Agent shall agree in its sole discretion): (a)within thirty (30) days after the Closing Date, to the extent not delivered to the Administrative Agent on or prior to the Closing Date, deliver to the Administrative Agent insurance certificates satisfying the requirements of Section 6.6 hereof and Section 5.2(b) of the Guarantee and Collateral Agreement, in form and substance satisfactory to the Administrative Agent; (b)within ninety (90) days after the Closing Date, deliver to the Administrative Agent Control Agreements with respect to all Deposit Accounts of the Loan Parties, other than Deposit Accounts not required to be subject to a Control Agreement pursuant to the Guarantee and Collateral Agreement; and (c)the Borrower shall use commercially reasonable efforts to obtain, within thirty (30) days after the Closing Date, a landlordâ€™s agreement or bailee letter, as applicable, from the lessor or bailee (x) of the Borrowerâ€™s chief executive office and (y) any other leased property or any warehouse, processor or converter facility or other location where Collateral with a fair market value in excess of $10,000,000 in the aggregate is stored or located, which agreement or letter shall be reasonably satisfactory in form and substance to the Administrative Agent. SECTION 6 AFFIRMATIVE COVENANTS Borrower hereby agrees that, at all times prior to the Discharge of Obligations, each of the Loan Parties shall, and, where applicable, shall cause each of its Subsidiaries to: 6.1Financial Statements. Furnish to the Administrative Agent, for distribution to each Lender: (a)as soon as available, but in any event within (i) ninety (90) days after the end of each fiscal year of the Borrower or (ii) if the Borrower has been granted an extension by the SEC with respect to any fiscal year of the Borrower permitting the late filing by the Borrower of any annual report on form 10-K (including pursuant to Rule 12b-25), the later of (x) 90 days after the end of such fiscal year of the Borrower and (y) the last day of such extension period, a copy of the audited consolidated balance sheet of the Borrower and its consolidated Subsidiaries as at the end of such fiscal year and the related audited consolidated statements of income and of cash flows for such fiscal year, setting forth in each case in comparative form the figures for the previous year, reported on without a â€œgoing concernâ€ or like qualification or exception, or qualification arising out of the scope of the audit (other than solely with respect to, or resulting solely from (i) an upcoming maturity date under this Agreement or other Indebtedness permitted pursuant to Section 7.2 occurring within one year from the time such report is delivered or (ii) any potential inability to satisfy any financial maintenance covenant on a future date or in a future period), by either Grant Thornton LLP or independent certified public accountants reasonably acceptable to the Administrative Agent; and (b)beginning with the first fiscal quarter ending after the Closing Date, as soon as available, but in any event within (i) forty-five (45) days after the end of each of the first three fiscal quarters of each fiscal year of the Borrower or (ii) if the Borrower has been granted an extension by the Â 103Â Â SEC with respect to any fiscal quarter of the Borrower permitting the late filing by the Borrower of any annual report on form 10-Q (including pursuant to Rule 12b-25), the later of (x) 45 days after the end of such fiscal quarter of the Borrower and (y) the last day of such extension period, the unaudited consolidated balance sheet of the Borrower and its consolidated Subsidiaries as at the end of such fiscal quarter and the related unaudited consolidated statements of income and of cash flows for such fiscal quarter and the portion of the fiscal year through the end of such fiscal quarter, setting forth in each case in comparative form the figures for the previous year, certified by a Responsible Officer as being fairly stated in all material respects. All such financial statements shall be complete and correct in all material respects and shall be prepared in reasonable detail and in accordance with GAAP applied (except as approved by such accountants or officer, as the case may be, and disclosed in

reasonable detail therein, and in the case of quarterly financials, except for the absence of footnotes and subject to year-end adjustments) consistently throughout the periods reflected therein and with prior periods. Additionally, information required to be delivered pursuant to this Section 6.1 and Section 6.2(e) (to the extent any such information is included in Forms 10-K or 10-Q or otherwise filed with the SEC) may be delivered electronically and, shall be deemed to have been delivered on the date (i) on which Borrower posts such information, or provides a link thereto on the Borrowerâ€™s website on the Internet at the website address listed in Section 10.2; (ii) when such information is posted electronically on the Borrowerâ€™s behalf on an internet or intranet website to which each Lender and the Administrative Agent have access (whether a commercial, third-party website or whether sponsored by the Administrative Agent), if any; or (iii) on which Borrower files such Form 10-K, Form 10-Q or other report, as applicable, with the SEC and such documents are publicly available on the SECâ€™s EDGAR filing system or any successor thereto, if any; provided that, in the case of clauses (i) and (ii), (A) the Borrower shall deliver copies of such documents to the Administrative Agent upon its request to the Borrower to deliver such copies until written request to cease delivering paper copies is given by the Administrative Agent and (B) the Borrower shall notify (which may be by facsimile or electronic mail) the Administrative Agent of the posting of any such documents. The Administrative Agent shall have no obligation to request the delivery of or to maintain paper copies of the documents referred to above., and in any event shall have no responsibility to monitor compliance by the Borrower with any such request by a Lender for delivery, and each Lender shall be solely responsible for requesting delivery to it or maintaining its copies of such documents, 6.2Certificates; Reports; Other Information. Furnish to the Administrative Agent, for distribution to each Lender: (a)[reserved]; (b)concurrently with the delivery of any financial statements pursuant to Section 6.1, (x) a Compliance Certificate containing all information and calculations necessary for determining compliance with any applicable financial covenant set forth in this Agreement referred to therein as of the last day of the fiscal quarter or fiscal year of the Borrower, as the case may be, and (y) to the extent not previously disclosed to the Administrative Agent, a description of any change in the jurisdiction of any Loan Party, and (z) solely with respect to the delivery of financial statements pursuant to Section 6.1(a), unless requested to be delivered more frequently (but not more frequently than quarterly) a list of any registered Intellectual Property issued to, applied for or acquired by any Loan Party since the date of the most recent report delivered pursuant to this clause (y) (or, in the case of the first such report so delivered, since the Effective Date); (c)as soon as available, and in any event no later than ninety (90) days after the end of each fiscal year of the Borrower, a detailed consolidated budget for the following fiscal year (including a projected consolidated balance sheet of the Borrower and its Subsidiaries as of the end of each fiscal Â 104Â Â quarter of such fiscal year, the related consolidated statements of projected cash flow, projected changes in financial position and projected income and a description of the underlying assumptions applicable thereto), and, as soon as available, significant revisions, if any, of such budget and projections (collectively, the â€œProjectionsâ€), which Projections shall in each case be accompanied by a certificate of a Responsible Officer stating that such Projections are based on reasonable estimates, information and assumptions and that such Responsible Officer has no reason to believe that such Projections are incorrect or misleading in any material respect (it being understood that Projections are not to be viewed as fact and that actual results may differ by a material amount); (d)promptly, and in any event within five (5) Business Days after receipt thereof by any Group Member, copies of each notice or other correspondence received from the SEC (or comparable agency in any applicable non-U.S. jurisdiction) concerning any investigation or possible investigation by such agency regarding financial or other operational results of any Group Member (other than routine comment letters from the staff of the SEC relating to the Borrowerâ€™s filings with the SEC); (e)within five (5) days after the same are sent, copies of each annual report, proxy or financial statement or other material report that any Group Member sends to the holders of any class of its Indebtedness or public equity securities and, within five (5) days after the same are filed, copies of all annual, regular, periodic and special reports and registration statements which any Group Member may file with the SEC under Section 13 or 15(d) of the Exchange Act, or with any national securities exchange, and not otherwise required to be delivered to the Administrative Agent pursuant hereto; (f)upon request by the Administrative Agent, within five (5) days after the same are sent or received, copies of all correspondence, reports, documents and other filings with any Governmental Authority regarding compliance with or maintenance of Governmental Approvals or Requirements of Law (including any Healthcare Laws) that, in each case, could reasonably be expected to have a Material Adverse Effect; (g)promptly upon receipt by any Group Member obtaining knowledge of the following, written notice thereof prepared in reasonable detail that any Group Member has become subject to any federal, state, local governmental or civil or criminal investigations or audits involving or related to its compliance with Healthcare Laws (including, without limitation, an inquiry or investigation of any Person having â€œownership, financial or control interestâ€ (as that phrase is defined in 42 C.F.R. Â 105Â Â Â§420.201 et seq.) in any in any Group Member (other than routine audits in the ordinary course of business that are not the result of any actual or alleged violations of Healthcare Laws) that could reasonably be expected to be material to the Group Members, taken as a whole; (h)concurrently with the delivery of the financial statements referred to in Section 6.1(a), updated certificates evidencing insurance coverage required to be maintained pursuant to Section 6.6, together with any supplemental reports with respect thereto which the Administrative Agent may reasonably request; and (i)promptly, such additional financial and other information as the Administrative Agent or any Lender (through the Administrative Agent) may from time to time reasonably request. Â 106Â Â 6.3[Reserved]. 6.4Payment of Obligations. Pay, discharge or otherwise satisfy at or before maturity or before they become delinquent, as the case may be, all its obligations of whatever nature, except where the amount or validity thereof is currently being contested in good faith by appropriate proceedings and reserves in conformity with GAAP with respect thereto have been provided on the books of the relevant Group Member or where the nonpayment or nondischarge of which could not reasonably be expected to have a Material Adverse Effect or result in a Lien against the Collateral, except for Liens permitted pursuant to Section 7.3. 6.5Maintenance of Existence; Compliance. (a)(i) Preserve, renew and keep in full force and effect its organizational existence and (ii) take all reasonable action to maintain or obtain all Governmental Approvals and all other rights, privileges and franchises necessary in the normal conduct of its business or necessary for the performance by such Person of its Obligations under any Loan Document, except, in each case, as otherwise permitted by Section 7.4 and except, in the case of clauses (i) (other than with respect to any Loan Party) or (ii) above, to the extent that failure to do so could not reasonably be expected to have a Material Adverse Effect; (b) comply with all Contractual Obligations (including with respect to leasehold interests of the Borrower) and Requirements of Law (including any Healthcare Laws) except to the extent that failure to comply therewith could not, in the aggregate, reasonably be expected to have a Material Adverse Effect; and (c) comply with all Governmental Approvals and any term, condition, rule, filing or fee obligation, or other requirement related thereto, except to the extent that failure to do so could not reasonably be expected to have a Material Adverse Effect. Without limiting the generality of the foregoing, the Borrower shall, and shall cause each of its ERISA Affiliates to: (1) maintain each Plan in compliance in all material respects with the applicable provisions of ERISA, the Code or other Federal or state law; (2) cause each Qualified Plan to maintain its qualified status under Section 401(a) of the Code; (3) make all required contributions to any Plan; (4) not become a party to any Multiemployer Plan; and (5) ensure that all liabilities under each Plan are either (x) funded to at least the minimum level required by law or, if higher, to the level required by the terms governing such Plan; (y) insured with a reputable insurance company; or (z) provided for or recognized in the financial statements most recently delivered to the Administrative Agent and the Lenders pursuant hereto. 6.6Maintenance of Property; Insurance. (a) Keep all tangible property useful and necessary in its business in good working order and condition, ordinary wear and tear and casualty loss excepted, and (b) maintain with what, to the knowledge of a Responsible Officer of the Borrower, are financially sound and reputable insurance companies insurance on all its material property in at least such amounts and against at least such risks as are usually insured against in the same general geographic area by companies of a similar size that are engaged in the same or a similar business. 6.7Inspection of Property; Books and Records; Discussions. (a) Keep proper books of records and account in which full, true and correct entries in conformity with GAAP and all Requirements of Law shall be made of all dealings and transactions in relation to its business and activities and (b) on five (5) Business Daysâ€™ notice (proved that no notice shall be required if an Event of Default has occurred and is continuing) permit representatives and independent contractors of the Administrative Agent (who may be accompanied by any Lender) to visit and inspect any of its properties (subject to the terms of the applicable lease) and examine and make abstracts from any of its books and records at any reasonable time during normal business hours and as often as may reasonably be desired and to discuss the business, operations, properties and financial and other condition of the Group Members with officers, directors and employees of the Group Members and with their independent certified public accountants; provided that the Administrative Agent shall give any Group Member an opportunity for its representatives to participate in any discussions with its accountants; provided further Â 107Â Â that that (i) Borrowerâ€™s responsibility to pay the expenses of such inspections shall not exceed once per year at each property, unless an Event of Default has occurred and is continuing and (ii) nothing in this Section 6.7 shall require any Group Member to take any action that would violate a confidentiality agreement (to the extent not created in contemplation of such Group Memberâ€™s obligations hereunder), waive any attorney-client or similar privilege or disclose trade secrets. 6.8Notices. Give prompt written notice to the Administrative Agent of: (a)the occurrence of any Default or Event of Default; (b)any (i) default or event of default under any Contractual Obligation of any Group Member or (ii) litigation, investigation or proceeding that may exist at any time between any Group Member and any Governmental Authority, that in either case, if not cured or if adversely determined, as the case may be, could reasonably be expected to have a Material Adverse Effect; (c)any litigation or proceeding affecting any Group Member (i) in which the amount involved is $10,000,000 or more and not covered by insurance, (ii) in which injunctive or similar relief is sought against any Group Member that, if adversely determined, could reasonably be expected to have a Material Adverse Effect or (iii) which relates to any Loan Document; (d) (i) promptly after the Borrower has knowledge or becomes aware of the occurrence of any of the following events affecting the Borrower or any ERISA Affiliate (but in no event more than ten (10) Business Days after such event (or such longer period as the Administrative Agent may agree)), the occurrence of any of the following events, and shall provide the Administrative Agent with a copy of any notice with respect to such event that may be required to be filed with a Governmental Authority and any notice delivered by a Governmental Authority to the Borrower or any ERISA Affiliate with respect to such event, but only to the extent that such event would reasonably be expected to result in any material liability to the Borrower or any of its ERISA Affiliates: (A) an ERISA Event, (B) the adoption of any new Pension Plan by the Borrower or any ERISA Affiliate, (C) the adoption of any amendment to a Pension Plan, if such amendment will result in a material increase in benefits or unfunded benefit liabilities (as defined in Section 4001(a)(18) of ERISA), or (D) the commencement of contributions by the Borrower or any ERISA Affiliate to any Plan that is subject to Title IV of ERISA or Section 412 of the Code; (ii) promptly after the giving, sending or filing thereof, or the receipt thereof, copies of (1) each Schedule B (Actuarial Information) to the annual report (Form 5500 Series) filed by the Borrower or any of its ERISA Affiliates with the IRS with respect to each Pension Plan, (2) all notices received by the Borrower or any of its ERISA Affiliates from a Multiemployer Plan sponsor concerning an ERISA Event, and (3) copies of such other documents or governmental reports or filings relating to any Plan as the Administrative Agent shall reasonably request; (e)[reserved]; (f)any material change in accounting policies or financial reporting practices by any Loan Party; (g)at any time Borrower is not a public company or an issuer of securities that are registered with the SEC under Section 12 of the Exchange Act or is required to file reports under Section 15(d) of the Exchange Act, any changes to the beneficial ownership information set forth in that certain Beneficial Ownership Certificate delivered to the Administrative Agent on April 20, 2021 (as such certificate may be amended, modified or supplemented from time to time); the Loan Parties understand Â 108Â Â and acknowledge that the Secured Parties rely on such true, accurate and up-to-date beneficial ownership information to meet their regulatory obligations to obtain, verify and record information about the beneficial owners of their legal entity customers; and (h)any development or event that has had or could reasonably be expected to have a Material Adverse Effect. Each notice pursuant to this Section 6.8 shall be accompanied by a statement of a Responsible Officer setting forth details of the occurrence referred to therein and stating what action the relevant Group Member proposes to take with respect thereto. 6.9Environmental Laws. (a)Except as could not reasonably be expected to result in a Material Adverse Effect, comply in all material respects with, and use commercially reasonable efforts to ensure compliance in all material respects by all tenants and subtenants, if any, with, all applicable Environmental Laws, and obtain and comply in all material respects with and maintain, and use commercially reasonable efforts to ensure that all tenants and subtenants obtain and comply in all material respects with and maintain, any and all licenses, approvals, notifications, registrations or permits required by applicable Environmental Laws. (b)Except as could not reasonably be expected to result in a Material Adverse Effect, conduct and complete all investigations, studies, sampling and testing, and all remedial, removal and other actions required under Environmental Laws and promptly comply in all material respects with all lawful orders and directives of all Governmental Authorities regarding Environmental Laws. 6.10Operating Accounts. Except as otherwise agreed to by the Administrative Agent, within one year of the Closing Date and at all times thereafter until the Discharge of Obligations, maintain all of the Borrowerâ€™s and its Domestic Subsidiariesâ€™ domestic depository accounts, operating accounts, and excess cash and Cash Equivalents with one or more Lenders or their Affiliates; provided that such accounts shall be subject to a first lien priority perfected security interest in favor of the Administrative Agent within ninety (90) days of the Closing Date or such later date as may be agreed to by the Administrative Agent in its sole discretion. 6.11[Reserved]. 6.12Additional Collateral, Etc. (a)With respect to any property (to the extent included in the definition of Collateral) acquired after the Closing Date by any Loan Party (other than (x) any property described in paragraph (b), (c) or (d) below or (y) any property subject to a Lien expressly permitted by Section 7.3(g)), as to which the Administrative Agent, for the benefit of the Secured Parties, does not have a perfected Lien, promptly (and in any event within thirty (30) Business Days or such longer period as the Administrative Agent shall agree in its sole discretion) (i) execute and deliver to the Administrative Agent such amendments to the Guarantee and Collateral Agreement (or in the case of a foreign Loan Party, a comparable collateral document that is customary in the applicable foreign jurisdiction) or such other documents as the Administrative Agent reasonably deems necessary or advisable to evidence that such Loan Party is a Guarantor and to grant to the Administrative Agent, for the benefit of the Secured Parties, a security interest in such property and (ii) take all actions necessary or advisable in the reasonable opinion of the Administrative Agent to grant to the Administrative Agent, for the benefit of the Secured Parties, a perfected first priority (except as expressly permitted by Section 7.3) security Â 109Â Â interest and Lien in such property, including the filing of Uniform Commercial Code financing statements in such jurisdictions as may be required by the Guarantee and Collateral Agreement (or any comparable foreign collateral document) or by law or as may be reasonably requested by the Administrative Agent. (b)With respect to any fee interest in any real property located in the United States having a fair market value (together with improvements thereof) of at least $5,000,000 (or such greater amount as the Administrative Agent may agree in its sole discretion) acquired after the Closing Date by any Loan Party (other than any such real property subject to a Lien expressly permitted by Section 7.3(g)), promptly (and in any event within sixty (60) days (or such longer time period as the Administrative Agent may agree in its sole discretion)) after such acquisition, to the extent requested by the Administrative Agent, (i) execute and deliver a first priority Mortgage, in favor of the Administrative Agent, for the benefit of the Secured Parties, covering such real property, (ii) if requested by the Administrative Agent, provide the Lenders with title and extended coverage insurance covering such real property in an amount not in excess of the fair market value as reasonably estimated by the Borrower as well as a current ALTA survey thereof, together with a surveyorâ€™s certificate, each of the foregoing in form and substance reasonably satisfactory to the Administrative Agent and (iii) if requested by the Administrative Agent, deliver to the Administrative Agent legal opinions relating to the matters described above, which opinions shall be in form and substance, and from counsel, reasonably satisfactory to the Administrative Agent. In connection with the foregoing, no later than twenty (20) Business Days prior to the date on which a Mortgage is executed and delivered pursuant to this Section 6.12, in order to comply with the Flood Laws, the Administrative Agent (for delivery to each Lender) shall have received the following documents (collectively, the â€œFlood Documentsâ€): (A) a completed standard â€œlife of loanâ€ flood hazard determination form (a â€œFlood Determination Formâ€) and such other documents as any Lender may reasonably request to complete its flood due diligence, (B) if the improvement(s) to the applicable improved real property is located in a special flood hazard area, a notification to the applicable Loan Party (if applicable) (â€œLoan Party Noticeâ€) that flood insurance coverage under the National Flood Insurance Program (â€œNFIPâ€) is not available because the community does not participate in the NFIP, (C) documentation evidencing the applicable Loan Partyâ€™s receipt of any such Loan Party Notice (e.g., countersigned Loan Party Notice, return receipt of certified U.S. Mail, or overnight delivery), and (D) if the Loan Party Notice is required to be given and, to the extent flood insurance is required by any applicable Requirement of Law or any Lendersâ€™ written regulatory or compliance procedures and flood insurance is available in the community in which the property is located, a copy of one of the following: the flood insurance policy, the applicable Loan Partyâ€™s application for a flood insurance policy plus proof of premium payment, a declaration page confirming that flood insurance has been issued, or such other evidence of flood insurance that complies with all applicable laws and regulations reasonably satisfactory to the Administrative Agent and each Lender (any of the foregoing being â€œEvidence of Flood Insuranceâ€). Notwithstanding anything contained herein to the contrary, no Mortgage will be executed and delivered until each Lender has confirmed to the Administrative Agent that such Lender has satisfactorily completed its flood insurance due diligence and compliance requirements. Each of the parties hereto acknowledges and agrees that, if there are any Mortgaged Properties, any increase, extension or renewal of any of the

Commitments, including the provision of any Incremental Facility, but excluding (i) any continuation or conversion of borrowings, (ii) the making of any Revolving Loans or Swingline Loans or (iii) the issuance, renewal or extension of Letters of Credit) shall be subject to (and conditioned upon): (A) the prior delivery of all applicable Flood Documents with respect to such Mortgaged Properties as required by the Flood Laws and as otherwise reasonably required by the Lenders and (B) the Administrative Agent having received written confirmation from each Lenders that such Lender has satisfactorily completed its flood insurance due diligence and compliance requirements. (c)With respect to any new direct or indirect Domestic Subsidiary (other than an Excluded Subsidiary) created or acquired (including pursuant to a Permitted Acquisition or other permitted Investment) after the Closing Date by any Loan Party, any new Domestic Subsidiary formed by Division (other than an Excluded Subsidiary), or if a Domestic Subsidiary no longer qualifies as an Excluded Subsidiary (except to the extent compliance with this Section 6.12 is prohibited by existing Contractual Â 110Â Â Obligations (so long as such prohibition is not incurred in contemplation of such acquisition or the obligations hereunder) or Requirements of Law binding on such Domestic Subsidiary or its properties), promptly (and in any event within thirty (30) days or such longer period as the Administrative Agent shall agree in its sole discretion), (i) execute and deliver to the Administrative Agent such amendments to the Guarantee and Collateral Agreement as the Administrative Agent deems necessary or advisable to grant to the Administrative Agent, for the benefit of the Secured Parties, a perfected first priority security interest in the Capital Stock of such Subsidiary that is owned directly by such Loan Party, (ii) deliver to the Administrative Agent such documents and instruments as may be required to grant, perfect, protect and ensure the priority of such security interest, including but not limited to, the certificates representing such Capital Stock (if applicable), together with undated stock powers, in blank, executed and delivered by a duly authorized officer of the relevant Loan Party, (iii) cause such Subsidiary (A) to become a party to the Guarantee and Collateral Agreement, (B) to take such actions as are necessary or advisable in the opinion of the Administrative Agent to grant to the Administrative Agent for the benefit of the Secured Parties a perfected first priority security interest in the Collateral described in the Guarantee and Collateral Agreement, with respect to such Subsidiary, including the filing of Uniform Commercial Code financing statements in such jurisdictions as may be required by the Guarantee and Collateral Agreement or by law or as may be requested by the Administrative Agent and (C) to deliver to the Administrative Agent a certificate of such Subsidiary, in a form reasonably satisfactory to the Administrative Agent, with appropriate insertions and attachments, and (iv) if requested by the Administrative Agent, deliver to the Administrative Agent legal opinions relating to the matters described above, which opinions shall be in form and substance, and from counsel, reasonably satisfactory to the Administrative Agent; it being agreed that if such Subsidiary is formed by a Division, the foregoing requirements shall be satisfied substantially concurrently with the formation of such Subsidiary. (d)With respect to any new direct Foreign Subsidiary created or acquired after the Closing Date by any Loan Party (except to the extent compliance with this Section 6.12 is prohibited by existing Contractual Obligations (so long as such prohibition is not incurred in contemplation of such acquisition or the obligations hereunder) or Requirements of Law binding on such Foreign Subsidiary or its properties or the creation of any such perfected security interest would reasonably be expected to result in material adverse tax consequences to the Group Members), (i) promptly (and in any event within thirty (30) days or such longer period as the Administrative Agent shall agree in its sole discretion) execute and deliver to the Administrative Agent such amendments to the Guarantee and Collateral Agreement (or foreign collateral document, as applicable), as the Administrative Agent reasonably deems necessary or advisable to grant to the Administrative Agent, for the benefit of the Secured Parties, a perfected first priority security interest in the Capital Stock of such new Foreign Subsidiary that is directly owned by any such Loan Party to the extent that such Capital Stock is not an Excluded Asset, (ii) promptly (and in any event within thirty (30) days or such longer period as the Administrative Agent shall agree in its sole discretion) deliver to the Administrative Agent the certificates representing such Capital Stock (if certificated), together with undated stock powers, in blank, executed and delivered by a duly authorized officer of the relevant Loan Party, and take such other action (including, as applicable, the delivery of any foreign law pledge documents reasonably requested by the Administrative Agent) as may be necessary or, in the reasonable opinion of the Administrative Agent, desirable to perfect the Administrative Agentâ€™s security interest therein, (iii) solely to the extent required to comply with Section 6.13, promptly (and in any event within ninety (90) days or such longer period as the Administrative Agent shall agree in its sole discretion) cause such Subsidiary (A) to become a party to the Guarantee and Â 111Â Â Collateral Agreement (or in the case of Foreign Subsidiary, a comparable collateral document that is customary in the applicable foreign jurisdiction) and (B) to take such actions as are necessary or advisable in the opinion of the Administrative Agent to grant to the Administrative Agent for the benefit of the Secured Parties a perfected first priority security interest in the Collateral described in the Guarantee and Collateral Agreement (or foreign collateral document, as applicable), with respect to such Subsidiary, including the filing of Uniform Commercial Code financing statements in such jurisdictions as may be required by the Guarantee and Collateral Agreement or by law or as may be requested by the Administrative Agent and (iv) promptly (and in any event within ninety (90) days or such longer period as the Administrative Agent shall agree in its sole discretion) if reasonably requested by the Administrative Agent, deliver to the Administrative Agent legal opinions relating to the matters described above, which opinions shall be in form and substance, and from counsel, reasonably satisfactory to the Administrative Agent. (e)At the request of the Administrative Agent, each Loan Party shall use commercially reasonable efforts to obtain a landlordâ€™s agreement or bailee letter, as applicable, from the lessor of each leased property or bailee with respect to any warehouse, processor or converter facility or other location where Collateral with a fair market value in excess of $10,000,000 is stored or located or any property representing the Borrowerâ€™s corporate headquarters, which agreement or letter shall contain a waiver or subordination of all Liens or claims that the landlord or bailee may assert against the Collateral at that location, and shall otherwise be reasonably satisfactory in form and substance to the Administrative Agent. (f)Notwithstanding the foregoing, (1) in the case of Foreign Subsidiaries, all guarantees and security shall be subject to any applicable general mandatory statutory limitations, fraudulent preference, equitable subordination, foreign exchange laws or regulations (or analogous restrictions), transfer pricing or â€œthin capitalizationâ€ rules, earnings stripping, exchange control restrictions, applicable maintenance of capital, retention of title claims, employee consultation or approval requirements, corporate benefit, financial assistance, protection of liquidity, and similar laws, rules and regulations and customary guarantee limitation language in the relevant jurisdiction; provided that the relevant Group Member shall use commercially reasonable endeavors to overcome such limitations (including by way of debt pushdown or seeking requisite approvals), and (2) Subsidiaries may be excluded from the guarantee requirements in circumstances where in the case of Foreign Subsidiaries, such requirements would contravene any legal prohibition, could reasonably be expected to result in any violation or breach of, or conflict with, fiduciary duties or result in a risk of personal or criminal liability on the part of any officer, director, member or manager of such Subsidiary; provided that the relevant Loan Party shall use commercially reasonable endeavors to overcome such limitations. As a result of the limitations in clause (1) above, the Administrative Agent may elect to waive the requirement to cause a Group Member to become a Guarantor hereunder and such Group Member shall not be a Loan Party for any purposes hereof. 6.13Loan Party EBITDA Coverage. At any time the combined Consolidated EBITDA of the Loan Parties on a stand-alone basis fails to account for more than 50.1% of the Consolidated EBITDA of the Group Members for any twelve (12) consecutive month period ending on the last day of any fiscal quarter of the Borrower, to the extent requested by the Administrative Agent, the Borrower shall within thirty (30) days (ninety (90) days in the case of a Foreign Subsidiary) or such later date as the Administrative Agent may approve in its sole discretion), cause a sufficient number of Subsidiaries which are reasonably acceptable to the Administrative Agent (including for the avoidance of doubt any Foreign Subsidiaries or Immaterial Subsidiaries as may be required to satisfy this Section 6.13) as are not then Guarantors to become Guarantors (and deliver such documents, certificates and opinions as may be required to secure a perfected first priority Lien in favor of the Administrative Agent and as otherwise reasonably requested by the Administrative Agent) so that, when the combined Consolidated EBITDA of Â 112Â Â the Loan Parties on a stand-alone basis is recalculated to include the Consolidated EBITDA of such new Guarantors, the combined Consolidated EBITDA of the Loan Parties on a stand-alone basis shall account for 50.1% or more of Consolidated EBITDA of the Group Members for such period. 6.14Use of Proceeds. Use the proceeds of each credit extension only for the purposes specified in Section 4.16. 6.15Designated Senior Indebtedness. Cause the Loan Documents and all of the Obligations to be deemed â€œDesignated Senior Indebtednessâ€ or a similar concept thereto for purposes of any other Indebtedness for borrowed money of the Loan Parties, to the extent that the agreements governing such other Indebtedness includes such concept. 6.16Anti-Corruption Laws; Sanctions. Conduct its business in compliance in all material respects with applicable Sanctions, with the FCPA, the UK Bribery Act 2010 and any other applicable anti-corruption laws, and maintain policies and procedures reasonably designed to promote and achieve compliance by the Borrower, its Subsidiaries, and their respective directors, officers and employees with such laws. 6.17Further Assurances. Execute any further instruments and take such further action as the Administrative Agent reasonably deems necessary to perfect, protect, ensure the priority of or continue the Administrative Agentâ€™s Lien on the Collateral or to effect the purposes of this Agreement. SECTION 7 NEGATIVE COVENANTS Borrower hereby agrees that, at all times prior to the Discharge of Obligations, no Loan Party shall, nor shall any Loan Party permit any of its respective Subsidiaries, to, directly or indirectly: 7.1Financial Condition Covenants. (a)Consolidated Fixed Charge Coverage Ratio. Permit the Consolidated Fixed Charge Coverage Ratio as at the last day of any period of four (4) consecutive fiscal quarters of the Group Members set forth below to be less than the ratio set forth below opposite such quarter: Â Â Â 113Â Â Â Trailing Four (4) Fiscal Quarters Ending September 30, 2021 Consolidated Fixed Charge Coverage Ratio 1.25:1.00 Â Â 114Â Â December 31, 2021 1.25:1.00 Â Â 115Â Â Â March 31, 2022 1.25:1.00 Â Â Â 116Â Â June 30, 2022 1.25:1.00 Â Â 117Â Â Â September 30, 2022 1.25:1.00 Â Â Â 118Â Â December 31, 2022 1.10:1.00 Â Â 119Â Â Â March 31, 2023 1.15:1.00 Â 120Â Â June 30, 2023 1.20:1.00 Â Â Â 121Â Â September 30, 2023 and each fiscal quarter thereafter 1.25:1.00 Â Â 122Â Â Â Â (b)Consolidated Senior Net Leverage Ratio. Permit the Consolidated Senior Net Leverage Ratio as at the last day of any period of four (4) consecutive fiscal quarters of the Group Members set forth below to exceed the ratio set forth below opposite such quarter: Â Â Â 123Â Â Â Trailing Four (4) Fiscal Quarters Ending September 30, 2021 Consolidated Senior Net Leverage Ratio 3.50:1.00 Â Â 124Â Â December 31, 2021 3.50:1.00 Â Â 125Â Â March 31, 2022 3.00:1.00 Â Â 126Â Â June 30, 2022 3.00:1.00 Â Â 127Â Â Â September 30, 2022 3.00:1.00 Â Â Â 128Â Â December 31, 2022 3.50:1.00 Â Â 129Â Â March 31, 2023 3.00:1.00 Â Â 130Â Â June 30, 2023 September 30, 2023 and each fiscal quarter 2.75:1.00 Â Â 131Â Â thereafter 2.50:1.00 7.2Indebtedness. Create, issue, incur, assume, become liable in respect of or suffer to exist any Indebtedness, except (and subject to the last sentence of this Section 7.2): (a)Indebtedness of any Loan Party (i) pursuant to any Loan Document and (ii) under any Cash Management Agreement; (b)Indebtedness of (i) any Loan Party owing to any other Loan Party; (ii) any Group Member (which is not a Loan Party) owing to any other Group Member (which is not a Loan Party); (iii) any Group Member (which is not a Loan Party) owing to any Loan Party, which constitutes an Investment permitted by Sections 7.8(f)(iii) and (l); provided, that such Indebtedness from any Group Member (which is not a Loan Party) owing to a Loan Party shall be evidenced by a master promissory note, and such promissory note shall be pledged as Collateral; and (iv) any Loan Party owing to any Group Member (which is not a Loan Party); provided that such Indebtedness is subordinated to the Obligations on terms and conditions reasonably acceptable to the Administrative Agent; (c)Guarantee Obligations (i) of any Loan Party of the Indebtedness of any other Loan Party; (ii) of any Group Member (which is not a Loan Party) of the Indebtedness of any Loan Party; Â 132Â Â (iii) by any Group Member (which is not a Loan Party) of the Indebtedness of any other Group Member (which is not a Loan Party) or (iv) of any Loan Party of the Indebtedness of any Group Member that is not a Loan Party, so long as the aggregate amount of such Guarantee Obligations is an Investment permitted by Sections 7.8(f)(iii) and (l); provided that, in any case of clauses (i), (ii), (iii) or (iv), the underlying Indebtedness so guaranteed is otherwise permitted by the terms hereof; (d)Indebtedness outstanding on the date hereof and listed on Schedule 7.2(d) and any Permitted Refinancing; (e)Indebtedness (including, without limitation, any Capital Lease Obligations and purchase money financing) secured by Liens permitted by Section 7.3(g) in an aggregate principal amount not to exceed $7,500,000 at any one time outstanding and any Permitted Refinancing; (f)Surety Indebtedness and any other Indebtedness in respect of letters of credit, bankerâ€™s acceptances or similar arrangements, provided that the aggregate amount of any such Indebtedness outstanding at any time shall not exceed $5,000,000; (g)Indebtedness owed to any Person providing workerâ€™s compensation, health, disability or other employee benefits (other than ERISA) pursuant to reimbursement or indemnification obligations to such Person, in each case in the ordinary course of business; (h)Indebtedness of the Group Members in an aggregate principal amount, for all such Indebtedness taken together, not to exceed $5,000,000 at any one time outstanding; (i)obligations (contingent or otherwise) of the Borrower or any of its Subsidiaries existing or arising under any Specified Swap Agreement, provided that such obligations are (or were) entered into by such Person in accordance with Section 7.13 and not for purposes of speculation; (j)Indebtedness of a Person (other than the Borrower or a Subsidiary) existing at the time such Person is merged with or into a Borrower or a Subsidiary or becomes a Subsidiary and any Permitted Refinancing, provided that (i) such Indebtedness was not, in any case, incurred by such other Person in connection with, or in contemplation of, such merger or acquisition, (ii) such merger or acquisition constitutes a Permitted Acquisition, (iii) with respect to any such Person who becomes a Subsidiary, (A) such Subsidiary is the only obligor in respect of such Indebtedness, and (B) to the extent such Indebtedness is permitted to be secured hereunder, only the assets of such Subsidiary secure such Indebtedness, and (iv) the aggregate principal amount of such Indebtedness shall not exceed $2,500,000 at any time outstanding; (k)Indebtedness in the form of purchase price adjustments, earn outs, deferred compensation, deferred purchase price, seller notes, or other arrangements representing acquisition consideration or deferred payments of a similar nature incurred in connection with Investments permitted by Section 7.8; provided that the amount of such obligation shall be deemed part of the cost of such Investment (the amount of which shall be deemed to be the amount required to be accrued as a liability in accordance with GAAP or the amount actually paid); (l)Indebtedness incurred as a result of endorsing negotiable instruments received in the ordinary course of business; (m)Indebtedness consisting of the financing of insurance premiums; (n)Permitted Convertible Indebtedness in an aggregate principal amount not to exceed $110,000,000; Â 133Â Â (o)[reserved]; and (p)to the extent constituting Indebtedness, take-or-pay obligations contained in supply arrangements incurred in the ordinary course of business; Â 134Â Â provided that notwithstanding anything to the contrary contained herein, at no time shall the funded Indebtedness for borrowed money of the Loan Parties exceed $232,000,000. 7.3Liens. Create, incur, assume or suffer to exist any Lien upon any of its property, whether now owned or hereafter acquired, except: (a)Liens for Taxes not yet due and payable or that are being contested in good faith by appropriate proceedings; provided that adequate reserves with respect thereto are maintained on the books of the applicable Group Member in conformity with GAAP; (b)carriersâ€™, warehousemenâ€™s, landlordâ€™s, workmanâ€™s, mechanicsâ€™, materialmenâ€™s, repairmenâ€™s or other like Liens arising in the ordinary course of business that are not overdue for a period of more than thirty (30) days or that are being contested in good faith by appropriate proceedings; (c)pledges or deposits in connection with workersâ€™ compensation, unemployment insurance and social security or similar legislation; (d)pledges or deposits to secure the performance of bids, tenders, trade contracts (other than for borrowed money), leases, statutory obligations, surety and appeal bonds, performance bonds and other obligations of a like nature incurred in the ordinary course of business (other than for indebtedness or any Liens arising under ERISA); (e)covenants, conditions, easements, rights-of-way, restrictions, encroachments, protrusions, building codes and other similar encumbrances that, in the aggregate, do not in any case materially detract from the value of the Collateral subject thereto or materially interfere with the ordinary conduct of the business of the applicable Group Member; (f)Liens in existence on the date hereof listed on Schedule 7.3(f) and any modifications, replacements, renewals, restructurings, refinancings or extensions thereof; provided that (i) no such Lien is spread to cover any additional property after the Closing Date other than after-acquired property that is affixed or incorporated into the property covered by such Lien or financed by Indebtedness permitted under Section 7.2(d) and proceeds and products thereof, (ii) the amount of Indebtedness secured or benefitted thereby is not increased, (iii) the direct or any contingent obligor with respect thereto is not changed, and (iv) any renewal or extension of the obligations secured thereby is permitted by Section 7.2(d); (g)Liens securing Indebtedness incurred pursuant to Section 7.2(e) to finance the acquisition, improvement, repair, lease or construction of fixed or capital assets; provided that (i) such Liens shall be created substantially simultaneously with, or within ninety (90) days after, the acquisition, improvement, repair, lease or construction of such fixed or capital assets, (ii) such Liens do not at any time encumber any property (except for replacements, additions and accessions to such property) other than the property financed by such Indebtedness and the proceeds and products thereof and customary Â 135Â Â security deposits; provided that, individual financings permitted hereunder of equipment provided by one lender may be cross collateralized to other financings of equipment provided by such lender, and (iii) the amount of Indebtedness secured thereby is not increased unless such increased Indebtedness is permitted hereunder; (h)Liens created pursuant to the Security Documents; (i)(x) any interest or title of a lessor, sublessor, licensor or sublicensor under any lease, sublease, license or sublicense entered into by a Group Member in the ordinary course of its business and covering only the assets so leased or licensed and customary rights attendant thereto, (y) leases, licenses, subleases and sublicenses of real property granted to others in the ordinary course of business and (z) non-exclusive licenses or sublicenses of Intellectual Property in the ordinary course of business; (j)attachments, appeal bonds, judgments and other similar Liens that do not constitute an Event of Default under Section 8.1(h) of this Agreement; (k)bankersâ€™ Liens, rights of setoff and other similar Liens existing solely with respect to cash, Cash Equivalents, securities, commodities and other funds on deposit in one or more accounts

maintained by a Group Member, in each case arising in the ordinary course of business in favor of banks, other depositary institutions, securities or commodities intermediaries or brokerages with which such accounts are maintained securing amounts owing to such banks or financial institutions with respect to cash management and operating account management or are arising under Section 4-208 or 4-210 of the UCC on items in the course of collection or otherwise as occurring as a matter of law; (l)(i) cash deposits and liens on cash and Cash Equivalents pledged to secure Indebtedness permitted under Section 7.2(f), (ii) Liens securing reimbursement obligations with respect to letters of credit permitted by Section 7.2(f) that encumber documents and other property relating to such letters of credit, and (iii) Liens securing Obligations under any Specified Swap Agreements permitted by Section 7.2(i); (m)Liens on property of a Person existing at the time such Person is acquired by, merged into or consolidated with a Group Member or becomes a Subsidiary of a Group Member or acquired by a Group Member and Lies on property existing at the time such property is acquired by a Group Member; provided that (i) such Liens were not created in contemplation of such acquisition, merger, consolidation or Investment, (ii) such Liens do not extend to any assets other than those of such Person or property being acquired (and any proceeds, products and accessions thereof and any after-acquired property), and (iii) the applicable Indebtedness secured by such Lien is permitted under Section 7.2; (n)the replacement, extension or renewal of any Lien permitted by clause (m) above upon or in the same property theretofore subject thereto or the replacement, extension or renewal (without increase in the amount or change in any direct or contingent obligor) of the Indebtedness secured thereby; (o)Liens on insurance proceeds in favor of insurance companies granted solely to secure financed insurance premiums; (p)Liens in favor of customs and revenue authorities arising as a matter of law to secure the payment of customs duties in connection with the importation of goods; (q)Liens on any earnest money deposits consisting of earnest money deposits required in connection with a Permitted Acquisition in connection with an acquisition of property not otherwise prohibited hereunder; (r)other Liens securing obligations in an outstanding amount not to exceed Â 136Â Â $5,000,000 at any time; and (s)Liens (i) arising from operating leases with respect to assets not owned by any Group Member and the precautionary UCC filings in respect thereof and (ii) on equipment or other materials which are not owned by any Group Member and located on the premises of any Group Member (but not in connection with, or as part of, the financing thereof) from time to time in the ordinary course of business and consistent with customary practices of the Group Members and the precautionary UCC filings in respect thereof. 7.4Fundamental Changes. Consummate any merger, consolidation or amalgamation, division of or by a limited company, or an allocation of assets to a series of a limited liability company (or the unwinding of such division or allocation) or liquidate, wind up or dissolve itself (or suffer any liquidation or dissolution), or Dispose of all or substantially all of its property or business, except that: (a)(i) any Group Member that is not a Loan Party may be merged, amalgamated or consolidated with or into (A) any Loan Party (provided that a Loan Party shall be the continuing or surviving Person, or the continuing or surviving Person shall become a Loan Party substantially contemporaneous with such merger, amalgamation or consolidation) or (B) any Group Member that is not a Loan Party, and (ii) any Loan Party may be merged, amalgamated or consolidated with or into with any other Loan Party (provided that if such merger, amalgamation or consolidation involves the Borrower, the Borrower shall be the continuing or surviving Person); (b)(i) any Group Member that is not a Loan Party may Dispose of any or all of its assets (including upon voluntary liquidation, dissolution or otherwise) (A) to any other Group Member or (B) pursuant to a Disposition permitted by Section 7.5 and (ii) any Loan Party (other than the Borrower) may Dispose of any or all of its assets (including upon voluntary liquidation, dissolution or otherwise) (A) to any other Loan Party or (B) pursuant to a Disposition permitted by Section 7.5; (c)any Investment expressly permitted by Section 7.8 may be structured as a merger, consolidation or amalgamation; and (d)any Subsidiary that is a limited liability company may consummate a Division as the Dividing Person if, immediately upon the consummation of the Division, the assets of the applicable Dividing Person are held by one or more Loan Parties. 7.5Disposition of Property. Dispose of any of its property, whether now owned or hereafter acquired, or, in the case of any Subsidiary, issue or sell any shares of such Subsidiaryâ€™s Capital Stock to any Person, except: (a)Dispositions of obsolete, worn out or surplus property in the ordinary course of business; (b)Dispositions of Inventory in the ordinary course of business; (c)Dispositions permitted by Sections 7.4(b)(i)(A) and (b)(ii)(A); (d)the sale or issuance of the Capital Stock of any Subsidiary of the Borrower (i) to the Borrower or any other Loan Party, or (ii) by a Subsidiary that is not a Loan Party to another Subsidiary that is not a Loan Party or (iii) in connection with any transaction that does not result in a Change of Control; (e)the use or transfer of money, cash or Cash Equivalents in a manner that is not prohibited by the terms of this Agreement or the other Loan Documents; Â 137Â Â (f)the non-exclusive licensing or sublicensing of patents, trademarks, copyrights, and other Intellectual Property rights in the ordinary course of business; (g)the Disposition of property (i) from any Loan Party to any other Loan Party, and Â 138Â Â (ii) from any Group Member (which is not a Loan Party) to any other Group Member; provided that in each case in which there is a Lien over the relevant property in favor of the Administrative Agent in advance of the Disposition, an equivalent Lien will be granted to the Administrative Agent by the Group Member which acquires the property; (h)Dispositions of property subject to a Casualty Event; (i)leases or subleases of real property; (j)the sale, transfer, disposition or discount without recourse of accounts receivable arising in the ordinary course of business in connection with the compromise, settlement or collection thereof; (k)any abandonment, lapse, cancellation, non-renewal, disposition or discontinuance of use or maintenance of Intellectual Property (or rights relating thereto) of any Group Member that the Borrower determines in good faith (i) is not material to Group Membersâ€™ business and (ii) the cost of maintaining such Intellectual Property would outweigh the benefit to Group Members of so maintaining it; (l)Restricted Payments permitted by Section 7.6, Investments permitted by Section 7.8 and Liens permitted by Section 7.3; (m)Dispositions of other property having a fair market value not to exceed $10,000,000 in the aggregate for any fiscal year of the Group Members so long as such Disposition is made for fair market value, provided that at the time of any such Disposition, no Event of Default shall have occurred and be continuing or would result from such Disposition; and provided further that the Net Cash Proceeds thereof are used to prepay the Term Loans or the Revolving Loans, as applicable, in accordance with Section 2.12(e); (n)Dispositions of assets in the ordinary course of business that the applicable Group Member determines in good faith is no longer used or useful in the business of such Group Member; (o)Dispositions of Investments in joint ventures to the extent required by, or made pursuant to, customary buy/sell arrangements between any joint venture parties set forth in joint venture arrangements and similar binding arrangements; (p)(i) voluntary cancellations, terminations or surrender by any Group Member of any immaterial lease or license, (ii) the expiration of any option agreement in respect of real or personal Â 139Â Â property and (iii) the settlement of any litigation claims (to the extent such claims constitutes an asset), in each case, in the ordinary course of business; and (q)Dispositions approved by the Administrative Agent. 7.6Restricted Payments. Make any payment or prepayment of principal of, premium, if any, or interest on, or redemption, purchase, retirement, defeasance (including in-substance or legal defeasance), sinking fund or similar payment with respect to, any Subordinated Indebtedness, pay any earn-out payment, seller debt or deferred purchase price payments, declare or pay any dividend (other than dividends payable solely in Capital Stock (other than Disqualified Stock) of the Person making such dividend) on, or make any payment on account of, or set apart assets for a sinking or other analogous fund for, the purchase, redemption, defeasance, retirement or other acquisition of, any Capital Stock of any Group Member, whether now or hereafter outstanding, or make any other distribution in respect thereof, either directly or indirectly, whether in cash or property or in obligations of any Group Member (collectively, â€œRestricted Paymentsâ€), except that: (a)any Group Member may make Restricted Payments to any Loan Party, and any Group Member that is not a Loan Party may make Restricted Payments to any other Group Member; (b)so long as no Event of Default shall have occurred and be continuing at the time of such purchase or would arise after giving effect thereto, without duplication of any Restricted Payment described in clause (k) below, each Group Member may purchase common stock or common stock options from present or former officers, directors, employees or consultants of any Group Member upon the death, disability or termination of employment of such person or otherwise in accordance with any stock option or stock appreciation rights plan or any stock ownership or subscription plan or equity incentive or other similar plan or termination agreement; provided that the aggregate amount of payments made under this clause shall not exceed $2,000,000 during any fiscal year of the Group Members (or such greater amount as the Administrative Agent may agree in its sole discretion); (c)[reserved]; (d)the Group Members may make Restricted Payments so long as immediately after giving effect to such payment Liquidity shall equal or exceed $20,000,000, and immediately after giving effect to such Restricted Payment, (i) the Group Members shall be in compliance with each of the covenants set forth in Section 7.1, (ii) the Consolidated Senior Net Leverage Ratio shall not exceed the ratio that is 0.25x less than the applicable covenant level, in each case, based upon financial statements delivered to the Administrative Agent which give pro forma effect to the making of such payment as of the last day of the most recently ended fiscal quarter for which financial statements have been delivered hereunder, and (iii) no Default or Event of Default has occurred and is continuing prior to making such Restricted Payment or would arise after giving effect thereto; provided that, the aggregate amount of payments made under this clause (d) shall not exceed $2,500,000 during any fiscal year of the Group Members; (e)any Group Member may make payments in respect of Subordinated Indebtedness to the extent expressly permitted by the subordination provisions in the applicable Subordinated Debt Documents and any subordination agreement with respect thereto in favor of the Administrative Agent and the Lenders; (f)so long as no Event of Default shall have occurred and be continuing at the time of such purchase or would arise after giving effect thereto, (i) the Borrower may make repurchases of Capital Stock deemed to occur upon exercise of stock options or warrants if such repurchased Capital Â 140Â Â Stock represents a portion of the exercise price of such options or warrants, and (ii) the Borrower may make repurchases of Capital Stock deemed to occur upon the withholding of a portion of the Capital Stock granted or awarded to a current or former officer, director, employee or consultant to pay for the taxes payable by such Person upon such grant or award (or upon vesting thereof); (g)the Borrower may deliver its common Capital Stock (other than Disqualified Stock) upon conversion of any convertible Indebtedness having been issued by the Borrower; (h)each Group Member may purchase, redeem or otherwise acquire Capital Stock issued by it with the proceeds received from the substantially concurrent issue of new shares of its Capital Stock (other than Disqualified Stock); provided that any such issuance is otherwise permitted hereunder; (i)so long as no Event of Default shall have occurred and be continuing at the time of any such Restricted Payment or would result therefrom, Restricted Payments not to exceed $5,000,000 during any fiscal year of the Borrower; (j)dividends payable solely in Capital Stock (other than Disqualified Stock) (including stock splits); (k)so long as no Event of Default has occurred and is continuing prior to making such Restricted Payment or would arise after giving effect thereto, Restricted Payment by the Borrower in accordance with stock option plans or other benefit plans for management or employees of the Borrower or its Subsidiaries in an aggregate amount not to exceed $2,000,000 in the aggregate per fiscal year; (l)the cashless repurchase of equity interests deemed to occur upon the exercise of any option or warrant of the Borrower; (m)so long as no Event of Default has occurred and is continuing prior to making such Restricted Payment or would arise after giving effect thereto, cash payments in lieu of issuing fractional or â€œodd lotâ€ equity interests in lieu of issuing fractional shares in connection with the exercise of warrants, options or other securities convertible into or exchangeable for equity interests in the Borrower (including any Permitted Convertible Indebtedness) in an aggregate amount not to exceed $2,000,000 during the term of this Agreement; (n)to the extent constituting Restricted Payments, (i) any refinancing of the 2022 Notes or 2026 Notes that constitutes Permitted Convertible Indebtedness and (ii) pay, when due, interest, fees and reimbursable indemnities and expenses payable in respect of any Permitted Convertible Indebtedness; and (o)so long as (i) no Event of Default has occurred and is continuing and (ii) the Borrower shall have no less than $40,000,000 of Liquidity, in each case prior to making such Restricted Payment or would arise after giving effect thereto, Restricted Payments in the form of common stock buybacks by the Borrower made contemporaneously with, or on or prior to the Closing Date; provided that the aggregate amount of all such Restricted Payments in reliance on this clause (o) does not exceed $15,000,000 during the term of this Agreement. 7.7[Reserved]. 7.8Investments. Make any advance, loan, extension of credit (by way of guarantee or otherwise) or capital contribution to, or purchase any Capital Stock, bonds, notes, debentures or other debt securities of, or any assets constituting a business unit of, or make any other investment in, any Person (all of the foregoing, â€œInvestmentsâ€), except: Â 141Â Â (a)extensions of trade credit and advances made in connection with purchases of goods or services, in each case, in the ordinary course of business; (b)Investments in cash and Cash Equivalents; (c)Guarantee Obligations permitted by Section 7.2; (d)(i) loans and advances to employees of any Group Member in the ordinary course of business (including for travel, entertainment and relocation expenses) and (ii) loans to employees, officers or directors relating to the purchase of equity securities of Group Members pursuant to employee stock purchase plans or agreements approved by the applicable Group Memberâ€™s board of directors (or other governing body) in an aggregate amount for all Group Members under this clause (d) not to exceed $2,500,000 at any one time outstanding; (e)[reserved]; (f)intercompany Investments by (i) any Loan Party in any other Loan Party, (ii) any Group Member that is not a Loan Party in any other Group Member, or (iii) any Loan Party in any Group Member that is not a Loan Party to the extent that (A) no Default or Event of Defaults exists or would result therefrom, and (B) such Investments do not exceed (1) $7,500,000 in any fiscal year of the Group Members and (2) $15,000,000 in the aggregate during the term of this Agreement; (g)Investments in the ordinary course of business consisting of endorsements of negotiable instruments for collection or deposit or similar transactions; (h)Investments received in settlement of amounts due to any Group Member effected in the ordinary course of business or owing to such Group Member as a result of Insolvency Proceedings involving an account debtor or upon the foreclosure or enforcement of any Lien in favor of such Group Member; (i)Investments held by any Person as of the date such Person becomes a Subsidiary of the Borrower, including in connection with a Permitted Acquisition, provided that (A) such Investments were not made, in any case, by such Person in connection with, or in contemplation of, such Person becoming a Subsidiary, and (B) with respect to any such Person which becomes a Subsidiary as a result of such Permitted Acquisition, such Subsidiary remains the only holder of such Investment; (j)deposits made to secure the performance of leases, licenses or contracts in the ordinary course of business, and other deposits made in connection with the incurrence of Liens permitted under Section 7.3; (k)purchases or other acquisitions by any Group Member of the Capital Stock in a Person that, upon the consummation thereof, will be a Subsidiary (including as a result of a merger or consolidation) or all or substantially all of the assets of, or assets constituting one or more business units of, any Person (each, a â€œPermitted Acquisitionâ€); provided that, with respect to each such purchase or other acquisition: (i)the newly-created or acquired Subsidiary (or assets acquired in connection with such asset sale) shall be (x) in the same or a related line of business as that conducted by the Borrower on the date hereof, or (y) in a business that is permitted by Section 7.17; (ii)all transactions related to such purchase or acquisition shall be consummated in all material respects in accordance with all Requirements of Law; Â 142Â Â (iii)[reserved]; (iv)the Borrower shall provide to the Administrative Agent as soon as available but in any event not later than five (5) Business Days (or such longer period as approved by the Administrative Agent in its sole discretion) after the execution thereof, a copy of any executed purchase agreement or similar agreement with respect to any such purchase or acquisition; (v)any such newly-created or acquired Subsidiary, or the Loan Party that is the acquirer of assets in connection with an asset acquisition, shall comply with any applicable requirements of Section 6.12 and 6.13, (vi)Liquidity shall equal or exceed $20,000,000 as of the date the definitive agreements relating to any such acquisition or other purchase are executed (after giving effect, on a Pro Forma Basis, to the consummation of such acquisition or other purchase); (vii)(A) immediately before and immediately after giving effect to any such purchase or other acquisition, no Default or Event of Default shall have occurred and be continuing (other than in connection with a Limited Condition Acquisition, in which case there shall be (x) no Default or Event of Default as of the LCA Test Date and (y) no Event of Default under Section 8.1(a) or Â 143Â Â (f) immediately before and immediately giving effect to such purchase, investment or other acquisition), (B) immediately after giving effect to such purchase, investment or other acquisition, the Group Members shall be in pro forma compliance with each of the covenants set forth in Section 7.1 and (C) the Consolidated Senior Net Leverage Ratio shall not exceed the ratio that is 0.25x less than the applicable covenant level, in each case, as of the last day of the most recent fiscal quarter for which financial statements have been delivered hereunder (which shall be calculated in accordance with Section 1.4 in the case of a Limited Condition Acquisition); (viii)no Indebtedness is assumed or incurred in connection with any such purchase or acquisition other than Indebtedness permitted by the terms of Section 7.2; (ix)such purchase or acquisition shall not constitute an Unfriendly Acquisition; (x)[reserved]; and (xi)if the consideration to be paid (or payable) in connection with such purchase, investment or acquisition is greater than $10,000,0000, the Borrower shall have delivered to the Administrative Agent, at least five (5) Business Days prior to the date on which any such purchase or other acquisition is to be consummated (or such later date as is agreed by the Administrative Agent in its sole discretion), (A) a copy of all applicable business and financial due diligence information reasonably available to the Borrower, and (B) a certificate of a Responsible Officer, certifying that that such purchase, investment or acquisition constitutes a Permitted Acquisition and demonstrating compliance with clause (vii) above; Â 144Â Â (l)so long as no Event of Default exists at the time of such Investment or immediately after giving effect thereto, in addition to Investments otherwise expressly permitted by this Section, Investments by the Group Members the aggregate amount of all of which Investments (valued at cost) does not exceed $5,000,000 during any fiscal year of the Group Members; (m)to the extent constituting Investments, advances in respect of transfer pricing and cost-sharing arrangements (i.e. "cost-plus" arrangements) that are on armâ€™s length terms and in the ordinary course of business; (n)promissory notes and other non-cash consideration received in connection with Dispositions permitted by Section 7.5, to the extent not exceeding the limits specified therein with respect to the receipt of non-cash consideration in connection with such Dispositions; (o)Investments (i) in existence on the date hereof listed on Schedule 7.8(o), (ii) consisting of capital contributions

made to Subsidiaries prior to the Effective Date and (iii) any modification, replacement, renewal or extension of any Investments made by a Borrower in an Excluded Subsidiary so long as any such modification, replacement, renewal or extension thereof does not increase the amount of such Investment except as otherwise permitted by this Section 7.8; (p)Investments constituting installment sales of equipment in the ordinary course of business; (q)Investments consisting of notes receivable of, or prepaid royalties and other credit extensions, to customers and suppliers who are not Affiliates, in the ordinary course of business, provided, however, that this clause (q) shall not apply to Investments of the Borrower in any Subsidiary; (r)Investments for which the entire consideration is in the form of Capital Stock (other than Disqualified Stock) of the Borrower; and (s)Capital Expenditures. 7.9ERISA. Except as would not, individually or in the aggregate, result in a Material Adverse Effect, Borrower shall not, and shall not permit any of its ERISA Affiliates to: (a) terminate any Pension Plan so as to result in any liability to the Borrower or any ERISA Affiliate, (b) permit to exist any ERISA Event which presents the risk of a liability to the Borrower or any ERISA Affiliate, (c) make a complete or partial withdrawal (within the meaning of ERISA Section 4201) from any Multiemployer Plan so as to result in any material liability to the Borrower or any ERISA Affiliate, (d) enter into any new Plan or modify any existing Plan so as to increase its obligations thereunder which could be reasonably likely to result in any material liability to the Borrower or any ERISA Affiliate, (e) permit the present value of all nonforfeitable accrued benefits under any Plan (using the actuarial assumptions utilized by the PBGC upon termination of a Plan) materially to exceed the fair market value of Plan assets allocable to such benefits, all determined as of the most recent valuation date for each such Plan, or (f) engage in any transaction which would cause any obligation, or action taken or to be taken, hereunder (or the exercise by the Administrative Agent or any Lender of any of its rights under this Agreement, any Note or the other Loan Documents) to be a non-exempt (under a statutory or administrative class exemption) prohibited transaction under ERISA or Section 4975 of the Code. 7.10Payments and Modifications of Certain Preferred Stock and Debt Instruments. (a) Amend, modify, waive or otherwise change, or consent or agree to any amendment, modification, waiver or other change to, any of the terms of the Preferred Stock (i) that would move to an earlier date the scheduled redemption date (but only to the extent that moving any such scheduled redemption date would result in the Â 145Â Â redemption to be prior to ninety-one (91) days after the Revolving Termination Date) or increase the amount of any scheduled redemption payment or increase the rate or move to an earlier date any date for payment of dividends thereon or (ii) that could reasonably be expected to be otherwise materially adverse to any Lender or any other Secured Party; (b) other than pursuant to any refinancing or replacement of Indebtedness permitted by Section 7.2, amend, modify, waive or otherwise change, or consent or agree to any amendment, modification, waiver or other change to, any of the terms of any Indebtedness permitted by Section 7.2 (other than Indebtedness pursuant to any Loan Document and Subordinated Indebtedness which is addressed in Section 7.22) that would shorten the maturity (but only to the extent such shortening, would result in the maturity of such Indebtedness to be prior to 91 days after the Revolving Termination Date) or increase the amount of any payment of principal thereof or the rate of interest thereon or shorten any date for payment of interest thereon or that could reasonably be expected to be otherwise materially adverse to any Lender or any other Secured Party; or (c) make any payment or prepayment of principal of, premium, if any, or redemption, purchase, retirement, defeasance, sinking fund, settlement, conversion or similar payment with respect any Permitted Convertible Indebtedness unless made exclusively with common stock of the Borrower and cash in lieu of a fractional share due upon conversion thereof or in connection with a refinancing of existing Permitted Convertible Indebtedness with new Permitted Convertible Indebtedness to the extent permitted hereunder; provided that the Borrower may (x) make any payments in respect of the 2022 Notes that were not repaid or redeemed on or prior to the Closing Date so long as the Payment Conditions are satisfied and (y) pay, when due, interest, fees and reimbursable indemnities and expenses payable in respect of any Permitted Convertible Indebtedness. 7.11Transactions with Affiliates. Except as otherwise disclosed on Schedule 7.11, enter into any transaction, including any purchase, sale, lease or exchange of property, the rendering of any service or the payment of any management, advisory or similar fees, with any Affiliate (other than any other Loan Party) unless such transaction is (a) (i) otherwise permitted under this Agreement, (ii) in the ordinary course of business of the relevant Group Member, and (iii) upon fair and reasonable terms no less favorable to the relevant Group Member than it would obtain in a comparable armâ€™s length transaction with a Person that is not an Affiliate, (b) a Restricted Payment permitted by Section 7.6, (c) reasonable and customary indemnification arrangements, employee benefits, compensation arrangements (including equity-based compensation and bonuses), and reimbursement of expenses of employees, consultants, officers, and directors, in each case, approved by the board of directors or management of the Borrower or its Subsidiaries, (d) for sales of equity interests in the Borrower to Affiliates of the Borrower not otherwise prohibited by the Loan Documents and the granting of registration and other customary rights in connection therewith. 7.12Sale Leaseback Transactions. Enter into any Sale Leaseback Transaction, except in connection with transactions that would be permitted under this Section 7. 7.13Swap Agreements. Enter into any Swap Agreement, except Specified Swap Agreements which are entered into by a Group Member to (a) hedge or mitigate risks to which such Group Member has actual exposure (other than those in respect of Capital Stock), or (b) effectively cap, collar or exchange interest rates (from fixed to floating rates, from one floating rate to another floating rate or otherwise) with respect to any interest-bearing liability or investment of such Group Member. 7.14Accounting Changes. Make any change in its (a) accounting policies or reporting practices, except as required by GAAP, or (b) fiscal year. 7.15Negative Pledge Clauses. Enter into or suffer to exist or become effective any agreement that prohibits or limits the ability of any Loan Party to create, incur, assume or suffer to exist any Lien upon any of its property or revenues, whether now owned or hereafter acquired, to secure its Obligations under the Loan Documents to which it is a party, other than (a) this Agreement and the other Â 146Â Â Loan Documents, (b) any agreements governing any purchase money Liens or Capital Lease Obligations otherwise permitted hereby (in which case, any prohibition or limitation shall only be effective against the assets financed thereby), (c) customary restrictions on the assignment of leases, licenses and other similar agreements and (d) any agreement in effect at the time any Subsidiary becomes a Subsidiary of a Loan Party, so long as such agreement was not entered into solely in contemplation of such Person becoming a Subsidiary or, in any such case, that is set forth in any agreement evidencing any amendments, restatements, supplements, modifications, extensions, renewals and replacements of the foregoing, so long as such amendment, restatement, supplement, modification, extension, renewal or replacement applies only to such Subsidiary and does not otherwise expand in any material respect the scope of any restriction or condition contained therein, (e) any restriction pursuant to any document, agreement or instrument governing or relating to any Lien permitted under Sections 7.3(c), (d), (f), (g), (l), (m), (n), and (q) (provided that any such restriction relates only to the assets or property subject to such Lien), (f) customary provisions in joint venture agreement and other similar agreements that restrict the transfer of ownership interests in such joint ventures or provisions limiting the disposition or distribution of assets or property (other than dividends on a pro rata basis based on ownership percentage) of the applicable joint venture, which limitation is applicable only to the assets that are the subject of such agreements; provided that such agreement was not entered into in contravention of the terms of the Loan Documents, (f) limitations set forth in Subordinated Indebtedness and (g) limitations set forth in any Permitted Convertible Indebtedness and the Existing Credit Facilities. 7.16Clauses Restricting Subsidiary Distributions. Enter into or suffer to exist or become effective any consensual encumbrance or restriction on the ability of any Subsidiary to (a) make Restricted Payments in respect of any Capital Stock of such Subsidiary held by, or to pay any Indebtedness owed to, any other Group Member, (b) make loans or advances to, or other Investments in, any other Group Member, or (c) transfer any of its assets to any other Group Member, except for such encumbrances or restrictions existing under or by reason of (i) any restrictions existing under the Loan Documents, (ii) any restrictions with respect to a Subsidiary imposed pursuant to an agreement that has been entered into in connection with a Disposition permitted hereby of all or substantially all of the Capital Stock or assets of such Subsidiary, (iii) customary restrictions on the assignment of leases, licenses and other agreements, (iv) restrictions of the nature referred to in clause (c) above under agreements governing purchase money liens or Capital Lease Obligations otherwise permitted hereby which restrictions are only effective against the assets financed thereby, (v) any agreement in effect at the time any Subsidiary becomes a Subsidiary of a Borrower, so long as such agreement applies only to such Subsidiary, was not entered into solely in contemplation of such Person becoming a Subsidiary or, in each case that is set forth in any agreement evidencing any amendments, restatements, supplements, modifications, extensions, renewals and replacements of the foregoing, so long as such amendment, restatement, supplement, modification, extension, renewal or replacement is not as a whole materially less favorable to such Subsidiary, (vi) restrictions under any Subordinated Debt Documents, (vii) restrictions on the transfer of any asset pending the close of the sale of such asset and customary restrictions contained in purchase agreements and acquisition agreements (including by way of merger, acquisition or consolidation), to the extent in effect pending the consummation of such transaction, (viii) customary net worth provisions or similar financial maintenance provisions contained in real property leases entered into by a Foreign Subsidiary, so long as the Borrower has determined in good faith that such net worth provisions could not reasonably be expected to impair the ability of the Borrower and its Subsidiaries to meet their ongoing obligations under the Loan Documents, (ix) applicable law, (x) restrictions on cash or other deposits or net worth imposed under agreements entered into in the ordinary course of business, (xi) provisions in joint venture agreements and other similar agreements (including equity holder agreements) relating to such joint venture or its members or entered into in the ordinary course of business, (xii) any restriction pursuant to any document, agreement or instrument governing or relating to any Lien permitted under Sections 7.3(c), (d), (f), (g), (l), (m), (n), and (q) (provided that any Â 147Â Â such restriction relates only to the assets or property subject to such Lien) or (xiii) restrictions set forth in any Permitted Convertible Indebtedness and the Existing Credit Facilities. 7.17Lines of Business. Enter into any business, either directly or through any Subsidiary, except for those businesses in which the Group Members are engaged on the date of this Agreement or that are reasonably related, ancillary or incidental thereto. 7.18[Reserved]. 7.19[Reserved]. 7.20Amendments to Organizational Agreements. Amend or permit any amendments to any Loan Partyâ€™s organizational documents if such amendment could reasonably be expected to be materially adverse to the Administrative or the Lenders. 7.21Use of Proceeds. Use the proceeds of any Loan or extension of credit hereunder, whether directly or indirectly, (a) to purchase or carry margin stock (within the meaning of Regulation U of the Board) or to extend credit to others for the purpose of purchasing or carrying margin stock or to refund Indebtedness originally incurred for such purpose, in each case in violation of, or for a purpose which violates, or would be inconsistent with, Regulation T, U or X of the Board; (b) to finance an Unfriendly Acquisition; or (c) to fund any activities of or business with any individual or entity, or in any Designated Jurisdiction, that, at the time of such funding, is the subject of Sanctions, or in any other manner that will result in a violation by any individual or entity (including any individual or entity participating in the transaction, whether as Lender, Lead Arranger, Administrative Agent, Issuing Lender, Swingline Lender, or otherwise) of Sanctions (or lend, contribute or otherwise make available such proceeds to any Subsidiary, joint venture partner or other individual or entity in violation of the foregoing); or (c) for any purpose which would breach the Foreign Corrupt Practices Act of 1977, the UK Bribery Act 2010, or other similar legislation in other jurisdictions. 7.22Subordinated Indebtedness. Amend, modify, supplement, waive compliance with, or consent to noncompliance with, any Subordinated Debt Document, unless the amendment, modification, supplement, waiver or consent (i) does not adversely affect the Group Membersâ€™ ability to pay and perform each of their Obligations at the time and in the manner set forth herein and in the other Loan Documents and is not otherwise adverse to the Administrative Agent and the Lenders in any material respect, and (ii) is in compliance with the subordination provisions therein and any subordination agreement with respect thereto in favor of the Administrative Agent and the Lenders. Â 148Â Â 7.23Anti-Terrorism Laws. Conduct, deal in or engage in or permit any Affiliate or agent of any Loan Party within its control to conduct, deal in or engage in any of the following activities: (a) conduct any business or engage in any transaction or dealing with any person blocked pursuant to Executive Order No. 13224 (a â€œBlocked Personâ€), including the making or receiving any contribution of funds, goods or services to or for the benefit of any Blocked Person; (b) deal in, or otherwise engage in any transaction relating to, any property or interests in property blocked pursuant to Executive Order No. 13224; or (c) engage in or conspire to engage in any transaction that evades or avoids, or has the purpose of evading or avoiding, or attempts to violate, any of the prohibitions set forth in Executive Order No. 13224 or the Patriot Act. 7.24Limitations on Morphormics, Inc. The Borrower shall not permit Morphormics, Inc. to, directly or indirectly, (a) enter into or permit to exist any transaction or agreement (including any agreement for the incurrence or assumption of Indebtedness), between itself and any other Person, (b) engage in any business or conduct any activity (including the making of any Investment or payment) or transfer any of its assets and the performance of ministerial or administrative activities and payment of taxes and administrative fees necessary for the maintenance of its existence, (c) consolidate or merge with or into any other Person, or (d) create or suffer to exist any Lien upon any property or assets now owned or hereafter acquired. SECTION 8 EVENTS OF DEFAULT 8.1Events of Default. The occurrence of any of the following shall constitute an Event of Default: (a)the Borrower shall fail to pay any amount of principal of any Loan when due in accordance with the terms hereof; or the Borrower shall fail to pay any amount of interest on any Loan, or any other amount payable hereunder or under any other Loan Document, within three (3) Business Days after any such interest or other amount becomes due in accordance with the terms hereof; or (b)any representation or warranty made or deemed made by any Loan Party herein or in any other Loan Document or that is contained in any certificate, document or financial or other written statement furnished by it at any time under or in connection with this Agreement or any such other Loan Document (i) if qualified by materiality, shall be incorrect or misleading when made or deemed made, or (ii) if not qualified by materiality, shall be incorrect or misleading in any material respect when made or deemed made; or (c)(i) any Loan Party shall default in the observance or performance of any agreement contained in (A) Section 5.4, Section 6.1, or Section 6.2 (and in each case of this sub-clause (A) such default shall continue unremedied for a period of five (5) Business Days), or (B) clause (i) or (ii) of Section 6.5(a), Section 6.6(b), Section 6.8(a), Section 6.16 or Section 7 of this Agreement or (ii) an â€œEvent of Defaultâ€ under and as defined in any Security Document shall have occurred and be continuing beyond any applicable notice or cure period therein; or (d)any Loan Party shall default in the observance or performance of any other agreement contained in this Agreement or any other Loan Document applicable to it (other than as provided in paragraphs (a) through (c) of this Section 8.1), and such default shall continue unremedied for a period of thirty (30) days thereafter; or (e)(i) any Group Member shall (A) default in making any payment of any principal of any Indebtedness (including any Guarantee Obligation, but excluding the Loans) on the scheduled or Â 149Â Â original due date with respect thereto, or within the applicable notice or cure period with respect to such due date; (B) default in making any payment of any interest, fees, costs or expenses on any such Indebtedness beyond the period of grace, if any, provided in the instrument or agreement under which such Indebtedness was created; (C) default in making any payment or delivery under any such Indebtedness constituting a Swap Agreement beyond the period of grace, if any, provided in such Swap Agreement; or (D) default in the observance or performance of any other agreement or condition relating to any such Indebtedness or contained in any instrument or agreement evidencing, securing or relating thereto, or any other event shall occur or condition exist, the effect of which default or other event or condition is to (1) cause, or to permit the holder or beneficiary of, or, in the case of any such Indebtedness constituting a Swap Agreement, counterparty under, such Indebtedness (or a trustee or agent on behalf of such holder, beneficiary, or counterparty) to cause, with the giving of notice if required, such Indebtedness to become due prior to its stated maturity or (in the case of any such Indebtedness constituting a Guarantee Obligation) to become payable or (in the case of any such Indebtedness constituting a Swap Agreement) to be terminated, or (2) to cause, with the giving of notice if required, any Group Member to purchase, redeem, mandatorily prepay or make an offer to purchase, redeem or mandatorily prepay such Indebtedness prior to its stated maturity; provided that, unless such Indebtedness constitutes a Specified Swap Agreement, a default, event or condition described in clauses (i)(A), (B), (C), or (D) of this Section 8.1(e) shall not at any time constitute an Event of Default unless, at such time, one or more defaults, events or conditions of the type described in any of clauses (i)(A), (B), (C), or (D) of this Section 8.1(e) shall have occurred with respect to Indebtedness, the outstanding principal amount (and, in the case of Swap Agreements, other than Specified Swap Agreements, the Swap Termination Value that is or would be owed by a Group Member (other than in the form of Capital Stock of the Borrower that is not Disqualified Stock) of which exceeds $5,000,000; provided, further, that this clause (e)(i) shall not apply to any event that permits or causes repurchase, payment, prepayment, redemption, conversion, settlement or exchange of Permitted Convertible Indebtedness that is not the result of a breach or default by a Group Member of the terms of an agreement governing such Permitted Convertible Indebtedness or an event or condition that constitutes an Event of Default hereunder; or (ii) any default or event of default (however designated) shall occur with respect to any Subordinated Indebtedness of any Group Member (after any applicable grace period (but excluding any standstill or similar period) and to the extent not waived); or (f)(i) any Group Member (other than any Immaterial Subsidiary) shall commence any case, proceeding or other action (a) under any Debtor Relief Law seeking to have an order for relief entered with respect to it, or seeking to adjudicate it a bankrupt or insolvent, or seeking reorganization, arrangement, adjustment, winding-up, liquidation, dissolution, composition or other relief with respect to it or its debts, or (b) seeking appointment of a receiver, trustee, custodian, conservator or other similar official for it or for all or any substantial part of its assets, or any Group Member (other than any Immaterial Subsidiary) shall make a general assignment for the benefit of its creditors; or (ii) there shall be commenced against any Group Member (other than any Immaterial Subsidiary) any case, proceeding or other action of a nature referred to in clause (i) above that (x) results in the entry of an order for relief or any such adjudication or appointment or (y) remains undismissed, undischarged or unbonded for a period of 60 days (provided that, during such 60 day period, no Loan shall be advanced or Letters of Credit issued

hereunder); or (iii) there shall be commenced against any Group Member (other than any Immaterial Subsidiary) any case, proceeding or other action seeking issuance of a warrant of attachment, execution, distraint or similar process against all or any substantial part of its assets that results in the entry of an order for any such relief that shall not have been vacated, discharged, or stayed or bonded pending appeal within 60 days from the entry thereof (provided that, during such 60 day period, no Loan shall be advanced or Letters of Credit issued hereunder); or (iv) any Group Member (other than any Immaterial Subsidiary) shall take any action in furtherance of, or indicating its consent to, approval of, or acquiescence in, any of the acts set forth in clause (i), (ii), or (iii) above; or (v) any Group Member (other Â 150Â Â than any Immaterial Subsidiary) shall generally not, or shall be unable to, or shall admit in writing its inability to, pay its debts as they become due; or (g)there shall occur one or more ERISA Events which individually or in the aggregate results in or otherwise is associated with liability of any Loan Party or any ERISA Affiliate thereof in excess of $5,000,000 during the term of this Agreement; or there exists an amount of unfunded benefit liabilities (as defined in Section 4001(a)(18) of ERISA), individually or in the aggregate for all Pension Plans (excluding for purposes of such computation any Pension Plans with respect to which assets exceed benefit liabilities) which exceeds $5,000,000; or (h)there is entered against any Group Member (i) one or more final judgments or orders for the payment of money involving in the aggregate a liability (not paid or fully covered by insurance as to which the relevant insurance company has acknowledged coverage) of $5,000,000 or more, or (ii) one or more non-monetary final judgments that have, or could reasonably be expected to have, individually or in the aggregate, a Material Adverse Effect and, in either case, (A) enforcement proceedings are commenced by any creditor upon such judgment or order, or (B) all such judgments or decrees shall not have been vacated, discharged, stayed or bonded pending appeal within forty-five (45) days from the entry thereof; or (i)(i) any of the Security Documents shall cease, for any reason, to be in full force and effect (other than pursuant to the terms thereof or hereof), or any Loan Party shall so assert, or any Lien created by any of the Security Documents shall cease to be enforceable and of the same effect and priority purported to be created thereby; or (ii) any court order enjoins, restrains or prevents a Loan Party from conducting all or any material part of its business; or (j)the guarantee contained in Section 2 of the Guarantee and Collateral Agreement shall cease, for any reason, to be in full force and effect or any Loan Party shall so assert; or (k)a Change of Control shall occur; or (l)any Loan Document (including the subordination provisions of any subordination agreement or intercreditor agreement governing Subordinated Indebtedness) not otherwise referenced in Section 8.1(i) or (j), at any time after its execution and delivery and for any reason other than as expressly permitted hereunder or thereunder or the Discharge of Obligations, ceases to be in full force and effect; or any Loan Party contests in any manner the validity or enforceability of any Loan Document; or any Loan Party denies that it has any liability or obligation under any Loan Document to which it is a party, or purports to revoke, terminate or rescind any such Loan Document. 8.2Remedies Upon Event of Default. If any Event of Default occurs and is continuing, the Administrative Agent shall, at the request of, or may, with the consent of, the Required Lenders, take any or all of the following actions: (a)if such event is an Event of Default specified in clause (i) or (ii) of paragraph (f) of Section 8.1 with respect to the Borrower, the Commitments shall immediately terminate automatically and the Loans (with accrued interest thereon) and all other amounts owing under this Agreement and the other Loan Documents shall automatically immediately become due and payable, and (b)if such event is any other Event of Default, any of the following actions may be taken: (i) with the consent of the Required Lenders, the Administrative Agent may, or upon the request Â 151Â Â of the Required Lenders, the Administrative Agent shall, by notice to the Borrower declare the Revolving Commitments, the Term Commitments, the Swingline Commitments and the L/C Commitments to be terminated forthwith, whereupon the Revolving Commitments, the Term Commitments, the Swingline Commitments and the L/C Commitments shall immediately terminate; (ii) with the consent of the Required Lenders, the Administrative Agent may, or upon the request of the Required Lenders, the Administrative Agent shall, by notice to the Borrower, declare the Loans (with accrued interest thereon) and all other amounts owing under this Agreement and the other Loan Documents to be due and payable forthwith, whereupon the same shall immediately become due and payable; (iii) any Cash Management Bank may terminate any Cash Management Agreement then outstanding and declare all Obligations then owing by the Group Members under any such Cash Management Agreements then outstanding to be due and payable forthwith, whereupon the same shall immediately become due and payable; and (iv) the Administrative Agent may exercise on behalf of itself, any Cash Management Bank, the Lenders and the Issuing Lender all rights and remedies available to it, any such Cash Management Bank, the Lenders and the Issuing Lender under the Loan Documents. With respect to all Letters of Credit with respect to which presentment for honor shall not have occurred at the time of an acceleration pursuant to this paragraph, the Borrower shall Cash Collateralize an amount equal to 103% of the aggregate then undrawn and unexpired amount of such Letters of Credit. Amounts so Cash Collateralized shall be applied by the Administrative Agent to the payment of drafts drawn under such Letters of Credit, and the unused portion thereof after all such Letters of Credit shall have expired or been fully drawn upon, if any, shall be applied to repay other Obligations of the Borrower hereunder and under the other Loan Documents in accordance with Section 8.3. In addition, (x) the Borrower shall also Cash Collateralize the full amount of any Swingline Loans then outstanding, and (y) to the extent elected by any applicable Cash Management Bank, the Borrower shall also Cash Collateralize the amount of any Obligations in respect of Cash Management Services then outstanding, which Cash Collateralized amounts shall be applied by the Administrative Agent to the payment of all such outstanding Cash Management Services, and any unused portion thereof remaining after all such Cash Management Services shall have been fully paid and satisfied in full shall be applied by the Administrative Agent to repay other Obligations of the Loan Parties hereunder and under the other Loan Documents in accordance with the terms of Section 8.3. (c)After all such Letters of Credit and Cash Management Agreements shall have been terminated, expired or fully drawn upon, as applicable, and all amounts drawn under any such Letters of Credit shall have been reimbursed in full and all other Obligations of the Borrower and the other Loan Parties (including any such Obligations arising in connection with Cash Management Services) shall have been paid in full, the balance, if any, of the funds having been so Cash Collateralized shall be returned to the Borrower (or such other Person as may be lawfully entitled thereto). Except as expressly provided above in this Section, presentment, demand, protest and all other notices of any kind are hereby expressly waived by the Borrower. 8.3Application of Funds. After the exercise of remedies provided for in Section 8.2, any amounts received by the Administrative Agent on account of the Obligations shall be applied by the Administrative Agent in the following order: First, to the payment of that portion of the Obligations constituting fees, indemnities, expenses and other amounts (other than principal and interest but including any Collateral-Related Expenses, fees, charges and disbursements of counsel to the Administrative Agent and amounts payable Â 152Â Â under Sections 2.19, 2.20 and 2.21 (including interest thereon)) payable to the Administrative Agent, in its capacity as such; Second, to payment of that portion of the Obligations constituting fees, indemnities and other amounts (other than principal, interest, and Letter of Credit Fees) payable to the Lenders, the Issuing Lender ((including any Letter of Credit Fronting Fees and Issuing Lender Fees), and any Qualified Counterparty and any applicable Cash Management Bank (in its respective capacity as a provider of Cash Management Services), and the reasonable, documented out-of-pocket fees, charges and disbursements of counsel to the respective Lenders and the Issuing Lender, and amounts payable under Sections 2.19, 2.20 and 2.21), in each case, ratably among them in proportion to the respective amounts described in this clause Second payable to them; Third, to the extent that the Swingline Lender has advanced any Swingline Loans that have not been refunded by each Lenderâ€™s Swingline Participation Amount, payment to the Swingline Lender of that portion of the Obligations constituting the unpaid principal of and interest upon the Swingline Loans advanced by the Swingline Lender; Fourth, to the payment of that portion of the Obligations constituting accrued and unpaid Letter of Credit Fees and interest in respect of any Cash Management Services and on the Loans and L/C Disbursements which have not yet been converted into Revolving Loans, and to payment of premiums and other fees (including any interest thereon) under any Specified Swap Agreements and any Cash Management Agreements, in each case, ratably among the Lenders, any applicable Cash Management Bank (in its respective capacity as a provider of Cash Management Services), and any Qualified Counterparties, in each case, ratably among them in proportion to the respective amounts described in this clause Fourth payable to them; Fifth, to payment of that portion of the Obligations constituting unpaid principal of the Loans, L/C Disbursements which have not yet been converted into Revolving Loans, and settlement amounts, payment amounts and other termination payment obligations under any Specified Swap Agreements and Cash Management Agreements, in each case, ratably among the Lenders, any applicable Cash Management Bank (in its respective capacity as a provider of Cash Management Services), and any applicable Qualified Counterparties, in each case, ratably among them in proportion to the respective amounts described in this clause Fifth and payable to them; Sixth, to the Administrative Agent for the account of the Issuing Lender, to Cash Collateralize that portion of the L/C Exposure comprised of the aggregate undrawn amount of Letters of Credit pursuant to Section 3.10; Seventh, for the account of any applicable Qualified Counterparty and any applicable Cash Management Bank, to any settlement amounts, payment amounts and other termination payment obligations under any Specified Swap Agreements and Cash Management Agreements not paid pursuant to clause Fifth and to cash collateralize Obligations arising under any then outstanding Specified Swap Agreements and Cash Management Services, in each case, ratably among them in proportion to the respective amounts described in this clause Seventh payable to them; Eighth, to the payment of all other Obligations of the Loan Parties that are then due and payable to the Administrative Agent and the other Secured Parties on such date, in each case, ratably among them in proportion to the respective aggregate amounts of all such Obligations described in this clause Eighth and payable to them; and Â 153Â Â Last, the balance, if any, after the Discharge of Obligations, to the Borrower or as otherwise required by applicable Requirements of Law. Subject to Sections 2.24(a), 3.4, 3.5 and 3.10, amounts used to Cash Collateralize the aggregate undrawn amount of Letters of Credit pursuant to clause Sixth above shall be applied to satisfy drawings under such Letters of Credit as they occur. If any amount remains on deposit as Cash Collateral for Letters of Credit after all Letters of Credit have either been fully drawn or expired, such remaining amount shall be applied to the other Obligations, if any, in the order set forth above. Notwithstanding the foregoing, no Excluded Swap Obligation of any Guarantor shall be paid with amounts received from such Guarantor or from any Collateral in which such Guarantor has granted to the Administrative Agent a Lien (for the benefit of the Secured Parties) pursuant to the Guarantee and Collateral Agreement or any other applicable Security Document; provided, however, that each party to this Agreement hereby acknowledges and agrees that appropriate adjustments shall be made by the Administrative Agent (which adjustments shall be controlling in the absence of manifest error) with respect to payments received from other Loan Parties to preserve the allocation of such payments to the satisfaction of the Obligations in the order otherwise contemplated in this Section 8.3. SECTION 9 THE ADMINISTRATIVE AGENT 9.1Appointment and Authority. (a)Each of the Lenders hereby irrevocably appoints SVB to act on its behalf as the Administrative Agent hereunder and under the other Loan Documents and authorizes the Administrative Agent to take such actions on its behalf and to exercise such powers as are delegated to the Administrative Agent by the terms hereof or thereof, together with such actions and powers as are reasonably incidental thereto. (b)The provisions of Section 9 are solely for the benefit of the Administrative Agent, the Lenders, the Issuing Lender, and the Swingline Lender, and neither the Borrower nor any other Loan Party shall have rights as a third party beneficiary of any of such provisions. Notwithstanding any provision to the contrary elsewhere in this Agreement, the Administrative Agent shall not have any duties or obligations, except those expressly set forth herein and in the other Loan Documents, or any fiduciary relationship with any Lender, and no implied covenants, functions, responsibilities, duties, obligations or liabilities shall be read into this Agreement or any other Loan Document or otherwise exist against the Administrative Agent. It is understood and agreed that the use of the term â€œagentâ€ herein or in any other Loan Documents (or any other similar term) with reference to the Administrative Agent is not intended to connote any fiduciary or other implied (or express) obligations arising under agency doctrine of any applicable law. Instead such term is used as a matter of market custom, and is intended to create or reflect only an administrative relationship between contracting parties. (c)The Administrative Agent shall also act as the collateral agent under the Loan Documents, and each of the Lenders (in their respective capacities as a Lender and, as applicable, Qualified Counterparty and provider of Cash Management Services) hereby irrevocably (i) authorizes the Administrative Agent to enter into all other Loan Documents, as applicable, including the Guarantee and Collateral Agreement and any intercreditor or subordination agreements, and (ii) appoints and authorizes the Administrative Agent to act as the agent of the Secured Parties for purposes of acquiring, holding and enforcing any and all Liens on Collateral granted by any of the Loan Parties to secure any of the Obligations, together with such powers and discretion as are reasonably incidental thereto. The Administrative Agent, as collateral agent and any co-agents, sub-agents and attorneys-in-fact appointed Â 154Â Â by the Administrative Agent pursuant to Section 9.2 for purposes of holding or enforcing any Lien on the Collateral (or any portion thereof) granted under the Security Documents, or for exercising any rights and remedies thereunder at the direction of the Administrative Agent, shall be entitled to the benefits of all provisions of this Section 9 and Section 10 (including Section 9.7, as though such co-agents, sub-agents and attorneys-in-fact were the collateral agent under the Loan Documents) as if set forth in full herein with respect thereto. Without limiting the generality of the foregoing, the Administrative Agent is further authorized on behalf of all the Lenders, without the necessity of any notice to or further consent from the Lenders, from time to time to take any action, or permit the any co-agents, sub-agents and attorneys-in-fact appointed by the Administrative Agent to take any action, with respect to any Collateral or the Loan Documents which may be necessary to perfect and maintain perfected the Liens upon any Collateral granted pursuant to any Loan Document. 9.2Delegation of Duties. The Administrative Agent may perform any and all of its duties and exercise its rights and powers hereunder or under any other Loan Document by or through any one or more sub-agents appointed by the Administrative Agent. The Administrative Agent and any such sub-agent may perform any and all of its duties and exercise its rights and powers by or through their respective Related Parties. The exculpatory provisions of this Section shall apply to any such sub-agent and to the Related Parties of the Administrative Agent and any such sub-agent, and shall apply to their respective activities in connection with the syndication of the Facilities provided for herein as well as activities as the Administrative Agent. The Administrative Agent shall not be responsible for the negligence or misconduct of any sub-agents except to the extent that a court of competent jurisdiction determines in a final and nonappealable judgment that the Administrative Agent acted with gross negligence or willful misconduct in the selection of such sub agents. 9.3Exculpatory Provisions. The Administrative Agent shall have no duties or obligations except those expressly set forth herein and in the other Loan Documents, and its duties hereunder and thereunder shall be administrative in nature. Without limiting the generality of the foregoing, the Administrative Agent shall not: (a)be subject to any fiduciary or other implied duties, regardless of whether any Default or any Event of Default has occurred and is continuing; (b)have any duty to take any discretionary action or exercise any discretionary powers, except discretionary rights and powers expressly contemplated hereby or by the other Loan Documents that the Administrative Agent is required to exercise as directed in writing by the Required Lenders (or such other number or percentage of the Lenders as shall be expressly provided for herein or in the other Loan Documents), as applicable; provided that the Administrative Agent shall not be required to take any action that, in its opinion or the opinion of its counsel, may expose the Administrative Agent to liability or that is contrary to any Loan Document or applicable law, including for the avoidance of doubt any action that may be in violation of the automatic stay under any Debtor Relief Law or that may effect a forfeiture, modification or termination of property of a Defaulting Lender in violation of any Debtor Relief Law; and (c)except as expressly set forth herein and in the other Loan Documents, have any duty to disclose, and the Administrative Agent shall not be liable for the failure to disclose, any information relating to the Borrower or any of its Affiliates that is communicated to or obtained by any Person serving as the Administrative Agent or any of its Affiliates in any capacity. The Administrative Agent shall not be liable for any action taken or not taken by it (i) with the consent or at the request of the Required Lenders (or such other number or percentage of the Lenders as shall be necessary, or as the Administrative Agent shall believe in good faith shall be necessary, under Â 155Â Â the circumstances as provided in Sections 8.2 and 10.1), or (ii) in the absence of its own gross negligence or willful misconduct as determined by a court of competent jurisdiction by final and nonappealable judgment. The Administrative Agent shall not be responsible for or have any duty to ascertain or inquire into (i) any statement, warranty or representation made in or in connection with this Agreement or any other Loan Document, (ii) the contents of any certificate, report or other document delivered hereunder or thereunder or in connection herewith or therewith, (iii) the performance or observance of any of the covenants, agreements or other terms or conditions set forth herein or therein or the occurrence of any Default or Event of Default, (iv) the validity, enforceability, effectiveness or genuineness of this Agreement, any other Loan Document or any other agreement, instrument or document or (v) the satisfaction of any condition set forth in Section 5.1, Section 5.2, Section 5.3 or elsewhere herein, other than to confirm receipt of items expressly required to be delivered to the Administrative Agent. 9.4Reliance by Administrative Agent. The Administrative Agent shall be entitled to rely upon, and shall not incur any liability for relying upon, any notice, request, certificate, consent, statement, instrument, document or other writing (including any electronic message, internet or intranet website posting or other distribution) believed by it to be genuine and to have been signed, sent or otherwise authenticated by the proper Person. The Administrative Agent also may rely upon any statement made to it orally or by telephone and believed by it to have been made by the proper Person, and shall not incur any liability for relying thereon. In determining compliance with any condition hereunder to the making of a Loan, or the issuance, extension, renewal or increase of a Letter of Credit, that by its terms must be fulfilled to the satisfaction of a Lender, the Administrative Agent may presume that such condition is satisfactory to such Lender unless the Administrative Agent shall have received notice to the contrary from such Lender prior to the making of such Loan or the issuance of such Letter of Credit. The Administrative Agent may

consult with legal counsel (who may be counsel for any of the Loan Parties), independent accountants and other experts selected by it, and shall not be liable for any action taken or not taken by it in accordance with the advice of any such counsel, accountants or experts. The Administrative Agent may deem and treat the payee of any Note as the owner thereof for all purposes unless a written notice of assignment, negotiation or transfer thereof shall have been filed with the Administrative Agent. The Administrative Agent shall be fully justified in failing or refusing to take any action under this Agreement or any other Loan Document unless it shall first receive such advice or concurrence of the Required Lenders (or such other number or percentage of Lenders as shall be provided for herein or in the other Loan Documents) as it deems appropriate or it shall first be indemnified to its satisfaction by the Lenders against any and all liability and expense that may be incurred by it by reason of taking or continuing to take any such action. The Administrative Agent shall in all cases be fully protected in acting, or in refraining from acting, under this Agreement and the other Loan Documents in accordance with a request of the Required Lenders (or such other number or percentage of Lenders as shall be provided for herein or in the other Loan Documents), and such request and any action taken or failure to act pursuant thereto shall be binding upon the Lenders and all future holders of the Loans. 9.5Notice of Default. The Administrative Agent shall not be deemed to have knowledge or notice of the occurrence of any Default or Event of Default unless the Administrative Agent has received notice in writing from a Lender or the Borrower referring to this Agreement, describing such Default or Event of Default and stating that such notice is a â€œnotice of default.â€ In the event that the Administrative Agent receives such a notice, the Administrative Agent shall give notice thereof to the Lenders. The Administrative Agent shall take such action with respect to such Default or Event of Default as shall be reasonably directed by the Required Lenders (or, if so specified by this Agreement, all Lenders); provided that unless and until the Administrative Agent shall have received such directions, the Administrative Agent may (but shall not be obligated to) take such action or refrain from taking such Â 156Â Â action with respect to such Default or Event of Default as it shall deem advisable in the best interests of the Lenders. 9.6Non-Reliance on Administrative Agent and Other Lenders. Each Lender expressly acknowledges that neither the Administrative Agent nor any of its officers, directors, employees, agents, attorneys in fact or Affiliates has made any representations or warranties to it and that no act by the Administrative Agent hereafter taken, including any review of the affairs of a Group Member or any Affiliate of a Group Member, shall be deemed to constitute any representation or warranty by the Administrative Agent to any Lender. Each Lender represents to the Administrative Agent that it has, independently and without reliance upon the Administrative Agent or any other Lender or any of their Related Parties, and based on such documents and information as it has deemed appropriate, made its own appraisal of, and investigation into, the business, operations, property, financial and other condition and creditworthiness of the Group Members and their Affiliates and made its own credit analysis and decision to make its Loans hereunder and enter into this Agreement. Each Lender also agrees that it will, independently and without reliance upon the Administrative Agent or any other Lender or any of their Related Parties, and based on such documents and information as it shall from time to time deem appropriate, continue to make its own credit analysis, appraisals and decisions in taking or not taking action under or based upon this Agreement, the other Loan Documents or any related agreement or any document furnished hereunder or thereunder, and to make such investigation as it deems necessary to inform itself as to the business, operations, property, financial and other condition and creditworthiness of the Group Members and their Affiliates. Except for notices, reports and other documents expressly required to be furnished to the Lenders by the Administrative Agent hereunder, the Administrative Agent shall have no duty or responsibility to provide any Lender with any credit or other information concerning the business, operations, property, condition (financial or otherwise), prospects or creditworthiness of any Group Member or any Affiliate of a Group Member that may come into the possession of the Administrative Agent or any of its officers, directors, employees, agents, attorneys in fact or Affiliates. 9.7Indemnification. Each of the Lenders agrees to indemnify each of the Administrative Agent, the Issuing Lender and the Swingline Lender and each of its Related Parties in its capacity as such (to the extent not reimbursed by any Loan Party and without limiting the obligation of the Loan Parties to do so) according to its Aggregate Exposure Percentage in effect on the date on which indemnification is sought under this Section 9.7 (or, if indemnification is sought after the date upon which the Commitments shall have terminated and the Loans shall have been paid in full, in accordance with its Aggregate Exposure Percentage immediately prior to such date), from and against any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements of any kind whatsoever that may at any time (whether before or after the payment of the Loans) be imposed on, incurred by or asserted against the Administrative Agent or such other Person in any way relating to or arising out of, the Commitments, this Agreement, any of the other Loan Documents or any documents contemplated by or referred to herein or therein or the transactions contemplated hereby or thereby or any action taken or omitted by the Administrative Agent or such other Person under or in connection with any of the foregoing and any other amounts not reimbursed by the Loan Parties; provided that no Lender shall be liable for the payment of any portion of such liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements that are found by a final and nonappealable decision of a court of competent jurisdiction to have resulted primarily from the Administrative Agentâ€™s or such other Personâ€™s gross negligence or willful misconduct, and that with respect to such unpaid amounts owed to any Issuing Lender or Swingline Lender solely in its capacity as such, only the Revolving Lenders shall be required to pay such unpaid amounts, such payment to be made severally among them based on such Revolving Lendersâ€™ Revolving Percentage (determined as of Â 157Â Â the time that the applicable unreimbursed expense or indemnity payment is sought). The agreements in this Section shall survive the payment of the Loans and all other amounts payable hereunder. 9.8Agent in Its Individual Capacity. The Person serving as the Administrative Agent hereunder shall have the same rights and powers in its capacity as a Lender as any other Lender and may exercise the same as though it were not the Administrative Agent and the term â€œLenderâ€ or â€œLendersâ€ shall, unless otherwise expressly indicated or unless the context otherwise requires, include the Person serving as the Administrative Agent hereunder in its individual capacity. Such Person and its Affiliates may accept deposits from, lend money to, own securities of, act as the financial advisor or in any other advisory capacity for and generally engage in any kind of business with the Group Members or any Affiliate thereof as if such Person were not the Administrative Agent hereunder and without any duty to account therefor to the Lenders. 9.9Successor Administrative Agent. (a)The Administrative Agent may at any time give notice of its resignation to the Lenders and the Borrower. Upon receipt of any such notice of resignation, the Required Lenders shall have the right (so long as no Event of Default has occurred and is continuing, with the consent of the Borrower (not to be unreasonably withheld, conditioned or delayed) to appoint a successor. If no such successor shall have been so appointed by the Required Lenders and shall have accepted such appointment within thirty (30) days after the retiring Administrative Agent gives notice of its resignation (or such earlier day as shall be agreed by the Required Lenders) (the â€œResignation Effective Dateâ€), then the retiring Administrative Agent may (but shall not be obligated to), on behalf of the Lenders, appoint a successor Administrative Agent meeting the qualifications set forth above; provided that in no event shall any such successor Administrative Agent be a Defaulting Lender. Whether or not a successor has been appointed, such resignation shall become effective in accordance with such notice on the Resignation Effective Date. (b)If the Person serving as Administrative Agent is a Defaulting Lender pursuant to clause (d) of the definition thereof, the Required Lenders may, to the extent permitted by applicable law, by notice in writing to the Borrower and such Person remove such Person as Administrative Agent and appoint a successor (so long as no Event of Default has occurred and is continuing, in consultation with the Borrower). If no such successor shall have been so appointed by the Required Lenders and shall have accepted such appointment within thirty (30) days (or such earlier day as shall be agreed by the Required Lenders) (the â€œRemoval Effective Dateâ€), then such removal shall nonetheless become effective in accordance with such notice on the Removal Effective Date. (c)With effect from the Resignation Effective Date or the Removal Effective Date (as applicable) (i) the retiring or removed Administrative Agent shall be discharged from its duties and obligations hereunder and under the other Loan Documents (except that in the case of any collateral security held by the Administrative Agent on behalf of the Secured Parties under any of the Loan Documents, the retiring or removed Administrative Agent shall continue to hold such collateral security until such time as a successor Administrative Agent is appointed and such collateral security is assigned to such successor Administrative Agent) and (ii) except for any indemnity payments owed to the retiring or removed Administrative Agent, all payments, communications and determinations provided to be made by, to or through the Administrative Agent shall instead be made by or to each Lender directly, until such time, if any, as the Required Lenders appoint a successor Administrative Agent as provided for above in this Section. Upon the acceptance of a successorâ€™s appointment as Administrative Agent hereunder, such successor shall succeed to and become vested with all of the rights, powers, privileges and duties of the retiring or removed Administrative Agent (other than any rights to indemnity payments owed to the retiring or removed Administrative Agent), and the retiring or removed Administrative Agent Â 158Â Â shall be discharged from all of its duties and obligations hereunder or under the other Loan Documents (if not already discharged therefrom as provided above in this Section). The fees payable by the Borrower to a successor Administrative Agent shall be the same as those payable to its predecessor unless otherwise agreed between the Borrower and such successor. After the retiring or removed Administrative Agentâ€™s resignation or removal hereunder and under the other Loan Documents, the provisions of Section 9 and Section 10.5 shall continue in effect for the benefit of such retiring or removed Administrative Agent, its sub-agents and their respective Related Parties in respect of any actions taken or omitted to be taken by any of them while the retiring or removed Administrative Agent was acting as the Administrative Agent. 9.10Collateral and Guaranty Matters. (a)The Lenders irrevocably authorize the Administrative Agent, at its option and in its discretion, (i)to release any Lien on any Collateral or other property granted to or held by the Administrative Agent under any Loan Document (A) upon the Discharge of Obligations (other than contingent indemnification obligations) and the expiration or termination of all Letters of Credit (other than Letters of Credit as to which other arrangements satisfactory to the Administrative Agent and the applicable Issuing Lender shall have been made), (B) that is sold or otherwise disposed of or to be sold or otherwise disposed of as part of or in connection with any sale or other disposition permitted hereunder or under any other Loan Document, or (C) subject to Section 10.1, if approved, authorized or ratified in writing by the Required Lenders; (ii)to subordinate any Lien on any Collateral or other property granted to or held by the Administrative Agent under any Loan Document to the holder of any Lien on such property that is permitted by Sections 7.3(g) and (i); and (iii)to release any Guarantor from its obligations under the Guarantee and Collateral Agreement if such Person ceases to be a Subsidiary as a result of a transaction permitted under the Loan Documents. Upon request by the Administrative Agent at any time, the Required Lenders will confirm in writing the Administrative Agentâ€™s authority to release or subordinate its interest in particular types or items of property, or to release any Guarantor from its obligations under the guaranty pursuant to this Section 9.10. (b)The Administrative Agent shall not be responsible for or have a duty to ascertain or inquire into any representation or warranty regarding the existence, value or collectability of the Collateral, the existence, priority or perfection of the Administrative Agentâ€™s Lien thereon, or any certificate prepared by any Loan Party in connection therewith, nor shall the Administrative Agent be responsible or liable to the Lenders for any failure to monitor or maintain any portion of the Collateral. (c)Notwithstanding anything contained in any Loan Document, no Secured Party shall have any right individually to realize upon any of the Collateral or to enforce any guaranty of the Obligations (including any such guaranty provided by the Guarantors pursuant to the Guarantee and Collateral Agreement), it being understood and agreed that all powers, rights and remedies under the Loan Documents may be exercised solely by the Administrative Agent on behalf of the Secured Parties in accordance with the terms thereof; provided that, for the avoidance of doubt, in no event shall a Secured Party be restricted hereunder from filing a proof of claim on its own behalf during the pendency of a proceeding relative to any Loan Party under any Debtor Relief Law or any other judicial proceeding. Â 159Â Â In the event of a foreclosure by the Administrative Agent on any of the Collateral pursuant to a public or private sale or other disposition, the Administrative Agent or any Secured Party may be the purchaser or licensor of any or all of such Collateral at any such sale or other disposition, and the Administrative Agent, as agent for and representative of such Secured Party (but not any Lender or Lenders in its or their respective individual capacities unless the Required Lenders shall otherwise agree in writing) shall be entitled, for the purpose of bidding and making settlement or payment of the purchase price for all or any portion of the Collateral sold at any such public sale, to use and apply any of the Obligations as a credit on account of the purchase price for any Collateral payable by the Administrative Agent on behalf of the Secured Parties at such sale or other disposition. Each Secured Party, whether or not a party hereto, will be deemed, by its acceptance of the benefits of the Collateral and of the guarantees of the Obligations provided by the Loan Parties under the Guarantee and Collateral Agreement, to have agreed to the foregoing provisions. In furtherance of the foregoing, and not in limitation thereof, no Specified Swap Agreement and no Cash Management Agreement, the Obligations under which constitute Obligations, will create (or be deemed to create) in favor of any Secured Party that is a party thereto any rights in connection with the management or release of any Collateral or of the Obligations of any Loan Party under any Loan Document except as expressly provided herein or in the Guarantee and Collateral Agreement. By accepting the benefits of the Collateral and of the guarantees of the Obligations provided by the Loan Parties under the Guarantee and Collateral Agreement, any Secured Party that is a Cash Management Bank or a Qualified Counterparty shall be deemed to have appointed the Administrative Agent to serve as administrative agent and collateral agent under the Loan Documents and to have agreed to be bound by the Loan Documents as a Secured Party thereunder, subject to the limitations set forth in this paragraph. 9.11Administrative Agent May File Proofs of Claim. In case of the pendency of any proceeding under any Debtor Relief Law or any other judicial proceeding relative to any Loan Party, the Administrative Agent (irrespective of whether the principal of any Loan or Obligation in respect of any Letter of Credit shall then be due and payable as herein expressed or by declaration or otherwise and irrespective of whether the Administrative Agent shall have made any demand on the Borrower) shall be entitled and empowered (but not obligated), by intervention in such proceeding or otherwise: (a)to file and prove a claim for the whole amount of the principal and interest owing and unpaid in respect of the Loans, Obligations in respect of any Letter of Credit and all other Obligations that are owing and unpaid and to file such other documents as may be necessary or advisable to have the claims of the Lenders and the Administrative Agent (including any claim for the reasonable compensation, expenses, disbursements and advances of the Lenders and the Administrative Agent and their respective agents and counsel and all other amounts due the Lenders and the Administrative Agent under Sections 2.9 and 10.5) allowed in such judicial proceeding; and (b)to collect and receive any monies or other property payable or deliverable on any such claims and to distribute the same; and any custodian, receiver, assignee, trustee, liquidator, sequestrator or other similar official in any such judicial proceeding is hereby authorized by each Lender to make such payments to the Administrative Agent and, in the event that the Administrative Agent shall consent to the making of such payments directly to the Lenders, to pay to the Administrative Agent any amount due for the reasonable compensation, expenses, disbursements and advances of the Administrative Agent and its agents and counsel, and any other amounts due the Administrative Agent under Sections 2.9 and 10.5. Nothing contained herein shall be deemed to authorize the Administrative Agent to authorize or consent to or accept or adopt on behalf of any Lender any plan of reorganization, arrangement, Â 160Â Â adjustment or composition affecting the Obligations or the rights of any Lender to authorize the Administrative Agent to vote in respect of the claim of any Lender in any such proceeding. 9.12No Other Duties, etc. Anything herein to the contrary notwithstanding, the Lead Arranger listed on the cover page hereof shall not have any powers, duties or responsibilities under this Agreement or any of the other Loan Documents, except in its capacity, as applicable, as the Administrative Agent, a Lender, the Issuing Lender or the Swingline Lender hereunder. 9.13Cash Management Bank and Qualified Counterparty Reports. Each Cash Management Bank and each Qualified Counterparty agrees to furnish to the Administrative Agent, as frequently as the Administrative Agent may reasonably request, with a summary of all Obligations in respect of Cash Management Services and/or Specified Swap Agreements, as applicable, due or to become due to such Cash Management Bank or Qualified Counterparty, as applicable. In connection with any distributions to be made hereunder, the Administrative Agent shall be entitled to assume that no amounts are due to any Cash Management Bank or Qualified Counterparty (in its capacity as a Cash Management Bank or Qualified Counterparty and not in its capacity as a Lender) unless the Administrative Agent has received written notice thereof from such Cash Management Bank or Qualified Counterparty and if such notice is received, the Administrative Agent shall be entitled to assume that the only amounts due to such Cash Management Bank or Qualified Counterparty on account of Cash Management Services or Specified Swap Agreements are set forth in such notice. 9.14Erroneous Payments. (a)If the Administrative Agent notifies a Lender, Issuing Lender, Swingline Lender, or Secured Party, or any Person who has received funds on behalf of a Lender, Issuing Lender, Swingline Lender, or Secured Party (any such Lender, Issuing Lender, Swingline Lender, Secured Party or other recipient, a â€œPayment Recipientâ€) that the Administrative Agent has determined in its sole discretion (whether or not after receipt of any notice under immediately succeeding clause (b)) that any funds received by such Payment Recipient from the Administrative Agent or any of its Affiliates were erroneously transmitted to, or otherwise erroneously or mistakenly received by, such Payment Recipient (whether or not known to such Lender, Issuing Lender, Swingline Lender, Secured Party or other Payment Recipient on its behalf) (any such funds, whether received as a payment, prepayment or repayment of principal, interest, fees, distribution or otherwise, individually and collectively, an â€œErroneous Paymentâ€) and demands the return of such Erroneous Payment (or a portion thereof), such Erroneous Payment shall at all times remain the property of the Administrative Agent and shall be segregated by the Payment Recipient and held in trust for the benefit of the Administrative Agent, and such Lender, Issuing Lender, Swingline Lender, or Secured Party shall (or, with respect to any Payment Recipient who received such funds on its behalf, shall cause such Payment Recipient to) promptly, but in no event later than two

Business Days thereafter, return to the Administrative Agent the amount of any such Erroneous Payment (or portion thereof) as to which such a demand was made, in same day funds (in the currency so received), together with interest thereon in respect of each day from and including the date such Erroneous Payment (or portion thereof) was received by such Payment Recipient to the date such amount is repaid to the Administrative Agent in same day funds at the greater of the Federal Funds Effective Rate and a rate determined by the Administrative Agent in accordance with banking industry rules on interbank compensation from time to time in effect. A notice of the Administrative Agent to any Payment Recipient under this clause (a) shall be conclusive, absent manifest error. (b)Without limiting immediately preceding clause (a), each Lender, Issuing Lender, Swingline Lender or Secured Party, or any Person who has received funds on behalf of a Lender, Issuing Lender, Swingline Lender or Secured Party, hereby further agrees that if it receives a payment, prepayment or repayment (whether received as a payment, prepayment or repayment of principal, Â 161Â Â interest, fees, distribution or otherwise) from the Administrative Agent (or any of its Affiliates) (x) that is in a different amount than, or on a different date from, that specified in a notice of payment, prepayment or repayment sent by the Administrative Agent (or any of its Affiliates) with respect to such payment, prepayment or repayment, (y) that was not preceded or accompanied by a notice of payment, prepayment or repayment sent by the Administrative Agent (or any of its Affiliates), or (z) that such Lender, Issuing Lender, Swingline Lender, or Secured Party, or other such recipient, otherwise becomes aware was transmitted, or received, in error or by mistake (in whole or in part) in each case: (i) (A) in the case of immediately preceding clauses (x) or (y), an error shall be presumed to have been made (absent written confirmation from the Administrative Agent to the contrary) or (B) an error has been made (in the case of immediately preceding clause (z)), in each case, with respect to such payment, prepayment or repayment; and (ii)such Lender, Issuing Lender, Swingline Lender or Secured Party shall (and shall cause any other recipient that receives funds on its respective behalf to) promptly (and, in all events, within one Business Day of its knowledge of such error) notify the Administrative Agent of its receipt of such payment, prepayment or repayment, the details thereof (in reasonable detail) and that it is so notifying the Administrative Agent pursuant to this Section 9.14(b). (c)Each Lender, Issuing Lender, Swingline Lender or Secured Party hereby authorizes the Administrative Agent to set off, net and apply any and all amounts at any time owing to such Lender, Issuing Lender, Swingline Lender or Secured Party under any Loan Document, or otherwise payable or distributable by the Administrative Agent to such Lender, Issuing Lender, Swingline Lender or Secured Party from any source, against any amount due to the Administrative Agent under clause (a) hereof or under the indemnification provisions of this Agreement. (d)In the event that an Erroneous Payment (or portion thereof) is not recovered by the Administrative Agent for any reason, after demand therefor by the Administrative Agent in accordance with clause (a) hereof, from any Lender, Issuing Lender or Swingline Lender that has received such Erroneous Payment (or portion thereof) (and/or from any Payment Recipient who received such Erroneous Payment (or portion thereof) on its respective behalf) (such unrecovered amount, an â€œErroneous Payment Return Deficiencyâ€), upon the Administrative Agentâ€™s notice to such Lender, Issuing Lender or Swingline Lender at any time, (i) such Lender, Issuing Lender or Swingline Lender shall be deemed to have assigned its Loans (but not its Commitments) with respect to which such Erroneous Payment was made in an amount equal to the Erroneous Payment Return Deficiency (or such lesser amount as the Administrative Agent may specify) (such assignment of the Loans (but not Commitments), the â€œErroneous Payment Deficiency Assignmentâ€) at par plus any accrued and unpaid interest (with the assignment fee to be waived by the Administrative Agent in such instance), and is hereby (together with the Borrower) deemed to execute and deliver an Assignment and Assumption with respect to such Erroneous Payment Deficiency Assignment, and such Lender, Issuing Lender or Swingline Lender shall deliver any Notes evidencing such Loans to the Borrower or the Administrative Agent, (ii) the Administrative Agent as the assignee Lender shall be deemed to acquire the Erroneous Payment Deficiency Assignment, (iii) upon such deemed acquisition, the Administrative Agent as the assignee Lender shall become a Lender, Issuing Lender or Swingline Lender, as applicable, hereunder with respect to such Erroneous Payment Deficiency Assignment and the assigning Lender, assigning Issuing Lender or assigning Swingline Lender shall cease to be a Lender, Issuing Lender or Swingline Lender, as applicable, hereunder with respect to such Erroneous Payment Deficiency Assignment, excluding, for the avoidance of doubt, its obligations under the indemnification provisions of this Agreement and its applicable Commitments which shall survive as to such assigning Lender, assigning Issuing Lender or assigning Swingline Lender and (iv) the Administrative Agent may reflect in the Register its ownership interest in the Loans subject to the Erroneous Payment Deficiency Assignment. Â 162Â Â The Administrative Agent may, in its discretion, sell any Loans acquired pursuant to an Erroneous Payment Deficiency Assignment and upon receipt of the proceeds of such sale, the Erroneous Payment Return Deficiency owing by the applicable Lender, Issuing Lender or Swingline Lender shall be reduced by the net proceeds of the sale of such Loan (or portion thereof), and the Administrative Agent shall retain all other rights, remedies and claims against such Lender, Issuing Lender or Swingline Lender (and/or against any recipient that receives funds on its respective behalf). For the avoidance of doubt, no Erroneous Payment Deficiency Assignment will reduce the Commitments of any Lender, Issuing Lender or Swingline Lender and such Commitments shall remain available in accordance with the terms of this Agreement. In addition, each party hereto agrees that, except to the extent that the Administrative Agent has sold a Loan (or portion thereof) acquired pursuant to an Erroneous Payment Deficiency Assignment, and irrespective of whether the Administrative Agent may be equitably subrogated, the Administrative Agent shall be contractually subrogated to all the rights and interests of the applicable Lender, Issuing Lender, Swingline Lender or Secured Party under the Loan Documents with respect to each Erroneous Payment Return Deficiency (the â€œErroneous Payment Subrogation Rightsâ€). (e)The parties hereto agree that an Erroneous Payment shall not pay, prepay, repay, discharge or otherwise satisfy any Obligations owed by the Borrower or any other Loan Party, except, in each case, to the extent such Erroneous Payment is, and solely with respect to the amount of such Erroneous Payment that is, comprised of funds received by the Administrative Agent from the Borrower or any other Loan Party for the purpose of making such Erroneous Payment. (f)To the extent permitted by applicable law, no Payment Recipient shall assert any right or claim to an Erroneous Payment, and hereby waives, and is deemed to waive, any claim, counterclaim, defense or right of set-off or recoupment with respect to any demand, claim or counterclaim by the Administrative Agent for the return of any Erroneous Payment received, including without limitation any defense based on â€œdischarge for valueâ€ or any similar doctrine Each partyâ€™s obligations, agreements and waivers under this Section 9.14 shall survive the resignation or replacement of the Administrative Agent, any transfer of rights or obligations by, or the replacement of, a Lender, a Swingline Lender or Issuing Lender, the termination of the Commitments and/or the repayment, satisfaction or discharge of all Obligations (or any portion thereof) under any Loan Document. 9.15Certain ERISA Matters. (a)Each Lender (x) represents and warrants, as of the date such Person became a Lender party hereto, to, and (y) covenants, from the date such Person became a Lender party hereto to the date such Person ceases being a Lender party hereto, for the benefit of, the Administrative Agent, and the Lead Arranger and their respective Affiliates, and not, for the avoidance of doubt, to or for the benefit of the Borrower or any other Loan Party, that at least one of the following is and will be true: (i)such Lender is not using â€œplan assetsâ€ (within the meaning of the Plan Asset Regulations or otherwise for purposes of Title I of ERISA or Section 4975 of the Code) of one or more Benefit Plans in connection with the Loans, the Letters of Credit or the Commitments, (ii)the prohibited transaction exemption set forth in one or more PTEs, such as PTE 84-14 (a class exemption for certain transactions determined by independent qualified professional asset managers), PTE 95-60 (a class exemption for certain transactions involving insurance company general accounts), PTE 90-1 (a class exemption for certain transactions involving insurance company pooled separate accounts), PTE 91-38 (a class exemption for certain transactions involving bank collective investment funds) or PTE 96-23 (a class exemption for certain transactions determined by Â 163Â Â in-house asset managers), is applicable with respect to such Lenderâ€™s entrance into, participation in, administration of and performance of the Loans, the Letters of Credit, the Commitments and this Agreement, (iii)(A) such Lender is an investment fund managed by a â€œQualified Professional Asset Managerâ€ (within the meaning of Part VI of PTE 84-14), (B) such Qualified Professional Asset Manager made the investment decision on behalf of such Lender to enter into, participate in, administer and perform the Loans, the Letters of Credit, the Commitments and this Agreement, (C) the entrance into, participation in, administration of and performance of the Loans, the Letters of Credit, the Commitments and this Agreement satisfies the requirements of sub-sections (b) through (g) of Part I of PTE 84-14 and (D) to the best knowledge of such Lender, the requirements of subsection (a) of Part I of PTE 84-14 are satisfied with respect to such Lenderâ€™s entrance into, participation in, administration of and performance of the Loans, the Letters of Credit, the Commitments and this Agreement, or (iv)such other representation, warranty and covenant as may be agreed in writing between the Administrative Agent, in its sole discretion, and such Lender. In addition, unless either (1) sub-clause (i) in the immediately preceding clause (a) is true with respect to a Lender or (2) a Lender has provided another representation, warranty and covenant in accordance with sub-clause (iv) in the immediately preceding clause (a), such Lender further (x) represents and warrants, as of the date such Person became a Lender party hereto, and (y) covenants, from the date such Person became a Lender party hereto to the date such Person ceases being a Lender party hereto, for the benefit of, the Administrative Agent, and the Lead Arranger and their respective Affiliates, and not, for the avoidance of doubt, to or for the benefit of the Borrower or any other Loan Party, that none of the Administrative Agent, or the Lead Arranger or any of their respective Affiliates is a fiduciary with respect to the Collateral or the assets of such Lender (including in connection with the reservation or exercise of any rights by the Administrative Agent under this Agreement, any Loan Document or any documents related to hereto or thereto). (b)The Administrative Agent and the Lead Arranger hereby inform the Lenders that each such Person is not undertaking to provide investment advice or to give advice in a fiduciary capacity, in connection with the transactions contemplated hereby, and that such Person has a financial interest in the transactions contemplated hereby in that such Person or an Affiliate thereof (i) may receive interest or other payments with respect to the Loans, the Letters of Credit, the Commitments, this Agreement and any other Loan Documents, (ii) may recognize a gain if it extended the Loans, the Letters of Credit or the Commitments for an amount less than the amount being paid for an interest in the Loans, the Letters of Credit or the Commitments by such Lender or (iii) may receive fees or other payments in connection with the transactions contemplated hereby, the Loan Documents or otherwise, including structuring fees, commitment fees, arrangement fees, facility fees, upfront fees, underwriting fees, ticking fees, agency fees, administrative agent or collateral agent fees, utilization fees, minimum usage fees, letter of credit fees, fronting fees, deal-away or alternate transaction fees, amendment fees, processing fees, term out premiums, bankerâ€™s acceptance fees, breakage or other early termination fees or fees similar to the foregoing. 9.16Survival. This Section 9 shall survive the Discharge of Obligations. Â 164Â Â SECTION 10 MISCELLANEOUS 10.1Amendments and Waivers. (a)Neither this Agreement, any other Loan Document (other than any L/C Related Document), nor any terms hereof or thereof may be amended, supplemented or modified except in accordance with the provisions of this Section 10.1, Section 2.17 or Section 2.27. The Required Lenders and each Loan Party party to the relevant Loan Document may, or, with the written consent of the Required Lenders, the Administrative Agent and each Loan Party party to the relevant Loan Document may, from time to time, (i) enter into written amendments, supplements or modifications hereto and to the other Loan Documents for the purpose of adding any provisions to this Agreement or the other Loan Documents or changing in any manner the rights of the Lenders or of the Loan Parties hereunder or thereunder or (ii) waive, on such terms and conditions as the Required Lenders or the Administrative Agent, as the case may be, may specify in such instrument, any of the requirements of this Agreement or the other Loan Documents or any Default or Event of Default and its consequences; provided that no such waiver and no such amendment, supplement or modification shall (A) forgive the principal amount or extend the final scheduled date of maturity of any Loan, extend the scheduled date of any amortization payment in respect of any Term Loan, reduce the stated rate of any interest or fee or other amount payable hereunder (except that no amendment or modification of defined terms used in the financial covenants in this Agreement or waiver of any Default or Event of Default or the right to receive interest at the Default Rate) shall constitute a reduction in the rate of interest or fees for purposes of this clause (A)) or extend the scheduled date of any payment thereof, or increase the amount or extend the expiration date of any Lenderâ€™s Revolving Commitment or Term Commitment (including for the avoidance of doubt, the date set forth in Section 5.2), in each case, without the written consent of each Lender directly affected thereby; (B) eliminate or reduce the voting rights of any Lender under this Section 10.1 without the written consent of such Lender; (C) reduce any percentage specified in the definition of Required Lenders or any other provision of any Loan Document specifying the number or percentage of Lenders required to waive, amend or modify any Loan Document, consent to the assignment or transfer by the Borrower of any of its rights and obligations under this Agreement and the other Loan Documents, release all or substantially all of the Collateral or release all or substantially all of the value of the guarantees (taken as a whole) of the Guarantors from their obligations under the Guarantee and Collateral Agreement, in each case without the written consent of all Lenders; (D) amend, modify or waive the pro rata requirements of Section 2.18, Section 10.7(a), or any other provision of the Loan Documents requiring pro rata treatment of the Lenders without the written consent of each Lender; (E) contractually subordinate the Obligations (including any guarantee thereof), or the Liens on all or substantially all of the Collateral granted under the Loan Documents, to any other Indebtedness or Lien (including, without limitation, any other Indebtedness or Lien issued under the Credit Agreement or any other agreement), in each case without the written consent of all Lenders; (F) amend, modify or waive any of the requirements in Section 5.2 without the written consent of all Lenders; (G) amend, modify or waive any provision of Section 9 without the written consent of the Administrative Agent; (H) amend, modify or waive any provision of Section 2.6 or 2.7 without the written consent of the Swingline Lender; (I) amend, modify or waive any provision of Section 3 without the written consent of the Issuing Lender; or (J) amend or modify the application of prepayments set forth in Section 2.12(e) or the application of payments set forth in Section 8.3 without the written consent each Lender and the Issuing Lender. Any such waiver and any such amendment, supplement or modification shall apply equally to each of the Lenders and shall be binding upon the Loan Parties, the Lenders, the Administrative Agent, the Issuing Lender, each Cash Management Bank, each Qualified Counterparty, and all future holders of the Loans. In the case of any waiver, the Loan Parties, the Lenders and the Administrative Agent shall be restored to their former position and rights hereunder and under the other Loan Documents, and any Default or Event of Default waived shall be deemed to be cured during the period such waiver is effective; but no Â 165Â Â such waiver shall extend to any subsequent or other Default or Event of Default, or impair any right consequent thereon. Notwithstanding the foregoing, the Issuing Lender may amend any of the L/C Related Documents without the consent of the Administrative Agent or any other Lender, and the Issuing Lender, Administrative Agent and the Borrower may make customary technical amendments if any Letter of Credit shall be issued hereunder in a currency other than U.S. Dollars. Notwithstanding anything to the contrary herein, no Defaulting Lender shall have any right to approve or disapprove any amendment, waiver or consent hereunder (and any amendment, waiver or consent which by its terms requires the consent of all Lenders or each affected Lender may be effected with the consent of the applicable Lenders other than Defaulting Lenders), except that (x) the Revolving Commitment or Term Loan Commitment of any Defaulting Lender may not be increased or extended without the consent of such Lender and (y) any waiver, amendment or modification requiring the consent of all Lenders or each affected Lender that by its terms affects any Defaulting Lender disproportionately adversely relative to other affected Lenders shall require the consent of such Defaulting Lender. (b)Notwithstanding anything to the contrary contained in Section 10.1(a) above, in the event that the Borrower requests that this Agreement or any of the other Loan Documents be amended or otherwise modified in a manner which would require the consent of all of the Lenders and such amendment or other modification is agreed to by the Borrower, the Required Lenders and the Administrative Agent, then, with the consent of the Borrower, the Administrative Agent and the Required Lenders, this Agreement or such other Loan Document may be amended without the consent of the Lender or Lenders who are unwilling to agree to such amendment or other modification (each, a â€œMinority Lenderâ€), to provide for: (i)the termination of the Commitment of each such Minority Lender; (ii)the assumption of the Loans and Commitment of each such Minority Lender by one or more Replacement Lenders pursuant to the provisions of Section 2.23; and (iii)the payment of all interest, fees and other obligations payable or accrued in favor of each Minority Lender and such other modifications to this Agreement or to such Loan Documents as the Borrower, the Administrative Agent and the Required Lenders may determine to be appropriate in connection therewith. (c)[Reserved]. (d)Notwithstanding any other provision, no consent of any Lender (or other Secured Party other than the Administrative Agent) shall be required to effectuate any amendment to implement any Incremental Facility permitted by Section 2.27 or to effect an alternate interest rate in a manner consistent with Section 2.17. (e)Notwithstanding any provision herein to the contrary, any Cash Management Agreement and Specified Swap Agreement may be amended or otherwise modified by the parties thereto in accordance with the terms thereof without the consent of the Administrative Agent or any Lender. (f)Notwithstanding any provision herein or in any other Loan Document to the contrary, no Cash Management Bank and no Qualified Counterparty shall have any voting or approval rights hereunder (or be deemed a Lender) solely by virtue of its status as the provider or holder of Cash Management Services or Specified Swap Agreements or Obligations owing thereunder, nor shall the consent of any such Cash Management Bank or Qualified Counterparty, as applicable, be required for any matter, other than in their capacities as Lenders, to the extent applicable. (g)The Administrative Agent may, with the consent of the Borrower only, amend, modify or supplement this Agreement or any of the Loan Documents to cure any omission, mistake or Â 166Â Â defect. Â 167Â Â 10.2Notices. All notices, requests and demands to or upon the respective parties hereto to be effective shall be in writing (including by facsimile or electronic mail), and, unless otherwise expressly provided herein, shall be deemed to have been duly given or made when delivered, or three (3) Business Days after being deposited in the mail, postage prepaid, or, in the case of facsimile or electronic mail notice, when

received, addressed as follows in the case of the Borrower and the Administrative Agent, and as set forth in an administrative questionnaire delivered to the Administrative Agent in the case of the Lenders, or to such other address as may be hereafter notified by the respective parties hereto: Â Â Â 168Â Â Borrower: Accuray Incorporated 1310 Chesapeake Terrace Sunnyvale, CA 94089 Attention: Shig Hamamatsu Telephone No.: +1.408.789.4424 E-Mail: shamamatsu@accuray.com Â Â 169Â Â Â with a copy (which shall not constitute notice) to: Davis Polk & Wardwell LLP 450 Lexington Avenue New York, NY 10017 Attention: John Perry E-Mail: john.perry@davispolk.com Â Â Â 170Â Â Administrative Agent: Silicon ValleyFirst-Citizens Bank & Trust Company 275 Grove11 West 42nd Street Newton, MA 02466 New York, NY 10036 Attention: Peter BenhamJustin Roberts E-Mail: pbenhamjuroberts@svb.com Â Â 171Â Â With a copy (which shall not constitute notice) to: Morrison & Foerster LLP 200 Clarendon Street Boston, Massachusetts 02116 Attention: Charles W. Stavros, Esq. E-Mail: cstavros@mofo.com provided that any notice, request or demand to or upon the Administrative Agent or the Lenders shall not be effective until received. Â 172Â Â (h) Notices and other communications to the Lenders hereunder may be delivered or furnished by electronic communications (including email and Internet or intranet websites) pursuant to procedures approved by the Administrative Agent; provided that the foregoing shall not apply to notices to any Lender pursuant to Section 2 unless otherwise agreed by the Administrative Agent and the applicable Lender. The Administrative Agent or any Loan Party may, in its discretion, agree to accept notices and other communications to it hereunder by electronic communications pursuant to procedures approved by it; provided that approval of such procedures may be limited to particular notices or communications. Unless the Administrative Agent and the Borrower otherwise prescribe, (i) notices and other communications sent to an email address shall be deemed received upon the senderâ€™s receipt of an acknowledgment from the intended recipient (such as by the â€œreturn receipt requestedâ€ function, as available, return email or other written acknowledgment); and (ii) notices or communications posted to an Internet or intranet website shall be deemed received upon the deemed receipt by the intended recipient at its email address as described in the foregoing clause (i) of notification that such notice or communication is available and identifying the website address therefor; provided that, for both clauses (i) and (ii), if such notice or other communication is not sent during the normal business hours of the recipient, such notice or communication shall be deemed to have been sent at the opening of business on the next Business Day for the recipient. (a)Any party hereto may change its address or facsimile number for notices and other communications hereunder by notice to the other parties hereto. (b)(i) Each Loan Party agrees that the Administrative Agent may, but shall not be obligated to, make the Communications (as defined below) available to the Issuing Lender and the other Lenders by posting the Communications on the Platform. (ii) The Platform is provided â€œas isâ€ and â€œas available.â€ The Agent Parties (as defined below) do not warrant the adequacy of the Platform and expressly disclaim liability for errors or omissions in the Communications. No warranty of any kind, express, implied or statutory, including, without limitation, any warranty of merchantability, fitness for a particular purpose, non-infringement of third-party rights or freedom from viruses or other code defects, is made by any Agent Party in connection with the Communications or the Platform. In no event shall the Administrative Agent or any of its Related Parties (collectively, the â€œAgent Partiesâ€) have any liability to the Borrower or the other Loan Parties, any Lender or any other Person for damages of any kind, including direct or indirect, special, incidental or consequential damages, losses or expenses (whether in tort, contract or otherwise) arising out of the Borrowerâ€™s, any Loan Partyâ€™s or the Administrative Agentâ€™s transmission of communications through the Platform. â€œCommunicationsâ€ means, collectively, any notice, demand, communication, information, document or other material provided by or on behalf of any Loan Party pursuant to any Loan Document or the transactions contemplated therein which is distributed to the Administrative Agent, any Lender or the Issuing Lender by means of electronic communications pursuant to this Section, including through the Platform. 10.3No Waiver; Cumulative Remedies. No failure to exercise and no delay in exercising, on the part of the Administrative Agent or any Lender, any right, remedy, power or privilege hereunder or under the other Loan Documents shall operate as a waiver thereof; nor shall any single or partial exercise of any right, remedy, power or privilege hereunder preclude any other or further exercise thereof or the exercise of any other right, remedy, power or privilege. The rights, remedies, powers and privileges herein provided are cumulative and not exclusive of any rights, remedies, powers and privileges provided by law. 10.4Survival of Representations and Warranties. All representations and warranties made hereunder, in the other Loan Documents and in any document, certificate or statement delivered pursuant Â 173Â Â hereto or in connection herewith shall survive the execution and delivery of this Agreement and the making of the Loans and other extensions of credit hereunder. 10.5Expenses; Indemnity; Damage Waiver. (a)Costs and Expenses. The Borrower shall pay or reimburse (i) all reasonable, documented out-of-pocket expenses incurred by the Administrative Agent and its Affiliates (including the reasonable and documented out-of-pocket fees, charges and disbursements of one primary counsel for the Administrative Agent and one local counsel in each reasonably necessary jurisdiction retained by the Administrative Agent in consultation with the Borrower), in connection with the syndication of the Facilities, the preparation, negotiation, execution, delivery and administration of this Agreement and the other Loan Documents, or any amendments, modifications or waivers of the provisions hereof or thereof (whether or not the transactions contemplated hereby or thereby shall be consummated), (ii) all reasonable, documented out-of-pocket expenses incurred by the Issuing Lender in connection with the issuance, amendment, renewal or extension of any Letter of Credit or any demand for payment thereunder, and (iii) all reasonable and documented out-of-pocket expenses incurred by the Administrative Agent or any Lender (including the fees, charges and disbursements of one primary counsel for the Administrative Agent and the Lenders (which shall be counsel to the Administrative Agent), one local counsel in each reasonably necessary jurisdiction retained by the Administrative Agent) and, solely in the case of a conflict of interest, one additional counsel and, to the extent reasonably necessary, one local counsel in each reasonably necessary jurisdiction to each group of similarly situated Persons actually affected by such conflict taken as a whole)), in connection with the enforcement or protection of its rights (A) in connection with this Agreement and the other Loan Documents, including its rights under this Section, or (B) in connection with the Loans made or Letters of Credit issued or participated in hereunder, including all such reasonable and documented out-of-pocket expenses incurred during any workout, restructuring or negotiations in respect of such Loans or Letters of Credit. (b)Indemnification by the Borrower. The Borrower shall indemnify the Administrative Agent (and any sub-agent thereof), each Lender (including the Issuing Lender), and each Related Party of any of the foregoing Persons (each such Person being called an â€œIndemniteeâ€) against, and hold each Indemnitee harmless from, any and all losses, claims, damages, liabilities and related expenses (including the fees, charges and disbursements of any counsel for any Indemnitee), incurred by any Indemnitee or asserted against any Indemnitee by any Person (including the Borrower or any other Loan Party) other than such Indemnitee and its Related Parties arising out of, in connection with, or as a result of (i) the execution or delivery of this Agreement, any other Loan Document or any agreement or instrument contemplated hereby or thereby, the performance by the parties hereto of their respective obligations hereunder or thereunder or the consummation of the transactions contemplated hereby or thereby, (ii) any Loan or Letter of Credit or the use or proposed use of the proceeds therefrom (including any refusal by the Issuing Lender to honor a demand for payment under a Letter of Credit if the documents presented in connection with such demand do not strictly comply with the terms of such Letter of Credit), (iii) any actual or alleged presence or release of Materials of Environmental Concern on or from any property owned or operated by the Group Members, or any Environmental Liability related in any way to the Group Members, or (iv) any actual or prospective claim, litigation, investigation or proceeding relating to any of the foregoing, whether based on contract, tort or any other theory, whether brought by a third party or by the Borrower or any other Loan Party, and regardless of whether any Indemnitee is a party thereto; provided that such indemnity shall not, as to any Indemnitee, be available to the extent that such losses, claims, damages, liabilities or related expenses (x) are determined by a court of competent jurisdiction by final and nonappealable judgment to have resulted from the gross negligence or willful misconduct of such Indemnitee, (y) result from a claim brought by the Borrower or any other Loan Party against an Indemnitee for breach in bad faith of such Indemnitee's obligations Â 174Â Â hereunder or under any other Loan Document, if the Borrower or such Loan Party has obtained a final and nonappealable judgment in its favor on such claim as determined by a court of competent jurisdiction or (z) are determined by a court of competent jurisdiction by final and nonappealable judgment to have not resulted from an act or omission by any Group Member and have been brought by an Indemnified Party against any other Indemnified Party (other than disputes involving SVB, solely in its capacity as Administrative Agent). This Section 10.5(b) shall not apply with respect to Taxes other than any Taxes that represent losses, claims, damages, etc. arising from any non-Tax claim. Each Indemnitee shall promptly notify the Borrower in writing of any such claim, litigation, investigation or proceeding and shall grant the Borrower consultation rights over defense and settlement, and shall reasonably cooperate in response to the Borrowerâ€™s request for assistance. (c)Reimbursement by Lenders. To the extent that the Borrower for any reason fails indefeasibly to pay any amount required under paragraph (a) or (b) of this Section to be paid by it to the Administrative Agent (or any sub-agent thereof), the Issuing Lender, the Swingline Lender or any Related Party of any of the foregoing, each Lender severally agrees to pay to the Administrative Agent (or any such sub-agent), the Issuing Lender, the Swingline Lender or such Related Party, as the case may be, such Lenderâ€™s pro rata share (determined as of the time that the applicable unreimbursed expense or indemnity payment is sought based on each Lenderâ€™s share of the Total Credit Exposure at such time) of such unpaid amount (including any such unpaid amount in respect of a claim asserted by such Lender); provided that with respect to such unpaid amounts owed to the Issuing Lender or the Swingline Lender solely in its capacity as such, only the Revolving Lenders shall be required to pay such unpaid amounts, such payment to be made severally among them based on such Revolving Lendersâ€™ Revolving Percentage (determined as of the time that the applicable unreimbursed expense or indemnity payment is sought); provided further, that the unreimbursed expense or indemnified loss, claim, damage, liability or related expense, as the case may be, was incurred by or asserted against the Administrative Agent (or any such sub-agent), the Issuing Lender or the Swingline Lender in its capacity as such, or against any Related Party of any of the foregoing acting for the Administrative Agent (or any such sub-agent), the Issuing Lender or the Swingline Lender in connection with such capacity. The obligations of the Lenders under this paragraph (c) are subject to the provisions of Sections 2.1, 2.4 and 2.20(e). (d)Waiver of Consequential Damages, Etc. To the fullest extent permitted by applicable law, the Borrower and each other Loan Party shall not assert, and hereby waives, any claim against any Indemnitee, on any theory of liability, for special, indirect, consequential or punitive damages (as opposed to direct or actual damages) arising out of, in connection with, or as a result of, this Agreement, any other Loan Document or any agreement or instrument contemplated hereby, the transactions contemplated hereby or thereby, any Loan or Letter of Credit, or the use of the proceeds thereof. No Indemnitee referred to in paragraph (b) above shall be liable for any damages arising from the use by unintended recipients of any information or other materials distributed by it through telecommunications, electronic or other information transmission systems in connection with this Agreement or the other Loan Documents or the transactions contemplated hereby or thereby. (e)Payments. All amounts due under this Section shall be payable promptly after demand therefor. (f)Survival. Each partyâ€™s obligations under this Section shall survive the Discharge of Obligations. 10.6Successors and Assigns; Participations and Assignments. (a)Successors and Assigns Generally. The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns Â 175Â Â permitted hereby (which, for purposes of this Section 10.6, shall include any Cash Management Bank and any Qualified Counterparty, except that neither the Borrower nor any other Loan Party may assign or otherwise transfer any of its rights or obligations hereunder without the prior written consent of the Administrative Agent and each Lender, and no Lender may assign or otherwise transfer any of its rights or obligations hereunder except (i) to an assignee in accordance with the provisions of paragraph (b) of this Section, (ii) by way of participation in accordance with the provisions of Section 10.6(d), or (iii) by way of pledge or assignment of a security interest subject to the restrictions of Section 10.6(e) (and any other attempted assignment or transfer by any party hereto shall be null and void). Nothing in this Agreement, expressed or implied, shall be construed to confer upon any Person (other than the parties hereto, their respective successors and assigns permitted hereby, Participants to the extent provided in paragraph (d) of this Section and, to the extent expressly contemplated hereby, the Related Parties of each of the Administrative Agent and the Lenders) any legal or equitable right, remedy or claim under or by reason of this Agreement. (b)Assignments by Lenders. Any Lender may at any time assign to one or more assignees all or a portion of its rights and obligations under this Agreement (including all or a portion of its Commitment and the Loans at the time owing to it); provided that (in each case with respect to any Facility) any such assignment shall be subject to the following conditions: (i)Minimum Amounts. (A)in the case of an assignment of the entire remaining amount of the assigning Lenderâ€™s Commitment and/or the Loans at the time owing to it (in each case with respect to any Facility) or contemporaneous assignments to related Approved Funds (determined after giving effect to such assignments) that equal at least the amount specified in paragraph (b)(i)(B) of this Section in the aggregate or in the case of an assignment to a Lender, an Affiliate of a Lender or an Approved Fund, no minimum amount need be assigned; and (B)in any case not described in paragraph (b)(i)(A) of this Section, the aggregate amount of the Commitment (which for this purpose includes Loans outstanding thereunder) or, if the applicable Commitment is not then in effect, the principal outstanding balance of the Loans of the assigning Lender subject to each such assignment (determined as of the date the Assignment and Assumption with respect to such assignment is delivered to the Administrative Agent or, if â€œTrade Dateâ€ is specified in the Assignment and Assumption, as of the Trade Date) shall not be less than $5,000,000, in the case of any assignment in respect of the Revolving Facility, or the Term Loan Facility, unless each of the Administrative Agent and, so long as no Default or Event of Default has occurred and is continuing, the Borrower otherwise consents (each such consent not to be unreasonably withheld, conditioned, or delayed). (ii)Proportionate Amounts. Each partial assignment shall be made as an assignment of a proportionate part of all the assigning Lenderâ€™s rights and obligations under this Agreement with respect to the Loan or the Commitment assigned, except that this clause (ii) shall not prohibit any Lender from assigning all or a portion of its rights and obligations among separate Facilities on a non-pro rata basis. (iii)Required Consents. No consent shall be required for any assignment except to the extent required by paragraph (b)(i)(B) of this Section 10.6 and, in addition: (A)the consent of the Borrower (such consent not to be unreasonably withheld or delayed) shall be required unless (1) a Default or an Event of Default has occurred and is continuing at the time of such assignment, or (2) such assignment is to a Lender, an Â 176Â Â Affiliate of a Lender or an Approved Fund; provided that the Borrower shall be deemed to have consented to any such assignment unless it shall object thereto by written notice to the Administrative Agent within five (5) Business Days after having received notice thereof; (B)the consent of the Administrative Agent (such consent not to be unreasonably withheld or delayed) shall be required for assignments in respect of (i) the Revolving Facility or any unfunded Commitments with respect to the Term Loan Facility if such assignment is to a Person that is not a Lender with a Commitment in respect of such Facility, an Affiliate of such Lender or an Approved Fund with respect to such Lender, or (ii) any Term Loans to a Person who is not a Lender, an Affiliate of a Lender or an Approved Fund; and (C)the consent of the Issuing Lender and the Swingline Lender (such consent not to be unreasonably withheld or delayed) shall be required for any assignment in respect of the Revolving Facility. (iv)Assignment and Assumption. The parties to each assignment shall execute and deliver to the Administrative Agent an Assignment and Assumption, together with a processing and recordation fee of $3,500; provided that the Administrative Agent may, in its sole discretion, elect to waive such processing and recordation fee in the case of any assignment. The assignee, if it is not a Lender, shall deliver to the Administrative Agent any such administrative questionnaire as the Administrative Agent may request. (v)No Assignment to Certain Persons. No such assignment shall be made to (A) the Borrower or any of its Affiliates or Subsidiaries or (B) to any Defaulting Lender or any of its Subsidiaries, or any Person who, upon becoming a Lender hereunder, would constitute any of the foregoing Persons described in this clause (B), or (C) any Disqualified Lender so long as no Specified Event of Default has occurred and is continuing. (vi)No Assignment to Natural Persons. No such assignment shall be made to a natural Person (or a holding company, investment vehicle or trust established for, or owned and operated for the primary benefit of, a natural Person). (vii)Certain Additional Payments. In connection with any assignment of rights and obligations of any Defaulting Lender hereunder, no such assignment shall be effective unless and until, in addition to the other conditions thereto set forth herein, the parties to the assignment shall make such additional payments to the Administrative Agent in an aggregate amount sufficient, upon distribution thereof as appropriate (which may be outright payment, purchases by the assignee of participations or subparticipations, or other compensating actions, including funding, with the consent of the Borrower and the Administrative Agent, the applicable pro rata share of Loans previously requested but not funded by the Defaulting Lender, to each of which the applicable assignee and assignor hereby irrevocably consent), to (x) pay and satisfy in full all payment liabilities then owed by such Defaulting Lender to the Administrative Agent, the Issuing Lender, the Swingline Lender and each other Lender hereunder (and interest accrued thereon), and (y) acquire (and fund as appropriate) its full pro rata share of all Loans and participations in Letters of Credit and Swingline Loans in accordance with its Revolving Percentage. Notwithstanding the foregoing, in the event that any assignment of rights and obligations of any Defaulting Lender hereunder shall become effective under applicable law without compliance with the provisions of this paragraph, then the assignee of such interest shall be deemed to be a Defaulting Lender for all purposes of this Agreement until such compliance occurs. Subject to acceptance and recording thereof by the Administrative Agent pursuant to paragraph (c) of this Section, from and after the effective date specified in each Assignment and Assumption, the assignee Â 177Â Â thereunder shall be a party to this Agreement and, to the extent of the interest assigned by such Assignment and Assumption, have the rights and obligations of a Lender under this Agreement, and the assigning Lender thereunder shall, to the extent of the interest assigned by such

Assignment and Assumption, be released from its obligations under this Agreement (and, in the case of an Assignment and Assumption covering all of the assigning Lenderâ€™s rights and obligations under this Agreement, such Lender shall cease to be a party hereto) but shall continue to be entitled to the benefits of Sections 2.19, 2.20, 2.21 and 10.5 with respect to facts and circumstances occurring prior to the effective date of such assignment; provided, that except to the extent otherwise expressly agreed by the affected parties, no assignment by a Defaulting Lender will constitute a waiver or release of any claim of any party hereunder arising from that Lenderâ€™s having been a Defaulting Lender. Any assignment or transfer by a Lender of rights or obligations under this Agreement that does not comply with this paragraph shall be treated for purposes of this Agreement as a sale by such Lender of a participation in such rights and obligations in accordance with paragraph (d) of this Section. (c)Register. The Administrative Agent, acting solely for this purpose as a non-fiduciary agent of the Borrower, shall maintain at one of its offices in California a copy of each Assignment and Assumption delivered to it and a register for the recordation of the names and addresses of the Lenders, and the Commitments of, and principal amounts (and stated interest) of the Loans owing to, each Lender pursuant to the terms hereof from time to time (the â€œRegisterâ€). The entries in the Register shall be conclusive absent manifest error, and the Borrower, the Administrative Agent and the Lenders shall treat each Person whose name is recorded in the Register pursuant to the terms hereof as a Lender hereunder for all purposes of this Agreement. The Register shall be available for inspection by the Borrower and any Lender, at any reasonable time and from time to time upon reasonable prior notice. (d)Participations. Any Lender may at any time, without the consent of, or notice to, the Borrower or the Administrative Agent, sell participations to any Person (other than a Disqualified Lender (but only so long as no Specified Event of Default has occurred and is continuing at the time of such participation), a natural Person, a holding company, investment vehicle or trust established for, or owned and operated for the primary benefit of, a natural Person, or the Borrower or any of the Borrowerâ€™s Affiliates or Subsidiaries) (each, a â€œParticipantâ€) in all or a portion of such Lenderâ€™s rights and/or obligations under this Agreement (including all or a portion of its Commitment and/or the Loans owing to it); provided that (i) such Lenderâ€™s obligations under this Agreement shall remain unchanged, (ii) such Lender shall remain solely responsible to the other parties hereto for the performance of such obligations, and (iii) the Borrower, the Administrative Agent, the Issuing Lender and the other Lenders shall continue to deal solely and directly with such Lender in connection with such Lenderâ€™s rights and obligations under this Agreement. For the avoidance of doubt, each Lender shall be responsible for the indemnities under Sections 2.20(e) and 9.7 with respect to any payments made by such Lender to its Participant(s). Any agreement or instrument pursuant to which a Lender sells such a participation shall provide that such Lender shall retain the sole right to enforce this Agreement and to approve any amendment, modification or waiver of any provision of this Agreement; provided that such agreement or instrument may provide that such Lender will not, without the consent of the Participant, agree to any amendment, modification or waiver which affects such Participant and for which the consent of such Lender is required (as described in Section 10.1). The Borrower agrees that each Participant shall be entitled to the benefits of Sections 2.19, 2.20 and 2.21 (subject to the requirements and limitations therein, including the requirements under Section 2.20(f) (it being understood that the documentation required under Section 2.20(f) shall be delivered by such Participant to the Lender granting such participation)) to the same extent as if it were a Lender and had acquired its interest by assignment pursuant to Section 10.6(b); provided that such Participant (A) agrees to be subject to the provisions of Sections 2.23 as if it were an assignee under Section 10.6(b); and (B) shall not be entitled to receive any greater payment Â 178Â Â under Sections 2.19 or 2.20, with respect to any participation, than its participating Lender would have been entitled to receive, except to the extent such entitlement to receive a greater payment results from a change in any Requirement of Law that occurs after the Participant acquired the applicable participation. Each Lender that sells a participation agrees, at the Borrower's request and expense, to use reasonable efforts to cooperate with the Borrower to effectuate the provisions of Section 2.23 with respect to any Participant. To the extent permitted by law, each Participant also shall be entitled to the benefits of Section 10.7 as though it were a Lender; provided that such Participant agrees to be subject to Section 2.18(k) as though it were a Lender. Each Lender that sells a participation shall, acting solely for this purpose as a non-fiduciary agent of the Borrower, maintain a register on which it enters the name and address of each Participant and the principal amounts (and stated interest) of each Participantâ€™s interest in the Loans or other obligations under the Loan Documents (the â€œParticipant Registerâ€); provided that no Lender shall have any obligation to disclose all or any portion of the Participant Register (including the identity of any Participant or any information relating to a Participantâ€™s interest in any commitments, loans, letters of credit or its other obligations under any Loan Document) to any Person except to the extent that such disclosure is necessary to establish that such commitment, loan, letter of credit or other obligation is in registered form under Section 5f.103-1(c) of the United States Treasury Regulations. The entries in the Participant Register shall be conclusive absent manifest error, and such Lender shall treat each Person whose name is recorded in the Participant Register as the owner of such participation for all purposes of this Agreement notwithstanding any notice to the contrary. For the avoidance of doubt, the Administrative Agent (in its capacity as Administrative Agent) shall have no responsibility for maintaining a Participant Register. (e)Certain Pledges. Any Lender may at any time pledge or assign a security interest in all or any portion of its rights under this Agreement to secure obligations of such Lender, including any pledge or assignment to secure obligations to a Federal Reserve Bank; provided that no such pledge or assignment shall release such Lender from any of its obligations hereunder or substitute any such pledgee or assignee for such Lender as a party hereto. (f)Notes. The Borrower, upon receipt by the Borrower of written notice from the relevant Lender, agrees to issue Notes to any Lender requiring Notes to facilitate transactions of the type described in Section 10.6. (g)Representations and Warranties of Lenders. Each Lender, upon execution and delivery hereof or upon succeeding to an interest in the Commitments or Loans, as the case may be, represents and warrants as of the Effective Date or as of the effective date of the applicable Assignment and Assumption that (i) it is an Eligible Assignee; (ii) it has experience and expertise in the making of or investing in commitments, loans or investments such as the Commitments and Loans; and (iii) it will make or invest in its Commitments and Loans for its own account in the ordinary course of its business and without a view to distribution of such Commitments and Loans within the meaning of the Securities Act or the Exchange Act, or other federal securities laws (it being understood that, subject to the provisions of this Section 10.6, the disposition of such Commitments and Loans or any interests therein shall at all times remain within its exclusive control). 10.7Adjustments; Set-off. (a)Except to the extent that this Agreement expressly provides for payments to be allocated to a particular Lender or to the Lenders under a particular Facility, if any Lender (a â€œBenefitted Lenderâ€) shall receive any payment of all or part of the Obligations owing to it, or receive any collateral in respect thereof (whether voluntarily or involuntarily, by set-off, pursuant to events or proceedings of the nature referred to in Section 8.1(f), or otherwise), in a greater proportion than any such payment to or collateral received by any other Lender, if any, in respect of the Obligations owing to such other Lender, Â 179Â Â such Benefitted Lender shall purchase for cash from the other Lenders a participating interest in such portion of the Obligations owing to each such other Lender, or shall provide such other Lenders with the benefits of any such collateral, as shall be necessary to cause such Benefitted Lender to share the excess payment or benefits of such collateral ratably with each of the Lenders; provided that if all or any portion of such excess payment or benefits is thereafter recovered from such Benefitted Lender, such purchase shall be rescinded, and the purchase price and benefits returned, to the extent of such recovery, but without interest. (b)Upon (i) the occurrence and during the continuance of any Event of Default and (ii) obtaining the prior written consent of the Administrative Agent, each Lender and each of its Affiliates is hereby authorized at any time and from time to time, without prior notice to any Loan Party, any such notice being expressly waived by each Loan Party, to the fullest extent permitted by applicable law, to set off and apply any and all deposits (general or special, time or demand, provisional or final), in any currency, at any time held or owing, and any other credits, indebtedness, claims or obligations, in any currency, in each case whether direct or indirect, absolute or contingent, matured or unmatured, at any time held or owing by such Lender, its Affiliates or any branch or agency thereof to or for the credit or the account of any Loan Party, as the case may be, against any and all of the obligations of such Loan Party now or hereafter existing under this Agreement or any other Loan Document to such Lender or its Affiliates, irrespective of whether or not such Lender or Affiliate shall have made any demand under this Agreement or any other Loan Document and although such obligations such Loan Party may be contingent or unmatured or are owed to a branch, office or Affiliate of such Lender different from the branch, office or Affiliate holding such deposit or obligated on such indebtedness; provided, that in the event that any Defaulting Lender or any of its Affiliates shall exercise any such right of setoff, (x) all amounts so set off shall be paid over immediately to the Administrative Agent for further application in accordance with the provisions of Section 2.23 and, pending such payment, shall be segregated by such Defaulting Lender or Affiliate thereof from its other funds and deemed held in trust for the benefit of the Administrative Agent and the Lenders, and (y) the Defaulting Lender shall provide promptly to the Administrative Agent a statement describing in reasonable detail the Obligations owing to such Defaulting Lender or Affiliate thereof as to which it exercised such right of setoff. Each Lender agrees to notify the Borrower and the Administrative Agent promptly after any such setoff and application made by such Lender or any of its Affiliates; provided that the failure to give such notice shall not affect the validity of such setoff and application. The rights of each Lender and its Affiliates under this Section 10.7 are in addition to other rights and remedies (including other rights of set-off) which such Lender or its Affiliates may have. 10.8Payments Set Aside. To the extent that any payment by or on behalf of the Borrower is made to the Administrative Agent or any Lender, or the Administrative Agent or any Lender exercises its right of setoff, and such payment or the proceeds of such setoff or any part thereof is subsequently invalidated, declared to be fraudulent or preferential, set aside or required (including pursuant to any settlement entered into by the Administrative Agent or such Lender in its discretion) to be repaid to a trustee, receiver or any other party, in connection with any Insolvency Proceeding or otherwise, then (a) to the extent of such recovery, the obligation or part thereof originally intended to be satisfied shall be revived and continued in full force and effect as if such payment had not been made or such setoff had not occurred, and (b) each Lender severally agrees to pay to the Administrative Agent upon demand its applicable share (without duplication) of any amount so recovered from or repaid by the Administrative Agent, plus interest thereon from the date of such demand to the date such payment is made at a rate per annum equal to the Federal Funds Effective Rate from time to time in effect. The obligations of the Lenders under clause (b) of the preceding sentence shall survive the Discharge of Obligations. 10.9Interest Rate Limitation. Notwithstanding anything to the contrary contained in any Loan Document, the interest paid or agreed to be paid under the Loan Documents shall not exceed the Â 180Â Â maximum rate of non-usurious interest permitted by applicable law (the â€œMaximum Rateâ€). If the Administrative Agent or any Lender shall receive interest in an amount that exceeds the Maximum Rate, the excess interest shall be applied to the principal of the Loans or, if it exceeds such unpaid principal, refunded to the Borrower. In determining whether the interest contracted for, charged, or received by the Administrative Agent or a Lender exceeds the Maximum Rate, such Person may, to the extent permitted by applicable law, (a) characterize any payment that is not principal as an expense, fee, or premium rather than interest, (b) exclude voluntary prepayments and the effects thereof, and (c) amortize, prorate, allocate, and spread in equal or unequal parts the total amount of interest throughout the contemplated term of the Obligations hereunder. 10.10Counterparts; Electronic Execution of Assignments. (a)This Agreement may be executed by one or more of the parties to this Agreement on any number of separate counterparts, and all of said counterparts taken together shall be deemed to constitute one and the same instrument. Delivery of an executed signature page of this Agreement by facsimile or other electronic mail transmission shall be effective as delivery of an original executed counterpart hereof. A set of the copies of this Agreement signed by all the parties shall be lodged with the Administrative Agent. (b)The words â€œexecution,â€ â€œsigned,â€ â€œsignature,â€ and words of like import in any Assignment and Assumption shall be deemed to include electronic signatures or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature or the use of a paper-based recordkeeping system, as the case may be, to the extent and as provided for in any applicable law, including the Federal Electronic Signatures in Global and National Commerce Act, the New York State Electronic Signatures and Records Act, or any other similar state laws based on the Uniform Electronic Transactions Act. 10.11Severability. Any provision of this Agreement that is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction. Without limiting the foregoing provisions of this Section 10.11, if and to the extent that the enforceability of any provisions in this Agreement relating to Defaulting Lenders shall be limited under or in connection with any Insolvency Proceeding, as determined in good faith by the Administrative Agent or the Issuing Lender, as applicable, then such provisions shall be deemed to be in effect only to the extent not so limited. 10.12Integration. This Agreement and the other Loan Documents represent the entire agreement of the Borrower, the other Loan Parties, the Administrative Agent and the Lenders with respect to the subject matter hereof and thereof, and there are no promises, undertakings, representations or warranties by the Administrative Agent or any Lender relative to the subject matter hereof not expressly set forth or referred to herein or in the other Loan Documents. 10.13GOVERNING LAW. THIS AGREEMENT, THE OTHER LOAN DOCUMENTS, AND ANY CLAIM, CONTROVERSY, DISPUTE, CAUSE OF ACTION, OR PROCEEDING (WHETHER BASED IN CONTRACT, TORT, OR OTHERWISE) BASED UPON, ARISING OUT OF, CONNECTED WITH, OR RELATING TO THIS AGREEMENT OR ANY OTHER LOAN DOCUMENT (EXCEPT, AS TO ANY OTHER LOAN DOCUMENT, AS EXPRESSLY SET FORTH THEREIN) AND THE TRANSACTIONS CONTEMPLATED HEREBY AND THEREBY, AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HERETO AND THERETO, SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN Â 181Â Â ACCORDANCE WITH, THE INTERNAL LAWS (AND NOT THE CONFLICT OF LAW RULES) OF THE STATE OF NEW YORK. This Section 10.13 shall survive the Discharge of Obligations. 10.14Submission to Jurisdiction; Waivers. Each party hereto hereby irrevocably and unconditionally: (a)agrees that all disputes, controversies, claims, actions and other proceedings involving, directly or indirectly, any matter in any way arising out of, related to, or connected with, this Agreement, any other Loan Document, any contemplated transactions related hereto or thereto, or the relationship between any Loan Party, on the one hand, and the Administrative Agent or any Lender or any other Secured Party, on the other hand, and any and all other claims of any Group Member against the Administrative Agent or any Lender or any other Secured Party of any kind, shall be brought only in a state court located in the Borough of Manhattan or the Southern District of New York, or in a federal court sitting in the Borough of Manhattan or the Southern District of New York; provided that nothing in this Agreement shall be deemed to operate to preclude the Administrative Agent or any Lender or any other Secured Party from bringing suit or taking other legal action in any other jurisdiction to realize on the Collateral or any other security for the Obligations, or to enforce a judgment or other court order in favor of Administrative Agent or such Lender or any other Secured Party. The Borrower, on behalf of itself and each other Loan Party, (i) expressly submits and consents in advance to such jurisdiction in any action or suit commenced in any such court and to the selection of any referee referred to below, (ii) hereby waives any objection that it may have based upon lack of personal jurisdiction, improper venue, or forum non conveniens and hereby consents to the granting of such legal or equitable relief as is deemed appropriate by such court, and (iii) agrees that it shall not file any motion or other application seeking to change the venue of any such suit or other action. The Borrower, on behalf of itself and each other Loan Party, hereby waives personal service of any summons, complaints, and other process issued in any such action or suit and agrees that service of any such summons, complaints, and other process may be made by registered or certified mail addressed to the Borrower at the address set forth in Section 10.2 of this Agreement and that service so made shall be deemed completed upon the earlier to occur of the Borrowerâ€™s actual receipt thereof or three (3) days after deposit in the U.S. mails, proper postage prepaid; (b)WAIVES, TO THE EXTENT PERMITTED BY APPLICABLE LAW, ITS RIGHT TO A JURY TRIAL OF ANY CLAIM, CAUSE OF ACTION, OR PROCEEDING (WHETHER BASED IN CONTRACT, TORT, OR OTHERWISE) BASED UPON, ARISING OUT OF, CONNECTED WITH, OR RELATING TO THIS AGREEMENT, ANY OTHER LOAN DOCUMENT, OR ANY TRANSACTION CONTEMPLATED HEREBY AND THEREBY, AMONG ANY OF THE PARTIES HERETO AND THERETO. THIS WAIVER IS A MATERIAL INDUCEMENT FOR THE PARTIES HERETO TO ENTER INTO THIS AGREEMENT AND THE OTHER LOAN DOCUMENTS. BORROWER HAS REVIEWED THIS WAIVER WITH ITS COUNSEL; and (c)waives, to the maximum extent not prohibited by law, any right it may have to claim or recover in any legal action or proceeding referred to in this Section any special, exemplary, punitive or consequential damages; provided that nothing contained herein shall limit the right of any Indemnitee to be indemnified as provided in this Agreement and the other Loan Documents. This Section 10.14 shall survive the Discharge of Obligations. 10.15Acknowledgements. Borrower hereby acknowledges that: (a)it has been advised by counsel in the negotiation, execution and delivery of this Agreement and the other Loan Documents; Â 182Â Â (b)in connection with all aspects of each transaction contemplated hereby (including in connection with any amendment, waiver or other modification hereof or of any other Loan Document), Borrower, on behalf of each Group Member, acknowledges and agrees that: (i) (A) the arranging and other services regarding this Agreement provided by the Administrative Agent and any Affiliate thereof, and the Lenders and any Affiliate thereof are armâ€™s-length commercial transactions between the Borrower, each other Loan Party and their respective Affiliates, on the one hand, and the Administrative Agent, the Lenders and their respective applicable Affiliates (collectively, solely for purposes of this Section, the â€œLendersâ€), on the other hand, (B) each of the Borrower and the other Loan Parties has consulted its own legal, accounting, regulatory and tax advisors to the extent it has deemed appropriate, and (C) the Borrower and each other Loan Party is capable of evaluating, and understands and accepts, the terms, risks and conditions of the transactions contemplated hereby and by the other Loan

Documents; (ii) (A) the Administrative Agent, its Affiliates, each Lender and their Affiliates is and has been acting solely as a principal and, except as expressly agreed in writing by the relevant parties, has not been, is not, and will not be acting as an advisor, agent or fiduciary for Borrower, any other Loan Party or any of their respective Affiliates, or any other Person and (B) neither the Administrative Agent, its Affiliates, any Lender nor any of their Affiliates has any obligation to the Borrower, any other Loan Party or any of their respective Affiliates with respect to the transactions contemplated hereby except those obligations expressly set forth herein and in the other Loan Documents; and (iii) the Administrative Agent, its Affiliates, the Lenders and their Affiliates may be engaged in a broad range of transactions that involve interests that differ from those of the Borrower, the other Loan Parties and their respective Affiliates, and neither the Administrative Agent, its Affiliates, any Lender nor any of their Affiliates has any obligation to disclose any of such interests to the Borrower, any other Loan Party or any of their respective Affiliates. To the fullest extent permitted by law, each of the Borrower and each other Loan Party hereby waives and releases any claims that it may have against the Administrative Agent, its Affiliates, each Lender and any of their Affiliates with respect to any breach or alleged breach of agency or fiduciary duty in connection with any aspect of any transactions contemplated hereby; and (c)no joint venture is created hereby or by the other Loan Documents or otherwise exists by virtue of the transactions contemplated hereby among the Lenders or among the Group Members and the Lenders. 10.16Releases of Guarantees and Liens. (a)Notwithstanding anything to the contrary contained herein or in any other Loan Document, the Administrative Agent is hereby irrevocably authorized by each Lender (without requirement of notice to or consent of any Lender except as expressly required by Section 10.1) to take any action requested by the Borrower having the effect of releasing any Collateral or guarantee obligations (1) to the extent necessary to permit consummation of any transaction not prohibited by any Loan Document or that has been consented to in accordance with Section 10.1 or (2) under the circumstances described in Section 10.16(b) below. (b)Upon the Discharge of Obligations, the Collateral (other than any cash collateral securing any Specified Swap Agreements, any Cash Management Services or outstanding Letters of Credit) shall be released from the Liens created by the Security Documents and Cash Management Agreements (other than any Cash Management Agreements used to Cash Collateralize any Obligations arising in connection with Cash Management Agreements), and all obligations (other than those expressly stated to survive such termination) of the Administrative Agent and each Loan Party under the Security Documents and Cash Management Agreements (other than any Cash Management Agreements Â 183Â Â used to Cash Collateralize any Obligations arising in connection with Cash Management Agreements) shall terminate, all without delivery of any instrument or performance of any act by any Person. 10.17Treatment of Certain Information; Confidentiality. Each of the Administrative Agent and each Lender agrees to maintain the confidentiality of the Information (as defined below), except that Information may be disclosed (a) to its Affiliates and to its Related Parties (it being understood that the Persons to whom such disclosure is made will be informed of the confidential nature of such Information and instructed to keep such Information confidential); (b) to the extent required or requested by any regulatory authority purporting to have jurisdiction over such Person or its Related Parties (including any self-regulatory authority, such as the National Association of Insurance Commissioners); (c) to the extent required by applicable laws or regulations or by any subpoena or similar legal process; (d) to any other party hereto; (e) in connection with the exercise of any remedies hereunder or under any other Loan Document or any action or proceeding relating to this Agreement or any other Loan Document or the enforcement of rights hereunder or thereunder; (f) subject to an agreement containing provisions substantially the same as those of this Section, to (i) any assignee of or Participant in, or any prospective assignee of or Participant in, any of its rights and obligations under this Agreement, or (ii) any actual or prospective party (or its Related Parties) to any swap, derivative or other transaction under which payments are to be made by reference to the Borrower and its obligations, this Agreement or payments hereunder; (g) on a confidential basis to (i) any rating agency in connection with rating any Group Member or the Facilities or (ii) the CUSIP Service Bureau or any similar agency in connection with the issuance and monitoring of CUSIP numbers with respect to the Facilities; (h) with the consent of the Borrower; or (i) to the extent such Information (x) becomes publicly available other than as a result of a breach of this Section, or (y) becomes available to the Administrative Agent, any Lender or any of their respective Affiliates on a non-confidential basis from a source other than the Borrower. In addition, the Administrative Agent, the Lenders, and any of their respective Related Parties, may (A) disclose the existence of this Agreement and information about this Agreement to market data collectors, similar service providers to the lending industry and service providers to the Administrative Agent or the Lenders in connection with the administration of this Agreement, the other Loan Documents, and the Commitments; and (B) use any information (not constituting Information subject to the foregoing confidentiality restrictions) related to the syndication and arrangement of the credit facilities contemplated by this Agreement in connection with marketing, press releases, or other transactional announcements or updates provided to investor or trade publications, including the placement of â€œtombstoneâ€ advertisements in publications of its choice at its own expense. Each of the Administrative Agent, the Lenders, and the Issuing Lender acknowledges that (x) the Information may include material non-public information concerning the Group Members, (y) it has developed compliance procedures regarding the use of material non-public information, and (z) it will handle such material non-public information in accordance with applicable Requirements of Law, including applicable federal and state securities laws, rules and regulations. Notwithstanding anything herein to the contrary, any party to this Agreement (and any employee, representative, or other agent of any party to this Agreement) may disclose to any and all persons, without limitation of any kind, the tax treatment and tax structure of the transactions contemplated by this Agreement and all materials of any kind (including opinions or other tax analyses) that are provided to it relating to such tax treatment and tax structure. However, any such information relating to the tax treatment or tax structure is required to be kept confidential to the extent necessary to comply with any applicable federal or state securities laws, rules, and regulations. For purposes of this Section, â€œInformationâ€ means all information received from the Group Members relating to the Group Members or any of their respective businesses, other than any such information that is available to the Administrative Agent or any Lender on a non-confidential basis prior Â 184Â Â to disclosure by the Group Members; provided that, in the case of information received from the Group Members after the date hereof, such information is clearly identified at the time of delivery as confidential. Any Person required to maintain the confidentiality of Information as provided in this Section shall be considered to have complied with its obligation to do so if such Person has exercised the same degree of care to maintain the confidentiality of such Information as such Person would accord to its own confidential information. 10.18Automatic Debits. With respect to any principal, interest, fee, or any other cost or expense (including attorney costs of the Administrative Agent or any Lender payable by the Borrower hereunder) due and payable to the Administrative Agent or any Lender under the Loan Documents, the Borrower hereby irrevocably authorizes the Administrative Agent to debit any deposit account of the Borrower maintained with the Administrative Agent in an amount such that the aggregate amount debited from all such deposit accounts does not exceed such principal, interest, fee or other cost or expense. If there are insufficient funds in such deposit accounts to cover the amount then due, such debits will be reversed (in whole or in part, in the Administrative Agentâ€™s sole discretion) and such amount not debited shall be deemed to be unpaid. No such debit under this Section 10.18 shall be deemed a set-off. 10.19Judgment Currency. If, for the purposes of obtaining judgment in any court, it is necessary to convert a sum due hereunder or any other Loan Document in one currency into another currency, the rate of exchange used shall be that at which in accordance with normal banking procedures the Administrative Agent could purchase the first currency with such other currency on the Business Day preceding that on which final judgment is given. The obligation of the Borrower and each other Loan Party in respect of any such sum due from it to the Administrative Agent or any Lender hereunder or under any other Loan Document shall, notwithstanding any judgment in a currency (the â€œJudgment Currencyâ€) other than that in which such sum is denominated in accordance with the applicable provisions of this Agreement (the â€œAgreement Currencyâ€), be discharged only to the extent that on the Business Day following receipt by the Administrative Agent or such Lender, as the case may be, of any sum adjudged to be so due in the Judgment Currency, the Administrative Agent or such Lender, as the case may be, may in accordance with normal banking procedures purchase the Agreement Currency with the Judgment Currency. If the amount of the Agreement Currency so purchased is less than the sum originally due to the Administrative Agent or any Lender from the Borrower or any other Loan Party in the Agreement Currency, the Borrower and each other Loan Party agrees, as a separate obligation and notwithstanding any such judgment, to indemnify the Administrative Agent or such Lender, as the case may be, against such loss. If the amount of the Agreement Currency so purchased is greater than the sum originally due to the Administrative Agent or any Lender in such currency, the Administrative Agent or such Lender, as the case may be, agrees to return the amount of any excess to the Borrower or other Loan Party, as applicable (or to any other Person who may be entitled thereto under applicable law). 10.20Patriot Act; Other Regulations. Each Lender and the Administrative Agent (for itself and not on behalf of any other party) hereby notifies the Borrower and each other Loan Party that, pursuant to the requirements of â€œknow your customerâ€ and anti-money laundering rules and regulations, including the Patriot Act and 31 C.F.R. Â§ 1010.230, it is required to obtain, verify and record information that identifies the Borrower and each other Loan Party and certain related parties thereto, which information includes the names and addresses and other information that will allow such Lender or the Administrative Agent, as applicable, to identify the Borrower, each other Loan Party and certain of their beneficial owners and other officers in accordance with the Patriot Act and 31 C.F.R. Â§ 1010.230. The Borrower and each other Loan Party will, and will cause each of their respective Subsidiaries to, provide, to the extent commercially reasonable or required by any Requirement of Law, such information and documents and take such actions as are reasonably requested by the Administrative Agent or any Lender to assist the Administrative Agent and the Lenders in maintaining compliance with â€œknow your Â 185Â Â customerâ€ requirements under the PATRIOT Act, 31 C.F.R. Â§ 1010.230 or other applicable anti-money laundering laws. 10.21Acknowledgement and Consent to Bail-In of Affected Financial Institutions. Notwithstanding anything to the contrary in this Agreement or in any other Loan Document or in any other agreement, arrangement or understanding among any such parties, each party hereto acknowledges that any liability of any Affected Financial Institution arising under any Loan Document, to the extent such liability is unsecured, may be subject to the Write-Down and Conversion Powers of the applicable Resolution Authority and agrees and consents to, and acknowledges and agrees to be bound by: (a)the application of any Write-Down and Conversion Powers by the applicable Resolution Authority to any such liabilities arising hereunder which may be payable to it by any party hereto that is an Affected Financial Institution; and (b)the effects of any Bail-In Action on any liability, including, if applicable (i)a reduction in full or in part or cancellation of any such liability; (ii)a conversion of all, or a portion of, such liability into shares or other instruments of ownership in such Affected Financial Institution, its parent undertaking, or a bridge institution that may be issued to it or otherwise conferred on it, and that such shares or other instruments of ownership will be accepted by it in lieu of any rights with respect to any such liability under this Agreement or any other Loan Document; or (iii)the variation of the terms of such liability in connection with the exercise of the Write-Down and Conversion Powers of the applicable Resolution Authority. 10.22Acknowledgement Regarding Any Supported QFCs. To the extent that the Loan Documents provide support, through a guarantee or otherwise, for Swap Agreements or any other agreement or instrument that is a QFC (such support, â€œQFC Credit Supportâ€ and each such QFC a â€œSupported QFCâ€), the parties hereto hereby acknowledge and agree as follows with respect to the resolution power of the Federal Deposit Insurance Corporation under the Federal Deposit Insurance Act and Title II of the Dodd-Frank Wall Street Reform and Consumer Protection Act (together with the regulations promulgated thereunder, the â€œU.S. Special Resolution Regimesâ€) in respect of such Supported QFC and QFC Credit Support (with the provisions below applicable notwithstanding that the Loan Documents and any Supported QFC may in fact be stated to be governed by the laws of the State of New York and/or of the United States or any other state of the United States): (a)In the event a Covered Entity that is party to a Supported QFC (each, a â€œCovered Partyâ€) becomes subject to a proceeding under a U.S. Special Resolution Regime, the transfer of such Supported QFC and the benefit of such QFC Credit Support (and any interest and obligation in or under such Supported QFC and such QFC Credit Support, and any rights in property securing such Supported QFC or such QFC Credit Support) from such Covered Party will be effective to the same extent as the transfer would be effective under the U.S. Special Resolution Regime if the Supported QFC and such QFC Credit Support (and any such interest, obligation and rights in property) were governed by the laws of the United States or a state of the United States. In the event a Covered Party or a BHC Act Affiliate of a Covered Party becomes subject to a proceeding under a U.S. Special Resolution Regime, Default Rights under the Loan Documents that might otherwise apply to such Supported QFC or any QFC Credit Support that may be exercised against such Covered Party are permitted to be exercised to no Â 186Â Â greater extent than such Default Rights could be exercised under the U.S. Special Resolution Regime if the Supported QFC and the Loan Documents were governed by the laws of the United States or a state of the United States. Without limitation of the foregoing, it is understood and agreed that rights and remedies of the parties with respect to a Defaulting Lender shall in no event affect the rights of any Covered Party with respect to a Supported QFC or any QFC Credit Support. (b)As used in this Section 10.22, the following terms have the following meanings: â€œBHC Act Affiliateâ€ of a party means an â€œaffiliateâ€ (as such term is defined under, and interpreted in accordance with, 12 U.S.C. 1841(k)) of such party. â€œCovered Entityâ€ means any of the following: (i)a â€œcovered entityâ€ as that term is defined in, and interpreted in accordance with, 12 C.F.R. Â§ 252.82(b) (ii)a â€œcovered bankâ€ as that term is defined in, and interpreted in accordance with, 12 C.F.R. Â§ 47.3(b); or (iii)a â€œcovered FSIâ€ as that term is defined in, and interpreted in accordance with, 12 C.F.R. Â§ 382.2(b). â€œDefault Rightâ€ has the meaning assigned to that term in, and shall be interpreted in accordance with, 12 C.F.R. Â§Â§ 252.81, 47.2 or 382.1, as applicable. â€œQFCâ€ has the meaning assigned to the term â€œqualified financial contractâ€ in, and shall be interpreted in accordance with, 12 U.S.C. 5390(c)(8)(D). [Remainder of page left blank intentionally] Â 187Â Â [Different first page link-to-previous setting changed from off in original to on in modified.]. Â IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their proper and duly authorized officers as of the day and year first above written. BORROWER: [SIGNATURE PAGES INTENTIONALLY OMITTED] ACCURAY INCORPORATED By: Name: Title: Â Â Â Â Â Â Â ADMINISTRATIVE AGENT: SILICON VALLEY BANK By: Name: Title: Â Â Â Â Â Â Â LENDERS: SILICON VALLEY BANK, as Issuing Lender, Swingline Lender and as a Lender By: Name: Title: HSBC BANK US, NATIONAL ASSOCIATION, as a Lender By: Name: Title: COMERICA BANK, as a Lender By: Name: Title: Â Â Â Â Â Â Â SCHEDULE 1.1A COMMITMENTS AND AGGREGATE EXPOSURE PERCENTAGES Â Â Â Â Â TERM COMMITMENTS Â Lender Term Commitment Term Percentage Silicon ValleyFirst-Citizens BankÂ & Trust Company $43,333,333.34 54.166666666% HSBC Bank US, National Association $23,333,333.33 29.166666667% Comerica Bank $13,333,333.33 16.666666667% Total $80,000,000 100.000000000% Â Â REVOLVING COMMITMENTS Â Lender Revolving Commitment Revolving Percentage Silicon ValleyFirst-Citizens BankÂ & Trust Company $21,666,666.66 54.166666666% HSBC Bank US, National Association $11,666,666.67 29.166666667% Comerica Bank $6,666,666.67 16.666666667% Total $40,000,000 100.000000000% Â Â L/C COMMITMENT Â Â Lender Â L/C Commitment Â L/C Percentage Silicon ValleyFirst-Citizens BankÂ & Trust Company $2,708,333.34 54.166666666% HSBC Bank US, National Association $1,458,333.33 29.166666667% Comerica Bank $833,333.33 16.666666667% Total $5,000,000 100.000000000% Â Â Â Â Â Â Â SWINGLINE COMMITMENT Â Â Â Â Â Â Â Lender Swingline Commitment Exposure Percentage Â Â Â Â Â Silicon ValleyFirst-Citizens Bank & Trust Company $5,000,000 100.000000000% Â Â Â Â Â Total $5,000,000 100.000000000% Â Â Â Â Â SCHEDULE 1.1B EXISTING LETTERS OF CREDIT Â Â None. Â Â Â Â Â Summary report:Litera Compare for Word 11.3.0.46 Document comparison done on 11/15/2023 11:49:42 PM Style name: ZRK - Mofo Intelligent Table Comparison: Active Original DMS: dm://NEW_YORK/2632287/1 Modified DMS: dm://NEW_YORK/2632287/8 Changes: Add 43 Delete 69 Move From 0 Move To 0 Table Insert 0 Table Delete 0 Table moves to 0 Table moves from 0 Embedded Graphics (Visio, ChemDraw, Images etc.) 0 Embedded Excel 0 Format changes 0 Total Changes: 112 Â Â EX-19.1 3 aray-ex19_1.htm EX-19.1 EX-19.1 EXHIBIT 19.1 ACCURAY INCORPORATED INSIDER TRADING POLICY A.POLICY OVERVIEW Accuray Incorporated (together with any subsidiaries, collectively the â€œCompanyâ€) has adopted this Insider Trading Policy (the â€œPolicyâ€) to help you comply with the federal and state securities laws and regulations that govern trading in securities and to help the Company minimize its own legal and reputational risk. It is your responsibility to understand and follow this Policy. Insider trading is illegal and a violation of this Policy. In addition to your own liability for insider trading, the Company, as well as individual directors, officers and other supervisory personnel, could face liability. Even the appearance of insider trading can lead to government investigations or lawsuits that are time-consuming, expensive and can lead to criminal and civil liability, including damages and fines, imprisonment and bars on serving as an officer or director of a public company, not to mention irreparable damage to both your and the Companyâ€™s reputation. For purposes of this Policy, the Companyâ€™s Chief Financial Officer and the Companyâ€™s Chief Legal Officer serve as the Companyâ€™s Insider Trading Compliance Officers. The Insider Trading Compliance Officers may designate others, from time to time, to assist with the execution of their duties under this Policy. B.Policy STATEMENT 1.No Trading on Material Nonpublic Information. It is illegal for anyone to trade in securities on the basis of material nonpublic information. If you are in possession of material nonpublic information about the Company, you are prohibited from: a.using it to transact in securities of the Company; b.disclosing it to other directors, officers, employees, consultants, contractors or advisors whose roles do not require them to have the information; c.disclosing it to anyone outside of the Company, including family, friends, business associates, investors or consulting firms, without prior written authorization from an Insider Trading Compliance Officer; or d.using it to express an opinion or make a recommendation about trading in the Companyâ€™s securities. In addition, if you learn of material nonpublic information through your service with

the Company that could be expected to affect the trading price of the securities of another company, you cannot (x) use that information to trade, directly or indirectly through others, or (y) provide that information to another person in order to trade, in the securities of that other company. Any such action will be deemed a violation of this Policy. 2.No Disclosure of Confidential Information. You may not at any time disclose material nonpublic information about the Company or about another company that you obtained in connection with your service with the Company to friends, family members or any other person or entity that the Company Â Â has not authorized to know such information. In addition, you must handle the confidential information of others in accordance with any related non-disclosure agreements and other obligations that the Company has with them and limit your use of the confidential information to the purpose for which it was disclosed. If you receive an inquiry for information from someone outside of the Company, such as a stock analyst, or a request for sensitive information outside the ordinary course of business from someone outside of the Company, such as a business partner, vendor, supplier or salesperson, then you should refer the inquiry to an Insider Trading Compliance Officer. Responding to a request yourself may violate this Policy and, in some circumstances, the law. Please consult the Companyâ€™s Regulation FD Policy for more details. 3.Definition of Material Nonpublic Information. â€œMaterial informationâ€ means information that a reasonable investor would be substantially likely to consider important in deciding whether to buy, hold or sell securities or would view as significantly altering the total mix of information available in the marketplace about the issuer of the securities. In general, any information that could reasonably be expected to affect the market price of a security is likely to be material. Either positive or negative information may be material. Moreover, material information does not have to be related to a companyâ€™s business. For example, the contents of a forthcoming newspaper column that is expected to affect the market price of a security can be material. It is not possible to define all categories of â€œmaterialâ€ information. However, some examples of information that could be regarded as material include, but are not limited to: e.financial results, key metrics, financial condition, earnings pre-announcements, guidance, projections or forecasts, particularly if inconsistent with the Companyâ€™s guidance or the expectations of the investment community; f.restatements of financial results, or material impairments, write-offs or restructurings; g.changes in independent auditors, or notification that the Company may no longer rely on an audit report; h.business plans or budgets; i.creation of significant financial obligations, or any significant default under or acceleration of any financial obligation; j.impending bankruptcy or financial liquidity problems; k.significant developments involving business relationships, including execution, modification or termination of significant agreements or orders with customers, suppliers, distributors, manufacturers or other business partners; l.significant information relating to the operation of product or service, such as new products or services, major modifications or performance issues, defects or recalls, significant pricing changes or other announcements of a significant nature; m.significant developments in research and development, including related to product developments or the status, results and communications with regulatory agencies, or relating to intellectual property; 2Â Â n.significant legal or regulatory developments, whether positive or negative, actual or threatened, including litigation or resolving litigation; o.major events involving the Companyâ€™s securities, including calls of securities for redemption, adoption of stock repurchase programs, option repricings, stock splits, changes in dividend policies, public or private securities offerings, modification to the rights of security holders or notice of delisting; p.significant corporate events, such as a pending or proposed merger, joint venture or tender offer, a significant investment, the acquisition or disposition of a significant business or asset or a change in control of the Company; q.major personnel changes, such as changes in senior management or employee layoffs; r.data breaches or other cybersecurity events; s.updates regarding any prior material disclosure that has materially changed; and t.the existence of a special blackout period. â€œMaterial nonpublic informationâ€ means material information that is not generally known or made available to the public. Even if information is widely known throughout the Company, it may still be nonpublic. Generally, in order for information to be considered public, it must be made generally available through media outlets or SEC filings. The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination. After the release of information, a reasonable period of time must elapse in order to provide the public an opportunity to absorb and evaluate the information provided. As a general rule, at least two full trading days must pass after the dissemination of information before such information is considered public. As a rule of thumb, if you think something might be material nonpublic information, it probably is. You can always reach out to an Insider Trading Compliance Officer if you have questions. C.PERSONS COVERED BY THIS POLICY This Policy applies to you if you are a director, officer, employee, consultant, contractor or advisor of the Company, both inside and outside of the United States. To the extent applicable to you, this Policy also covers your immediate family members, persons with whom you share a household, persons who are your economic dependents and any entity whose transactions in securities you influence, direct or control. You are responsible for making sure that these other individuals and entities comply with this Policy. This Policy continues to apply even if you leave the Company or are otherwise no longer affiliated with or providing services to the Company, for a period of thirty (30) days immediately following your termination date with the Company. In addition, if you are subject to a trading blackout under this Policy at the time you leave the Company, you must abide by the applicable trading restrictions until at least the end of the relevant blackout period. D.Trading Covered by this Policy Except as discussed in Section H (Exceptions to Trading Restrictions), this Policy applies to all transactions involving the Companyâ€™s securities or other companiesâ€™ securities for which you possess 3Â Â material nonpublic information obtained in connection with your service with the Company. This Policy therefore applies to: 4.any purchase, sale, loan or other transfer or disposition of any equity securities (including common stock, options, restricted stock units, warrants and preferred stock) and debt securities (including debentures, bonds and notes) of the Company and such other companies, whether direct or indirect (including transactions made on your behalf by money managers), and any offer to engage in the foregoing transactions; 5.any disposition in the form of a gift of any securities of the Company; 6.any distribution to holders of interests in an entity if the entity is subject to this Policy; and 7.any other arrangement that generates gains or losses from or based on changes in the prices of such securities including derivative securities (for example, exchangeâ€‘traded put or call options, swaps, caps and collars), hedging and pledging transactions, short sales and certain arrangements regarding participation in benefit plans, and any offer to engage in the foregoing transactions. There are no exceptions from insider trading laws or this Policy based on the size of the transaction or the type of consideration received. E.Trading Restrictions Subject to the exceptions set forth below, this Policy restricts trading during certain periods and by certain people as follows: 8.Quarterly Blackout Periods. Except as discussed in Section H (Exceptions to Trading Restrictions), all Insiders must refrain from conducting transactions involving the Companyâ€™s securities during quarterly blackout periods. An â€œInsiderâ€ is anyone who has material inside non-public information about the Company. All officers, directors, employees and consultants of the Company should consider themselves Insiders. Quarterly blackout periods also cover an Insiderâ€™s immediate family members, persons with whom the Insider shares a household, persons who are the Insiderâ€™s economic dependents and any entity whose transactions in securities the Insider influences, directs or controls. Quarterly blackout periods will start at [the end of the fifteenth day of the third month of each fiscal quarterand will end at the start of the third full trading day following the Companyâ€™s earnings release. For the purposes of this Policy a â€œtrading dayâ€ shall mean a day on which national stock exchanges are open for trading. Furthermore, confidential information generally cannot be disclosed to anyone outside of the Company, and should only be distributed within the Company to those having a need to know such information. The prohibition against trading during the blackout period also means that brokers cannot fulfill open orders on your behalf or on behalf of your immediate family members, persons with whom you share a household, persons who are your economic dependents or any entity whose transactions in securities you influence, direct or control, during the blackout period, including â€œlimit ordersâ€ to buy or sell stock at a specific price or better and â€œstop ordersâ€ to buy or sell stock once the price of the stock reaches a specified price. If you are subject to blackout periods or pre-clearance requirements, you should so inform any broker with whom such an open order is placed at the time it is placed. 9.Special Blackout Periods. The Company always retains the right to impose additional or longer trading blackout periods at any time on any or all of its directors, officers, employees, consultants, 4Â Â contractors and advisors. You will be notified if you are subject to a special blackout period in writing or via email. If you are notified that you are subject to a special blackout period, you may not engage in any transaction involving the Companyâ€™s securities until the special blackout period has ended other than the transactions that are covered by the exceptions below. You also may not disclose to anyone else that the Company has imposed a special blackout period. To the extent applicable to you, special blackout periods also cover your immediate family members, persons with whom you share a household, persons who are your economic dependents and any entity whose transactions in securities you influence, direct or control. 10.Regulation BTR Blackouts. Directors and officers may also be subject to trading blackouts pursuant to Regulation Blackout Trading Restriction, or Regulation BTR, under U.S. federal securities laws. In general, Regulation BTR prohibits any director or officer from engaging in certain transactions involving the Companyâ€™s securities during periods when 401(k) plan participants are prevented from purchasing, selling or otherwise acquiring or transferring an interest in certain securities held in individual account plans. Any profits realized from a transaction that violates Regulation BTR are recoverable by the Company, regardless of the intentions of the director or officer effecting the transaction. In addition, individuals who engage in such transactions are subject to sanction by the SEC as well as potential criminal liability. The Company will notify directors and officers if they are subject to a blackout trading restriction under Regulation BTR. Failure to comply with an applicable trading blackout in accordance with Regulation BTR is a violation of law and this Policy. F.PROHIBITED TRANSACTIONS You may not engage in any of the following types of transactions other than as noted below, regardless of whether you have material nonpublic information or not. 11.Short Sales. You may not engage in short sales (meaning the sale of a security that must be borrowed to make delivery) or â€œsell short against the boxâ€ (meaning the sale of a security with a delayed delivery) if such sales involve the Companyâ€™s securities. 12.Derivative Securities and Hedging Transactions. You may not, directly or indirectly, (a) trade in publicly-traded options, such as puts and calls, and other derivative securities with respect to the Companyâ€™s securities (other than stock options, restricted stock units and other compensatory awards issued to you by the Company) or (b) purchase financial instruments (including prepaid variable forward contracts, equity swaps, collars and exchange funds), or otherwise engage in transactions, that hedge or offset, or are designed to hedge or offset, any decrease in the market value of Company equity securities either (i) granted to you by the Company as part of your compensation or (ii) held, directly or indirectly, by you. 13.Pledging Transactions. You may not pledge the Companyâ€™s securities as collateral for any loan or as part of any other pledging transaction. 14.Margin Accounts. You may not hold the Companyâ€™s common stock in margin accounts. G.Pre-clearance of Trades The Companyâ€™s directors and officers and the individuals in the positions listed below are subject to pre-clearance requirements and must obtain pre-clearance prior to trading the Companyâ€™s securities. The following positions are considered subject to pre-clearance requirements: â€¢All Senior Vice Presidents and up; â€¢All members of the Board of Directors; and 5Â Â â€¢All direct reports of the Chief Financial Officer. If you are subject to pre-clearance requirements, you should submit a pre-clearance requestto an Insider Trading Compliance Officer prior to your desired trade date. The pre-clearance request must be made on the form provided by the Insider Trading Compliance Officer. The person requesting pre-clearance will be asked to certify that he or she is not in possession of material nonpublic information about the Company. The Insider Trading Compliance Officer is under no obligation to approve a transaction submitted for pre-clearance and may determine not to permit the transaction. If an Insider Trading Compliance Officer is the requester, then the other Insider Trading Compliance Officer, the Companyâ€™s Chief Executive Officer or their delegate, must pre-clear or deny any trade. All trades must be executed within five business days of any pre-clearance. Even after preclearance, a person may not trade the Companyâ€™s securities if they become subject to a blackout period or aware of material nonpublic information prior to the trade being executed. From time to time, the Company may identify other persons who should be subject to the pre-clearance requirements set forth above, and an Insider Trading Compliance Officer may update and revise the list as appropriate. H.Exceptions to Trading Restrictions There are no unconditional â€œsafe harborsâ€ for trades made at particular times, and all persons subject to this Policy should exercise good judgment at all times. Even when a quarterly blackout period is not in effect, you may be prohibited from engaging in transactions involving the Companyâ€™s securities because you possess material nonpublic information, are subject to a special blackout period or are otherwise restricted under this Policy. Other than the limited exceptions set forth below, any other exceptions to this Policy must be approved by an Insider Trading Compliance Officer, in consultation with the Companyâ€™s board of directors or an independent committee of the board of directors. The following are certain limited exceptions to the quarterly and special blackout period restrictions and pre-clearance requirements imposed by the Company under this Policy: 15.stock option exercises where the purchase price of such stock options is paid in cash and there is no other associated market activity; 16.purchases pursuant to the employee stock purchase plan; however, this exception does not apply to subsequent sales of the shares; 17.receipt and vesting of stock options, restricted stock units, restricted stock or other equity compensation awards from the Company; 18.net share withholding with respect to equity awards where shares are withheld by the Company in order to satisfy tax withholding requirements, (x) as required by either the Companyâ€™s board of directors (or a committee thereof) or the award agreement governing such equity award or (y) as you elect, if permitted by the Company, so long as the election is irrevocable and made in writing at a time when a trading blackout is not in place and you are not in possession of material nonpublic information; 6Â Â 19.sell to cover transactions where shares are sold on your behalf upon vesting of equity awards and sold in order to satisfy tax withholding requirements, (x) as required by either the Companyâ€™s board of directors (or a committee thereof) or the award agreement governing such equity award or (y) as you elect, if permitted by the Company, so long as the election is irrevocable and made in writing at a time when a trading blackout is not in place and you are not in possession of material nonpublic information; however, this exception does not apply to any other market sale for the purposes of paying required withholding; 20.transactions made pursuant to a valid 10b5â€‘1 trading plan approved by the Company (see Section I (10b5-1 Trading Plans) below); 21.transfers by will or the laws of descent or distribution and, provided that prior written notice is provided to the Compliance Officer, distributions or transfers (such as certain tax planning or estate planning transfers) that effect only a change in the form of beneficial interest without changing your pecuniary interest in the Companyâ€™s securities; and 22.changes in the number of the Companyâ€™s securities you hold due to a stock split or a stock dividend that applies equally to all securities of a class, or similar transactions. If there is a Regulation BTR blackout (and no quarterly or special blackout period), then the limited exceptions set forth in Regulation BTR will apply. Please be aware that even if a transaction is subject to an exception to this Policy, you will need to separately assess whether the transaction complies with applicable law. I.10b5-1 Trading Plans The Company permits its directors, officers and employees to adopt written 10b5â€‘1 trading plans in order to mitigate the risk of trading on material nonpublic information. These plans allow for individuals to enter into a prearranged trading plan as long as the plan is not established or modified during a blackout period or when the individual is otherwise in possession of material nonpublic information. To be approved by the Company and qualify for the exception to this Policy, any 10b5â€‘1 trading plan adopted by a director, officer or employee must be submitted to an Insider Trading Compliance Officer for approval and comply with the requirements set forth in the Requirements for Trading Plans attached as Exhibit A. If an Insider Trading Compliance Officer is the requester, then the other Insider Trading Officer, the Companyâ€™s Chief Executive Officer, or their delegate, must approve the written 10b5-1 trading plan. From time to time, for legal or other reasons, the Insider Trading Compliance Officer may direct that purchases and sales pursuant to any 10b5-1 trading plan be suspended or discontinued. Failure of the employee to discontinue purchases and sales as directed shall constitute a violation of the terms of this paragraph and result in a loss of the exemption set forth herein. J.Section 16 Compliance All of the Companyâ€™s officers and directors and certain other individuals are required to comply with Section 16 of the Securities and Exchange Act of 1934 and related rules and regulations which set forth reporting obligations, limitations on â€œshort swingâ€ transactions, which are certain matching purchases and sales of the Companyâ€™s securities within a six-month period, and limitations on short sales. To ensure transactions subject to Section 16 requirements are reported on time, each person subject to these requirements must provide the Company with detailed information (for example, trade date, number of shares, exact price, etc.) about his or her transactions involving the Companyâ€™s securities. 7Â Â The Company is available to assist in filing Section 16 reports, but the obligation to comply with Section 16 is personal. If you have any questions, you should check with an Insider Trading Compliance Officer. K.VIOLATIONS OF THIS POLICY Company directors, officers, employees, consultants, contractors and advisors who violate this Policy will be subject to disciplinary action by the Company, including ineligibility for future Company equity or incentive programs or termination of employment or an ongoing relationship with the Company. The Company has full discretion to determine whether this Policy has been violated based on the information available. There are also serious legal consequences for individuals who violate insider trading laws, including large criminal and civil fines, significant imprisonment terms and disgorgement of any profits gained or losses avoided. You may also be liable for improper securities trading by any person (commonly referred to as a â€œtippeeâ€) to whom you have disclosed material nonpublic information that you have learned through your position at the Company or made recommendations or expressed opinions about securities trading on the basis of such information. Persons other than insiders also can be liable for insider trading, including tippees who trade on material, non-public information tipped to them or individuals who trade on material, non-public information which has been misappropriated. Tippees inherit an insiderâ€™s duties and are liable for trading on material, non-public information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippeeâ€™s liability for insider trading is no different from that of an

insider. Tippees can obtain material, non-public information by receiving overt tips from others or through, among other things, conversations at social, business or other gatherings. Please consult with your personal legal and financial advisors as needed. Note that the Companyâ€™s legal counsel, both internal and external, represent the Company and not you personally. There may be instances where you suffer financial harm or other hardship or are otherwise required to forego a planned transaction because of the restrictions imposed by this Policy or under securities laws. If you were aware of the material nonpublic information at the time of the trade, it is not a defense that you did not â€œuseâ€ the information for the trade. Personal financial emergency or other personal circumstances are not mitigating factors under securities laws and will not excuse your failure to comply with this Policy. In addition, a blackout or trading-restricted period will not extend the term of your options. As a consequence, you may be prevented from exercising your options by this Policy or as a result of a blackout or other restriction on your trading, and as a result your options may expire by their term. In such instances, the Company cannot extend the term of your options and has no obligation or liability to replace the economic value or lost benefit to you. It is your responsibility to manage your economic interests and to consider potential trading restrictions when determining whether to exercise your options. L.PROTECTED ACTIVITY NOT PROHIBITED Nothing in this Policy, or any related guidelines or other documents or information provided in connection with this Policy, shall in any way limit or prohibit you from engaging in any of the protected activities set forth in the Companyâ€™s Whistleblower Policy, as amended from time to time. M.Reporting If you believe someone is violating this Policy or otherwise using material nonpublic information that they learned through their position at the Company to trade securities, you should report it to an Insider 8Â Â Trading Compliance Officer, or if both Insider Trading Compliance Officers are implicated in your report, then you should report it in accordance with the Companyâ€™s Whistleblower Policy. N.AmendmentS The Company reserves the right to amend this Policy at any time, for any reason, subject to applicable laws, rules and regulations, and with or without notice, although it will attempt to provide notice in advance of any change. 9Â Â EXHIBIT A REQUIREMENTS FOR TRADING PLANS For transactions under a trading plan to be exempt from (A) the prohibitions in the Companyâ€™s Insider Trading Policy (the â€œPolicyâ€) of Accuray Incorporated (together with any subsidiaries, collectively the â€œCompanyâ€) with respect to transactions made while aware of material nonpublic information and (B) the pre-clearance procedures and blackout periods established under the Policy, the trading plan must comply with the affirmative defense set forth in Exchange Act Rule 10b5â€‘1 and must meet the following requirements (collectively, the â€œTrading Plan Requirementsâ€): 1.The trading plan must be in writing and signed by the person adopting the trading plan. 2.The trading plan must be adopted at a time when: a.the person adopting the trading plan is not aware of any material nonpublic information; and b.there is no quarterly, special or other trading blackout in effect with respect to the person adopting the plan. 3.The trading plan must be entered in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5â€‘1, and the person adopting the trading plan must act in good faith with respect to the trading plan. 4.The trading plan must include representations that, on the date of adoption of the trading plan, the person adopting the trading plan: a.is not aware of material nonpublic information about the securities or the Company; and b.is adopting the trading plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1. 5.The person adopting the trading plan may not have entered into or altered a corresponding or hedging transaction or position with respect to the securities subject to the trading plan and must agree not to enter into any such transaction while the trading plan is in effect. 6.The first trade under the trading plan may not occur until the expiration of a cooling-off period consisting of the later of (a) 90 calendar days after the adoption of the trading plan and (b) two business days after the filing by the Company of its financial results in a Form 10-Q or Form 10-K for the completed fiscal quarter in which the trading plan was adopted (but, in any event, this required cooling-off period is subject to a maximum of 120 days after adoption of the trading plan). 7.The trading plan must have a minimum term of one year (starting from date of adoption of the trading plan). 8.No transactions may occur during the term of the trading plan (except for the â€œExceptions to Trading Restrictionsâ€ identified in the Policy and bona fide gifts) except for those transactions specified in the trading plan. In addition, the person adopting the trading plan may not have an outstanding (and may not subsequently enter into any additional) trading plan except as permitted by Rule 10b5-1. For example, as contemplated by Rule 10b5-1, a person may adopt a new trading plan before the scheduled termination date of an existing trading plan, so long as the first scheduled trade under the new trading plan does not occur prior to the last scheduled trade(s) of the existing trading plan and otherwise complies with these guidelines. Termination of the existing trading plan prior to its scheduled termination date may impact the timing of the first trade or the availability of the affirmative defense for the new trading plan; therefore, Exhibit A Â persons adopting a new trading plan are advised to exercise caution and consult with the Compliance Officer prior to the early termination of an existing trading plan. 9.Any modification or change to the amount, price or timing of transactions under the trading plan is deemed the termination of the trading plan, and the adoption of a new trading plan (â€œModificationâ€). Therefore, a Modification must be submitted to the Compliance Officer for approval in accordance with Section I of the Policy and is subject to the same conditions as a new trading plan as set forth in Sections 1 through 8 herein. 10.Within the one year preceding the adoption or a Modification of a trading plan, a person may not have otherwise adopted or made a Modification to a plan more than once. 11.A person may adopt a trading plan designed to cover a single trade only once in any consecutive 12-month period except as permitted by Rule 10b5-1. 12.If the person that adopted the trading plan terminates the plan prior to its stated duration, he or she may not trade in the Companyâ€™s securities until after the expiration of 30 calendar days following termination, and then only in accordance with the Policy. 13.The Company must be promptly notified of any termination of the trading plan, including any suspension of trading under the trading plan. 14.The Company must have authority to require the suspension of the plan if there are legal, regulatory or contractual restrictions applicable to the Company or the person that adopted the trading plan, or to require the cancellation of the trading plan at any time, subject to any reasonable broker notice requirements as may be set forth in the trading plan. 15.If the trading plan grants discretion to a stockbroker or other person with respect to the execution of trades under the trading plan: a.the person adopting the trading plan may not exercise any subsequent influence over how, when or whether to effect purchases or sales under the plan; b.the person adopting the trading plan may not confer with the person administering the trading plan regarding the Company or its securities; and c.the person administering the trading plan must provide prompt notice to the Company of the execution of a transaction pursuant to the plan. 16.All transactions under the trading plan must be in accordance with applicable law. 17.Any exceptions to the Trading Plan Requirements must be approved by the Insider Trading Compliance Officer or, in the case of directors and officers who are subject Section 16 of the Securities Exchange Act of 1934, by the Insider Trading Compliance Officer, in consultation with the Companyâ€™s board of directors or an independent committee of the board of directors. 18.The trading plan (including any Modification) must meet such other requirements as any Insider Trading Compliance Officer may determine. Exhibit A EX-21.1 4 aray-ex21_1.htm EX-21.1 EX-21.1 Exhibit 21.1 Â Subsidiaries of the Registrant Â Name Â State or Jurisdiction of Organization Accuray International SARL Â Switzerland Accuray Europe SAS Â France Accuray UK, Ltd. Â United Kingdom Accuray Asia Ltd. Â Hong Kong Accuray Japan K.K. Â Japan Accuray Korea Limited Company Â Korea Accuray Spain, S.L.U. Â Spain Accuray Medical Equipment (India) Private Limited Â India Accuray Medical Equipment (Rus) LLC. Â Russia Accuray Medical Equipment GmbH Â Germany Accuray Medical Equipment (Canada) Ltd. Â Canada Accuray Mexico, S.A. de C.V. Â Mexico Accuray Medical Equipment (Shanghai) Co., Ltd. Â China Accuray Brasil ComÃ©rcio, ImportaÃ§Ã£o e ExportaÃ§Ã£o de Equipamentos MÃ©dicos Ltda Â Brazil Accuray Belgium BV Â Belgium Accuray Italy S.R.L Â Italy Accuray Accelerator Technology (Chengdu) Company Limited Â China Â Â EX-23.1 5 aray-ex23_1.htm EX-23.1 EX-23.1 Exhibit 23.1 CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Â We have issued our reports dated September 19, 2024, with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report of Accuray Incorporated on Form 10-K for the year ended June 30, 2024. We consent to the incorporation by reference of said reports in the Registration Statements of Accuray Incorporated on Forms S-8 (File No. 333-275804, File No. 333-268612, File No. 333-265330, File No. 333-255701, File No. 333-251038, File No. 333-236772, File No. 333-234412, File No. 333-228615, File No. 333-224547, File No. 333-220698, File No. 333-214833, File No. 333-213295, File No. 333-207865, File No. 333- 199997, File No. 333-174952, File No. 333-169139, File No. 333-166606, File No. 333-157120, File No. 333-141194, File No. 333-141195 and File No. 333-141197). Â Â /s/ GRANT THORNTON LLP Â Â San Jose, California September 19, 2024 Â EX-31.1 6 aray-ex31_1.htm EX-31.1 EX-31.1 Â Exhibit 31.1 CERTIFICATION I, Sandeep Chalke, certify that: 1.I have reviewed this annual report on Form 10â€‘K of Accuray Incorporated, a Delaware corporation; 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 13aâ€‘15(e) and 15dâ€‘15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13aâ€‘15(f) and 15dâ€‘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 registrantâ€™s board of directors (or persons performing the equivalent functions): a)all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and b)any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Date: September 19, 2024 Â /s/ SandeepÂ Chalke Â Sandeep Chalke Interim Chief Executive Officer (Principal Executive Officer) Â Â EX-31.2 7 aray-ex31_2.htm EX-31.2 EX-31.2 Exhibit 31.2 CERTIFICATION I, Ali Pervaiz, certify that: 1.I have reviewed this annual report on Form 10â€‘K of Accuray Incorporated, a Delaware corporation; 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 13aâ€‘15(e) and 15dâ€‘15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13aâ€‘15(f) and 15dâ€‘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 registrantâ€™s board of directors (or persons performing the equivalent functions): a)all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and b)any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Date: September 19, 2024 /s/ Ali Pervaiz Â Ali Pervaiz Senior Vice President and Chief Financial Officer (Principal Financial Officer) Â EX-32.1 8 aray-ex32_1.htm EX-32.1 EX-32.1 Exhibit 32.1 CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANESâ€‘OXLEY ACT OF 2002 Pursuant to 18 U.S.C. Â§ 1350, as created by Section 906 of the Sarbanesâ€‘Oxley Act of 2002, the undersigned officers of Accuray Incorporated, a Delaware corporation (the â€œCompanyâ€), hereby certify, to such officersâ€™ knowledge, that: (i) the accompanying Annual Report on Form 10â€‘K of the Company for the twelve months ended June 30, 2024 (the â€œReportâ€) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Date: September 19, 2024 Â /s/ SandeepÂ Chalke Â Sandeep Chalke Interim Chief Executive Officer (Principal Executive Officer) Â /s/ Ali Pervaiz Â Ali Pervaiz Senior Vice President and Chief Financial Officer (Principal Financial Officer) Â Â EX-97.1 9 aray-ex97_1.htm EX-97.1 EX-97.1 EXHIBIT 97.1 Accuray Incorporated COMPENSATION RECOVERY POLICY As adopted on November 9, 2023 Accuray Incorporated (the â€œCompanyâ€) is committed to strong corporate governance. As part of this commitment, the Companyâ€™s Board of Directors (the â€œBoardâ€) has adopted this Compensation Recovery Policy (the â€œPolicyâ€). The Policy is intended to further the Companyâ€™s pay-for-performance philosophy and to comply with applicable laws by providing rules relating to the reasonably prompt recovery of certain compensation received by Covered Executives in the event of an Accounting Restatement. The application of the Policy to Covered Executives is not discretionary, except to the limited extent provided below, and applies without regard to whether a Covered Executive was at fault. Capitalized terms used in the Policy are defined below. The Policy is intended to comply with, and will be interpreted in a manner consistent with, Section 10D of the Securities Exchange Act of 1934 (the â€œExchange Actâ€), with Exchange Act Rule 10D-1 and with the listing standards of the national securities exchange (the â€œExchangeâ€) on which the securities of the Company are listed, including any interpretive guidance provided by the Exchange. Persons Covered by the Policy The Policy is binding and enforceable against all â€œCovered Executives.â€ A Covered Executive is each individual who is or was ever designated as an â€œofficerâ€ by the Board in accordance with Exchange Act Rule 16a-1(f) (a â€œSection 16 Officerâ€). The Compensation Committee (the â€œCommitteeâ€) of the Board may (but is not obligated to) require a Covered Executive to sign and return to the Company an acknowledgement that such Covered Executive will be bound by the terms and comply with the Policy. The Policy is binding on each Covered Executive regardless of whether the Covered Executive signs and returns any acknowledgment. Administration of the Policy The Committee has full delegated authority to administer the Policy. The Committee is authorized to interpret and construe the Policy and to make all determinations necessary, appropriate, or advisable for the administration of the Policy. In addition, if determined in the discretion of the Board, the Policy may be administered by the independent members of the Board or another committee of the Board made up of independent members of the Board, in which case all references to the Committee will be deemed to refer to the independent members of the Board or the other Board committee. All determinations of the Committee will be final and binding and will be given the maximum deference permitted by law. Accounting Restatements Requiring Application of the Policy If the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (an â€œAccounting Restatementâ€), then the Committee must determine the Excess Compensation, if any, that must be recovered. The Companyâ€™s obligation to recover Excess Compensation is not dependent on if or when restated financial statements are filed. Â Â Compensation Covered by the Policy The Policy applies to certain Incentive-Based Compensation that is Received on or after October 2, 2023 (the â€œEffective Dateâ€), during the Covered Period while the Company has a class of securities listed on a national securities exchange. Incentive-Based Compensation is considered â€œClawback Eligible Incentive-Based Compensationâ€ if the Incentive-Based Compensation is Received by a person after such person became a Section 16

Officer and the person served as a Section 16 Officer at any time during the performance period for the Incentive-Based Compensation. â€œExcess Compensationâ€ means the amount of Clawback Eligible Incentive-Based Compensation that exceeds the amount of Clawback Eligible Incentive-Based Compensation that otherwise would have been Received had such Clawback Eligible Incentive-Based Compensation been determined based on the restated amounts. Excess Compensation must be computed without regard to any taxes paid and is referred to in the listings standards as â€œerroneously awarded incentive-based compensation.â€ To determine the amount of Excess Compensation for Incentive-Based Compensation based on stock price or total shareholder return, where it is not subject to mathematical recalculation directly from the information in an Accounting Restatement, the amount must be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was Received and the Company must maintain documentation of the determination of that reasonable estimate and provide that documentation to the Exchange in accordance with the rules of the Exchange. â€œIncentive-Based Compensationâ€ means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure. For the avoidance of doubt, no compensation that is potentially subject to recovery under the Policy will be earned until the Companyâ€™s right to recover under the Policy has lapsed. The following items are not Incentive-Based Compensation under the Policy: salaries, bonuses paid solely at the discretion of the Committee or Board that are not paid from a bonus pool that is determined by satisfying a Financial Reporting Measure, bonuses paid solely upon satisfying one or more subjective standards or completion of a specified employment period, non-equity incentive plan awards earned solely upon satisfying one or more strategic measures or operational measures, and awards for which the grant is not contingent upon achieving any Financial Reporting Measure performance goal and vesting is contingent solely upon completion of a specified employment period (e.g., time-based vesting equity awards) and/or attaining one or more non-Financial Reporting Measures. â€œFinancial Reporting Measuresâ€ are measures that are determined and presented in accordance with the accounting principles used in preparing the Companyâ€™s financial statements, and any measures that are derived wholly or in part from such measures. Stock price and total shareholder return are also Financial Reporting Measures. A Financial Reporting Measure need not be presented within the financial statements or included in a filing with the Securities and Exchange Commission. Incentive-Based Compensation is â€œReceivedâ€ under the Policy in the Companyâ€™s fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment, vesting, settlement or grant of the Incentive-Based Compensation occurs after the end of that period. For the avoidance of doubt, the Policy does not apply to Incentive-Based Compensation for which the Financial Reporting Measure is attained prior to the Effective Date. â€œCovered Periodâ€ means the three completed fiscal years immediately preceding the Accounting Restatement Determination Date. In addition, Covered Period can include certain transition periods resulting from a change in the Companyâ€™s fiscal year. -2- Â â€œAccounting Restatement Determination Dateâ€ means the earliest to occur of: (a) the date the Board, a committee of the Board, or one or more of the officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; and (b) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement. Repayment of Excess Compensation The Company must recover Excess Compensation reasonably promptly and Covered Executives are required to repay Excess Compensation to the Company. Subject to applicable law, the Company may recover Excess Compensation by requiring the Covered Executive to repay such amount to the Company by direct payment to the Company or such other means or combination of means as the Committee determines to be appropriate (these determinations do not need to be identical as to each Covered Executive). These means include (but are not limited to): (a)requiring reimbursement of cash Incentive-Based Compensation previously paid; (b)seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards (including, but not limited to, time-based vesting awards), without regard to whether such awards are Incentive-Based Compensation or vest based on the achievement of performance goals; (c)offsetting the amount to be recovered from any unpaid or future compensation to be paid by the Company or any affiliate of the Company to the Covered Executive, including (but not limited to) payments of severance that might otherwise be due in connection with a Covered Executiveâ€™s termination of employment and without regard to whether such amounts are Incentive-Based Compensation; (d)cancelling outstanding vested or unvested equity awards (including, but not limited to, time-based vesting awards), without regard to whether such awards are Incentive-Based Compensation; and/or (e)taking any other remedial and recovery action permitted by law, as determined by the Committee. The repayment of Excess Compensation must be made by a Covered Executive notwithstanding any Covered Executiveâ€™s belief (whether or not legitimate) that the Excess Compensation had been previously earned under applicable law and therefore is not subject to clawback. In addition to its rights to recovery under the Policy, the Company or any affiliate of the Company may take any legal actions it determines appropriate to enforce a Covered Executiveâ€™s obligations to the Company or to discipline a Covered Executive. Failure of a Covered Executive to comply with their obligations under the Policy may result in (without limitation) termination of that Covered Executiveâ€™s employment, institution of civil proceedings, reporting of misconduct to appropriate governmental authorities, reduction of future compensation opportunities or change in role. The decision to take any actions described in the preceding sentence will not be subject to the approval of the Committee and can be made by the Board, any committee of the Board, or any duly authorized officer of the Company or of any applicable affiliate of the Company. For avoidance of doubt, any decisions of the Company or the Covered Executiveâ€™s employer to discipline a Covered Executive or terminate the employment of a Covered Executive are independent of determinations under this Policy. For example, if a Covered Executive was involved in activities that led to an Accounting Restatement, the Companyâ€™s decision as to -3- Â whether to not to terminate such Covered Executiveâ€™s employment would be made under its employment arrangements with such Covered Executive and the requirement to apply this no-fault and non-discretionary clawback policy will not be determinative of whether any such termination is for cause, although failure to comply with the Policy might be something that could result in a termination for cause depending on the terms of such arrangements. Limited Exceptions to the Policy The Company must recover the Excess Compensation in accordance with the Policy except to the limited extent that any of the conditions set forth below is met, and the Committee determines that recovery of the Excess Compensation would be impracticable: (a)The direct expense paid to a third party to assist in enforcing the Policy would exceed the amount to be recovered. Before reaching this conclusion, the Company must make a reasonable attempt to recover such Excess Compensation, document such reasonable attempt(s) to recover, and provide that documentation to the Exchange; or (b)Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the legal requirements as such. Other Important Information in the Policy The Policy is in addition to the requirements of Section 304 of the Sarbanes-Oxley Act of 2002 that are applicable to the Companyâ€™s Chief Executive Officer and Chief Financial Officer, as well as any other applicable laws, regulatory requirements, rules, or pursuant to the terms of any existing Company policy or agreement providing for the recovery of compensation. Notwithstanding the terms of any of the Companyâ€™s organizational documents (including, but not limited to, the Companyâ€™s bylaws), any corporate policy or any contract (including, but not limited to, any indemnification agreement), neither the Company nor any affiliate of the Company will indemnify or provide advancement for any Covered Executive against any loss of Excess Compensation. Neither the Company nor any affiliate of the Company will pay the Company or for reimburse insurance premiums for an insurance policy that covers potential recovery obligations. In the event that the Company is required to recover Excess Compensation pursuant to the Policy from a Covered Executive who is no longer an employee pursuant to the Policy, the Company will be entitled to seek recovery in order to comply with applicable law, regardless of the terms of any release of claims or separation agreement that individual may have signed. The Committee or Board may review and modify the Policy from time to time. If any provision of the Policy or the application of any such provision to any Covered Executive is adjudicated to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability will not affect any other provisions of the Policy or the application of such provision to another Covered Executive, and the invalid, illegal or unenforceable provisions will be deemed amended to the minimum extent necessary to render any such provision or application enforceable. The Policy will terminate and no longer be enforceable when the Company ceases to be listed issuer within the meaning of Section 10D of the Exchange Act. -4- Â ACKNOWLEDGEMENT â€¢I acknowledge that I have received and read the Compensation Recovery Policy (the â€œPolicyâ€) of Accuray Incorporated (the â€œCompanyâ€). â€¢I understand and acknowledge that the Policy applies to me, and all of my beneficiaries, heirs, executors, administrators or other legal representatives and that the Companyâ€™s right to recovery in order to comply with applicable law will apply, regardless of the terms of any release of claims or separation agreement I have signed or will sign in the future. â€¢I agree to be bound by and to comply with the Policy and understand that determinations of the Committee (as such term is used in the Policy) will be final and binding and will be given the maximum deference permitted by law. â€¢I understand and agree that my current indemnification rights, whether in an individual agreement or the Companyâ€™s organizational documents, exclude the right to be indemnified for amounts required to be recovered under the Policy. â€¢I understand that my failure to comply in all respects with the Policy is a basis for termination of my employment with the Company and any affiliate of the Company as well as any other appropriate discipline. â€¢I understand that neither the Policy, nor the application of the Policy to me, gives rise to a resignation for good reason (or similar concept) by me under any applicable employment agreement or arrangement. â€¢I acknowledge that if I have questions concerning the meaning or application of the Policy, it is my responsibility to seek guidance from the Corporate Compliance Officer. â€¢I acknowledge that neither this Acknowledgement nor the Policy is meant to constitute an employment contract. Â Covered Executive Â (print name) Â (signature) Â (date) Â Â Â Â Â GRAPHIC 10 img194144519_0.jpg GRAPHIC begin 644 img194144519_0.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ #_VP!# ," @," @,# P,$ P,$!0@%!00$ M!0H'!P8(# H,# L*'PL-#A(0#0X1#@L+$!80$1,4%145# \7&!84&!(4%13_ MVP!# 0,$! 4$!0D%!0D4#0L-%!04%!04%!04%!04%!04%!04%!04%!04%!04 M%!04%!04%!04%!04%!04%!04%!04%!3_P 1")> N # 2(A$! Q$! \0 M'P 04! 0$! 0$ $" P0%!@<(''0H+_\0 M1 @$# P($ P4% M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D* M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\G)RM+3U-76U]C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<(''0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#]4Z*** "B MBB@ HHHH **** "BBB@ HHHH **** "BBL+QEX\\, #K2!JOBOQ%I/AC2S*L M(OM9OHK2 R,"53?(P7<0#@9SP: -VBL? PGXRT#QYH<.L^&=:W;1 M7@D<*8T\EG#[F#*0,9.X8ZT =W17->./B9X/^&5I;77C#Q7H?A2UNG,4$VN: MC#9I*X&2JM*RACCG I_BCXC>$_!'AZ#7O$?BC1M T*=D6+4]4U"&VMI"X+(% ME=@I+ $C!Y XH Z*BO/M: _:&^%?ANVTRXU?XF>#]+M]4MA>6$M[KUI"EW 20 M)8BT@#H2"-RY'!YK=\$?$KPC\3+&XO?!_BK1/%=G;R>3-<:'J,-Y'$^ =C-$ MS -@@X/.#0!TE% <_H/Q"\+>*=@:;O^VZKINJ07%K:[$#OYLJ. M53:A#'<1@$$\4^Z^*7@NR\$IXRN/%V@P>$'567Q!+J<*V#*S[%(N"WED%B%' MS"?B1X2^)FGSW_A#Q1HOBNQMY?(FN=$U"&\BCDP&V,T3, V" M#@\X(K*\9?'3X;?#G5UTKQ9\0?"OA?5&B6<6.LZU;6DYC)(#[)'5MI*D XQP M?2@#N**P_%'CGPWX'\MKOB/Q!I>@:(I0'4M4O8[:V!0.* .AHHK MA==^//PS\+^*\,ZS\1/">D> (T>.)M'OM;MH+Q7D56C4PLX<%@ZD#'(8$=10 M!W5%"/BA M]N_X0WQEX?\ %OV'9]K_ +"U2"]^S[]VSS/*=MN[8^,XSM;'0T =717/:,\1 M/"FL>+M1*\"B21K[Q1IT?G7NB6U_%)>VJ? +\TL(8N@^=.6 'SKZBJ&K?&+P M#H.M:MH^I^./#>G:MI%K]NU&PN]6MXI[*WPA\Z:-G#1Q_O(_F8 ?.O/(H [" MBO*O^&L?@A_T63X?_P#A46/ _=KO/%/C3P]X'T&37/$FO:9X?T6,J'U+5+R M.VMDW$!30!ZE117 M'^./C%X!^&-U:VWC'QQX;\)W%TADMX=)/ MB)X5\&:#;:YX@\3:/H6BW+QQP:EJ5_%;VTK."459'8*Q8 D 'D#BI?%GCKPW MX!L[6[\3^(-+\.6EWOKI]RUE>'2[V.Y%M.OWHI-C'8XRJ<$9Z5BM\/_ NO MAZQO#IUUJQUFV%I;W0)@DEW[%DPR_(2&^8<&_$&DZ%J M_B72-*UO5V*Z=IM[?Q0W-Z00"(8F8-(02/N@]: -^BN/\ M7XELFV(.K'$O 'K0!Z? 17,Z%\4/!OBCQ!/H.C>+=#U?7(+6.^ETRQU*&>YCM MY%1XYFB5BPC998V#$8(D0@_,*9KWQ6\%>%=:ET?6O&&@:/J\-B^IR6%_J<$$ MZ6B!B]P8W8,(E".2Y&T6R>#0!U-%>5? \-8_!#_HLGP__P#"HL?_ ([7I?\ M:EE_9?\ :7VR#^SO)^T?:_-7R?*V[O,WYQMV\YSC'- %JBO*O^&L?@A_T63X M?_\ A46/ P =KH=2^-GP\T7PEIWBK4/'OABQ\,:C)Y5EK5SK%O'973_-\L4S M.$< (_"D_=;T- ':45A>&?'GAKQIX=_M_P />(M)UW0OG_XFFF7L5Q: _)D/^ M]1BORX.>>,*O%^@^!-#N-:\2 MZWIWA[1K,LP50TDA"C+$ 9)/(% &O14=O<174$<\$B30R*'2 M2-@RLI&001U!'>L3QI\0/"_PWTE-4\6^)-(\+Z8\RVZWNM7T5G"TA!(0/(RJ M6(5B!G.%/I0!OT5P\A7]H+X7>.]"MO6K6L$K\I M&\HDVJS=E)R:S(?VJ_@I<3)%%\8/ ,LLC!4C3Q/9%F8G EY- 'J5%8?A'Q MSX;\?Z?/?^%_$&E^)+&"=K66ZTB]CNHHYE +1LT;$!P&7*GD9'K7/R_'SX8P M>$H?%4GQ&\)Q^&)KK[#%K3:Y:BR>XVEO)6;S-ADVJQV@YPI..* .\HK@O"?Q M^^^&'C[6XM&\,?$? PCXCUB96:/3])UVUNKAU4%F(CCD+$ DX' %;VG^/_"^K M>+-1+V/B32+WQ-IL:RWVBV]]%)>6J,%*M+"&WH"'3!8#[P]10!OT5@Z7X^\ M,:YK&M:3IWB/2=0U31"HU6QM;Z*2>PW E?/16+19"MC>!G!]*T=%US3O$ND6 M>JZ1?VNJZ7>1+/;7UE,LT$\;#*NCJ2K*1R"#@T 7:** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M*_/'6_A%X; ;#_X*)?%'PU\5# *SR/AP$WEI&+;%QM Q7CM[_P $H-6L M6U#P_P"%?VA_&?AKX6WLQ,G@Q%EDC,#X\^)F6Y2)M_S?,T)X(W!\$L ?+&H/ MJ?QW_97_ &;O!?B#57U2W'Q-D\ (6VI2,2TED6BCC.[X592JX)PJ*!TJ/XM? M$B__ &@OV8_A'\,9A)#J7@'PUKNK^)8"X+6QTR*6ULMWNQ0*?^NG?&:_1;Q% M^PKX;?P[\#O#WA/5W\,Z)\+_ !#;:_%#-:?:Y=3:.19'$C[TV/(P9BX4@%N$ M %L/%/V:7XI:;=Z=#%_9>[^QENG\VX(/G?O@T@5@N(MP H'T /@3XH6EG?7W[*,-_\ #/4?B .:M\-DW>$-*N;FWN+W#7)#*]LK2CRSB M0[0+OB[\>7^&K? SX7Z1X0FM$*ZY?WS\$/XH? PSHKZI;7 MNJB*R^T/?V\3%OLP/F)Y>6V-O^;!0<4 ?EK^QG\UE+21JC9:2'%+69]"TF_O+-[/:(MDN;5XY%;^ 1LX90RD;Q][/45K M?#G]EG4/!W[2MY\8]6\:KK^JWW@^W\,7=FNE?9Q+- &;9GNP_G/C>UN3Y>TX\ MS[YV\@'PK^R7X$_MCX:_M'_%KPAX3M?AU*M8\ :AI5EX;@\'2'6':]CMW+O(MS'S$90KG;,JMBY4]"IS6EKW[/?C3XT?L0_LPZWX;\,K\0]$*Q7-UK?@=M0: MR;4X7? [T_O"7C8^'_!WQ+T: M[L-1\)'2O.@M;R:%D^VPN)DVD,SMY>W!$CKD?(4YWQ5_P3BL]=^#OPR\.Z7\ M1]8\+>/OA_:R6FD^-]%@:WD*2R;I0*S!@"I8#,.I!8G)!*D \#_ &1?$GPP M^&7Q2\53Z'\- _'WP'^*,OA*]N8/ /B&ZFN-)U*&%7E29#<1KU5 MAD4%L*'/F!CENRX%>[_LY?L$S_"/XI?\+&^('Q4\0_&+Q?:6,FG:7=ZZ)%2Q M@DSY@ DFF=F(:0#YPH$LGRDD,//?%'_!+34=+\1:W)\ (_COXK^$OA36)&N+G MPSIRS2VPE;(8*8[]$&;/M4*ZL0!@L1@ ^5_&5Y>>' V%?VA?AI'K5QX@\+^ M!/B#!I>A7MS()"%M]QL#+\N,IOPO&9&P "15+X[?$;7/ _[,EQ^S?\ $&?= MXM\#>*=-ET2]D^4:KHSI,87C!))\L,JX'W59%ZHU?>WB;_@G7X2?]DNZ^!GA M#6[CPW-W=_#J5UKUY:B]N+FX1U9GD17B!)5%08("JHX/.;7[8G[>A?M92>$ M-3&O_P#")^)_#X6W.K)IPN_M=H,L('3S8\;7)96W';OD&#NR #UK]J;QIJWP MY_9Q^)/B70I#!K.F:#=W%I.!DPR",[9![J3N_"OC_P#9M_X)N_ OXK?LR^&/ M%/BFTU+7 %7BG21JE[XF_MF=9[:XG3<^Q5?R28G+#ZCDLIWYZ5^@NM:+8^) M-&O])U.UCOM-O[>2UNK6892)U*NC#N"I(/UKX&U'_@E#]NGS:KH/@W]H7QE MX2^%^H2L9/!B+++$8I% GB9UN8XW#_, 6A/RE0V\@E@#Y'\=^+M3\6?L#?"W M2M92?QY9^&OBA)X>L(8I'$FJ6,5LS10(Z;F 82&)-F=JA OW17U9^P#X(*O M\:KS4;7]DOQ/\"]0T[29IK;Q%K>KZMYE=FSR<(<#N/;?& MW[_AK5/A7\) 'A+6I/"NB^ =?M]>22XM/MLVHR1[C)YK!XP'D9RQ<# SA4 M"@ ?4M 'R7_P4(^#?Q)^.^@_#3PSX \Z9K=G;>)HM7U=M)KJSCLQ*L0988HK="5B15." 3D@= %50#Q#]OKP?JGP2\5>&O MVJ? L,)U_P (F/3_ !)I\DIACU;2Y7\H*^.KJTH4$@D;D;GR5%>=K\%=1*? M\$_OC9\5/&DL>H? $WXFZ3)KVJW2MO6WMY&#VUK$JD<'EJC9,F%;: >#CF MOJ?_(*>?%+PJ'Q#^$GP6\9^(G\>")9V\0>)KV"..9XH(XY([6+;$CNV]Q M*, <'8QQC<+VC_\ !,GXO^'=)L]+TK]L+QOIFF6<*V]M96=M>0PP1J,*B(NH MA54 8 %>Y>$_V& #4GQB\_$+XF3:5\5[_7H+.TL;/7M"BDATN&"/R*) M7E#NX5"7 4Y#''SF@#YS_97^-$?Q(_X)C_&3PK/J2ZGJ? @7PSKFC_:1N'GV1 MLIWM)0& 95V;HU! .(>1FOAWPU;^"[SX3^&?#-U^S'>)XU\56:99W]X/Y/,VDX!/S5^K&H?L"Z1IOQ ^*.L^"=>LO WAOQ_ MX.N/"]]X7T[0T%I!> 8DO(PDJ*I4<^6$&XM(=P+Y&[>?L3>']?_ &.].^ W MB'51JT6G67E6?B 60CDM[I6=XKE(M[8*ER"H?YE+KD!C0!Z3^S;X%UWX8_/ MP#X3\372WFO:/H]O97CZ.)9+6YG. M;B3P!_P4#^)WQ=A+!?/B?PQY'U.Z-0>VXU0U:]D^)O_!03 MP3\6P[R:7KOQ0?P_I;%@4>VTU+2(2@_=?S <^H/?->'C#]A6Q\;>+/C_K& MH>*=]O\ %;2[6P6S_LW/]DRV\2K%/N\[]_B2-)-N(_NXSWK#\+_\$[[/PGH? M[/VG6?C7CX5:K=ZM-*=)YUF2>>.5@?W_.XQLV@_O_,>G(!D?\$Q8VAL?C[& MXPZ?$K4U8>A 2OBW5H7C_P""9_QD9A@2?%Z9E]QLM1_,&OL?XH_\$T-3UKXJ M>+/&'PO^.'B;X1VWBR7[7K6DZ7%+)'1G?=%*;K1K'[M=[J>21FSF02,H4$*!O/W<]2: .=^*OPN^$O[:G[.&E_%WQ'X:76-1C\(SW^ MF2KJ%S#]BD,#2/$5BE57*3*5.X-RA'2OC7P[^S#\,]/_ .*6=Y\7X/#7E_$2 MYTB=9=9^WW)W ZF8#^Y,OE#]VH7A.V>O-??O[/\ ^R;/\"?@7XO^%]>,GUS1 M-5GOVT]:;3_*?2X+F/;Y)_>MYP5BS[ODR7;ID8S+7]C#[+^Q$W[// "8;LVC MVO\ PD?]F8^]>FZW?9O.]]N/,]_:@#YWU:,? G]H+]D?XKQ'[/HWC+PK8^"= M<885 [6\7V9W.1U:2,DG@+:]JQ&MC\)?VV_CC<.T^FV6@:GX(\V.2GV>WM MB9W3CHQ2%QW_'K@XS7UQ\"X MM$6/SEA\Q2"T?F+Q("OF9R<8*>_V0;#X?\ ['NH_FPU[<+_2+_$Z?Q UB M SS77F;YS!YG.WS N_H@&[O0!^5GPC\.^&;KX:^'I;O]A;QI\1;E[53)XJT M_7-;A@U,Y/[Y$A@:-0?1"1Q7[B?\(SIO_",_\ (]]F_XD_P!C^P?9O,;_ %&S M9LW9W?=XSG/O7P)H' !,'XM^%=&M-(T3]K[QIH^DV:"*VL=/M+N""%!T5(TU M$*H]@*^^/!^BW7AOPEHFDWVIS:U>V%C!:SZE<9\R[D2-5:9LLQW.06.6)R>I MZT ?F?\ $S]AWX)>'_V\_@]\.M/\%?9_!NOZ'J-YJ6F_VK?-Y\L44[1MYAF, MBX*+PK ''(/-6OA!^R7\,_CI^UQ\7_!?B^RNIO!7POAL=)\+^#EU6Y2&&WF$ MKRR;_,\]L2+O)WXW7'/ 51]J^,OV&?VZ MO@9\/--\%?9O!_B73=6N-5TW^U;Y_M+PVL\D1\QIC(FUD4X1@#CG(KZN_94_ M8?TK]G+Q)K?C37/%^K?$SXDZU%]FN_%&&M;@XA!!V(K/(P)"1AF>1R?+4#:,@ M]AX_9Q_X3;]ISX9?%[_ (2'[%_PA=G? 6G]C?8O,^V?:8)8MWG>8/+V^;G&Q MLXQQG- 'YI?MP2?""U^*3_!!=:_X0?P)\,O"5\VAVBF\O4F\071%PD+.JRN4 MPZ99SA2'&?X:]I^.GQP;]H'_ () W/BFZN3#7\7ZI\0].\/? %SQ7XFURXUFYUK7O#D!,(EP1!$DK3%$ M4[CPW.[IP*X76O\ @FW;S> /C3X&T#QW'X?\'_$+5;/5[/28]"#QZ%+#.LLB MQ 7"AT<*J!<)L")C.W! /K;P%_R(OAW_ +!MM_Z*6OC+_@L4JM^S#X;#6K7R MGQC8@VJ$AIA]GNOD!'()Z<<\U8^&O_!/[XN>_ ''A76+W]K+QKKVCZ+J-K=S M:#/%>+;WL$,JNULP.H,H1U4H&/^$C_ .$8 M_LW7;;6OM7V'[7YGDI*OE;/,CQGS,[LG&.ASO!^6GA'X?Z3\8?C=X.\$ #/] MG>X^ GQ#T/7+'7;[4==\97N;2-V(;[N&P..* 1G]I[]D MZ+X_:YX(\6:%XG?P#*\0O"%\+G3O$EO9?:F,.$D101Q8,D=[&74F,L M1QNQSC))?V3?V>/AI\8?V=_$_A_Q)^SQK'PCT2^\0*USX5UO6-4::\:"&)H MKL22^5*]YD=,+\I,9Y)R!XY^R?\ L3_!CQM^T9^T/HFM>#?MNF>"]?LH-!@_ MM2]C^QHWGL1N68-

)S&G,A8\>YK[*_95_9[\:? '3?$5MXQ^,.O?%R74Y89+: M?7%F#6*H'#*GFW$W#;@3@K]T=>U_X(_LX_\ "G/BM\7_ !I_PD/]K_\ "P-3 MM]1^P_8O(^P>4)1LW^8WFY\WKM3&WH<\ 'AW_!)F%[?X!^.
(I!M=/'FIJPZX M(BM@:^#-1@Q_P2M^'?FZ>^IQR_%?/V&-B&N5^R70,8*Y8%L%>.>>*^V?B!_P M2]U2^\;>+=5^&OQU\3?"[P_XHGDN]2\.V,,TL$LTA;S,F.ZA#1D.0$=6P"1N M(.!Z#XR_X)
[^'M3_ &>?A[\)?#'B:Z\/Z9X2\20>(_[0O;07TU[(@GWJX#Q! M2[3D[APH4#:>M 'Y_?#[X?Z5\8/C]X,\(?#+]GR?X">._#>N66N:K>:YXQNY M;R*QC/F,%L[P1R$\QN#&K-PN<*Q:NV^,E]XU^&O_
4&^-7QG\&(U_'\/9]) MN=)/^6?/WY^TM^R;'\=/%G@3QOX=\3MX ^(G M@^]6>Q\10V'VLRV^2S6LL8ECWQECT+8PTJX(D:KG@7]EV#PO\=_BU\1=4UN'
M7K7XA6=G976A2:;Y<4"0P"%P7,K>8L@!^4J, XR>M 'Q?\!M)L_VIOBU^UG/ MX+N;._CUV[T#4=(O[G4KNRCMV_?,LY>T82EXN6$6Y070*Q7DC[4_9-_9X/[- M_@O5O#TAANY'OL1:LFHW5S-?
VL420VKSQS?+!*D*1PE(3Y>(D*[00B\E^Q_^ MPYIG[('BSXB:CHOB:76=(\430&STV:R\I].AB>=DC,WFMYQQ,%W;4^YG'/'T M]0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %?/7@WXR>)-2^.4\ MNHWL/_"L]?U"_P##?AU/*12NH6"J9'\S:&;SVCU-0"Q %C&5'[QJ]XUJWOKS
M1K^#3+R/3M2EMY$M;R:#ST@E*D)(T>Y=X5L$KN&<8R,YKP5OV)? &E^!?#MC MX;TC1= \.HM%@;4I;JUEBD>:>0;7E_RW64,_S"5\F@"Q:_MC:+ MJ6I:?9V'@/QI?G5-
3U'1=*EAMK()J%_92RI/;Q[KH%?E@ED$D@2+8IRX8%1H MP_M7:#JWA_PW>^'_ KXG\4ZSK=OJ%TGAO2H;7^T+6&QF^SWCS>;<)"/+G*P MX65B[L/+#@$B'PC^S'_PBM]X N/^$E^U?\
(KXHUWQ)M^P;/M7]I+>CR<^8=G ME_;?O_-N\O[J[N,K0?V6-;\ VV@W_@WQS::7XLTP:Y:OJ6I:$UY:W%GJ6HM? MF,VRW,9$D,OEA)!)@@2;D(.+)_"OE',0!DYX4E7VVOB)^USX6\ V>M7\&A>
(_%>DZ%HL.O: MOJ.@6T#Q6%M.CO;[Q--&[/(J$A8U;8"&D\M3NJEI/[)&G>&]-OM,TGQ!<1:= M-\/(_ ,*W=OYTR!&G;[8[AU#LQG)*!5&0<$ X'B7[0WPO\3^'M \8>!/!&CYRU 'UY\2_B M##\/?
ACKGBW[.UVUC8M<6UF.'NIV&((%Y^])(R1CGJXYKS'X=_&;4OAY\-?& M,?Q:UC^U/$_@>Z6'4KRSM$1]0CN DEDT4,8"EG\Y;<8 #21/TYKNOB?\'[7X MK:7X8T/69[6Y\+Z?
J$5[JNCW=BMQ%JZ11OY4#AFVJ@F,4I!5]WE!>,YKSSQ1 M^Q;X0O-2UA_!\>G_ [TO6-'CL+[3?#ND0V\C_ +06D:EK<6C77A_Q%H>KMH-[K\UEJMFD,D$5K<+; MRQ-^\(9R[
JR%HG7YED*E2<37/@GXZ\5+I>LZQ\1-.E\:Z#K":KH5U:>'##I M5D/LTEM-$]H;IIIA+%//N)N@0QC*;0K*]#7OV>O&FM:]IOB3_A9=L?$[:1J& M@ZK=W'AQ'MY;.
[GCFV6D*3H8&A\L+&TKW!Q_K/,.20#6\&_M0:)X^UK1-/T3 MPQXFO!J7AG3O%LETMO;^796%ZDS0F5?/WM(#"5,<*R-EEV[AN*T/^&MM$T_^ MWH]?\'>+/"UYH^E66O2V.K0V?GR:;U76[O2K_
$.Z\)R>&M2T;P;X+DLA=1%ES<^1!)/+-<.N MY9#AR_R$! A# 'T'X:\>6'BKQ+XKT6QAN?-\-7<-A>7,BJ(6GDMX[CRXR&)) M6.:(MD#&\ 9YQX?X-_::O])_M#3];TK6_&FNZGX[\0>']#L-
#M[1)/)LY9&2 M-FEDAC4+"C?.[9.WDY(SVW[)OP[UGX:_ CPWI_B:>XNO%=[&VIZQ/>!?M#7, M[;RDNT[=\:&.([>/W7!/4YOAO]F;_A'O&VA>(?\ A)/M']E^+->\4?9OL.WS M?[2BE3R-WF''E^;G?
@[MOW5SP 6+7]J;0M:\/^%;OP]X9\1^)=:\1"^>#PUI MZ6B7]NEE*8+QYC-<1P*L4VV(XE)9G78'&2&^)OVKO#/AEI99?#_BBYT[3]/L
M]4U^^33TA7P];71/E/>Q3R1S!@JN[QQ1R/&J$NJ@C./X=_9?UCP#:^&+[PEX MSL[+Q5HDVN1F^U717N[*ZLM3U!KZ2![9+J)@\<@@VR"4?ZMLH=X"1^*OV5]: M\21>
(+0_$.22Q\9:59Z3XS>]T>-[O4U@5HWEMGADBCM))8G:-B8I5 "%5!4E M@#6\4_M;>'?"9\)-#\2Z9>V.G'PI>PVS:CW<2 MD. WG!4,4GF%-C8\^^/GP&U71_@S\7H_#UU?:KJ7C+Q1H^L6]OIM@9)[
1S: M9 P5(]5\51W_B6W\8R>,=6N;?33!;WLQTZ33XX(8C,YMXTA:'EGE),;9^_\O.7 M7[%XN/C WCE?$.CI,/%[L(OVI/#NK6?AA_#>@^(?%NH:[9W5_\ V3I-O +JQM[:8073 MW"S31JIBG;R2B,
[LX8(KX)K@M:_8CMM7TW3(;C5?#FM2Z+XBUK6=)M_$WA4: MG8"VU.5YIK:ZMFN5\YTD8,DT;PD>6H*D%]W2:+^S#J?@>'P;>^#/%FF>'?$6 MBZ3*?$=[_ &CKNK:-
!=WMWY21>;*RY9MB*JKGT4 5XY\:/VH/''AOQ!\2 MM&TW0[K2K7PKK/A6"TU*""VGDNX;V^ACN(BC3.6:6-G$>(T*@-DJVW/LWP+^ M'&M_!KPOX<\ _;+?5?"_A[P_:V<.IM:^1/^&O$FG>)=/UVV\--
X2GBM7U*:_N(HYH(HS'<-;E7B MD$GF&8(J*Y9EVFNY^&?Q,T_XGZ3J%U:6=]I-]I=_+I>IZ3J:QBZL+J,*S12> M4[QDE'C<,CLI612"SM=4T=+ZRMI MK.QAL_)N8'D NHI$CDW#,9'F_*0RAJ]!^!?
PBB^#/@^ZTA#H?GWFH3:A.OAO MP];Z)8(S[55(K:(L0%2.-=TLDLC$$E]NU5 /F7PG^U)X_7]GWQH/$>IQ1>/+ M6PFU[P_K4=K"!?::;\VY)BV>7YEN^(7&W[KV[G+.37K?QT^,/B7P?\1+-M!O
M(X?"G@VSM]:\:(T*/YMI=7(@10[*=GDPQWETVTAL0Q _*_-/QM^QC8>-/@/X M>\ /XFFL=8T&YDGLO$EO9X8++,SSPM#YGS1R1N4*E\95'ZH!73-^R;X!\3:E MXPU;Q]X;\/>/=<\1:E-=?
VGJFB0O/9VQC2&"UA>3>R+%%$G*L 7+N%4N0 #D M_CU\2M;\+_$B2'6O&WB3X7?#M-&MI;#Q5H&@P:C9S7\MQ)'*+^XFM+E+6.,? M92F[R5;S9293@!8;/Q-X]^(WQ2\!^&3\2UT*UO?
DWB"\U#P#%875GJ%TMU; MQ++!)>VLY\EDF9@%]1\S8R>I*_!/XE?#W2]%MO#OQ7M[N2VTFVTN]C\4Z#+ MJ-K,;==D5Q!%'>P-!*R<2_.ZR%58*ASNR]%_9=UWX;ZSX0U'X?>-=/TZ30?#
MMQX>D'B;07U/[4LUTEU)-^XN[41MYB?= *@,0 !@ AM?C9XG\._"_XGZ??7 M,>N^.?".MKX6TO4)($A&K7EU%;-ISR1H-JN3>P+)L4+E'9553M6&3XY^*O!_ MP7OK"]NK36?BEI?
B>V\#O=7D"I!)>75W%%9WLT4>S"/;7-O)+'4=*1K;7-2EMOL\),3.RQV\"$!(6$A_ M=0$N6C+,E]^QSX.34O%$?A^.V\&>&]>L+!9-&\.Z=#:+::G97+SVNIVY4;$F M4LH8&,A_*CW9 (( ]M4\8_!3XE>
-*U[QSJ/Q"T'QG=2:*[:S865O4TG]GWXF2?&;PWXY\6? M$[1_%>G:.[RIX=3PW/9P17#VWV9[R!VOIC'-Y0V[,&'YY2(U>1I*]$^*'PKO MO&&O>&_%/AO78?
#/C+P]Y\5GJ%U8?;K66VGV"XMIX!)$SHWE1,"LB,K1J0<; ME8 R)/&6N_!#PW/'XVU*?QW-=:S%IGAF2QA@CU?5C.H*03QA8+99583?O%,< M?E1AFV$,3G/^U;H+6NAQ6GA;Q/?
^(=5UJ]\.CPW!!:B^M=0M8'GE@F+W"PC] MW'N$BRM&RLK!]IW4S4OV>]>\0:+'?:QX\>_\?6WB*#Q+9:M_9[KI=E/#&T$< M$.GFX)6 P/(CCS_,=I7?S!\@1GAO]F>72?%7A/Q-?
^*!]&NZ;XGU+Q5JLL>G MF&&_N+O3Y;'RX4,K&WCCC>+:"TI(BY)+%J &>#_VOO#?C";12OA?Q3I.GZU! M?/I^HZE;6R0SW%DC/=V@5;AI!+'Y%/VQ/!VO:+;ZWK&D> M(?!.A7OAV7Q3IVI^(K2)
(;_3XD1YY(A#+*X:,2QG8ZJSAU:,.O-90_9?E\,^ M#?!T$'B!]1F\&R^(;](X]/*M?MJ,=X!$)#L*&ZZ_-NV=%SQR'P?_93U#XA? M OP'8_%35YKBU@^':0MW:6ZW/GN\CF2XC$,<:?NXPNUMZ.Q MR
#TB7]K?PYI/A[Q%?\ B3PUXE\(ZCHMI8W[:'K,5HMW%-0NM>USY*1L8T=9X974LHC8H/,*2I^SOXJU:'Q-J7B;Q[I^L>+=6T6V\/1W MD/AI%TT6,4CR/%<6,\\PG$[2R+-
^\3)IO$4FC>']$.FZ2OF:7)IY@M;7[1)]F!#^<[;WWN7X7<-H!'\-/VO+OQ'\ M)?A]K&I^!==UKQMXB\/MX@N=!\,Q6O[JU3:'N@9[M46)F=1&C2F9MV-F58+U M_P 7*I'<':Z^Q'45YE$$_
5C+K'A/7M8\):')X;AN/%7@M-6L9K+OEQA%'08 M% '-:]^UAHOA37];TF\\+^)[ZV\.7.EV>NZ_:PV@L;!KY8##(V^X661/WXW" M*-V3:Q*X*EN<^/7[3E_H]K=Z?X*TS6U?3?%VC>'[_P
4QVMK)IL4TU[:"YM" M))#*6,$Y0R"'8K-M$@<8'1>*_P!E_P#X2?3_ (HVO_"2_9O^$WNM(N=_V#?] MB^PQVR;<>:/,W_9LY^7;O_BQSG>,?V]7UZ^UJRTKQS#I'A#5_%%EXON=)FT
M7[1<+>PW-O/(B7/GJ%AE:W#;3&65V)#E?W9 .ETO]I[P_J_BB#38-!U_^Q[W M5;K0=+\3O%;C3=3U*W$GFVL#>?YH.Z"X19)(TB9H6"R'*[K?PU_:0\-_%?Q, MGA_0=-UA]5MK62?
6X)X(D/A^596B%I??O#LN'>.7:B;\K&7SL9&;S[PE^Q=9 M>!?B))XAT6Z\(PVT6K7NM64USX)MI]:2>X,C^3-J3R%Y($EF9E")'-L6./SL M*2W9?"/]G_4?A/XNN_$,?C.YUFYU^%IO%<=
[;N8]4U'=F.\MU,Q6SVHQB\I0 MZF)(%SF(,0#V:BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M***
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@#Y[_:(_:S@^ &O-:76G M^'KFVM[.VOYX-0\4PV>JW4,LSQN;&P6*62X\L1LS&0PH>BLVURD.O?M5:SH? MBSQ/"?]I+X3\-^+=.\)W^KMKC+=-
)>"S\N:*U%L58*UZ@96E7A>VC@O1;F4V\I>2!Y4=#+G:DBQ MOL59$=2ZMI:M^S7X:UFS\56]QJ&K[?$GB73_ !5>.LL09;NS-H8DC_=8$9^Q M1;@02=SX9W;PWRPW M2O:")5^RM(DT.1.
[/M4F+8Q9>Z^.7Q#\;^&?C/\ #;P]H/V)/#FM6&LR:EYM MUY6(;: ";VI?LI^'M0\3IJ2>)/$UCI">)H?&*^& MK6YMUT\:JDJRM/S 9BLCAF>(R^7ND=PBOM9>T\>_"?3OB!XB\,:W<:CJ&FZA
MH#W/D/8&'$T5Q%Y4T,@DC?Y&4#E=K J,,.<@'SO\ ?VI-8*_"#P&OQ)TB7[M))\-Y/%T7B*+5WU&\OX;&"W:[:YB>)"DK"977$DN[)W%6XKO_P!GW]K73/CA MXME\--'X=CU9M%CUZ%?
#/B:+7(XH#(L;PW3I%'Y%PC/'F,;U(?*R-M.-_3?V M6?!=CI/@[2KAM1U73/#/A.[\&0V]+&4O-/N4MXYA<;44LY6V090H/F?CD8W MOAC\'W^&UP9)?&_BSQ:D5D:C#IMG;Z_>0M#9V\9.
D<$,2R2'Y09IA)*0H&_!; M(!X]\");*QAT+7/AUJUP%T*0^8MQ+=:=;3I-3=)LP"JA7#>?_M/?%_4Y/"WPZ70_'=[K<4_ADW-_P"(/#MS M+!#IFO7\D)*PV*RBY9K>1F!#,?+F$+;/I'Q%\ X=2\4:[KF@^-
/%'@B7Q!Y; M:U:Z#)9M!J$B1B%966YMIC%)Y2I&7@,98(F:!KKW)^'=UJY^V7EO/8Q"1TTAC(0C&=3G*H6*G!KUC M]F0Z^W@?6#JXUX:3_;U]_P (\/% G_M/^R_, A^T?:"9R2WFE//_ 'OEF/?S MFI?
/[-GAGX;ZMX0O=*U#6)(O">GZAI.CV=Y<1RQ6]G=S0R>1GR_,=8A;QI& M6Z;2;U8YI M[E+.&P^V.MNT=J%V"6WARL+E">,\MIWQ6\6?"3X(K7Q!K6O:KKOP7N?'=
MP^LWLM]!#K$(@;S88Y698(V-Z4S1![F29@C,-V68FAX)_96\(^$-+U M32KJ]UCQ1I%YH/\ PBMO8:Y<1O'I^C_./L,#11QOY9#A2\C/*1'&"YVB@##^ M OVWP3\7O&/P]_MK7-?
T:V\.Z)KT%QX@U.XU&XCN;@W<%P/.G=W"/]DB<1@[M58R%0-V*R?"?Q8\6Z/\ 'SXYZ3;^"_&'C[3+'6=,2T_LN_TX6^GJVCV3M$B7 ME[4W.S2$1J5)I_";X,67PI;5+K^W]:\6:SJ4=K;SZQX@>W:Z-
M;1E M+>W'D0Q)L3?*P)4L6FD+,V>-CPK\-],\(>,/&OB.SGNY;[Q9>V]]?1SNIBC> M&TAM4$0"@A2D"$[BQW$G(& #Y-^'/[8LGPZ^ /P:L-4O=%UCQ=K'A :Y=:C
MX[\6KH\,R)M3'VJ6.9IKB1SPFW&%9F=<#/'(?$Z6^N^)H-,U6XMY"28;.Q$2[$;7[/?QZ\5Z8/#VD>)]*;5=$\3>-O$>@Z?XCGUM[B]2>
M&\OYHXWMGBPL"Q6S1*PF)&Q1Y87!KU34_P!F+P+P]J.I:MJ2ZUKEIJFH:[IOB(MWL+VQ>"[LK2*UB,:O R;6BB&\,K9+L5*\ 6=_9M\Z);>$X(+[5G3PUXFO_ M !7:&2:(E[J[-V94DQ&,Q#[;+M
PPVIEC@Y ,OXMW-]XS^-7@;X:'6=2T'P_ MJ&DZEK^I2:/?26-W??99K.**U2YB998EW71D?RF5F$2KNVEPTNMZE>?LV?#W M7;U_$,'B/2%U.%=,'C3Q
MDFE13&-6CN]4N7DDEC5R\BLRR2XD6,!P%QV'Q* M^%%A\2)=%OO[5U3PUXAT69YM,U[1'B6[M=X"RQ@31R121R* &CDC=3M4X#*K M#C[K]ES0[SP^\$WB;Q')XHDUR#Q'+XR>2T?5)+V$%
(6*M;FV$:1'REB$ C"Y M(7>S.0#C/#?[86I>-]#\(#PYX0TG5?$7B+Q)J?AJ.)/$3#2A)9PS7!N8KT6A M::"2"'>CB $[Q@$?,6:/^W-X>U3XK0^%?*T!;&?Q-)X2B6/Q)$^N"\0M&T[Z M7Y09+4SQO&)?
+G*.8PK$KW?A']E_P_^$=:T/5H]:U_4K[2?$-XGCEU"YA MD,UY>6;VMQYF(AE"))) HM=N#L 07M$ 9]L/#?C"75M*\6>*=-T275YM=;P MG:7D46F&]E#>:Y*Q"X9'D9I3"9C"78GR^U &'\:/&.I>%?
CA*1;7ETNFR6' MB"YO-/BN&CANS#:1/&)%'#;3G!(.TDD5RGA?]LZ8:'8:_P"./!T/A?0M4\"S M^/M/FTW5SJ4[V<*V[212QFWA$*]F\;?"?2/'OB;0-=U"YO M8;O1;:_M;=++9T6-
ENXEBE+AD))"J"N",'KGI7*6O[+7@J/3/"VF7G]H:MIGA M_P &S>!8[.]F0QW>G2I;I(9]B*3(5M8QN0H!N;Y>F #QK6_VD?%%WPZ^*.L>* M/B+H/_".Z3IOP[_M=/#^D^D(#?
VD\LE_#'&6:2*!8YPTGELS(452")&!8+U?A M?]LY?$VA>,;JQT70/$E[X/-E?ZRG@SQ0NLVHTJ??YEQ;SK;IYMQ"(9BUJ40D M(-KL74'HK?\ 8^\-W8U(^)?
%7BSQG)?:!_PC7F:U>0*T%DLL6LVI1ZI=VHCO+6#)%BT, M-M'$EO(QS+Y2)+,/EDD9/DH Z;X._$BZ^+7A >*3H4FB:)J$S2:(UQ,6GOK# M
\J[DB*+Y'FC+K&2QV%"Q4L47NJY#X9_#'3/A/HU[HVB7-X=%EOIKRTTVX9# M#IJRMO:WMPJ*5A#EV5&+;=Y52%"JO7T %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% %35M6LM!TN\U/4KJ&QTZRA>YN;JX<)' M#$BEG=F/ 4*"23T KQKP7^VA\)?''@KQ7XKMO$9PK"+YE7[C"@#ZTNOVNOA99V,$\NNZA]
MIFO9].&D+H&HMJJSPPB>97L!;FY0)$5D9FC"A64YPPSJZU^TEV\]$7PN1JE_ MK#>)K!]4TB/P[HE_J[W5JGE[I@MI!*50>='RP'WOK7Q5:^)/B9X%^">H1Z+I M?C#5?BO\6-LI:>&
(FAC1O)@^R"6011%(X]JL"PD.?DQ75?$?X M2Z+X(\'>%QX"TSXP2^,=)^'IT7P7J^E6%]9VGVL3AE6\CB1)()GE$;R+>HEL M8P.I0X /O:*031)(H8*P# ,I4\^H/(/L:?65X=CU5O"NF1ZS*B:V;*);V6V
MVBXV#S&3(QC=G'&/:L[P7<7QNO$=C>ZA-JG]G:BMO#<7*1+(4:UMY<-Y:(IP MTK?PCC% '34444 %%%% !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 %%%>-_M1?%N?X7^!;.STG4_[)\3^)+Z+2-
,OA9M>-9%R/-NO(M5',ABCW%4*D/(T2'[] 'LE%<1\&O'UQ\1O -EJ.HVR6'B"UDDT[6K!"2+74(M',=Q&N0"4WJ61B/F1D8<,*[>@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@
KE_"/_",'C?\ [#$?_I!9UU% =.LO&>F7UW)# [R.2'"K& MC*2AW,@P3HZ3X#CL?$&L:O?:QJNN2Z@P5+74+@&TM(E;'_$=Q9R64MQ!-87P,3S>:RH+VTN/*!*Q+MB*+ MMA3Y<[BWN%%
'GGPM^#O_"LM:\5:M)XOU_Q7?^))K>YO)-:2QC598HO*$B): M6L"[FC6)69@Q(ACZ8Y]#HHH **** "BBB@ HHHH **** "BBB@ HHHH **** M ,GQ9XHTWP/X5UGQ'K-Q]DT?
1[*;4+VXVEO*@B1I)&P 2<*I. ,\5XG*_VP M+/XH?#?Q1XPB^'7CBR@T/?^Z)RS;/WA M]K\76DNH>$]:M8=+M-"_FK:/;3*8/'"'PY\0ZU#<1V5]]KG#R0223;/LZ1R(Y M9G!G:-B,@H2 ?
04W[:7AF&ZET5?"7BJ?QS!?W-A<>"XH[$ZE#]GM5NIIBWVK M[,8A%)$=RS$DRHH!;(%GQ3^V?X"\.Z5HVJ6=MK'B'B72]$4[/ MXF72]]' M9U1;RY666-
]NYG_=Q+)+^YE^3Y:^<_AY^S;X_P#A]=>#O'P'P\"^*_$7C:W;7/ M^$LCU;4=(2]U:\U*TB475N5O6A6")[=(BC.C!7#*APP)J7['?Q&\"^ H/#NC M:.OBJ[\0?"B+P#>W%I>V\$&DWZW#2-
/*9G1GML7,G,2O)^X_U?SC !^@5O<1 M74$<\$B30R*'22 @RLI&001U!'>N;\(_\C!XW_[#$?\ Z06=:?A[04T'PMIF MB><\T=E916?G#,;.$0)NX.5)QG@\5A?#W38M)U+QE:0/O<\#CH*.RHHHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HH MHH **P?&WC*S\":#)JE[:ZA?*'6**TTJRDN[F>1CA42.,$Y)[G"CJQ R:SX[M'Q/K?B:TU";4H]**FQ!?0?L8^VR3NIW":<2,JJF1A8ADL"=Y'! %\6>/CHM
MJ@T/1KSQAJ+WO]GFSTAXB+.;9O)N9'8+"BK@DMS\R@*Q902?P/=:MXHU:]UO M6Y=6\/7EDVGQ^%Y+6(6 B=5$K3 AFG=L,.2$",5V9RQT_"/@O0? .BII/AS2
M+/1=.5VD^SV<0C5G8Y9VQ]YV/)8Y)/))K:H AM+2"PM8K:VACMK>%0D<,*!4 M10, #@ >@J:BB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "N7\(_\C!XW_[#$?\
Z06==17+^$?^1@\;_P#88C_](+.@ M#J**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBO+-?\ CYIV@_&O2/ #Z;/-#=QI'=ZVK?Z/97LRR/:6KC;C
M=*EO<'.X;2(%P3.N #U.BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BL_7O$&F^%=%O-7UB_M] M+TNSC,UQ>7WDBA20
M+MBM6C5W:0;]KLRJ %;YP0" =#XM\6Z3X%\.WNNZY=_8=+LU#33>6\A&6"J% M1 69BS*H50220 "36-#J?BOQ#K7AZ_TF/3=-\'SV@NKT:K;SC5)'8';"L)V+ M!@%6+N7;.5\L?>JWX7\ :?
X5U;6=5BN=1U#4]6F,MQ=:E>R7!5=[,D,2L=L4 M2;R%1 !W.223TU ',^"?AQX?^'J:C_8MG)%<:EXN[/1 .N-2FM[1-\TB0Q-(RHN1 MEB%(SR2*^?O@-^V%JGC_P"#'B#XE^-/!Z:
X;M9F.FWGAN[_M8:@K7#0I;1 MQ*HF-P'\N,_($$&_"L[R:=F.XG M<7,:E%$2%)52.(#*HN6PS$ U;']L+Q!KW[-/_"Z-,\"Z/9Z':C4FU'3_$/B
M2:SNH/LUR\$:1B*QF$DLI0C82FUF507SN$_BS]KS5_"7B#X;^%]3\,>%O#/C M#Q7H3ZU=:=XO\8_V9!!IKB2*..T$PLY3-,[2. H1>8GQG%8WA[]DOQ=8? GX> M?#V_U'0YH])\??"?"ZZJRS-
#=Z<+^YO5@CS$"TA=[;*L%7Y7^;IGM?VD_@[MXT^*<>OZ5X;TKP*VF>)O#,WAN_UK6$F@UC3UDD)WQ2)%(+B$*Y86[>3B10WF M'=A0#WN(NT2&5523 W*K;@#W .!D>^!7->$?^1@\;_P#88C_](+.@ \
88C_/2"SK3\.^'X MM!*Z9H;2O?PV5E%9&6Y 9IE1 FY_4L!S]:POA[I=EHNI>,K+3K.WL+./6$V M6]K$L<:YL;0G"J !DDGZF@#LJ*** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH ****
"BBB@ HJOJ%];Z78W-[=S+;VEO&TTTTAPJ(H)9B?0 $ MUPJ^)-?^)6CZ'J?@JZCT/19[QC>7FMZ9*+J:U1N#;0N5V^9@X>0<*1PJD\US4FN>,/%-AX>OO M#FG6?
A^SNG:345\4PR&\@B5U"JEO$P&YUWG+RKL^3*,2RKKZ+X!\/>'?$.KZ M]8:7#%K>K,#>ZDY:2XF ^ZAD8E@B_P * A5[5T% '*P^!9F\0:QJ-]XGUS4 MK34(&MDTF6:*&ULT8-
Y7DQI)NX.'=V8;C@BOE.']E?X@3?_P 1_#W4OA_\ M/M3GUK4+C6'UNY\:W\TT%%^^5M[B,2Z0YS!&L4:[G8LL6&+^;F)^UJ* .$T'X8 MV$__
B6O:]I=K:>,M)TZ"VDET6[GCMHW6/#Q)@@IYL(9GVB1.F"5!Z26W@7!?7 M?#$_^$9LO%FA7]B:AJTAMIK[P];3:AIUK-N"H)9 @DB5]RX9T"*207XW'N M(Y$E4LC*XR5RISR#@C\""/PIU<1=?
#&TT67Q/JW@L6GA?Q5KBJ\U\T$D]K). MIR)9;59$1V.2&<%78'[_ , ';T5Q-M\1H-#U;PYX;\7/#IGBG5X/W+6L4[: M?>XN)CA(XU!9F M)[$U\N?&BX\0?M97VVD>"OA[?2^&]*TT1:]K.KZQ:7-7-I-
;REW73EC@9%9I% M>-KM5%B$CB\Q"ZN M$#2(R,2017K] '-Z/X'MM)\2ZMKLFI:MJ5[J/R&.^O7>WMH@K!= M[8^9FKI*** "BBB@ HHHH **** "BD9@JDDX Y) <+KGQX^'7AS5HM*O_&NB
M1ZM*X1--CO4ENF)./]2A+_CC% '=UC>+/&?A P !Z.^K>)M=TWP[I:,$:^U: M[CM8%%8(!>0A0>#W[54\<>*-4\\+Z=#-I'A/5/%]W-)Y0M=+FM8C'P3OD:XFC M4)QC(+'D84U\T^.?
C/0/CSH/B_XB:1X2\#>%%TI;73-5UV]FU*VTR83L]U MN=8XHK:XGB,"J[.5 MVP[Y*4 ?5FB:[IOB;2K4]'U"UU73;E=\%Y8S+-#*(/0]JJO5XI\!Y-/UCQ]\1?$/A*V^S_
-U1K$V4L4)AMK[44687MW; MJ0 T;J;2,R*-KO!(06Y->UT %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %-_^PQ'_P"D%G0! MU%%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !7-^-/ M%L_AO1KV;2='N/%&M0B,1:-821K,[2,5C+LY"QQDALNW "L><8K.U3Q?JFO3 M6Z3IZVU]K5VU]J%T\CRS7,IZ%G9*&(_^4)DBNLHHH **** "BBB@ HHH MH **** "O-
FL=5^"OA=_[)MO$7Q!TQ;X,-/ENXY[[3;-E.X0O)M>Y5& (21V MEVLP5GVI&?2:* (;>[ANO,\F5)3&VR0*P)1L [6'8X(.#ZBIJX[5OA_!8ZMK MOBGPK;6.F>-M0L?LQO+H3&TN67'EM-]0LFNSHL-
V9DDV'$OD2LB>:J\$X4,%8%E&: .NHHHH **** "B MBB@ HHHH **** "BBB@ HHHH **CN+B*TMY9YY%BAB4N\CG 50,DD^@%>>Q_ M$#5OB5X234OADMBR2WGV<:IXEM+J"W\D(&-
S!#M1KI"2%7#QHWS$287D [[4 M-0M])T^YOKR5;>TMHFFFF?HB*"68^P)KA1XNU_XC^&=-U/P ;73+.ZN")-0 M\3:=,)$N+K7I;<6J37%U+ M)%;184,D$18I$&*AF*@%CU)P,=-0!S>G?#W1-
,\::GXLC@GFUZ_B6![JZNY9 MA#" O[J%'8K"A*AF6,*&;DY 8?BG]GOX6>.->NM;\2?#3P?X@UJZV^?J.J:# M:W-Q M4(N^1XRS85549/ 4#H*] KSWQA\9;;PYXED\.Z1Q:U[QMKMO EU>V7 MAZ&
-88G)"--+/-%&K-M8K&',A"DA<$9 .B\$_#WPK\-=*ETSPCX9T?PKILT MQN9+/1+"*SA>4JJF0I&J@L51!NQG"@=A705SO@7QYI'Q$\.KK&DR3+"))+>X MM[N%H+BTGC8K+#-&P#)(C
@@^Q&003D>*/CI\.?!<@BU[QYX>@!-'(8RD;PVNCQK).'("E S*N. M0BN?\3: M/K?B#PVMGI^O2>%M5?RVDU"P@BN6CP075!.C(<\C+*>#G&:X@_LZZ3JV3XG\ M6>-/%[,.FH:_
:P/_O6]EY$+#D\&/'Y# !WWBSQGX?\!Z.^K^)MBEW(&3V&>:X$?M)>&4D$?AC1_%/C-F.%ET/0;DVK<=KJ98[M<_A)7J?V>+R4B\M3&FW:I&0-I!'Y$#\JDH P/&4OB=-'3_A$[;29M4:50W]M
M3RQ0QQX.6_=(Q=@=OR_*#D_,,<\5'\/_ (F:Q ')K?Q5&F(&#_;>$O#]O.J< M$':7NS=L1U!(V_A7JE% &!XR\ ^'/B)I<6F^)]%LM>TZ.83BSU"$2PEP" 60 M\ U/!!'?L*G\->#]!\&6(LO#^B:;H5F.?

%"ED*%EX8G"D 'T'17E'BKXP:SX1\.>% MX]4TCP]H_C?7;EK2'1M:\026UC)*IPR17R6L@9VRAC1XT=PQX!4K3E\0?&YV M!_X0+P#$OH?&UZQ_]-_+]: /5:YCQ1\4/!O@?4K'3O$?BW0M U"^_X]+35-
M2AMI;CDC]VCL"W(/0'H:L^+F\3?V*/\ A%TTDZN77(U=Y?LX3G=S&-Q/3'2O MCO3_ !%KWP]U[X@Z;\0_$OPU\->(]8U6XGN/^$F\.7E])K5F_P#Q[+:_Z5'] MJB2$)$(4RR&-P5R22 ?
<5%>,?!_PIXQA_9_\/Z5!J-M5@!_X#!<1C]* /5:AN;N"SCWW$T<"?WI&"C\S7)>+H?_B*. M#P)XBO-/OKBZB$L6B7=[NN[A(OFWJF[S9,;-/"5K=RRVP4$SI L@D4DG"K,R,,$LG:@#W[Q#XHT;PCH
M\NK:[J]CHNEQ;?,OM0N4@@3)P,NY"C)(Y[UX/J7[:WP]\4:'?_"O_ !QX M7O-4M[TV32:M).8PH7+S10PH9+@*2N -BOSB0<$^MQ_"CPY KNFZWJ%E_:6K M:?:):6[3R2&V@
4J6AMBQAA9@<%D4$C R0!77QQI"@1%5$7@*HP!0!YYJ]CH MNAS0?$?5'U[7[R&TACMX-+@O;J*/>-C/!I\6_#/O)9BK.J]6 !K._P"%\W5T MP&F?"
[X@:H3T_P")7!9_A_I<\./QKU:B@#!US5=>A*_;M$T&*]UIDC=-)U. M^6T"EB-RO-&DR@J"?NA@2N >,:;X \. _WK^^U8K[X\FUS],CZ MUZM10!B:WI6L:MX7:RM=
<.BZS)&@;5+*U1]C@C>R12[UP<, &W8R.N.?FS5O M@;X_\">.O$.JQ:[X]^(VB^)'AO+E="UC3='O8;Q(4MSY@V6RF$Q10[3%(K+M M?*,6W'ZNHH \B^&OP927P3XEL_'^DZ?
JC^*M5&K7VAW3G4+>W"0V\$$+R2C] M\ZQVD+.Y'S2EVYSD]_X9\!^&?!49C\/>'=)T&,C!73+&*V!'IA%%;U% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
M!1110 4444 %%%% !1110 5R_A'_)&#QO\ ]AB/_P!(+.NHKE_"/_(P>-_^ MPQ'_ .D%G0!U%%%% !1110 4444 %%%% !1110 4444 %%%% !167XF\4:/X M-T:XU;7M4M-'TRW&9;N]F6*-<\
;F/4G@#J3P*Y^:Z\3>*/$4MG!:6VG^!YM M-.=76ZD349YI5^7R(P!Y(0$DNYW%B,*,9H O>+/&-UX>U?P_IECX=U37KG5K MGRVELH@+>QA4KYL\\S$(@56RJ9+R$$(IPQ5?"/@^X\-
W>LWM[K^J:]>ZG621B6DD9B69V)9B2236]0 4444 %%%4M8UK3_ [IEQJ6JW]KIFG6R&2> M[O)EABB4=69V("CW)H NT5SLWBIM8\%)K_@Z.R\5_:X$GTX1WRQ6UTKD;6\\ M*X"8.[<%8X'
)XKAO^$!^(_CNW/_E_C9?"UG*OSZ/X&3RW (Y1[^93(PZ_M-%' W3!% 'H/BWQIH/@+1GU;Q)K-CH6F(RQFZU"X6&/U<%: M_'2[\6R1KX'\">(O$=NS8.JZC;_V/8*N2"P>Y"RR#C@Q1.#ZUZG#
L,$<66= M8U"@R,68XZ$D\D^YJ2@#G/'&B^(=>TJ*U\.>)$\+7)ES->_V>EY)Y>TC;&KL M$5LE3N97'&-O.:^6?#OP%\>>!?#-OX(?2?%7C.XTM/L6B>()O&7V#08[=/EM MY+JT@EBE+(FW?
&89P[*WS_-FOLFB@#BO"_PGT#0_AWX0\):C8VOB*U\,V%K9 M6D^J6R3-N@A6(2@/NVN0O4'/)YKLH84MXUCB18XU&%5!@ >@%/HH **** "B MBB@ HHHH **** (KBUAO(3%
<0QSQ$ABDBAER""#@^A /U%<;_P *]O-!U+Q) MK'AOQ#J,>I:K$S1Z?K=U-?Z7! M&_BDFA>$;'4+BP\'6W]N>+B-'GFBNK4JA^RQ3B)D606[W%R &5F>VBC7<'<# MZ5KQNW_9UU#2]
<\4:EHWQ:\;:(/$6IRZK>VMM;:)-'YKJJ!0T^FR2%$CCCC4 M,[$)&HR<4 =)I/QS\+Z_X-N?%&EP^(K_$J!HUQ#X8U+[1+YFW8T5N;<2RH0 MP.]%*@9)(P:O7/Q'E\SP\-/\
(^)M5BUA5D,L=FEL+!"0"URMS)$R%ZU0P^?Y6]BB'R8XXPJ*0BA44!44 M=LUUM '(PZIXUU#6M=L_["TO1M+B@D73=8N-0:ZDFGX\MGM$C3$7))_?AOE M ^;#XM(\;>*KR^NC.TUQ<>%VGT-
)4(($/[J9I0@S_,]QMXK^X5$GO%C'G3!0 H>3[SX ^8FK]%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%%
!1110!@>/[K7K'P'XDN?"MK!?>)X=-N M9-*M;HXBFNQ$QA1SD?*9 H/(X)YKXV_8P^.OQ%\>-74J6CE0AXW .0ZD,IP0017C_[/?[+6D_/5O$6M'Q'K'C+ MQ'K3M'+K.N&,W
MA/+,D1\M5#MOF=GD(W.QS\HPH /$?"7QL\<:Y^QSIWQ/\ M;_%Y/ KZ3>ZW_;6H:7HME)/J#175Q!:6MOYZ/'&H94&/)>23:HWJ=S&MXB^/ M7Q>_X1WX:>(/$=KXW\(^&(O ;>(_&>K>$-
'TUOL]RSQ!"_\ :,3A1'&DTCPP MAI0)%^0@9'IVM?L&^#=8\'^!_#.> MTDBD\MGD$8*VL=OK=LS M[F%Q"+;RXY&!9#+;+!(48KNP%P >J:7JMKJ.A6>I6MRU_93VR7$5RB;C-&RA
ME<*HY)!!P!WZ5SGP]U*+5M2\97<"7"12:PF%NK>2"08L;0$?^1@\;_P#88C_](+.@ M#J**** "BBB@ HHHH **** "BBFR2)#&TDC*B*"S,QP !U)-#J*X*X^,FB: MAX;;6/!\Q\1XQ>_V>
(O"ZLKFVDFU*65D?Y!(DHBB",8R2!+NPP&WAJ -3Q1XLT7P3HEQ MK'B#5;/1=*M\>;>7TZPQ*2< ;F(&22 !U)(KY=*?&CQO-\7M%^(,]K?R_! M[QM.NCV<]W<1Q65A 9/+TN[1-
YD\VZF$V3Y:ADOK(%P8B*]^L?@UX?M_#&O: M'?2ZMKMMKHD&HSZMJMQ//)OC,;&.3>#!\I('D^6%ZK@UR5U^R+\.K[0UT6Y? MQE<:.L:1#3Y?'VOM;A$QL7RS>[<+M7 QQ@8Z4 =SX9\
OI]O.WB+6;KQE>RW MBWJRZI#"(K1U&$%O$B!8E7)P?F?DY20T$,JG'![T >GUP?C;XX>#? >J+I%]J MIOO$3IYD7A_1X)+__%*1>Q%M"&D"_P"TP"^I%:_@6U\6V^G3/XPU'2;W49I MZ0Z-
9R006RX \L-)([2\Y.\A,Y^Z.E2^#_A_X:^'UC+9^&M"T_0[>:0RS+8V MZQF:0]7D8#+L>[,23ZT 1Z#K&J^,O!\MU)I6H^"M2NDFCA@U(6\UQ;'++'*R MQR21DXVOM+'T-)945PNCL P5QD
D9S@GK0![K17*?"?QU_P + M0^%?@WQE]A_LS_A(M&L]7^Q>;YOV?[1 DOE[]J[MN_&[:,XS@=*ZN@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ KE_"/_(P>-_\ L,1_^D%G745R M_A'_)&#QO\ ]AB/_P!(+.@#J****
"BN07XM>$[J;Q#;:7K-OX@U'0%8ZEI MNAG[==6[*2IC:*+39'.WS=0H4L!C(!XH [VBN:&F^*W\9374FO::GA;RML.EPZ4XO Y4 M N]RTY4X;)
$0X.#G&:QK7X,Z1<>%;O0/$VI:MXZL[NX%S.WB.Y$I:H6WC[4=$]6^U:6&2VGUM/[/L[^8$C9'(0TFW@'S/**D," MI;G&_H]KHNAQ6NC:5%8V,=G;+!!86BI&(8$PJHJ+]U%R
!@9%']7_L_0_AMKGBD>6K_VA;WVGVUF M,Y^4M+<+)D8YQ&>HQF@#MK6UALK>*WMX8X((E"1Q1*%5%'0 #@"I:X;P;KOQ M"U?6&_X2/PCHGAW1O*)5[
7Y+V\,F1@&,6J1A<9R1(>>F:;XP\&^,_$FM%]- M^(4WA;1=BK]FTO2+:2ZSCYCY]P)5Y/\ TRX_6@#K=%/"^HF-HEN?$<++ MZ[#!(1LGFTP1@A &5F6*65T!)*?*17H"_L_Z1=Z+XAT[6O$?BSQ-
'KVEW&D7 MIU?6Y9(F@G39)MMEVVZOCHPBR,G'!(/&:E\(/B+XRT2\\'^)#X/71=3MTT[6 M_%VGK,-7UBQ"['B:V,02%Y(P49_/E"B1BJ#@4 >F^!?BI;_$+4;J+3O#GB6Q MTZ&/>FK:SI,FGP3G(&V-
)]DQR#D-Y84@?>Z9I>)_!_CSQ5KUU"XYC*^&,J M(8="TR-M2<;1NWW-P9(U!;/"0YQCYLUZ'10!R'@/X6Z%%\/)+VYTXZC>:E?*@ MO-2U;4I[ZYN-F=N7E=MH!9B%7:HR< 5U]%% !1110 4444
%%%<;\1OB?I_P M\MK6#[-<:WXBU%FCTKP]IVUKR_D R=H) 2->"\KD(@Y8C(! .FUC6+#P_I=S MJ6J7UMING6J&6>\O)5BAB0=6=V("@>I->5_\+;\3_$IUB^%_A^.32F^]XP\4 M12V^G$<\VUN-
L]WSW_=1$'*RMTI^B?"/5?'&IVGB/XJW-MJ]Y"R3V7A.S)?1 MM*D4Y5\, ;N=?^>TH 4C,<)9&Y:TTW4&T* MR3_92.R,#? OAC0[[X3_#_%C4M'TJWTZ75E^(
MFKV[W+QQ(C2A%TP^7N*;MH)VYP#7V;10!\^?"G]F'6OAG\+/!NC:5\1/$?A_ MQ'I.BV=E>K!J#:MI4UQ' B2;+>]5]D)=6*K#Y.!@#;TKHI/BEXO^%^U/B9H4 M-[HPP#XP\)V\LMK'SC-U9DO-
;#OO5IHU'+N@KV&B@"CHFN:;XFTFUU31]0M= M5TRZ026][8S+-#,IZ,CJ2&'N#5ZO)?$/PCU+PCK%[XI^%MQ:Z-K%P3+?>&[Q MF31M7;NSJ@)MIS_S\1 Y_P"6B2@#'3_#OXH:?
X^6]LGMIM#\3Z65CU7P]?E1 M=63G.TG!(DB;!*2H2CCH<@@ '9T444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110!@>/[+7=2\! M^)+3PO>Q:9XFN--N8M+O9E#1V]VT3"&1@0"K*2"#U!KSOX(_LV^!?V> MX-53P?
8744NI2[IKK4+V6\G$0=WCMUDE8L(HS(^U<_Q$L68EB ?&7PG\=>-? MB!X/^"O@_P 1^-?$UU#K#>-[_5-8L]7N;*^O9K"XDCM5-Q"ZR+&GFEO*5MGR MQ@C:H!RK[X\?$'XC?#1-O)?
D^;C[;N/V6?AE<>"]+*KX?N+32-+N[N^LOL.K7MMWT*WU7PQ&;31;!=*M+6SNI[. M V*M&PLYHX9$6>W!AC/DRAX_E^[R<@'G7[7GC74(?V-[SQ&-?O?!-U>-H$EU MJ^E7$MM-81SZE9+
<,CHZNH$*M#FM8==\5W(L[LRSV[-IUPQG>.>4VTMLCE@NW9+E"C((_UA^*'PP_&;P M/J7@_P 8::=7\ZB8B8C=68N);-&X8=,'C(KPC1OV&?@OX
M@UO5H=9\,:AKMIH&KPC3;+6/$FJ7MM"%L[1PIAEN6C=<\%74@J I!4 4 =EX M/T[XV^.M-U73/B&VB^"[.X<2VFJ>!]28:C H*'[.\=Q;S1G<-^Z99%8*]"U'3M0\).F@VT$.FZAXJT*ZUK4(GC
/F[_ML*>;N&[S-I?/ M.:LMX)\:_!U_/\"7,WC'PH@)?P=K5X3=VXXP+"]E/"@=(+@E>@62(#%=Q\/? MB?H/Q,L[N32)Y8[VPD$&HZ5?0M;WNGS$9\N>%OF0]P?NL.5+#!H I>!_"?C/ M1-4EN?$?
C2SUVU>-@+&PT-+"(2,P)DSYLCD\'C=_$GQ M]XMT:U=%0:;H]U;V\"8&"0WD&7)/))<^V!Q7>T4 <1X*^$NG^"-6DU*'7?%. MKW;Q-"W]M>(;R\APS DB!Y#$&^488("!D#)S'XO^!?
@#X@:RVJ^)O"FG:_> MLBQEM1C,Z;5Z?NV)3CGG'<^M=W10!Q_@[X.> ?AW>&[*^"/#GAJ[9#&;C2 M)@M9"IZJ6C0$@X'Y5V%%% !1110 4444 %%%% !1110 4444 %%%% !117F?
MQ.^)]_INL6_@KP5,0:OX_P!0A\Y8Y\FUTFV)*F]O"O(0$$)&"&E8;5P [H 7 M/B)\39M!U*V\+>%.++7_!YJ$7FVVG.Y6"SASM-W>.,F*!3T_CD8;$!.2K_A MK\);3P'/+K3]9LKV;PYXRTD_9?B*Q4&: -
@M%(IXF@<@;X7 MX. 1M8*P[RB@#@/AS\2[C7M0NO"WBBSBT+QYIL0ENM/C0YVB\LW;F2!C MP?XHV.QP#@MW]<7\4/AA9_$S2;5/MMSH>O:;,+K2-?
T\+]JT^Z7$);BW@S]FU&WSM6]M"W+1,7F&6,CO%&))?^F>..I# MX&ZAXYQ/\4/%-UXIC?EO#>F;M/T1/]AH4;S+D(X=J>P:"U61T^K #WKY[TWQ)#\1_B-\4]1U/PE M\:=4AM_$-M:65OH?B#4
(BL8/[(TY_*:U34+<(QDDEE/[O)$P)/.!]>:%X>T MKPOIL6G:-IEGI&GQ?ZNTL;=((D^B* !^5<)KG[//@_7O$VL:_)+XHT[4M8FC MN;\Z)XPU?3(9Y4@B@60PVUU''N\J&&)-P7G?)"#.:
/'_@9\:]+\#ZM\3]'U33/ MB6FDV/B:-;+^W+#5M>ET^%M(TZ1H9)\W+H/->63:SX F# D2+^*BK?P]^&.@?"^SU2WT&/4/^)I>_P!H M7MQJFK7>I7%Q/Y,4 =YKJ620XB@B0#=@!!@"K'C3X<>%?
B-8K9^*?#FE^(+= M2&1-2M$F\M@V5U$LT%S;R"2. M6-@"KJPX92""".#5B@ KE_"/_(P>-_^PQ'_ .D%G745R_A'_D8/&_\ V&(_ M_2"SH ZBN%^(7PBTOQU?6FM07-UX=\7Z>A33_$FED)=0
G/EN""L\)/6&4,A MZX#88=U10!Y#H_Q>U7P+J5KX>^*UM;:/JGJ^CV'B#2[K3=4LK?4M.NHS%<6EW$LL4R$8*NC A@?0BO(MO[!\6_8F7PU'?\ CKP &^?P[++YNJ:/&!_RY2.W9'*PJ_
MGQ@$@<)&@^6.)?E10 .Y/84 %%%% !1110 4444 %%%% !1110 5Q_Q)^&]K M\0M/M'CNY=%\0Z7*;K1]=M5!GL+C&-P!X>-A\LD3?+(I*GL1V%% '_#3XD7
M'B2ZO_#7B2TAT7QWHZ*=0TZ)B8;B)B0EY:LW+V\A!QGYD8%'PR\]]7!?%;X8 M'Q]6.HZ1J_C_(TT5FGT77$CWFWD(&Z*5,CS;>0 +)$3R,$%5E7G
M*3^/;:_TO6M._P"$>\;Z*RPZUH32;_)9@=DT+X'FV\H!:.0 9 *D*ZLJ@'H% M%%% !1110 4444 %%%%<=\2_BAIGPSTVV>Y@NM6UG4'4',& ME:#IJ"2]U*8#.R)"0, 8+.Q"(/F9E'
&YXH\5:1X)T&\UO7M1M]*TJT3?-= M7+[44= /
L1]FE<$-90 ML/\ EFN)V!^9HN4.GX5^%>H^)O$-AXV^))@O_$5JWFZ7H-M(9--T+(X,8('G M7..&N&&1DB,(N=WJU &9X:\,Z3X-T&RT70M.MM)TFSC\JWL[.,1Q1+UP%'N2 M3ZDDFM.BB@
HHHH **** "F30QW,,D,T:RQ2*4>-P"K*1@@@]013Z*/'IO@ MCJ'P]NI-2^$NJ0^&P[O+/X3U'?+H=VS-N8J@R]F_7#083G+1/6YX%^,]CXEU MS_A&-?TZX\&>.%1Y#X?
U1U+7,:'#36DJ_)*]%KG/'?P]\/_M !*T,Z3XBTY+^U#B6)PS136\H^[+#*A#Q2+V=&##L: .CHKQ?_A)O%WP*+1^ M+I+OQMX#5L0^)[:WWZEI48'_#$(D'[Z,?\ /S$N0.9(\!I#Z]I>J66N:;;:
MAIUY;ZA874:RP75K*LD4J$9#*RDA@1T(-%JBBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH *\$_;@\(R^.?V>M7T>W\3Z-X8N MYKRS>!O$-QY-
AJ$B3HXLI^Z%XATJSUO M1KY/+N;"_@6:&9<@@,C @X(!'H0#VH _.OP%XD\&:W_P3MF,/PGT>'Q%I6JK MX8TC1_$P35[5-:O#;1_:[8S*RQ(S70G:.-54,LB@$Y)TOBQ\#]%_9NSX@TVW
M^'7CGPM\+?".E::G@@Q'8C4-4G:;46DN;H#<%L[BX>0F.79*&?("*.OW3H/P MB\$^&?!>B>$=.*:1;^&=%DCFT[2S9H\-M+&_F),H8']Z)"9/,^^7)8G<2:L M:]\,/!OBKQ?
B+6O"6AZOX@TLJ;#5K_$V&>[M"K;U,4K*6CPWS#:1@\]: M.@$SR6OFQQXD9-RQS'9SC(#<''OP<5RGP]DO9=2\9/J%O!:WAUA-\5K.TT:_MZ#:8P[(A/&#]T+O ^J+X2\8L ;EUBWV&L!1A8[Z
$>9QP)E*RH.C%FLKC 6XC'4X"R)_&B<9](KG?'GP^T#XE^ M'WT?Q#8+>VA<2QNKM%-;RK]V:&5"'BD7LZ$,.QH Z*BO&5\2^,_@@WD^*EO/ M'?@=6Q%XFL;?S-4TV(#_)?
X$'[]!_SW@7=CEXA@R'U7P]XBTOQ;HEEK.B:C M:ZOI-[&)K:^LIEEAF0]&1U)!'TH T:*** "BBB@ HHHH **** "BBO-OB!\6 M9-+\0)X+\(6D7B'Q_'?
#EBFO^.]61FT_22Y6.*,'#7=TXSY5NA/+=6.$0%B!5OX9?#2+P#: M7MW>7SZ]XJU9UGUC7KA LMY*!A551D1PH"5CB'"#U8LS2?#CX:VO@"UO;B:\ MEUSQ+JCK/J^OW:@3WTH&!P.
(XD!*QQ+\J+TR2S-V- !1110 4444 %%%% !1 M110 4444 %%%% !1110 5Y_\3OAE-XKN+#Q%X=O8]"\=Z.K?V;JCH6BEC8@O M:7*CF2WDP-R]5(#IAE!KT"B@#C?
AK\2(/'UC>0W%E)HGB;2I%MM9T&X<--8S M$9&".)(G'S1RK\KKSP0RKV5<#\2/AK<>([RS\2^&KV/0O'>EQM'9:DZ%H;F$ MG4P!L>/OBT=*\0+X,\) M64?B3Q]<0B<:>7*VVG0L2!XE/S22''4\
!0% Z>@ HHHH **** "BBB@ HHHH M **** "BBB@ KQ[4_A;K7PQU*XUWX4K:Q6MQ,USJG@FZ?RK"_9B2\MJ_2TN& M))) \J0_?4,?,'L-% '(?#GXI:)\3K&\DTPW-IJ&GR_9]2T?4H3!?:?_P \
MYXCRN0,JP)1Q\R,RD&NOK@OB-\([+QQ?66N6%_<>&/&>FJ5L/$6G >6A?([J5;##,\%_%J]AU^'PA\0M/M_#'B^4LMC-#(6TW6U49+VHWD]0HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** " MBBB@ HHHH ***R_$WBC2/!>@7VN:_J=IHVCV,9EN;Z^F6*&%!W9F(Y('U(H M U**X:W^.?P[N/AUIOCX^-] MO!>HA?LNO7FHQ6]I(Q)79YDC* X964H<,&5 ME(!!
FA^-7P]NI/#R0^//#,K^(B1HJIK%NQU/#;#]FP_[[#?+\F>>.M '9UR M_A'_)&#QO\ ]AB/_P!(+.NHKE_"/_(P>-_^PQ'_ .D%G0!U%%%% !1110 4 M444 %>5Z[\$Y-(UJ[\1_#C5AX*U^Y?
SKRR\HS:1JC]_M%KD!7)ZS0E)/[Q<# M;7JE% 'E&C?'B/1]1MM#^).D/\]=F<0P7-S,)M'OY/^G:]P%R3P(YA%*3T0 MCFO5ZJ:MI-
CKVFW&GZG96^HV%RACGM;N)98I5/561@0P]B*\L_X4AJO@5A-\ M,/%EQX9MTY'AK6$;4M&8?W8XV<2VW< 02J@R28VZ4 >O45Y*/C!XI\('R_'G MP[U2UA7@ZQX1WZY9''N/(8#D;SC)VO#?
[0'PW\678LM-\;:*^I$[M3IMQ>);WBG!.&MY"LBG /!4=#Z4 >@45R?Q6\>#X9?"GQCXT6S&J+X>T6\U@ M68F\H7/D0/+Y?F;6V[MF-VTXSG!Z5YG\1OB]\!7XOA?\/_ !)XSPU?X=>!9-,T'
M3;C4[F.V\=WAFDCAB:1DC#:.JER%( ))(Y% 'O%%>47G[1_AG4KJ33_ /! M>_$W5E)1H?"BI<6L+=,37K,MM"0>JM)OP#A6QBJC_#'Q7\6'\WXF:A#IWA]O M N^"?
#MU)]GE'4?;;O:DEQ[Q((XNH82CF@!=4^*6M?$[4KC0OA2]K+:V\S6VJ M>-KI/ L+%E)#Q6J=+NX4@@X/E1G[[%AY9[CX>_#?1AGIUEIXE/+N<#T "J%4 #?
TS2[/1=/MK#3K2"PL;:,106MK&L<42 M 8"JJ@!0!V%6J "BBB@ HHHH **** "BBB@ HHHH *** M* "N"^)GPEM?'MQIVLV%]+X;\::0&.E>(K-TL ;!:&5"0)K=\#?"W!P""KJ
MK+WM% 'FO@/XN2:AXB'@SQCIX\,^.XXC(MMDM9:K&OWI[&8_ZU.[1G$D>?G7 M&&;TJN=\>_#_ $/XE^'9=%U^S^U6C.LT4DK6,8NP/^>ENH?UA;EZ /9**P M/!?C[PY\M'&J^&
;LMWM_&&I_8;VYT^:XTOP-K=[;^?;S/!,B30V;1OLEC="48C*GF@#U6BN?\ M ?CS1OB5X9@U_0)[B?39IKBV!N[*>SF26"=X)HWAG1)(V26*1"K*#E36KJVK MV.@Z;<:AJ=[;Z=86Z[YKJ[E6**-?
5F8@ >Y- %NL;Q;XQT3P'H5QK/B'5+71 M],@QON;J0(NX*J]V9CP%&68D DXKSF3XZ7GCPBU^$^A_\ "7;^&\2WS/:: M% ,_>6?:6NCCD+;JRGHTD?6M/PE\%TM]>MO%/C75G\<>,8>;>
[N8!#9::2,' M[#:998,C@R%GE(X,A' ,(6?BSX_,KWR:CX$^&S@@Z:X:VUK6U_Z;$$-96[# M_EF,3N#\QB&4;UGP_P"'],*:+9/HVGVVE:58Q+!;65G$L44,:C 55 P /: MM"B@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "L+QIX'T+XB>' MY]$\1Z9#JNF3,KF&8$%'4Y21&!#(ZD JZD,I ((-;M% 'BO_E/B?X![HO& M5S=^+_A^'"VWBF* R:AI2< +J*
(/WL8_Y^D&0!^]48,I]BT_4+75K&WO;&YA MO;*XC66&XMY!)'*C#*LK#@@@Y!'6K%>.ZA\+=;^%VH7&M_"H6R65Q,UQJ7@B M\D,=A=L56)D ![%17'?#KXK:#\#3+L+^5K!_*U
M'0]4A-OJ%A)_=FA/(!P=KKE''*,PYKL; "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH *\#_ &XO#WA_Q'^AQ_^SSJ\7B+Q1*<>"[:UO+.\M=?AL7O([*
M[CN$:!YHU!'E%PJLSE47<"S#%>^4R6))XGBE19(W!5D89# \$$=Q0!^;7P7U MO2?B:=!^!S7D!^S#)0\(<^)])^!NFZ+XV,MKX@\Z9&MCKMQ;63)%=/./B%%B7/OB7=>-G$?Q#\>>&/#+KX*\R
6UQKAM]7G6* M>TAQP[?N+IUC "><) J)C'ZQZ?I]KI A;6-C;0V5E:Q+#!;6\8CCBC4 *BJ. M%4 #@ 58H 9*':)Q&RI)@[69=P![$C(R/;(KD?A['>Q:EXR34+B"ZO!K"; MY;6!H8V_T&TQA&=R.,#
[QY!/'2NQKE_"/_(P>-_^PQ'_ .D%G0!U%%%% !11 M10 4444 %%%% !1110 5B^)O!/AWQI;K;^(= TO7H%^[%J=G'&?#^O:IHU[9Z?<6]H+.WANI8'2*5Q"N %=E M)(5CP>#TKS;Q]^ROK?
B_P%XGT&Q^!/P=TC4]6TJZT^UUJ3Q-=74VGR30M&MQ M&'T8$,A8, K*3M^\.M?9%% $5K:PV-O';VT,=O!&H5(HE"JH'0 #@"I:** " MBBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH ** M** .!\8? SP9XTU@ZU(]H7^W]#NI=-U$@=%:X@9'=1_<+IUOX;MM,NY4 MFUB[E29UO+>2:$2JPE"E595F SP#7JFE_LX^"K?4K?4]9MM0\::I;MYD-WXL MU&?5/(?
^_%%,S10M[Q(M>GT4 %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %;S4;5AO*O%'PS\C:3]]I>Z%HT^F_\?<^HQ/'(DMW<[MOV%"& M#++]]@0<
UZK7FGPX^''BK0?'WB?Q=XN\3Z/X@U+6-,TW2HXM$T.73(8(K26] ME#$27=R79FOGYRH 0<')->ET %%%% !1110 4444 %%%% !1110 4444 %%% M% !117,?$CXD>'OA-
X1N_$OB>^^P:5;,D998GEDED=@D<4<: M)([$*JJ]"23 M0!T]%>.:%^UQ\,?$'PW\/^-;76KI].UR[.G6FGPZ97YLBV]N MYA DRC"7858%6 ((H]9KE_"/_(P>-_^PQ'_ .D%G745R_A'_D8/&_\ V&(_
M_2"SH ZBBBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ KQ/ M]L;PKHOC+X!ZY8:]HWB;5[)9;>X5O!Z!]3L94E5H[J)<[B(V
9MBNVW=A6KV MRB@#\\OAY\:/CYX'_86T$6OAO5_$GC'5[]=%\-:Q#X;N'_L[1_)C6/4+JUMX M6D"QXE6/]V3(%B?;(#A\N?X*6OPR\%Z='*+;XR7'Q3@T'3M.\->()]*U#3M M,N9QJLTUQ]IA**
(4:>6XDECU(>68G5DW[MS?I#10!"$EDM=COY4[)AGAQ\K8 MY*[@>_3(KE/A[9RV&I>,H)[ZXU&5=83-U=+&)'S8VAY$:*O&<<*. ._=C7+ M^$?^1@\;_P#88C_](+.@#J**** "BBB@ HHHH
**** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HKQO]I#]IC2/V=;#P\D^B:CXHU_Q!=-;:;HNEF-)9EC M ::0O(RJ%1648R69G0
8W,M/QQ^UQX6\"6NFS7?A_P 47,LV@-XIU*SCTY(+ MG1-+1TC>XO(9Y(W7:SD>7&))#Y M:.+NR(4#,/8&1/\ OH4 6**** "BBB@ HHHH **** "BBB@ HHHH ***KW%] M;VW6^*/V
M;_C*WA>VDU.RD\=>*_$GPB;X>:K>IJ-NIL+XW#2)&AX7\$Z)X?:9IUT M[3H+ S(2A?RXE3<,'*DXSP>*SX?AAH=O)-)%+K43SOYDK)KU^#(VT+N8B;D[M549/90.PKP#]F?\
:XU+XR7E]JNN:CX;LO#\GAV3Q+!I*:9J%AJEC;BX91\] MQF#4(5C 62YMRBI*-I3#@BKI'[7'C]OB]\+/"6M?#TZ/I/B#2;F]U/59HV#7 M5U'I27[6^GQ^9DI%YT,3RR9#R&1%
;;-0!]&_P#"N=*_Y^]>_P#"AO_P"/ MT?\ "N=*_P"?2?7O7_H;_P#^/U__LT?M6>)?BKXP*Z5XHMM!$'C3PG)XNT MA-#25)--CCNO):TN2\CB9MKQD3*(ANCE7R^AKZHH Y?_(5SI7_/WKW_(4-
M_P#_!^C_A7.E?\ /WKW_A0W_P#\?KJ** .7_P"%O?\ A0W_ /\ 'Z/^%O?^%#?_/Q^NHHH Y?_(5SI7_/WKW_(4-_P#_!^C_A7.E?\ /WKW M_A0W_P#\?KJ** .7_P"%O?\ A0W_ /\
'ZB7X7Z&EU)&)M5UC2K;2K_2]1MM2F M^P *9;>^8&TNI&=7D>V41R10LK$OL;.=\7?VG?B3\/\ X2ZG\6(?^$(L_!-E M<7"V6GW\5W+J6MXU%X+>"
(K(J0M+;H)1+B;F3F)50D@'TE_PKG2O^?O7O_"A MO_\ X_1_PKG2O^?O7O\ PH;_\ A C]?/7P_:U\2>*_B9X8^VV&EQ>!O%OB3 M6O"^EV<=K*FIV8S-'(LI@G!C6)"F^/YWVMGZMH Y?_A7.E?
_>O? M^%#?_P#Q^C_A7.E?_>O?^%#?_\ Q^NHHH Y?_A7.E?_>O?^%#?_P#Q^C_A M7.E?_>O?^%#?_\ Q^NHHH Y?_A7.E?_>O?^%#?_P#Q^C_A7.E?_>O?^%# M?_\ Q^NHHH Y?
_A7.E?_>O?^%#?_P#Q^C_A7.E?_>O?^%#?_\ Q^NHHH Y M?_A7.E?_>O?^%#?_P#Q^C_A7.E?_>O?^%#?_\ Q^NHHH Y?_A7.E?_>O? M^%#?
_P#Q^HF^%^AO=1W+2ZTUQ&C1I,=>O]ZJQ4LH/G9)121WVCT%>!^)/VM M-5'[1VH>!-)OO#NDZ/HNM:7H=X/$&EZCF_FNH?.?RM0A!M[60*R1Q0SH3,Z. M
RY%=%\2OC!\0K.W\?:SX;OO!7AWP=X/N[B"]UKQ1;W5R[K#80SL(H8I8@^Z M>9H2QD0H86PDI<8 /7_^%O?^%#?_/Q^C_A7.E?_>O?^%#?_P#Q M^OFSP'^V=XQ\??%'X%:$/AW)X=\-
^/.DN[[6=48D33#2#?^78 ,"T:%H@TS MKABSH%#(6'UW0!R__"N=*_Y^]>_*&__/C]'_"N=*_Y^]>_*&__P#C]=11 M0!R__"N=*_Y^]>_*&__/C]'_"N=*_Y^]>_*&__P#C]=110!R__"N=*_Y^
M]>_*&__/C]'_"N=*_Y^]>_*&__P#C]=110!R__"N=*_Y^]>_*&__/C] M'_"N=*_Y^]>_*&__P#C]=110!R__"N=*_Y^]>_*&__/C]'_"N=*_Y^]>_ M*&__P#C]=110!R__"N=*_Y^]>_*&__
/C]13?"_0[B2"2676I7@?S(F?7K M\F-BI7#?M%?M8:K\-?BP?!.@7WA_1I-.T2#6]0U#Q/I6H MW=DXGN_(CB>>TXL8U".SW4RO&#)$,?>KT'QMX^\?:EXRUC0? LGA/3K71['3
M;S4];\2K<306JW#W+3%$B=/-:.&WC;8SQ_:%8R#:5(!WO\ PKG2O^?O7O\ MPH;_\ A C]'_KG2O\ G[U[_P *&_\ _C]?)-]^V;\1?^&9T-D)\!V'A73 M8KJ*?[7#>/+XAO(;]
[9LEJBVCE2,LKNUPP9BI3;&7;[6T^Z>]L+:X>"2U> M:)9&@E^_&2 2K>XZ?A0!S_\ PKG2O^?O7O\ PH;_\ A C]'_KG2O\ G[U[M_P *&_\ _C]=110!R_\ PKG2O^?O7O\ PH;_\ A C]'_KG2O\
G[U[_P * M&_\ _C]=110!R_\ PKG2O^?O7O\ PH;_\ A C]'_KG2O\ G[U[_P *&_\ M_C]=110!R_\ PKG2O^?O7O\ PH;_\ A C]'_KG2O\ G[U[_P *&_\ _C]= M110!R_\ PKG2O^?O7O\ PH;_\ A C]'_KG2O\
G[U[_P *&_\ _C]=110! MR_\ PKG2O^?O7O\ PH;_\ A C]17'POT.\C$=Q+K4Z*ZR!9->OV 96#*V#-U M# $'L0#7D?[4_P"TGJ'P;\0>$?#&AS6-AJ^N6NI:D^HZEH=_K$%O;VD2L5-M
M9$3$N\BYD!*QI'(S*>*U]1^*WCSQ)8^#]-\"+X-U/Q+K7A>77I[Z>ZN)]&C8 M/:QQM%+&HD>-S/-(GR NMN5)CW;P >E?*YTK_G[U[_PH;__./T?*YTK_G M[U[_,*&_P#_(_7R_,5O$?

P^^(VK^&G\%ZJGP_UK4-+U'Q!,Z1?W-M,&J&&VBDACM+&*,OA_X8\07<%I,7 M>]ZZ7:W\T-A>)>6\,RQ*[+%.A*3(\"Q\"R*=K#!'!H @_X5SI7_ #]Z] X4-_\ M_'Z/^%O?^%#?_ /Q^C_A7.E?\ M_>O?^%#? P#Q^NHHH Y?_A7.E?\ /WKW_A0W_P#\?H_X5SI7_/WKW_A0W \ M\?KJ**_7_X5SI7_ #]Z] X4-_\ 'Z/^%O?^%#? _/Q^C_A7.E?\ _>O?^%#?_P#Q^NHHH Y?_A7.E?\ /WKW M_A0W_P#\?IEQ\,=$O+>?\"XEUFXMY5*20S:[?.DBD8*LIFP01P0>#7!_M0?'6 MX^\"/A_PJFG+& 9\3Z];Z':7$VF7.II,;D>624VEL5FN\"$B95BC8,SR)S@&L7 MPS\=?
%GBKX9 #\'T9_\"/B3Q;XIO+RWVOPNX=+V6\%U*782)Y]L=\,,+HZ.T M,DQ4J^MO_E]2^*?AWQI_PC_BSQ+X/M*6W/@VUGMXKO5;\
M.D6EB.6:5FD$J#]X&'R%F9$\MJ]C_99^*NK?&_\ 9]\$^.M=M[*TU?6[(W-Q M#IZ.D\"-YCKA%=F8#\"CJQH]5HHHH ****.\"BBB@ HHHH ****.\"BBB@ HHHH M ****
\"H;VSAU\"SGM;F,2V\\;121GHRL,$?B#4U% 'REH/[\"K:,I5YI5_P\". MGU#3+7PG=>\"?#ZQ:6,>:QTNXG+R_:)%G/VF?RA'$)%6%0%+;\"6X]A\=?!<>, M_C!\+_',>L?
VEJ'^U?,+98!A]P$>S;N^ZV[IQUKTRB@#P/X)_LK MQ?\"_XB7GC,6-5T,??$364]A#=;1X9M]%>99YUFGN+L0L5N+IS\"IE58QMC.$ MR[&O?**** \"BBB@ HHHH ****.\"BBB@ HHHH ^;'_8Y?
0_B!9ZM:^, OAG1M M7U;Q%H.B_P!EXGLM1U\"(I(TMT)OWT;,23ND8C1AYBAI&\"(_#DVHV@O(E\"_VBPCOH\"TQ\"QXW;@I0,/FYKZKH MH ^=0!/[(J^$_B3I&M3^>]H;
[POH6LZIXBT;08M,,,UOJ%^N)C)3=\"5?)BD$<'F*8W8^6=CIO.,3XO M?L7:K\4/#?A?05\=V<.BZ=XCU'Q/JVE:MH0L(H3(ZB, M.0PVY^Z!7U+10!Y+KOP1O_%7Q\"^#WC#5/$%FNH>
3]#SV^G:4T%QAT^ M[5IW-NJ;MP!.3,,9'6O6]** \"BBB@ HHHH ****?/CU^R>W MQC\2:SJFF^*_^$8C\2^'U\+^(X6TT7C7=BMQYR&W$<S4^SS@-,ZF),)5(D'[O*
M@UG?&,]D'4/B,\/_!9X4T;QVWABT\3:[:ZCJ.[3I+E);\"WLX+9.(6YC<1G M[_&S.K@MEQ@;B:^E** /D[Q1^QGXM\4^+/AMK$_CCP_$_7_#WB;P[XDA*^*M M&M-0TV.\O-.H6TMG>0B.:-
H1+$=X9(G1PXP4(*L&(KCK_\ 8]N-^%>M^?#?M!OCV\\+37GA/2O\"%GJ[6TVF;SM;62=YI,\"5 TLXN) S+LV_+M^Z,?2-% 'S; MX4_9F\?^_^%.D>!?\"?
Q%\,^&M+TZVN+$VMCX*;MQ&T2K'\"2<+D%R22?H6B@#Y3^ M$?[!>D^\"? UEX8\4ZQ:>(X].O)=6L]9T*#4M\"U5M1E1XYKRYNHM2=IW:.RF, M(,CH<5Z]^S7\$8?V=?
@SX>\!1.Q<:^=+C97U\"X\Q? 9F+$I&\DGE+R,(K;1 MR0!DUZ=10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%%
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!1110 45 MD^*;?7+S0;J+PWJ.GZ5K3;?(O-4L)+ZWC^8%M%*30L^5W 8D7!((&T\!_PC MGQO__BA_#__,(.^ \ ES0!U7CKXL^!+A?]A X3+QEX?\)?;M_V3^W 4+@LO MM&S;O\OS67=MWIG&
<;ESU%6_!/Q\"*_$K2I=3\(>)=\"\5:;#,,:2\T6_BO(4 ME\"JQC+QLP#!70[!_!FKZM\0O$&BZE_9Z37TVH./I,NFV\'K' M&&;_='+=7!++MD8MO P0-HP20\"EH_QV\":]\7-
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MEO\"LAVHBEF._X &37._#?XC>'?BYX)TKQ=X3U#^U?#VJ1M+9WGD20^:JNR$ M{)%5Q\RL.0.E>9?LJVWB=OV9=#UGQEJ5_J7B;Q%:3Z_>&_N))3;_ &LM/;H M)\"3&D<;QH(QPNT\5^?
GP(U77[_X96FCV_B_Q1HFEZ3_-1\1V=IH>N75A\"J M,6L7PCN<0NN7 55.>&4 ,\".* /UUHK\^/^%Q#Q%>>$+SXT'$CQ%//\"U]\)] M+UW0]5T?6)}*^WZG*B ?S(8,\"\NT+0;,5EE 5P1\"?,.
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M71(/R)7^U&VB\Z?YU4HFV/YOQ*YZ#)XKJ*_;X%^++7QA\=/V1+^^\9ZQXH\M?RR>*!/%EGK&I2W$VFWYL)0\+6[DBR*E65846-2]*=G\1_3F@ HHHH ****.M\"BN:UFP\83^*=-N-
)UW1++PW&%^W:?>.+-<7DYW')BN5NXTBR-H&Z&3!!/.< M\"K9Z7X^2^\0M=>)?#DUG/*-%BA\/7$$_AQK.H6C7$'_!_BG49-/\ #.G7-BHUCPUJGAF\@U(7 M:,XY3'-+M5R/Q4^+/A3X)^\"
[KQ,XUU:9>)W(H MIKUH)9@C2.$0;8E9N68#,,#.3@5#9Z3\1(QT!9!Y>=!?IU10\ W M'Q$\=R?%SQ2D_BNWTKQ);ZUX@M[K0V\5ZC_=H\=O<.8RNBI:>1:H(UL\YTOO M-
7>Q^9RTWE57C\1>,/\"/PWLY\-\8>++T>(OAKX?\0:_>7VLW5[/:K)?PIJ5[-M:F1F-LPM)[ECY&P+Y2.!N0&OT&HH_/&/Q!X8T_6OB!=Z#\3+<>#)O&]N(:W-M7/:HZ/:ZQM\/VBK&?
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>X45\P:I\%X&UH1^)=.@T>YG:%%HWA[PSK_(DU[5Y],TIM%\7I>Z%$M.WH2-GP)\9O$5O^S_XS\]*^?/B1^UUI?@=Y4AM]#6*?6UT/3=_M5\1>(8])TR=ULEN[B:6Y:._*C0.
(AM21GE^7:HRPY#Q7^WM8:+\)]\"\>V.E^_M%SIUYI5_J$\&M^_+:PDN)K.9H9[73%6*5K^3S(I=K!8HW!A*L3(0@!]945Y7 M\)/C]JGQ6\8>-K.'PW:::X:\
ZA_9(U234$)=75S]GMKC'V80A43R[8:9;S2=_MRX\"D'(\IN/V]M C\:.II$-GH=W8Q76K:;91V_B,$367NK\"&:1SL3_MQ:!I^H0&T6&R\/6>H\"[0UF)95>221EDQ&R^:\RL $!]F45\WP_M8:[:W Y
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VAO'.H^%?$GC/3/$5 MGIUMX%\$:_XKN]T6.VN[#7;FZ$\MS\"TSI{X@6.U*1M#(C9E9F9@%%?8!!1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !7.>-/A_IWCJ^\+75_-
=0R>'=736K06S*H>98)H0LF5.4VSN<# M!R%YZ@=]/10!P7Q^^#NG?$/Q#IFNS.QK6B;MIFEZAI=G=Z-=+!)\"MVUL[$ E&_M/F(U!$5SE#E@Z.K8KF%_9ETQ0=17Q?
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;ZU8VLC26\%XTL;R,%9Y EX-101.SCH 11 area-20240630.xsd XBRL TAXONOMY EXTENSION SCHEMA WITH EMBEDDED LINKBASES DOCUMENT 100000 - Document - Document and Entity Information link:presentationLink link:calculationLink link:definitionLink 100010 - Statement - Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 100020 - Statement - Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 100030 - Statement - Consolidated Statements of Operations and Comprehensive Loss link:presentationLink link:definitionLink 100040 - Statement - Consolidated Statements of Operations and Comprehensive Loss (Parenthetical) link:presentationLink link:definitionLink 100050 - Statement - Consolidated Statement of Stockholders' Equity link:presentationLink link:calculationLink link:definitionLink 100060 - Statement - Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 995455 - Disclosure - The Company and its Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 995465 - Disclosure - Revenue link:presentationLink link:calculationLink link:definitionLink 995475 - Disclosure - Supplemental Financial Information link:presentationLink link:definitionLink 995485 - Disclosure - Leases link:presentationLink link:calculationLink link:definitionLink 995495 - Disclosure - Goodwill and Purchased Intangible Assets link:presentationLink link:calculationLink link:definitionLink 995505 - Disclosure - Derivative Financial Instruments link:presentationLink link:calculationLink link:definitionLink 995515 - Disclosure - Fair Value Measurements link:presentationLink link:calculationLink link:definitionLink 995525 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 995535 - Disclosure - Debt link:presentationLink link:calculationLink link:definitionLink 995545 - Disclosure - Shareholders' Equity link:presentationLink link:calculationLink link:definitionLink 995555 - Disclosure - Stock Incentive Plan and Employee Stock Purchase Plan link:presentationLink link:calculationLink link:definitionLink 995565 - Disclosure - Joint Venture link:presentationLink

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- Stock Incentive Plan and Employee Stock Purchase Plan - Summary of Activity of RSUs and PSUs (Details) link:presentationLink link:calculationLink link:definitionLink 996265 - Disclosure - Stock Incentive Plan and Employee Stock Purchase Plan - ESPP (Details) link:presentationLink link:calculationLink link:definitionLink 996275 - Disclosure - Joint Venture - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 996285 - Disclosure - Joint Venture - Summary of Reconciliation Between the Carrying Value of Investment and Proportional Share of Underlying Equity in Net Assets of Joint Ventures (Details) link:presentationLink link:calculationLink link:definitionLink 996295 - Disclosure - Joint Venture - Summary of Financial Information of Joint Ventures (Operations Data) (Details) link:presentationLink link:calculationLink link:definitionLink 996305 - Disclosure - Joint Venture - Summary of Financial Information of Joint Ventures (Balance Sheet Data) (Details) link:presentationLink link:calculationLink link:definitionLink 996315 - Disclosure - Joint Venture - Schedule of Deferred Intra Entity Profit Margin from Sales to the Joint Ventures (Details) link:presentationLink link:calculationLink link:definitionLink 996325 - Disclosure - Income Taxes - Schedule of Components of Loss Before Provision for Income Taxes on the Accompanying Statements of Operations and Comprehensive Loss (Details) link:presentationLink link:calculationLink link:definitionLink 996335 - Disclosure - Income Taxes - Schedule of Provision for Income Taxes (Details) link:presentationLink link:calculationLink link:definitionLink 996345 - Disclosure - Income Taxes - Schedule of Reconciliation of Income Taxes at the Statutory Federal Income Tax Rate to the Provision for Income Taxes Included in the Accompanying Consolidated Statements of Operations and Comprehensive Loss (Details) link:presentationLink link:calculationLink link:definitionLink 996355 - Disclosure - Income Taxes - Schedule of Significant Components of Net Deferred Tax Assets (Liabilities) (Details) link:presentationLink link:calculationLink link:definitionLink 996365 - Disclosure - Income Taxes - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 996375 - Disclosure - Income Taxes - Schedule of Aggregate Changes in the Balance of Gross Unrecognized Tax Benefits (Details) link:presentationLink link:calculationLink link:definitionLink 996385 - Disclosure - Retirement Plans - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 996395 - Disclosure - Retirement Plans - Obligations and Funded Status (Details) link:presentationLink link:calculationLink link:definitionLink 996405 - Disclosure - Retirement Plans - Amounts Recognized (Details) link:presentationLink link:calculationLink link:definitionLink 996415 - Disclosure - Retirement Plans - Components of Net Periodic Benefit Cost and Other Amounts Recognized in Other Comprehensive Loss (Details) link:presentationLink link:calculationLink link:definitionLink 996425 - Disclosure - Retirement Plans - Assumptions (Details) link:presentationLink link:calculationLink link:definitionLink 996435 - Disclosure - Retirement Plans - Estimated Contributions and Future Benefit Payments (Details) link:presentationLink link:calculationLink link:definitionLink 996445 - Disclosure - Segment Disclosure - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 996455 - Disclosure - Segment Disclosure - Summary of Revenue by Geographic Region (Details) link:presentationLink link:calculationLink link:definitionLink 996465 - Disclosure - Segment Disclosure - Summary of Countries Represents More Than Ten Percent of Company's Revenue (Details) link:presentationLink link:calculationLink link:definitionLink 996475 - Disclosure - Segment Disclosure - Schedule of Geographic Areas in Which the Company has Long-Lived Assets, Property and Equipment Net and Operating Lease Right of Use Assets (Details) link:presentationLink link:calculationLink link:definitionLink Statement [Line Items]Statement [Line Items]2026Represents the amount of long-term debt, sinking fund requirements, and other securities redeemable at fixed or determinable prices including interest and dates maturing in the second fiscal year following the latest fiscal year.Long Term Debt Maturities Repayments Of Principal And Interest In Year TwoRepresents the price at which the debt may be repurchased, as a percentage of the principal amount in the event of a "fundamental change," as defined in the Indenture.Debt Instrument Repurchase Price Due To Fundamental ChangeRepurchase price, as a percentage of the principal amount, in the event of a fundamental change, as defined in IndentureShare-Based Payment Arrangement, Option, Exercise Price Range, Lower Range LimitExercise price, low end of range (in dollars per share)Change in unbilled accounts receivable current value.Change In Unbilled Accounts Receivable Current ValueChange in unbilled accounts receivable - current, valueDebt Instrument, Interest Rate During PeriodWeighted average effective interest rateDebt Instrument [Axis]Debt Instrument2029Defined Benefit Plan, Expected Future Benefit Payment, Year FivePlan Name [Domain]Plan NameEffective Income Tax Rate Reconciliation at Federal Statutory Income Tax Rate, AmountAt federal statutory rateDeferred Tax Assets, Deferred IncomeDeferred revenueShare-Based Payment Arrangement, Decrease for Tax Withholding ObligationTax withholding upon vesting of restricted stock unitsEntity Address, Postal Zip CodeEntity Address, Postal Zip CodeRevenue, Remaining Performance Obligation, AmountRemaining performance obligations amountSchedule of lessee operating lease right-of-use assets and operating lease obligation.Schedule Of Lessee Operating Lease Right Of Use Assets And Operating Lease Obligation Table [Text Block]Schedule of Operating Lease Right-of-use Assets and Operating Lease ObligationOffice Equipment [Member]Computer and office equipmentComputer and Office EquipmentFair Value, Recurring and Nonrecurring [Table]Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Table]Entity Incorporation, State or Country CodeEntity Incorporation, State or Country CodeRestructuring ChargesRestructuring chargesRestructuring Charges, TotalRevenues [Abstract]Net revenue:Interest Paid, Excluding Capitalized Interest, Operating ActivitiesCash paid for interestShare-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, AmountUnrecognized compensation costNumber of Operating SegmentsNumber of operating segmentsDefined Benefit Plan, Expected Amortization, Next Fiscal YearAccumulated other comprehensive incomeShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise PriceExercisable at the end of the year (in dollars per share)Change in customer advances value.Change In Customer Advances ValueChange in customer advances, valueDefined Benefit Plan, Net Periodic Benefit (Cost) Credit, Settlement Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]Foreign Exchange Forward [Member]Forward Currency Exchange ContractsDefined Benefit Plan, Service CostService costDefined Benefit Plan, Plan Assets, Benefits PaidBenefit and expense paymentsFair Value Hierarchy and NAV [Axis]Fair Value Hierarchy and NAVOperating lease liability repayment and interest accretion.Operating Lease Liability Repayment And Interest AccretionRepayment and interest accretionAccounts and Financing Receivable, after Allowance for Credit Loss, NoncurrentAccounts receivable with contractual maturities of more than one yearNon-currentAccounts and Financing Receivable, after Allowance for Credit Loss, Noncurrent, TotalAdjustments to additional paid in capital extinguishment of allocated cost related to convertible note exchange.Adjustments To Additional Paid In Capital Extinguishment Of Allocated Cost Related To Convertible Note ExchangeExtinguishment of allocated cost related to convertible note exchangeCarrying value of investment in joint ventureInvestments in and Advance to Affiliates, Subsidiaries, Associates, and Joint VenturesInvestment in joint ventureInvestments in and Advance to Affiliates, Subsidiaries, Associates, and Joint Ventures, TotalRepresents the percentage of the award vesting at the first anniversary year of the date of grant.Share Based Compensation Arrangement By Share Based Payment Award Percentage Of Awards Vesting At First AnniversaryPercentage of the award vesting at first anniversaryAuditor NameDeferred Federal Income Tax Expense (Benefit)FederalFair Value, Inputs, Level 2 [Member]Level 2Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]Share Based Compensation Arrangement By Share Based Payment Award [Line Items]Fair Value Measurement [Domain]Fair Value MeasurementDeferred tax on foreign earningsDeferred Tax on foreign earningsDeferred Tax Liabilities, Undistributed Foreign EarningsDeferred Tax Liabilities, Gross [Abstract]Deferred tax liabilities:Long-Term Debt, Type [Domain]Long-term Debt, TypeDefined Benefit Plan, Weighted Average Assumptions Used in Calculating Benefit Obligation [Abstract]Benefit Obligation:Revenue, Remaining Performance Obligation, PercentageRemaining performance obligations percentageUnrecognized Tax Benefits, Reduction Resulting from Lapse of Applicable Statute of LimitationsReduction in uncertain tax position due to lapse of various statutes of limitationLong-Term Debt, Current MaturitiesShort-term debtLong-term Debt, Current Maturities, TotalRepresents the number of significant customers who exceeded the threshold in order to determine a concentration risk.Concentration Risk Number Of Significant CustomersNumber of significant customersTax Credit Carryforward, Name [Domain]Tax Credit Carryforward, NameLeasesLessee, Operating Leases [Text Block]Commitments and Contingencies Disclosure [Text Block]Commitments and ContingenciesRestructuring Cost [Table]Schedule Of Restructuring And Related Costs [Table]Risks and uncertainties.Risks And Uncertainties Policy [Text Block]Risks and UncertaintiesStock Issued During Period, Value, Restricted Stock Award, Net of ForfeituresIssuance of restricted stockStock Issued During Period, Value, Restricted Stock Award, Net of Forfeitures, TotalStock, Class of Stock [Table]Schedule Of Stock By Class [Table]$1.96 - $2.08Represents information related to the exercise price range one.Exercise Price Range One [Member]Major Property Class [Domain]Share-based compensation charges for equity awards.Share-Based Compensation Charges For Equity Awards [Table Text

Block]Summary of share-based compensation charges included in the Company's Equity Awards]JAPANJapanProduct and Service [Axis]Product and ServiceDefined Benefit Plan, Expected Future Employer Contributions, Next Fiscal YearExpected total contributions to defined benefit pension plan for fiscal year 2024Change in interest receivable non current percentage.Change In Interest Receivable Non Current PercentageChange in Interest receivable – non-current, percentageFinite-Lived Intangible Assets by Major Class [Axis]Finite-Lived Intangible Assets by Major ClassDepreciation, Depletion and AmortizationDepreciation and amortizationDepreciation, Depletion and Amortization, TotalEffective Income Tax Rate Reconciliation, GILTI, AmountGlobal intangible low-taxed incomeStock Repurchased During Period, SharesRepurchased common stockRepurchase of common stock (in shares)Cumulative Effect, Period of Adoption [Domain]Cumulative Effect, Period of AdoptionEmployee Stock [Member]Employee stock purchase planEmployee stock purchase planConcentration Risk Benchmark [Axis]Concentration Risk BenchmarkEquity [Text Block]Shareholders' EquityDefined Benefit Plan, Weighted Average Assumptions Used in Calculating Net Periodic Benefit Cost [Abstract]Net Periodic Benefit Costs:Revenue from Contract with Customer [Text Block]RevenueContract liabilities:Contract with Customer, Liability [Abstract]Sale of Stock [Domain]Sale of StockInventory, Work in Process, Net of ReservesWork-in-processLong-Term Debt, GrossPrincipal amount of the NotesPrincipal amountDefined benefit plan amounts recognized in other comprehensive income amortization of prior service cost credit before tax.Defined Benefit Plan Amounts Recognized In Other Comprehensive Income Amortization Of Prior Service Cost Credit Before TaxAmortization of prior service cost (credit)Supplemental financial information disclosures.Supplemental Financial Information Disclosure [Abstract]Finite-Lived Intangible Asset, Useful LifeEstimated useful lives of purchased intangible assetsUseful LivesInventory, Policy [Policy Text Block]InventoriesEntity Central Index KeyEntity Central Index KeyCustomer twoCustomer Two [Member]Customer two.Amount of noncash expense included in interest expense to issue convertible debt and obtain financing associated with the related convertible debt instruments.Amortization Of Financing Costs Convertible DebtInterest expense related to amortization of debt issuance costsSchedule of Prepaid and Other Current AssetsSchedule of prepaid and other current assets.Schedule of Prepaid and Other Current Assets [Table Text Block]Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in PeriodOptions forfeited/expired (in shares)Increase (decrease) in operating lease liabilities, net.Increase Decrease In Operating Lease Liabilities NetOperating lease liabilities, net of operating lease right-of-use assetsIncrease (Decrease) in Operating Capital [Abstract]Changes in assets and liabilities:Advertising ExpenseAdvertising expensesChange in unbilled accounts receivable current percentage.Change In Unbilled Accounts Receivable Current PercentageChange in unbilled accounts receivable – current, percentageConcentration Risk [Table]Concentration Risk [Table]Common Stock, Shares, IssuedCommon stock, issued sharesCommon Stock, Shares, Issued, TotalChange in Accounting Estimate by Type [Axis]Change in Accounting Estimate by TypeOther AssetsTotal other assetsShare-Based Payment Arrangement, Expensed and Capitalized, Amount [Table]Schedule Of Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Table]Convertible notes three point seven five percent due July two thousand twenty two.Convertible Notes Three Point Seven Five Percent Due July Two Thousand Twenty Two [Member]3.75% Convertible Notes Due July 2022Other Intangible Assets [Member]Other intangiblesShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, MinimumRisk-free interest rate, Minimum (as a percent)Amount before allocation of valuation allowances of deferred tax asset attributable to uniform cost capitalization.Deferred Tax Assets Uniform Cost CapitalizationUnicapIncrease (Decrease) in Prepaid Expense and Other AssetsPrepaid expenses and other assetsIncrease (Decrease) in Prepaid Expense and Other Assets, TotalRepresents the payroll deductions of employees as a percentage of their salaries.Share Based Compensation Arrangement By Share Based Payment Award Payroll Deductions As Percentage Of Salaries To EmployeesPayroll deductions as percentage of salariesQuarterly Financial Information [Table Text Block]Schedule of selected quarterly financial data (unaudited)Operating lease lease liability added.Operating Lease Lease Liability AddedLease liabilities addedIncome Statement [Abstract]Entity Address, State or ProvinceEntity Address, State or ProvinceOrganization, Consolidation and Presentation of Financial Statements Disclosure and Significant Accounting Policies [Text Block]The Company and its Significant Accounting PoliciesStock Issued During Period, Value, Employee Stock Purchase PlanIssuance of common stock under employee stock purchase planAll Currencies [Domain]All CurrenciesIncome (Loss) from Continuing Operations before Income Taxes, Noncontrolling InterestTotal loss before provision for income taxesCapitalized contract costsCapitalized Contract Cost, Net, CurrentDefined Benefit Plan, Amounts for Asset (Liability) Recognized in Statement of Financial PositionNet amount recognizedNet amount recognizedDefined Benefit Plan, Amounts for Asset (Liability) Recognized in Statement of Financial Position, TotalChina, Yuan RenminbiChinese YuanCanada, DollarsCanadian DollarPerformance obligations service contracts.Performance Obligations Service Contracts [Member]Performance Obligations Service ContractsPercentage of ownership interest in joint venture.Percentage Of Ownership Interest In Joint VenturePercentage of ownership interest in joint ventureAmortization of net gainDefined Benefit Plan, Amortization of Gain (Loss)Amortization of net gainAmortization of net gainCapitalized Contract Cost, NetCapitalized costs to obtain a contractCapitalized Contract Cost, Net, TotalCapitalized contract costsConcentration Risk Type [Domain]Concentration Risk TypePortion at Fair Value Measurement [Member]Fair Value Disclosure Item Amounts [Default]Portion at Fair Value Measurement [Member] [Default]Loss Contingencies [Table]Loss Contingencies [Table]Short-term debt, net of unamortized debt costsShort-Term DebtShort-term debtShort-term Debt, TotalFair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]Financial assetsContract with Customer, Liability, Revenue RecognizedRecognition of deferred revenueCustomer [Axis]CustomerCustomer Concentration Risk [Member]Customer concentration riskWarranty Obligations [Member]Long-term Warranty and ServiceRest of World.Rest of World [Member]Rest of worldEquity Method Investments and Joint Ventures Disclosure [Text Block]Joint VentureShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic ValueExercisable at the end of the yearPrepaid and other current assets.Prepaid and Other Current Assets, TotalTotal prepaid and other current assetsTotal prepaid and other current assetsPayments of Debt Issuance CostsDebt issuance costsThe entire disclosure for defined benefit pension obligation.Defined Benefit Pension Obligation Disclosure [Text Block]Retirement PlansAmortization of Debt Issuance CostsAmortization of debt issuance costsProportion of recognizing joint venture income (loss)Proportion of recognizing joint venture income or loss.Proportion Of Recognizing Joint Venture Income Or LossCover [Abstract]Effective Income Tax Rate Reconciliation, Nondeductible Expense, Share-Based Payment Arrangement, AmountShare-based compensation expenseDefined Benefit Plan, Plan Assets, Foreign Currency Translation Gain (Loss)Foreign currency changesComprehensive Income, Policy [Policy Text Block]Accumulated Other Comprehensive Income (Loss)Net loss per share, BasicEarnings Per Share, BasicEarnings Per Share, Basic, TotalBasic net loss per shareOperating Expenses [Abstract]Operating expenses:Deferred revenue and customer advances.Deferred Revenue and Customer Advances [Policy Text Block]Deferred Revenue and Customer AdvancesChange in long-term accounts receivable value.Change In Long Term Accounts Receivable ValueChange in long-term accounts receivable, valueContract with Customer, Liability, CurrentDeferred revenueDeferred revenue – currentDocument Annual ReportDocument Annual ReportSelling and Marketing Expense [Member]Selling and marketingDerivative Instruments and Hedging Activities Disclosure [Text Block]Derivative Financial InstrumentsShare-Based Payment Arrangement, ExpenseShare-based compensation expenseAccounts receivable, net of allowance for credit losses of $2,251 and $3,079 as of June 30, 2024 and June 30, 2023, respectivelyReceivables, Net, CurrentAccounts receivable, netLong-Term DebtNet carrying amountJapan, YenJapanese YenAccumulated deficitIncrease to accumulated deficitRetained Earnings (Accumulated Deficit)Retained Earnings (Accumulated Deficit), TotalRetained Earnings (Accumulated Deficit), Beginning BalanceRetained Earnings (Accumulated Deficit), Ending BalanceFair Value, Nonrecurring [Member]Non-recurring basisPlan Name [Axis]Plan NameSegment Reporting [Abstract]Segment DisclosureConvertible senior notes three point seven five percent due two thousand twenty six.Convertible Senior Notes Three Point Seven Five Percent Due Two Thousand Twenty Six [Member]3.75% Convertible Notes Due 20263.75% Convertible Notes Due June 2026Share-Based Payment Arrangement, Option, Exercise Price Range, End of Period [Abstract]Options OutstandingShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, NumberBalance at the end of the year (in shares)Balance at the beginning of the year (in shares)Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Discount RateDiscount rate (as a percent)Assets, Current [Abstract]Current assets:Common Stock, Capital Shares Reserved for Future IssuanceCommon stock issuable upon conversionUNITED STATESUnited StatesSchedule of Expected Benefit Payments [Table Text Block]Schedule of estimated future benefit paymentsDefined Benefit Plan [Table]Schedule Of Defined Benefit Plans Disclosures [Table]Net deferred tax liabilitiesNet deferred tax assets (liabilities)Deferred Tax Liabilities, NetNet Cash Provided by (Used in) Operating ActivitiesNet cash provided by (used in) operating activitiesShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair ValueCancelled/Forfeited (in dollars per share)Royalty ExpenseRoyalty costsProduct and Service [Domain]Product and ServiceAccumulated other comprehensive income (loss)Accumulated other comprehensive income (loss)Accumulated Other Comprehensive Income (Loss), Net of TaxAccumulated Other Comprehensive Income (Loss), Net of Tax, TotalDebt Instrument [Line Items]Debt Instrument [Line Items]Concentration Risk [Line Items]Concentration Risk [Line Items]Debt Instrument, TermTerm of loanOperating Loss CarryforwardsNet operating loss carryforwardsOperating Loss Carryforwards, TotalProperty, Plant and Equipment, NetProperty and equipment, netProperty and equipment, netProperty, Plant and Equipment, Net, Beginning BalanceProperty, Plant and Equipment, Net, Ending BalanceTotal property and equipment, net2028Lessee, Operating Lease, Liability, to be Paid, Year FourContract with Customer, Liability, NoncurrentDeferred revenueDeferred revenue – non-currentGuarantor Obligations, Nature [Axis]Guarantor Obligations, NatureCorporate Joint Venture [Member]Current Income Tax Expense (Benefit), Continuing Operations [Abstract]Current:Restructuring and Related Activities [Abstract]RestructuringCommon Stock, Par or Stated Value Per ShareCommon stock, par value (in dollars per share)Accrued Royalties, CurrentRoyalty amount accruedAccrued royaltiesRepayments of convertible notesRepayments of Notes PayableIncome tax payableTaxes Payable, CurrentTaxes Payable, Current, TotalAccounts ReceivableAccounts Receivable [Policy Text Block]Statement of Cash Flows [Abstract]Counterparty Name [Axis]Counterparty NameCumulative Translation AdjustmentAccumulated Foreign Currency Adjustment Attributable to Parent [Member]Net Cash Provided by (Used in) Operating Activities, Continuing Operations [Abstract]Cash flows from operating activitiesAntidilutive Securities, Name [Domain]Antidilutive Securities, NameFinancial Guarantee [Member]Financial GuaranteeDefined Benefit Plan, Amortization of Prior Service Cost (Credit)Amortization of prior service cost (credit)Capitalized Computer Software, NetCapitalized development of software costsCapitalized Computer Software, Net, TotalCapitalized Computer Software, Net, Beginning BalanceCapitalized Computer Software, Net, Ending BalanceCapitalized software costs to be soldOther Comprehensive (Income) Loss, Defined Benefit Plan, Prior Service Cost (Credit), after Reclassification Adjustment, before TaxOther Comprehensive (Income) Loss, Defined Benefit Plan, Prior Service Cost (Credit), after Reclassification Adjustment, before Tax, TotalPrior service cost (credit)Change in deferred revenue current value.Change In Deferred Revenue Current ValueChange in deferred revenue – current, valueDeferred Tax Assets, OtherOtherRepresents the carrying amount of the equity conversion component of the debt instrument.Carrying Amount Of Equity Conversion ComponentCarrying amount of equity conversion componentEquity Components [Axis]Equity ComponentsFinancing Receivable, Allowance for Credit LossAllowance for credit lossesFinancing Receivable, Allowance for Credit Loss, Beginning BalanceFinancing Receivable, Allowance for Credit Loss, Ending BalanceEntity Address, Address Line OneEntity Address, Address Line OneRepresents information pertaining to market stock unit of the entity.Market Stock Unit [Member]Market Stock UnitsSchedule of Earnings Per Share, Basic and Diluted [Table Text Block]Schedule of reconciliation of the numerator and denominator used in the calculation of basic and diluted net loss per common shareEmployee-related Liabilities, CurrentAccrued compensationEmployee-related Liabilities, Current, TotalInterest Receivable, NoncurrentInterest receivable – non-currentShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in PeriodGranted (in shares)Restructuring Charges, Statement of Income or Comprehensive Income [Extensible Enumeration]Intangible Asset, Finite-Lived [Table]Schedule Of Finite Lived Intangible Assets [Table]Property, Plant and Equipment [Line Items]Property Plant And Equipment [Line Items]Effective Income Tax Rate Reconciliation, Nondeductible Expense, Other, AmountOther non-deductible permanent itemsDeferred Income Tax Expense (Benefit), Continuing Operations [Abstract]Deferred:Equity Option [Member]Stock optionsShare-Based Payment Arrangement, Option, Exercise Price Range, Outstanding, Weighted Average Remaining Contractual TermWeighted-Average Remaining Contractual Life (Years)Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]Schedule of all potentially dilutive securities excluded from the computation of basic and diluted net income (loss) per common shareShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest RateRisk-free interest rate (as a percent)Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets, Plan AssetsFair value of plan assetsSchedule of Net Funded Status [Table Text Block]Schedule of funded statusShare-based compensation arrangement by share-based payment award options granted fair value.Share-Based Compensation Arrangement By Share-Based Payment Award Options Granted Fair ValueGrant date fair value of options grantedValuation allowance percentage for domestic and foreign net assets.Valuation Allowance Percentage For Domestic And Foreign Net AssetsValuation allowance percentage established for domestic and foreign net assetsShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, NumberUnvested at the end of the year (in shares)Unvested at the beginning of the year (in shares)Entity Voluntary FilersEntity Voluntary Filers2026Finite-Lived Intangible Asset, Expected Amortization, Year TwoAmendment FlagAmendment FlagNet income attributable to the CompanyNet Income (Loss) Attributable to Noncontrolling InterestNet Income (Loss) Attributable to Noncontrolling Interest, TotalCurrent Income Tax Expense (Benefit)Total currentCustomer oneCustomer One [Member]Customer one.Current Federal Tax Expense (Benefit)FederalNoncurrent portion of operating lease obligationsOperating Lease, Liability, NoncurrentOperating lease liabilitiesDefined Benefit Plan, Funding Status [Domain]Defined Benefit Plan, Funding StatusDomestic Tax Jurisdiction [Member]FederalDefined Benefit Plan, Net Periodic Benefit Cost (Credit) [Abstract]Net Periodic Benefit Costs:Geographic Concentration Risk [Member]Geographic Concentration Risk [Member]Inventory, Finished Goods, Net of ReservesFinished goodsDebt Instrument, Name [Domain]Debt Instrument, NameAdditional paid-in-capitalDecrease to additional paid in capitalAdditional Paid in Capital, Common StockAdditional Paid in Capital, Common Stock, Beginning BalanceAdditional Paid in Capital, Common Stock, Ending BalanceDefined Benefit Plan, Net Periodic Benefit Cost (Credit)Net periodic benefit costsReceivables [Abstract]Net incomeNet lossNet loss used to compute basic and diluted loss per shareShare-Based Payment Arrangement, Option, Exercise Price Range, Outstanding, Weighted Average Exercise PriceWeighted-Average Exercise Price (in dollars per share)Share-based Payment Arrangement, Option, Exercise Price Range, Outstanding, Weighted Average Exercise Price, Beginning BalanceShare-based Payment Arrangement, Option, Exercise Price Range, Outstanding, Weighted Average Exercise Price, Ending BalanceShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in PeriodExercise of options, net (in shares)Options exercised (in shares)Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, NumberExercisable at the end of the year (in shares)Research and Development Expense [Member]Research and developmentStockholders' Equity, OtherOtherCustomer [Domain]CustomerSchedule of Debt [Table Text Block]Schedule of carrying values of all DebtOCI, before Reclassifications, before Tax, Attributable to ParentOther comprehensive lossEquity Component [Domain]Equity ComponentStatistical Measurement [Domain]Statistical MeasurementDocument Financial Statement Error Correction [Flag]General and Administrative ExpenseGeneral and administrativeGeneral and Administrative Expense, TotalWrote-off in financing receivablesFinancing Receivable, Allowance for Credit Loss, WriteoffFinancing Receivable, Allowance for Credit Loss, Writeoff, TotalAdjustments to Additional Paid in Capital, Equity Component of Convertible DebtBifurcation of conversion option upon issuance of convertible notesAmortization of capitalized contract costsCapitalized Contract Cost, AmortizationInterest Expense, DebtTotalOther Nonoperating Income (Expense)Other expense, netTotal other expense, netDeferred State and Local Income Tax Expense (Benefit)StateShare-Based Compensation Arrangement by Share-Based Payment Award, Expiration PeriodExpiration periodConvertible notes three point seven five percent due July two thousand twenty six.Convertible Notes Three Point Seven Five Percent Due July Two Thousand Twenty Six [Member]3.75% Convertible Notes Due 2026Undistributed Earnings of Foreign SubsidiariesUndistributed earnings of foreign subsidiariesFurniture and Fixtures [Member]Furniture and fixturesFurniture and FixturesShipping and handling costs.Shipping And Handling Costs Policy [Text Block]Shipping and HandlingProceeds from Lines of Credit, TotalProceeds from Lines of CreditBorrowings under the Revolving Credit FacilityNet Income (Loss), Including Portion Attributable to Noncontrolling InterestNet Income (Loss), Including Portion Attributable to Noncontrolling Interest, TotalNet lossPreferred Stock, Shares IssuedPreferred stock, shares issuedPreferred Stock, Shares Issued, TotalChange in contract with customer asset, percentage abstract.Change In Contract With Customer Asset Percentage [Abstract]Change in assets, percentage:Defined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets [Abstract]Accumulated benefit obligations in excess of fair value of plan assets:Cash paid for amounts included in the measurement of lease liabilitiesOperating Lease, PaymentsCash paid for amounts included in

the measurement of operating lease liabilitiesProceeds from Stock Options ExercisedCash received from option exercisesAnnual gross receipts amount limit for exemption from base erosion and anti abuse tax.Annual Gross Receipts Amount Limit For Exemption From Base Erosion And Anti Abuse TaxAverage annual prior gross receipts treshhold amount for exemption from base erosion and anti abuse taxRetirement Benefits [Text Block]Employee Benefit PlanPaydown under Term Loan FacilityRepayments Of Long Term Debt Under Term LoanRepayments of long term debt under term loan.Provision for (recovery from) credit lossesAccounts Receivable, Credit Loss Expense (Reversal)Capitalized Contract Cost, Net, NoncurrentCapitalized contract costsInventory, Net [Abstract]Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Table]Revenue Remaining Performance Obligation Expected Timing Of Satisfaction [Table]Stock Issued During Period, Shares, Employee Stock Purchase PlansIssuance of common stock under employee stock purchase plan (in shares)Shares issued under the ESPPShare based compensation arrangement by share based payment award fair value assumptions dividend yield.Share Based Compensation Arrangement By Share Based Payment Award Fair Value Assumptions Dividend YieldDividend yieldShare-Based Payment Arrangement, Option, Exercise Price Range [Table Text Block]Summary of information about outstanding and exercisable optionsPrepaid Expense and Other Assets, CurrentPrepaid expenses and other current assetsShare-Based Payment Arrangement, Option, Exercise Price Range, Exercisable, Weighted Average Exercise PriceWeighted Average Exercise Price (in dollars per share)Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, MaximumRisk-free interest rate, Maximum (as a percent)Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise PriceOptions forfeited/expired (in dollars per share)Type of agreements in which the entity has made commitments.Commitment Type [Domain]Commitment TypeCumulative adjustment due to adoption of ASU No 2020-06Cumulative Effect, Period of Adoption, Adjustment [Member]Comprehensive Income (Loss), Net of Tax, Attributable to ParentComprehensive lossCommon Stock, Shares, OutstandingBalance (in shares)Balance (in shares)Common stock, outstanding sharesFinite-Lived Intangible Assets, Major Class Name [Domain]Finite-Lived Intangible Assets, Major Class NameShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward]Options OutstandingLine of Credit Facility, Current Borrowing CapacityCredit facility borrowing capacityAmount of transaction price allocated to performance obligation that has not been recognized as revenue in year three and thereafter.Revenue Remaining Performance Obligation In Year Three And ThereafterThereafterSchedule of Components of Income Tax Expense (Benefit) [Table Text Block]Schedule of provision for income taxesThe total amount of net periodic benefit cost for defined benefit plans for the period. Periodic benefit costs include the following components: service cost, interest cost, expected return on plan assets, gain (loss), prior service cost or credit, transition asset or obligation, and gain (loss) due to settlements or curtailments and amount before tax, after reclassification adjustments, of (increase) decrease in accumulated other comprehensive (income) loss related to pension and other postretirement defined benefit plans.Defined Benefit Plan Net Periodic Benefit Cost And Other Comprehensive Income Loss Pension And Other Postretirement Benefit Plans Adjustment Before TaxTotal recognized in net periodic benefit costs and other comprehensive income (loss)Preferred Stock, Par or Stated Value Per SharePreferred stock, par value (in dollars per share)Deferred Tax Asset, In-Process Research and DevelopmentCapitalized research and developmentRevenue Benchmark [Member]Total net revenueIncome Tax Expense (Benefit), Effective Income Tax Rate Reconciliation, Amount [Abstract]U.S. federal taxes (benefit):Repayments of Lines of CreditRepayments under the Revolving Credit FacilityConvertible notes three point seven five percent due august two thousand twenty two.Convertible Notes Three Point Seven Five Percent Due August Two Thousand Twenty Two [Member]3.75% Convertible Notes due 2022Antidilutive Securities [Axis]Antidilutive SecuritiesCost of Goods and Services Sold [Abstract]Cost of revenue:Effective Income Tax Rate Reconciliation, Other Adjustments, AmountOtherDefined Benefit Plan Disclosure [Line Items]Defined Benefit Pension ObligationDeferred Foreign Income Tax Expense (Benefit)ForeignLiabilities, NoncurrentNon current liabilitiesLiabilities, Noncurrent, TotalFinite-Lived Intangible Assets [Line Items]Finite Lived Intangible Assets [Line Items]Internal Use Software, Policy [Policy Text Block]Software Capitalization CostsEntity Interactive Data CurrentEntity Interactive Data CurrentEquity Method Investments [Policy Text Block]Equity Method InvestmentProduct [Member]ProductsCost of Sales [Member]Cost of revenueDefined Benefit Plan, Net Periodic Benefit (Cost) Credit, Expected Return (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]Accounting Standards Update [Domain]Accounting Standards UpdateSummary of Carrying Values, Net of Debt Costs and Estimated Fair Values of Short-Term and Long-Term DebtFair Value, Liabilities Measured on Recurring and Nonrecurring Basis [Table Text Block]Transfers from inventory to property and equipment in noncash transactions.Transfers From Inventory To Property And EquipmentTransfers from inventory to property and equipmentContract with customer advances current.Contract With Customer Advances CurrentCustomer advancesIncome (Loss) from Continuing Operations before Equity Method Investments, Income Taxes, Noncontrolling Interest [Abstract]Components of income (loss) before provision for income taxesShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair ValueVested (in dollars per share)Cash, Cash Equivalents, Restricted Cash, and Restricted Cash EquivalentsCash, cash equivalents and restricted cash at end of periodCash, cash equivalents and restricted cash at beginning of periodCash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Total[Statement of Financial Position Location, Balance [Axis]Balance Sheet LocationStatistical Measurement [Axis]Statistical MeasurementResearch Tax Credit Carryforward [Member]Research and developmentEquity Method Investment [Table]Schedule Of Equity Method Investments [Table]Commitments and Contingencies, Policy [Policy Text Block]Loss ContingenciesTabular disclosure of interest expense and the effective interest rate on the convertible debt.Schedule Of Interest On Convertible Debt Table [Text Block]Summary of interest expense on New Credit Facilities and Convertible NotesDefined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Expected Long-Term Rate of Return on Plan AssetsExpected long-term return on assets (as a percent)Operating Lease, CostOperating lease costsRelated and Nonrelated Parties [Domain]Related PartyDefined Benefit Plan, Information about Plan Assets [Abstract]Plan AssetsKorean WonKorea (South), WonSelling and Marketing ExpenseSelling and marketingSelling and Marketing Expense, TotalLessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block]Schedule of Maturities of Operating Lease LiabilitiesPerformance obligations other than warrant.Performance Obligations Other Than Warrant [Member]Performance Obligations Other Than WarrantFinite-Lived Intangible Assets, GrossGross Carrying AmountFinite-Lived Intangible Assets, Gross, TotalShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair ValueGranted (in dollars per share)Weighted average grant date fair value (in dollars per share)Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for RecognitionWeighted average period for recognition of compensation costsAmounts in accumulated other comprehensive loss that are expected to be recognized as components of net periodic benefit cost during fiscal year 2025Defined Benefit Plan, Expected Amortization, Next Fiscal Year [Abstract]Machinery and Equipment [Member]Machinery and equipmentMachinery and EquipmentSchedule of Geographic Areas in Which the Company has Long-Lived Assets, Property, Plant and Equipment Net, and Operating Lease Right of Use AssetsLong-Lived Assets by Geographic Areas [Table Text Block]Defined Benefit Plan, Plan Assets, Contributions by EmployerEmployer contributionsEffect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing OperationsEffect of exchange rate changes on cash, cash equivalents and restricted cashResearch and Development Expense, Policy [Policy Text Block]Research and Development CostsLength of forward contractsLength of forward contract periodRepresents the period of time relating to forward contracts.Ownership [Domain]OwnershipStock Incentive PlanStock incentive plan.Stock Incentive Plan [Member]Measurement Basis [Axis]Measurement BasisStatement of Income Location, Balance [Axis]Income Statement LocationAssetsAssetsTotal assetsShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected TermExpected term (in years)Change in deferred revenue non-current value.Change In Deferred Revenue Non Current ValueChange in deferred revenue – non-current, valueSchedule of Long-Term Debt Instruments [Table]Debt Instrument [Table]Current Foreign Tax Expense (Benefit)ForeignSwitzerland, FrancsSwiss FrancIncome (Loss) from Continuing Operations before Income Taxes, ForeignForeignDeferred Tax Liabilities, GrossTotal deferred tax liabilitiesDeferred Tax Liabilities, Gross, TotalShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in PeriodVested (in shares)Vested (in shares)Accuray Asia Limited .Accuray Asia Limited [Member]Accuray AsiaRestricted Cash and Cash Equivalents, NoncurrentRestricted cashRestricted Cash and Cash Equivalents, Noncurrent, TotalNew Accounting Pronouncements, Policy [Policy Text Block]Recent Accounting PronouncementsEntity Address, City or TownEntity Address, City or TownAOCI Attributable to Parent [Member]Accumulated Other Comprehensive Income (Loss)Gain on contribution to equity method investmentIncome (Loss) from Equity Method InvestmentsIncome (Loss) from Equity Method Investments, TotalIncome on equity method investmentIncome on equity method investmentUnited Kingdom, PoundsBritish PoundAuditor LocationEffective Income Tax Rate Reconciliation, Foreign Income Tax Rate Differential, AmountForeign taxesRevenue, Segment Benchmark [Member]Revenue, Segment Benchmark [Member]Change in Contract with Customer, Liability [Abstract]Change in liabilities, value:Convertible notes, aggregate principal amount issued for cash.Convertible Notes Aggregate Principal Amount Issued For CashConvertible notes, aggregate principal amount issued for cashShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in PeriodCancelled/Forfeited (in shares)Cancelled/forfeited (in shares)2027Revenue, remaining performance obligation, year three.Revenue Remaining Performance Obligation Year ThreeDefined Benefit Plan, Plan Assets, AmountPlan assets—end of fiscal yearPlan assets—beginning of fiscal yearDefined Benefit Plan, Plan Assets, Amount, TotalLiability, Defined Benefit Plan, NoncurrentLong-term other liabilitiesLong-term other liabilitiesLiability, Defined Benefit Plan, Noncurrent, TotalEffect of settlementOther Comprehensive Income (Loss), Defined Benefit Plan, Settlement and Curtailment Gain (Loss), before TaxEffect of settlementDebt Instrument, Face AmountAggregate principal amount of debt issuedInvestor [Member]WARF (Wisconsin Alumni Research Foundation)Condensed Balance Sheet [Table Text Block]Summary of Financial Information of Joint Ventures (Balance Sheet Data)Restructuring Cost and Reserve [Line Items]Restructuring and Severance ChargesCommissions due to third parties.Commissions Due to Third PartiesCommissions due to third partiesShare PriceFair value of common stock (in dollars per share)Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair ValueAggregate fair market value of units vestedShare-Based Payment Arrangement [Text Block]Stock Incentive Plan and Employee Stock Purchase PlanConstruction in Progress [Member]Construction in ProgressLicensing Agreements [Member]License agreementShare-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares AuthorizedNumber of shares of common stock reserved for issuance under stock incentive plans and employee stock purchase planNumber of shares of stock authorizedCurrent State and Local Tax Expense (Benefit)StateDividend declaredDividend DeclaredDividend declaredIncrease (Decrease) in Deferred ChargesDeferred cost of revenueOperating Lease, Weighted Average Discount Rate, PercentWeighted average discount rateUnrecognized Tax Benefits, Income Tax Penalties and Interest AccruedAccrued interest and penalties related to uncertain tax positionsUnrecognized Tax Benefits, Income Tax Penalties and Interest Accrued, TotalAccumulated Other Comprehensive Income (Loss) [Line Items]Accumulated Other Comprehensive Income (Loss)Condensed Income Statement [Table Text Block]Summary of Financial Information of Joint Ventures (Operations Data)Fair Value Disclosures [Abstract]Research and development credits.Research and Development CreditsResearch and development creditsUnrecognized tax benefits that would not affect income tax expenseUnrecognized Tax Benefits that Would Not Impact Income Tax ExpenseUnrecognized tax benefits that would not impact income tax expense.Number of units reported by the entity.Number Of Reportable UnitsNumber of reporting unitsEntity Public FloatEntity Public FloatStock Issued During Period, Value, New IssuesIssuance of common stock to employeesInterest expense related to extinguishment of debt.Interest Expense Related To Extinguishment Of DebtInterest expense related to extinguishment of debtActuarial lossActuarial gainDefined Benefit Plan, Benefit Obligation, Actuarial Gain (Loss)Long-Term Debt, Current and Noncurrent [Abstract]Reported as:Stock Issued During Period, Value, Stock Options ExercisedExercise of options, netStock option exercises, valueLiabilities, Current [Abstract]Current liabilities:Operating lease lease asset addition.Operating Lease Lease Asset AdditionLease asset addedRepresents the number of shares of common stock that the holder of the debt instrument would receive if the debt was converted to equity.Debt Instrument Convertible Number Of Shares Of Common StockCommon stock not included in the calculation of potentially diluted sharesAccounts ReceivableAccounts Receivable [Member]Total accounts receivableAmount recognized on open system sales contractsAmount Recognized on Open System Sales ContractsAmount recognized on open system sales contracts.Income Taxes Paid, NetCash paid for income taxesIncome Taxes Paid, Net, TotalCash and Cash Equivalents [Member]Cash, cash equivalent and investmentsDocument TypeDocument TypeSchedule of Carrying Amount of Acquired Intangible Assets, NetSchedule of Intangible Assets and Goodwill [Table Text Block]Amortization expenseAmortization Expense Net Capitalized Computer SoftwareAmortization expense net capitalized computer software.Accounting Standards Update [Axis]Accounting Standards UpdateSenior secured credit agreement.Senior Secured Credit Agreement [Member]Senior Secured Credit AgreementIndia, RupeesIndian RupeeDefined Benefit Plan, Funding Status [Axis]Defined Benefit Plan, Funding StatusThe percentage of changes in operating results on entity's revenue.Percentage Of Changes In Operating Results On Entity S RevenuePercentage of changes in operating results on entity's revenueTitle of 12(b) SecurityTitle of 12(b) SecurityCash and Cash Equivalents, at Carrying ValueCash and cash equivalentsCash and Cash Equivalents, at Carrying Value, TotalCash and Cash Equivalents, at Carrying Value, Beginning BalanceCash and Cash Equivalents, at Carrying Value, Ending BalanceThe amount of depreciation, depletion and amortization (related to property, plant and equipment, but not including land) that has been recognized in the income statement in the current period.Depreciation Depletion And Amortization ExpenseDepreciation expenseStatement of Financial Position Location, Balance [Domain]Balance Sheet LocationOther Noncurrent Liabilities [Member]Long-term other liabilities2029Lessee, Operating Lease, Liability, to be Paid, Year FiveSchedule of Operating LeasesLease, Cost [Table Text Block]Statement of Stockholders' Equity [Abstract]New term loan facility member.New Term Loan Facility [Member]Term loanDocument Fiscal Period FocusDocument Fiscal Period FocusShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic ValueTotal intrinsic value of options exercisedResearch and Development ExpenseResearch and developmentResearch and Development Expense, TotalPayment, Tax Withholding, Share-Based Payment ArrangementTaxes paid related to net share settlement of equity awardsLong-term debt, net of unamortized debt costsLong-Term Debt, Excluding Current MaturitiesLong-term debtLong-term Debt, Excluding Current Maturities, TotalIf all or portion of loans under new term loan facility are prepaid member.If All Or Portion Of Loans Under New Term Loan Facility Are Prepaid [Member]If all or Portion of Loans Under New Term Loan Facility are PrepaidShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, GrossOptions granted (in shares)Schedule of Carrying Amount of GoodwillSchedule of Goodwill [Table Text Block]Impairment loss on capitalized contractsImpairment loss on capitalized contractsCapitalized Contract Cost, Impairment LossProperty, Plant and Equipment, GrossProperty and equipment, grossProperty, Plant and Equipment, Gross, TotalProperty, Plant and Equipment, Gross, Beginning BalanceProperty, Plant and Equipment, Gross, Ending BalanceConsolidation, Policy [Policy Text Block]Basis of Presentation and Principles of ConsolidationMaturities of Long-Term Debt [Abstract]Long-term principal and interest on Convertible NotesDefined Benefit Plan, Interest CostInterest costDefined Benefit Plan, Assumptions Used Calculating Benefit Obligation, Discount RateDiscount rate (as a percent)Lessee, Leases [Policy Text Block]LeasesSchedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block]Schedule of assumptions used for determining fair value of stock optionsEstimate of Fair Value Measurement [Member]Fair ValueNet deferred profit margin on sales to the JVNet deferred profit margin on sales to the JVNet deferred profit margin on sales to the JVIncome Loss from Net Deferred Profit Margin on Sales to the Joint VentureIncome loss from net deferred profit margin on sales to the joint venture.Credit agreement.Credit Agreement [Member]Credit AgreementRepresents the subsequent period within which the management of the entity does not believe that there will be any material changes in unrecognized tax benefits.Unrecognized Tax Benefits Subsequent Period Within Which No Material Changes ExpectedSubsequent period within which no material changes in unrecognized tax benefits are expectedEffective Income Tax Rate Reconciliation, State and Local Income Taxes, AmountState tax, net of federal benefitDefined Benefit Plan, Accumulated Other Comprehensive Income (Loss), Gain (Loss), before TaxNet actuarial gain2027Defined Benefit Plan, Expected Future Benefit Payment, Year ThreePrepaid commissions.Prepaid CommissionsPrepaid commissionsRevenue, Remaining Performance Obligation, Expected Timing of Satisfaction, PeriodRemaining performance obligations recognized periodDefined Benefit Plan, Assumptions [Table Text Block]Schedule of assumptions used to determine net periodic benefit cost and benefit obligationSale of Stock [Axis]Sale of StockNet Cash Provided by (Used in) Investing Activities [Abstract]Cash flows from investing activitiesFinancing Receivable, after Allowance for Credit Loss [Abstract]Financing receivablesAmericas [Member]AmericasPatents [Member]Patent licenseRepresents the principal amount of notes used as denominator for purposes of computing the conversion ratio of convertible debt.Debt Instrument Principal Amount Denomination For Conversion Into Common

StockPrincipal amount used for debt instrument conversion ratioTotal net revenuesRevenue from Contract with Customer, Excluding Assessed TaxRevenue from Contract with Customer, Excluding Assessed Tax, TotalRevenueDeferred tax liability right of use assets.Deferred Tax Liability Right Of Use AssetsRight of use assetsAccumulated Other Comprehensive Income (Loss) [Table]Accumulated Other Comprehensive Income Loss [Table]Income Tax Disclosure [Text Block]Income TaxesInformation by type of agreements in which the entity has made commitments.Commitment By Type [Axis]Commitment By TypeUnrecognized Tax Benefits, Decrease Resulting from Prior Period Tax PositionsTax positions related to prior years: ReductionsForeign Currency Contract, Asset, Fair Value DisclosureFair value of currency contract based on exchange rateSchedule of Effective Income Tax Rate Reconciliation [Table Text Block]Schedule of reconciliation of income taxes at the statutory federal income tax rate to the provision for income taxes included in the accompanying consolidated statements of operations and comprehensive lossOwnership [Axis]OwnershipFinancing Receivable, after Allowance for Credit LossTotal, netSchedule of Remaining Performance Obligations related to WarrantyRevenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Table Text Block]Capitalized software costsCapitalized Software CostsCapitalized software costs.Stock Repurchased During Period, ValueAggregate amount of shares repurchasedRepurchase of common stockCredit Facility [Domain]Credit FacilityWeighted Average Remaining Contractual Life (In Years)Share Based Compensation Arrangement By Share Based Payment Award Options Weighted Average Remaining Contractual Term [Abstract]Weighted Average Remaining Contractual Life (In Years)Total estimated future amortization expenseNet AmountFinite-Lived Intangible Assets, NetIntangible assets, netFinite-Lived Intangible Assets, Net, Beginning BalanceFinite-Lived Intangible Assets, Net, Ending BalanceIncome taxes.Income Taxes [Table]Income Taxes [Table]Other Accrued Liabilities, CurrentOther accrued liabilitiesTotal other accrued liabilitiesIncrease (Decrease) in Accounts PayableAccounts payableIncrease (Decrease) in Accounts Payable, TotalDate of convertible debt retired.Date Of Convertible Debt RetiredConvertible debt maturity periodPrior service costOther Comprehensive (Income) Loss, Defined Benefit Plan, after Reclassification Adjustment, before TaxTotal recognized in other comprehensive (gain) lossShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions and Methodology [Abstract]Weighted average assumptions used for determining fair value of optionsLiabilities and Stockholders' EquityLiabilities and Equity [Abstract]LIABILITIES AND STOCKHOLDERS' EQUITYDocument Period End DateDocument Period End DateDefined Benefit Plan, Accumulated Other Comprehensive (Income) Loss, Prior Service Cost (Credit), before TaxPrior service creditNet Cash Provided by (Used in) Financing ActivitiesNet cash used in financing activitiesDefined Benefit Plan, Funded (Unfunded) Status of PlanFunded statusDefined Benefit Plan, Funded (Unfunded) Status of Plan, Total2025Revenue, remaining performance obligation in year one.Revenue Remaining Performance Obligation In Year OnePrepaid Expense and Other Assets [Abstract]Other, netOther non operating income expense otherOther Nonoperating Income Expense OtherICFR Auditor Attestation FlagICFR Auditor Attestation FlagTabular disclosure of the components of net benefit costs for pension plans and/or other employee benefit plans including service cost, interest cost, expected return on plan assets, gain (loss), prior service cost or credit, transition asset or obligation, and gain (loss) recognized due to settlements or curtailments and other amounts recognized in other comprehensive income (loss).Schedule Of Net Benefit Costs And Other Amounts Recognized In Other Comprehensive Income Loss Table [Text Block]Schedule Of Net Benefit Costs And Other Amounts Recognized In Other Comprehensive Income Loss Table Text BlockStockholders' Equity Note [Abstract]Stockholders' Equity Note [Abstract]Term loan facility due may two thousand twenty six.Term Loan Facility Due May Two Thousand Twenty Six [Member]Term Loan FacilityLiabilities, Noncurrent [Abstract]Long-term liabilities:Convertible senior notes three point seven five percent due two thousand twenty two.Convertible Senior Notes Three Point Seven Five Percent Due Two Thousand Twenty Two [Member]3.75% Convertible Notes Due 20223.75% Convertible Senior Notes due 2022Antidilutive Securities Excluded from Computation of Earnings Per Share, AmountAnti-dilutive share-based awards, excludedReported Value Measurement [Member]Carrying ValueAPIC, Share-Based Payment Arrangement, Increase for Cost RecognitionShare-based compensationAPIC, Share-based Payment Arrangement, Increase for Cost Recognition, TotalDefined Benefit Plan, Net Periodic Benefit (Cost) Credit, Amortization of Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Rate of Compensation IncreaseRate of compensation increase (as a percent)Lessee, Operating Lease, Liability, to be Paid, after Year FiveThereafterIncome Tax Expense (Benefit)Provision for income taxesTotal provision for income taxesSchedule of Deferred Intra-Entity Profit Margin from Sales to the Joint VenturesSchedule of Deferred Intra-Entity Profit Margin [Table Text Block]Schedule of net revenue recognized from intra-entity profit margin table text block.Gain (Loss) on Disposition of Property Plant EquipmentGain (Loss) on Disposition of Property Plant Equipment, Total(Gain) loss on disposal of property and equipmentTrading SymbolTrading SymbolEquity, Attributable to Parent BalanceBalanceStockholder's equityTotal stockholders' equityGuarantor Obligations, Current Carrying ValueBank guaranteesDebt Instrument, Description of Variable Rate BasisInterest rate determination basisChange in interest receivable current value.Change In Interest Receivable Current ValueChange in interest receivable – current, value$4.46 - $5.00Represents information related to the exercise price range five.Exercise Price Range Five [Member]2026Defined Benefit Plan, Expected Future Benefit Payment, Year TwoIncome tax receivableIncome Taxes Receivable, CurrentRepresents the exercise price of stock options as a percentage based on the fair value of a single share of common stock on the date of grant.Share Based Compensation Arrangement By Share Based Payment Award Exercise Price As Percentage Of Grant Date Fair ValueExercise price of stock options as a percentage of fair market value on the grant dateAsia Pacific, excluding ChinaAsia Pacific Excluding China [Member]Asia Pacific excluding China.Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward]Total Number of Shares UnderlyingDefined Benefit Plan, Expected Return (Loss) on Plan AssetsExpected returns on assetsDeferred Tax Assets, GrossTotal deferred tax assetsLong-Lived Tangible Asset [Axis]Long-Lived Tangible AssetPercentage of remaining performance obligation not expected to be recognized.Percentage Of Remaining Performance Obligation Not Expected To Be RecognizedPercentage of changes in operating results on entity's revenueOther Liabilities, NoncurrentLong-term other liabilitiesOther Liabilities, Noncurrent, TotalShare-Based Payment Arrangement [Policy Text Block]Share-Based CompensationDebt Instrument, Convertible, Conversion PriceConversion price (in dollars per share)Derivative Instrument [Axis]Derivative InstrumentRestricted Stock Units (RSUs) [Member]Restricted Stock UnitsAmortization of net gainDefined benefit plan amounts recognized in other comprehensive income amortization of gains losses before tax.Defined Benefit Plan Amounts Recognized In Other Comprehensive Income Amortization Of Gains Losses Before TaxAmortization of net gainProperty, Plant and Equipment [Table]Schedule Of Property Plant And Equipment [Table]Equity method goodwillGoodwillBalance at the end of the periodBalance at the beginning of the periodGoodwill, TotalEquity method goodwillGoodwillDefined benefit plan unfunded liability.Defined Benefit Plan Unfunded LiabilityUnfunded liabilityShare-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]Summary of share-based compensation charges included in the Company's consolidated statements of operations and comprehensive income (loss)Defined Contribution Plan, Employer Discretionary Contribution AmountEmployer's contribution to the 401(k) PlanProvision for deferred income taxesDeferred Income Tax Expense (Benefit)Total deferredCNNC Accuray (Tianjin) Medical Technology Co. Ltd.C N N C Accuray Tianjin Medical Technology Co Limited [Member]CNNC Accuray (Tianjin) Medical Technology Co. Ltd.Geographical [Axis]GeographicalFinancing Receivable, before Allowance for Credit LossFinancing receivableFinancing Receivable, before Allowance for Credit Loss, TotalDebt instrument convertible exchanged value.Debt Instrument Convertible Exchanged ValueConvertible notes exchangedShare-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, AmountUnrecognized compensation cost related to unvested stock options, net of estimated forfeituresLeases [Abstract]Use of Estimates, Policy [Policy Text Block]Use of EstimatesAssets, NoncurrentNon current assetsAssets, Noncurrent, TotalValue added tax liabilities.Value Added Tax LiabilitiesValue added tax liabilitiesTotal net revenuesConcentration Risk, PercentagePercentage of concentration riskAmount of deferred tax assets attributable to taxable temporary differences from property, plant, and equipment and intangibles.Deferred Tax Assets Property Plant And Equipment And IntangiblesFixed assets/intangiblesExercise Price Range [Domain]Exercise Price RangeClass of Stock [Line Items]Class of Stock [Line Items]Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items]Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range [Line Items]Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, MinimumExpected volatility, Minimum (as a percent)Share-Based Payment Arrangement, Option, Exercise Price Range, Upper Range LimitExercise price, high end of range (in dollars per share)Deferred intra-entity profit margin on sales to the JVEquity Method Investments Deferred Intra-Entity Profit Margin on Sales to Joint VentureEquity method investments deferred intra-entity profit margin on sales to joint venture.Adoption of new revenue recognition standard.Adoption Of New Revenue RecognitionAdoption of new revenue recognition standardScenario [Axis]ScenarioShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend RateDividend yieldContract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block]Summary of Contract with Customer, Asset and LiabilityIncome Tax Expense (Benefit). Continuing Operations [Abstract]Provision for income taxesSecurity Exchange NameSecurity Exchange NameInformation pertaining to forecasted adjustments required for accounting standard updates that are not yet effective.Adjustments For New Accounting Principle Not Yet Effective [Member]Accounting Pronouncements Not Yet EffectiveDividend receivable from JVDividend receivable from joint ventureDividend Receivable from Joint VentureDividend receivable from joint venture.Counterparty Name [Domain]Counterparty NameResearch and development creditsDeferred Tax Assets, Tax Credit CarryforwardsDeferred Tax Assets, Tax Credit Carryforwards, TotalOperating ExpensesTotal operating expensesRevenue from External Customers by Geographic Areas [Table Text Block]Summary of Revenue by Geographic RegionUnbilled Receivables, CurrentUnbilled accounts receivable – currentUnbilled fees and servicesCumulative Effect, Period of Adoption [Axis]Cumulative Effect, Period of AdoptionLong-Lived Tangible Asset [Domain]Long-Lived Tangible AssetAccumulated Depreciation, Depletion and Amortization, Property, Plant, and EquipmentLess: Accumulated depreciationAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, TotalAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Beginning BalanceAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Ending BalanceTerm Loan FacilitySecured Debt [Member]New Term Loan FacilityFair Value Disclosures [Text Block]Fair Value MeasurementsSoftware and Software Development Costs [Member]Computer SoftwareSoftware2027Lessee, Operating Lease, Liability, to be Paid, Year ThreeInterest Receivable, CurrentInterest receivable – currentMaximum [Member]MaximumMaximumRestructuring and Related Activities Disclosure [Text Block]Restructuring ChargesLiabilities and EquityTotal liabilities and stockholders' equity2025Defined Benefit Plan, Expected Future Benefit Payment, Year OneRestructuring and Related Cost, Number of Positions Eliminated, Period PercentWorkforce affected by cost saving initiative (as a percent)Ending balance operating lease right-of-use assetsBeginning balance operating lease right-of-use assetsOperating Lease, Right-of-Use AssetOperating lease right-of-use assets, netSupplemental Cash Flow Information [Abstract]Supplemental Disclosure of Cash Flow InformationRepresents information pertaining to the investment concentration risk.Investment Concentration Risk [Member]Investment concentration riskRetirement Benefits [Abstract]Net loss per share, DilutedEarnings Per Share, DilutedEarnings Per Share, Diluted, TotalDiluted net loss per shareLeasehold Improvements [Member]Leasehold ImprovementsEuro Member Countries, EuroEuroChange in contract with customer liability percentage abstract.Change In Contract With Customer Liability Percentage [Abstract]Change in liabilities, percentage:LiabilitiesTotal liabilitiesUnrecognized Tax Benefits [Roll Forward]Aggregate changes in the balance of gross unrecognized tax benefitsIssuance of invoices for unbilled receivables period.Issuance Of Invoices For Unbilled Receivables PeriodIssuance of invoices for unbilled receivables periodTax expected to be paid on the remittance of unrepatriated distributable reservesTax Expected to be Paid on the Remittance of Unrepatriated Distributable ReservesTax expected to be paid on the remittance of unrepatriated distributable reserves.Fair Value Hierarchy and NAV [Domain]Fair Value Hierarchy and NAVSchedule of Other AssetsSchedule of Other Assets [Table Text Block]Schedule of Financing ReceivablesTabular disclosure of the financial receivable and for each the gross carrying value, allowance, and net carrying value as of the balance sheet date. Presentation is categorized by current, noncurrent and unclassified receivables.Schedule Of Financing Receivable Table [Text Block]Assets, CurrentCurrent assetsTotal current assetsNet Cash Provided by (Used in) Investing ActivitiesNet cash used in investing activitiesExpected interest rate for mandatory retirement savings (as a percent)Defined Benefit Plan Expected Interest Rate Mandatory Retirement Savings PercentageDefined benefit plan expected interest rate mandatory retirement savings percentage.Forecast [Member]Scenario ForecastStock Issued During Period, Shares, New IssuesIssuance of common stock to employees, (In shares)Unrecognized Tax BenefitsBalance at end of yearBalance at beginning of yearGross unrecognized tax benefitsShare-Based Payment Arrangement, Option, Exercise Price Range, Shares OutstandingNumber OutstandingShare-based Payment Arrangement, Option, Exercise Price Range, Shares Outstanding, Beginning BalanceShare-based Payment Arrangement, Option, Exercise Price Range, Shares Outstanding, Ending BalanceEntity Filer CategoryEntity Filer CategoryRepresents the period in which the remainder of the share based compensation awards will vest.Share Based Compensation Arrangement By Share Based Payment Award Vesting Period RemainderRemainder vesting periodGoodwill and Intangible Assets Disclosure [Text Block]Goodwill and Purchased Intangible AssetsRepresents 2007 plan under the share-based compensation plans.Plan2007 [Member]2007 Amended and Restated PlanProperty, Plant and Equipment [Abstract]Property and equipment, netFloor rate member.Floor Rate [Member]Floor RateIncluding current and noncurrent portions, aggregate carrying amount, interest of long-term borrowings, as of the balance sheet date, before deducting unamortized discount or premiums (if any). May include notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt, which had initial maturities beyond one year or beyond the normal operating cycle, if longer.Debt Instrument Carrying Amount Including InterestTotalNo definition available.Defined Benefit Pension Obligation Disclosure [Abstract]Represents the annual vesting percentage of awards granted by the entity.Share Based Compensation Arrangement By Share Based Payment Award Annual Vesting PercentageAnnual vesting percentageLeasehold improvement from lease incentiveLeasehold improvement from lease incentiveLeasehold improvement from lease incentive.Change in deferred revenue non current percentage.Change In Deferred Revenue Non Current PercentageChange in deferred revenue – non-current, percentageAccrued consulting.Accrued ConsultingAccrued consultingGuarantor Obligations, Nature [Domain]Guarantor Obligations, NatureDerivative, Notional AmountOutstanding forward currency exchange contractsCurrent Fiscal Year End DateCurrent Fiscal Year End DateFair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]Fair value measurementProperty, Plant and Equipment, Policy [Policy Text Block]Property and EquipmentLessee, Operating Lease, Liability, Undiscounted Excess AmountLess: imputed interestIncome on equity method investmentEquity Method Investment, Realized Gain (Loss) on DisposalShare-Based Payment Arrangement, Noncash ExpenseShare-based compensationShare-based Payment Arrangement, Noncash Expense, TotalShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic ValueWeighted average grant date fair valueRelated and Nonrelated Parties [Axis]Related PartyOther prepaid assets.Other Prepaid AssetsOther prepaid assetsInterest Expense, Debt, Excluding AmortizationInterest expense related to contractual interest couponIncrease (Decrease) in ReceivablesIncrease (Decrease) in Receivables, TotalAccounts receivable$4.10 - $4.10Represents information related to the exercise price range four.Exercise Price Range Four [Member]Currency translation adjustmentGoodwill, Foreign Currency Translation Gain (Loss)Currency translation adjustmentRevenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start DateEntity Registrant NameEntity Registrant NameChange in long-term accounts receivable percentage.Change In Long Term Accounts Receivable PercentageChange in long-term accounts receivable, percentageOther long-term assetsOther long-term assets.Other Long-Term AssetsQuarterly Financial Information [Text Block]Quarterly Financial Data (unaudited)Gross profitGross ProfitGross ProfitGross profitNumber of Reportable SegmentsNumber of reportable segmentsTotal recognized in accumulated other comprehensive income (loss)Defined Benefit Plan, Accumulated Other Comprehensive (Income) Loss, before TaxDefined Benefit Plan, Accumulated Other Comprehensive (Income) Loss, before Tax, TotalCost of RevenueTotal cost of revenueCost of Revenue, TotalSchedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]Schedule Of Share Based Compensation Arrangements By Share Based Payment Award [Table]Entity Emerging Growth CompanyEntity Emerging Growth CompanyIncrease decrease in contract with customer.Increase Decrease In Contract With CustomerCustomer advancesOperating lease and finance lease liability.Operating Lease And Finance Lease LiabilityPresent value of operating lease liabilitiesNet Income (Loss) Available to Common Stockholders, Basic [Abstract]Numerator:Equity Method Investments and Joint Ventures [Abstract]Payments to Acquire Intangible AssetsPurchase of intangible assetsPurchase of intangible assetsOther Liabilities, CurrentOther liabilitiesWeighted Average Number of Shares Outstanding, BasicBasicWeighted Average Number of Shares Outstanding, Basic, TotalWeighted average shares used to compute basic loss per shareLoss Contingencies [Line Items]Loss Contingencies [Line Items]Unrecognized Tax Benefits, Increase Resulting from Prior Period Tax PositionsTax positions related to prior years: AdditionsSchedule of Equity Method Investments [Line Items]Schedule Of Equity Method Investments [Line

Items]Accounting pronouncement recently adopted.Accounting Pronouncement Recently Adopted [Member]Accounting Pronouncement Recently AdoptedShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, MaximumExpected volatility, Maximum (as a percent)Common Stock, Shares AuthorizedCommon stock, authorized sharesShare-Based Payment Arrangement, Shares Withheld for Tax Withholding ObligationTax withholding upon vesting of restricted stock units (in shares)Interest payableInterest Payable, CurrentProperty, Plant and Equipment, Useful LifePeriod over which property and equipment are depreciatedProceeds from Issuance of Common StockProceeds from the issuance of common stock to employeesDeferred intra-entity profit marginEquity method investments deferred of intra-entity profit margin.Equity Method Investments Deferred Of Intra Entity Profit MarginDeferred of intra-entity profit marginConcentration Risk Type [Axis]Concentration Risk TypeJoint ventureJoint Venture [Member]Revenue from Joint VentureDebt Disclosure [Abstract]Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Exercise PriceVested or Expected to vest at the end of the year (in dollars per share)Documents Incorporated by Reference [Text Block]Documents Incorporated by ReferenceMajor Property Class [Axis]Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise PriceOptions granted (in dollars per share)Amortization of Intangible AssetsAmortization expenseAmortization of Intangible Assets, TotalExercise Price Range [Axis]Exercise Price RangeNo customerNo Customer [Member]No customer.Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual TermBalanceEarnings Per Common ShareEarnings Per Share, Policy [Policy Text Block]Schedule of Nonvested Share Activity [Table Text Block]Summary of activity of RSUs and PSUsDefined Benefit Plan, Plan Assets, Increase (Decrease) for Actual Return (Loss)Actual return on plan assetsGeneral and Administrative Expense [Member]General and administrativeLong-Lived AssetsLong lived tangible assetsN/AShare Based Compensation Arrangement By Share Based Payment Award Options Intrinsic Value [Abstract]Aggregate Intrinsic Value (in thousands)Share-Based Payment Arrangement [Abstract]Deferred Tax on foreign earningsDeferred Tax on foreign earningsDeferred Tax on Foreign EarningsDeferred tax on foreign earnings.Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block]Impairment of Long-Lived AssetsGoodwill, Impairment LossImpairment of goodwillDefined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets [Table Text Block]Schedule of projected benefit obligations, accumulated benefit obligation and fair value of plan assets where accumulated benefit obligation exceeded fair value of plan assetsSchedule of Components of Accumulated Other Comprehensive Income (Loss)Schedule of Accumulated Other Comprehensive Income (Loss) [Table Text Block]Defined Benefit Plan, Amounts for Asset (Liability) Recognized in Statement of Financial Position [Abstract]Amounts recognized within the consolidated balance sheets:Defined Benefit Plan, Accumulated Other Comprehensive (Income) Loss, before Tax [Abstract]Amounts recognized in accumulated other comprehensive loss (before tax)Gain on settlementDefined Benefit Plan, Net Periodic Benefit Cost (Credit), Gain (Loss) Due to SettlementGain on settlementAccounts Receivable, after Allowance for Credit Loss, NoncurrentAccounts receivable with contractual maturities of more than one yearAccounts Receivable, after Allowance for Credit Loss, Noncurrent, TotalLong-term accounts receivableDefined Benefit Plan, Pension Plan with Accumulated Benefit Obligation in Excess of Plan Assets, Projected Benefit ObligationProjected benefit obligationAccounting Policies [Abstract]Finite-Lived Intangible Assets, Net, Amortization Expense, Fiscal Year Maturity [Abstract]Estimated future amortization expense of purchased intangible assetsShare-Based Payment Arrangement, Option, Activity [Table Text Block]Schedule of option activity under the Company's Incentive PlanIncome Tax Disclosure [Abstract]Unrecognized Tax Benefits, Increase Resulting from Current Period Tax PositionsTax positions related to current year: AdditionsVarious customers.Various Customers [Member]Various CustomersInventory, Raw Materials, Net of ReservesRaw materialsEquity, Attributable to Parent [Abstract]Stockholders' equity:Change in Contract with Customer, Asset [Abstract]Change in assets, value:Schedule of future minimum repayment of debt.Schedule Of Future Minimum Repayment Of Debt Table [Text Block]Schedule of Future Minimum Long-term Principal and Interest on Notes and New Credit FacilitiesSummary of Outstanding Forward Currency Exchange ContractsSchedule of Foreign Exchange Contracts, Statement of Financial Position [Table Text Block]Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract]Supplemental non-cash disclosure:Schedule of Consolidated Statement of OperationsSchedule of consolidated statements of operations.Schedule Of Consolidated Statement Of OperationsChange in interest receivable current percentage.Change In Interest Receivable Current PercentageChange in interest receivable – current, percentageCash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block]Cash, Cash Equivalents and Restricted CashStatement [Table]Statement [Table]Schedule of Property and Equipment, NetProperty, Plant and Equipment [Table Text Block]Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Remaining Contractual TermVested or Expected to vest at the end of the yearInventory Write-downProvision for write-down of inventoriesAccrued Liabilities and Other Liabilities [Abstract]Restricted stock units performance shares.Restricted Stock Units Performance Shares [Member]Restricted Stock Units Performance SharesShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract]Weighted Average Exercise PricePreferred Stock, Shares AuthorizedPreferred stock, authorized sharesEntity File NumberEntity File NumberSegment Reporting Disclosure [Text Block]Segment DisclosureCash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate EffectNet increase (decrease) in cash, cash equivalents and restricted cashConsolidated senior net leverage ratio is greater than or equal to 3.00:1.00 member.Consolidated Senior Net Leverage Ratio Is Greater Than Or Equal To300100 [Member]Consolidated Senior Net Leverage Ratio is Greater Than or Equal to 3.00:1.00Revenue from Contract with Customer [Abstract]Defined Benefit Plan, Plan Assets, Payment for SettlementSettlementsEarnings Per Share [Abstract]Net (gain) loss arising during the yearOther Comprehensive Income (Loss), Defined Benefit Plan, Gain (Loss), after Reclassification Adjustment, before TaxNet (gain) loss arising during the yearOther Comprehensive Income (Loss), Defined Benefit Plan, Gain (Loss), after Reclassification Adjustment, before Tax, TotalDeferred Tax Assets, Tax Deferred Expense, Compensation and Benefits, Share-Based Compensation CostShare-based compensation expenseDefined Benefit Plan, Change in Fair Value of Plan Assets [Roll Forward]Change in plan assets:Accounts receivable from joint ventureOther ReceivablesStatement of Financial Position [Abstract]Equity Method Investments [Table Text Block]Summary of Reconciliation Between the Carrying Value of Investment and Proportional Share of Underlying Equity in Net Assets of Joint VenturesTax Credit Carryforward [Axis]Tax Credit CarryforwardInterest expenseInterest Expense, Operating and NonoperatingInterest expenseInterest Expense, TotalOperating Income (Loss)Income from operationsShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility RateExpected volatility (as a percent)Schedule of Share-Based Payment Award, Employee Stock Purchase Plan, Valuation Assumptions [Table Text Block]Schedule of weighted average assumptions used for determining fair value of ESPP sharesEIMEARegions of Europe, India, Middle East and Africa.Europe India Middle East And Africa [Member]Europe, India, Middle East and AfricaEntity Shell CompanyEntity Shell CompanyOther Assets [Abstract]2028Defined Benefit Plan, Expected Future Benefit Payment, Year FourShare-Based Payment Arrangement, Option, Exercise Price Range, Shares ExercisableNumber OutstandingShare-based Payment Arrangement, Option, Exercise Price Range, Shares Exercisable, Beginning BalanceShare-based Payment Arrangement, Option, Exercise Price Range, Shares Exercisable, Ending BalanceEntity Tax Identification NumberEntity Tax Identification NumberAssets [Abstract]ASSETSConstruction in Progress, GrossCustomer Refund Liability, CurrentRefunds due to customersFair Value of Financial Instruments, Policy [Policy Text Block]Fair Value MeasurementsCHINAChinaEntity Current Reporting StatusEntity Current Reporting StatusRestricted Cash and Cash Equivalents, CurrentRestricted cashRestricted Cash and Cash Equivalents, Current, TotalShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual TermExercisable at the end of the yearDefined Benefit Plan, Change in Benefit Obligation [Roll Forward]Change in benefit obligation:Software Development [Member]Internal-Use SoftwareLong-Term Debt, Type [Axis]Long-term Debt, TypeSubsequent Events [Abstract]Summary of Expenses Related to Capitalized CostsCapitalized Contract Cost [Table Text Block]Revenue from Contract with Customer [Policy Text Block]Revenue RecognitionDefined Benefit Plan, Expected Future Benefit Payment [Abstract]Future Benefit PaymentsIncrease (Decrease) in Contract with Customer, LiabilityDeferred revenuesGeographical [Domain]GeographicalDocument Fiscal Year FocusDocument Fiscal Year FocusOther than Temporary Impairment, Credit Losses Recognized in Earnings, Categories of Investments [Domain]Other than Temporary Impairment, Credit Losses Recognized in Earnings, Categories of InvestmentsPreferred Stock, Value, IssuedPreferred stock, $0.001 par value; authorized: 5,000,000 shares; no shares issued and outstandingPreferred Stock, Value, Issued, TotalPreferred Stock, Value, Issued, Beginning BalancePreferred Stock, Value, Issued, Ending BalanceDefined Benefit Plan, Expected Amortization of Gain (Loss), Next Fiscal YearNet lossCapital Expenditures Incurred but Not yet PaidUnpaid purchase of property and equipment at end of yearFinite-Lived Intangible Assets, Accumulated AmortizationAccumulated AmortizationTreasury stock, ValueTreasury Stock, Value, Acquired, Cost MethodSchedule of Unrecognized Tax Benefits Roll Forward [Table Text Block]Schedule of aggregate changes in the balance of gross unrecognized tax benefitsTax Adjustments, Settlements, and Unusual ProvisionsTax assessmentTax Credit Carryforward, AmountTax creditsCity Area CodeCity Area CodeReclassification, Comparability Adjustment [Policy Text Block]ReclassificationsDeferred tax liability contract acquisition costs.Deferred Tax Liability Contract Acquisition CostsContract acquisition costsLiabilities, CurrentCurrent liabilitiesTotal current liabilitiesDerivative Contract [Domain]Derivative ContractConvertible notes three point seven five percent due June two thousand twenty six.Convertible Notes Three Point Seven Five Percent Due June Two Thousand Twenty Six [Member]3.75% Convertible Notes Due June 2026Defined Benefit Plan, Benefit Obligation, Benefits PaidBenefit and expense paymentsLine of Credit Facility, Unused Capacity, Commitment Fee PercentageUnused commitment fee percentage per annum of average unused portion of the New Revolving Credit FacilityDefined Benefit Plan, Benefit Obligation, Foreign Currency Translation Gain (Loss)Foreign currency changesInventoriesInventory, NetTotal inventories2026Revenue, remaining performance obligation, year two.Revenue Remaining Performance Obligation Year TwoShare Repurchase Program, Authorized, Number of SharesAuthorized repurchase of common stockGoodwillGoodwill and Intangible Assets, Policy [Policy Text Block]Organization, Consolidation and Presentation of Financial Statements [Abstract]Local Phone NumberLocal Phone NumberPreferred Stock, Shares OutstandingPreferred stock, shares outstandingPreferred Stock, Shares Outstanding, Beginning BalancePreferred Stock, Shares Outstanding, Ending BalanceIncome Tax Jurisdiction [Axis]Income Tax AuthorityAccounts and Financing Receivable, after Allowance for Credit Loss, CurrentCurrentAccounts and Financing Receivable, after Allowance for Credit Loss, Current, TotalDefined Benefit Plan, Plan Assets, Contributions by Plan ParticipantPlan participants' contributionsIncome Tax, Policy [Policy Text Block]Income TaxesDeferred Costs, CurrentDeferred cost of revenueDeferred Costs, Current, TotalSchedule of Income before Income Tax, Domestic and Foreign [Table Text Block]Schedule of components of loss before provision for income taxes on the accompanying statements of operations and comprehensive lossCommitments and Contingencies Disclosure [Abstract]Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Amortization of Prior Service Cost (Credit), Statement of Income or Comprehensive Income [Extensible Enumeration]Fair Value, by Balance Sheet Grouping [Table]Fair Value By Balance Sheet Grouping [Table]Debt Issuance Costs, NetUnamortized debt costsUnamortized debt costsDebt Issuance Costs, Net, TotalSchedule of significant components of net deferred tax assets (liabilities)Schedule of Deferred Tax Assets and Liabilities [Table Text Block]Current portion of operating lease obligationsOperating Lease, Liability, CurrentOperating lease liabilitiesOther Expense [Member]Other expense, netOther Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of TaxForeign currency translation adjustmentCumulative translation adjustmentOther Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, TotalIncome Tax Jurisdiction [Domain]Income Tax AuthorityDebt Instrument, Interest Rate, Stated PercentageInterest rate (as a percent)Retained Earnings [Member]Accumulated DeficitPrepaid Expenses and Other Current Assets [Member]Prepaid Expenses and Other Current AssetsPayments to Acquire Property, Plant, and EquipmentPurchases of property and equipment, netPayments to Acquire Property, Plant, and Equipment, TotalChange in deferred revenue current percentage.Change In Deferred Revenue Current PercentageChange in deferred revenue – current, percentageDeferred intra-entity profit margin recognized on sales to the JVEquity Method Investments Deferred Intra-Entity Profit Margin Recognized on Sales to the Joint VentureEquity method investments deferred intra-entity profit margin recognized on sales to the joint venture.Schedule of amounts recognized in accumulated other comprehensive income (loss) (before tax)Schedule of Defined Benefit Plan Amounts Recognized in Other Comprehensive Income (Loss) [Table Text Block]Document Transition ReportDocument Transition ReportShare-Based Compensation Arrangement by Share-Based Payment Award, Purchase Price of Common Stock, Percent Purchase price expressed as percentage of fair market value of common stock2026Lessee, Operating Lease, Liability, to be Paid, Year TwoDefined Benefit Plan, Plan with Accumulated Benefit Obligation in Excess of Plan Assets, Accumulated Benefit ObligationAccumulated benefit obligationShare-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise PriceOptions exercised (in dollars per share)Defined Benefit Plan, Assumptions Used Calculating Benefit Obligation, Rate of Compensation IncreaseRate of compensation increase (as a percent)Deferred Tax Assets, Tax Deferred Expense, Reserves and Accruals, Accrued LiabilitiesAccrued expenses and reservesConcentration Risk, Credit Risk, Policy [Policy Text Block]Concentration of Credit Risk and Other Risks and Uncertainties Deferred tax assetDeferred Income Tax Assets, NetAuditor Firm IDMinimum [Member]MinimumProportional share of equity investment in joint ventureProportional share of equity investment in joint ventureEquity Method Investment, Underlying Equity in Net AssetsProportional share of equity investment in joint ventureCommon Stock [Member]Common StockNo definition available.Share-Based Compensation Shares Authorized Under Stock Option Plans Exercise Price Range Options Exercisable [Abstract]Options ExercisableShare-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]Share-based compensation expensesShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Aggregate Intrinsic ValueVested or Expected to vest at the end of the yearDefined Benefit Plan, Net Periodic Benefit Cost (Credit), Interest Cost, Statement of Income or Comprehensive Income [Extensible Enumeration]Receivable for the sale of property and equipment.Receivable for the Sale of Property and EquipmentReceivable for the sale of property and equipmentShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair ValueUnvested at the end of the year (in dollars per share)Unvested at the beginning of the year (in dollars per share)Weighted average fair value (in dollars per share)Operating Lease, Right-of-Use Asset, Periodic ReductionAmortization for the yearAdditional Paid-in Capital [Member]Additional Paid-in CapitalEntity Well-known Seasoned IssuerEntity Well-known Seasoned IssuerForeign Currency Transactions and Translations Policy [Policy Text Block]Foreign CurrencyAdjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]Adjustments to reconcile net loss to net cash provided by (used in) operating activities:Pension Plan [Member]Defined benefit pension planIncome taxes.Income Taxes [Line Items]Income Taxes [Line Items]Statement of Income Location, Balance [Domain]Income Statement Location2016 PlanTwo thousand and sixteen equity incentive plan Member.Two Thousand And Sixteen Equity Incentive Plan [Member]2016 Equity Incentive Plan2025Lessee, Operating Lease, Liability, to be Paid, Year OneOther Assets, NoncurrentOther assetsOther Assets, Noncurrent, TotalOther long-term assetsValue Added Tax Receivable, CurrentValue added tax receivablesQuarterly Financial Data [Abstract]Schedule of Gain (loss) Associated With the Company's Derivative Financial InstrumentsDerivative Instruments, Gain (Loss) [Table Text Block]Performance Shares [Member]Performance Stock UnitsSchedule of InventoriesSchedule of Inventory, Current [Table Text Block]Additional Financial Information Disclosure [Text Block]Supplemental Financial InformationDebt Security Category [Axis]Debt Security CategoryOther Assets, CurrentOther current assetsGoodwill and Intangible Assets Disclosure [Abstract]Entity Common Stock, Shares OutstandingEntity Common Stock, Shares OutstandingDebt Instrument, Convertible, Conversion RatioConversion rate, number of shares to be issued per $1000 of principal amount (in shares)Term loan facility.Term Loan Facility [Member]Credit FacilitiesSchedule of Revenues from External Customers and Long-Lived Assets [Table]Schedule Of Revenues From External Customers And Long Lived Assets [Table]Other Comprehensive (Income) Loss, Defined Benefit Plan, after Tax and Reclassification Adjustment, Attributable to ParentChange in defined benefit pension obligationOther Comprehensive (Income) Loss, Defined Benefit Plan, after Tax and Reclassification Adjustment, Attributable to Parent, Total2025Finite-Lived Intangible Asset, Expected Amortization, Year OneScenario [Domain]ScenarioIncome (Loss) from Continuing Operations before Income Taxes, DomesticDomesticCommon stock, $0.001 par value; authorized: 200,000,000 shares as of June 30, 2024 and June 30, 2023, respectively; issued and outstanding: 100,194,932 and 96,534,609 shares at June 30, 2024 and June 30, 2023, respectivelyCommon Stock, Value, IssuedCommon Stock, Value, Issued, TotalCommon Stock, Value, Issued, Beginning BalanceCommon Stock, Value, Issued, Ending BalanceCollaborative Arrangement and Arrangement Other than Collaborative [Line Items]Defined Benefit Plan, Expected Amortization of Prior Service Cost (Credit), Next Fiscal YearPrior service costSchedule of Estimated Future Amortization Expense of Purchased Intangible AssetsSchedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block]Change in Accounting Estimate, Type

[Domain]Change in Accounting Estimate, TypeEnding balance operating lease obligationsBeginning balance operating lease obligationsOperating Lease, LiabilityOperating Lease, Liability, TotalMeasurement Frequency [Axis]Measurement FrequencySchedule of Other Accrued LiabilitiesSchedule of Accrued Liabilities [Table Text Block]Deferred Tax Assets, Operating Loss CarryforwardsFederal and state net operating lossesDeferred Tax Assets, Operating Loss Carryforwards, TotalCommitments and ContingenciesCommitments and contingencies (Note 8)Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]Revenue Remaining Performance Obligation Expected Timing Of Satisfaction [Line Items]Schedule of Revenue by Major Customers, by Reporting Segments [Table]Period of range for statutes of limitations with respect to jurisdictions for income tax returns, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days.Income Tax Returns Statutes Of Limitations With Respect To Jurisdictions PeriodStatutes of limitations with respect to jurisdictions (in years)2025Represents the amount of long-term debt, sinking fund requirements, and other securities redeemable at fixed or determinable prices including interest and dates maturing in the next fiscal year following the latest fiscal year.Long Term Debt Maturities Repayments Of Principal And Interest In Next Twelve MonthsDefined Benefit Plan, Benefit Obligation, Contributions by Plan ParticipantPlan participants' contributionsWeighted Average Number of Shares Outstanding, DilutedDilutedWeighted Average Number of Shares Outstanding, Diluted, TotalWeighted average shares used to compute diluted loss per shareRevenue, Major Customer [Line Items]Percentage of revenue from countries.Percentage of Revenue From Countries [Table Text Block]Summary of Countries Represents More Than Ten Percent of Company's RevenueSoftware capitalized costCapitalized Computer Software, GrossShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, NumberVested or expected to vest at the end of the year (in shares)Lessee, Operating Lease, Liability, to be PaidTotal operating lease payments Increase (Decrease) in InventoriesInventoriesIncrease (Decrease) in Inventories, TotalRepresents the period over which the first twenty-five percentage of share-based compensation awards will vest.Share Based Compensation Arrangement By Share Based Payment Award Vesting Period For First Twenty Five Percent Vesting RightsVesting period for first 25% vesting rights$2.96 - $2.96Represents information related to the exercise price range three.Exercise Price Range Three [Member]Weighted average common shares used in computing net loss per share:Weighted Average Number of Shares Outstanding, Diluted [Abstract]Denominator:Schedule of Amounts in Accumulated Other Comprehensive Income (Loss) to be Recognized over Next Fiscal Year [Table Text Block]Schedule of amounts in accumulated other comprehensive loss that are expected to be recognizedConcentration Risk Benchmark [Domain]Concentration Risk BenchmarkDefined Benefit Plan, Amounts Recognized in Other Comprehensive Income (Loss) [Abstract]Other Amounts Recognized in Other Comprehensive Loss:Treasury StockTreasury Stock Transactions, Excluding Value of Shares Reissued [Abstract]Deferred Compensation Arrangement with Individual, Maximum Contractual TermContractual termChange in customer advances percentage.Change In Customer Advances PercentageChange in customer advances, percentageEntity Small BusinessEntity Small BusinessDebt Instrument, Basis Spread on Variable RateVariable rate (as a percent)Debt Disclosure [Text Block]DebtForeign currency transaction lossGain (Loss), Foreign Currency Transaction, before TaxForeign currency exchange gain (loss) on forward contractsForeign Currency Transaction Gain (Loss), before Tax, TotalTreasury stock, sharesTreasury Stock, Shares, AcquiredAccounting Standards Update and Change in Accounting Principle [Table]Revenues from External Customers and Long-Lived Assets [Line Items]Segment InformationCredit Facility [Axis]Credit FacilityChange in interest receivable non-current value.Change In Interest Receivable Non Current ValueChange in Interest receivable - non-current, valueRevolving Credit Facility [Member]New Revolving Credit FacilityRevolving Credit FacilityStock Issued During Period, Shares, Restricted Stock Award, Net of ForfeituresIssuance of restricted stock (in shares)Stock Issued During Period, Shares, Restricted Stock Award, Net of Forfeitures, TotalAccounts and Other Receivables, Net, CurrentLong-term accounts receivableForward Contracts [Member]Forward contractsGoodwill [Roll Forward]Changes in the carrying amount of goodwillService [Member]ServicesNet Cash Provided by (Used in) Financing Activities [Abstract]Cash flows from financing activitiesDefined Benefit Plan, Benefit ObligationBenefit obligation - end of fiscal yearBenefit obligation - beginning of fiscal yearShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise PriceBalance at the end of the year (in dollars per share)Balance at the beginning of the year (in dollars per share)Amortization of Debt Discount (Premium)Interest expense related to amortization of debt discountDerivative Instruments and Hedging Activities Disclosure [Abstract]Represents the number of share-based compensation plans.Share Based Compensation Arrangement By Share Based Payment Award Number Of PlansNumber of stock incentive plansDefined Benefit Plan, Expected Future Benefit Payment, after Year Five for Next Five YearsThereafter$2.60 - $2.60Represents information related to the exercise price range two.Exercise Price Range Two [Member]Deferred Tax Assets, Gross [Abstract]Deferred tax assets:State and Local Jurisdiction [Member]StateDeferred tax assets section 163 j interest.Deferred Tax Assets Section163 J InterestSection 163(j) interestDefined Benefit Plan, Benefit Obligation, Payment for SettlementSettlementsMeasurement Frequency [Domain]Measurement FrequencyShare-Based Compensation Arrangement by Share-Based Payment Award, Maximum Number of Shares Per EmployeeNumber of shares per period up to which employees may purchaseContract assets:Contract with customer asset.Contract With Customer Asset [Abstract]Credit Concentration Risk [Member]Credit concentration riskDeferred Tax Assets, Valuation AllowanceValuation allowanceDeferred Tax Assets, Valuation Allowance, TotalDefined Pension Benefit ObligationAccumulated Defined Benefit Plans Adjustment Attributable to Parent [Member]Operating Lease, Weighted Average Remaining Lease TermWeighted average remaining lease term (in years)Represents the information pertaining to Swiss Life Foundation BVG (BVG) insurance company based in Zurich, Switzerland.Swiss Life Foundation B V G [Member]BVGCopre FoundationCopre Foundation for Occupational Benefits [Member]Copre foundation for occupational benefits.Subsequent Events [Text Block]Subsequent EventsDeferred tax assets lease liabilities.Deferred Tax Assets Lease LiabilitiesLease liabilityRepresents the expected aggregate amount of shares an employee can purchase under the plan per period.Share Based Compensation Arrangement By Share Based Payment Award Value Of Shares PurchasedValue of shares up to which employees may purchase in any calendar yearEffective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, AmountChange in valuation allowanceAccounts Payable, CurrentAccounts payableAccounts Payable, Current, TotalShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract]Weighted Average Grant Date Fair Value Per ShareLiabilities, Fair Value DisclosureLong-term debtLiabilities, Fair Value Disclosure, TotalAccounts Receivable, Allowance for Credit Loss, CurrentAccounts receivable, allowance for credit losses (in dollars)Less: Allowance for credit lossesShare instrument, which is convertible to stock or an equivalent amount of cash, after a specified period of time.Time Based Restricted Stock Units R S U [Member]Time-based RSUsIncrease (Decrease) in Accrued LiabilitiesAccrued liabilitiesIncrease (Decrease) in Accrued Liabilities, TotalTotal amount of benefits from a defined benefit plan expected to be paid.Defined Benefit Plan Expected Future Benefit PaymentsTotal estimated future benefit paymentsShort-Term Lease, CostShort-term operating lease costsCurrency [Axis]Currency XML 13 R1.htm IDEA: XBRL DOCUMENT

Document and Entity Information - USD ($) $ in Thousands	12 Months Ended Jun. 30, 2024	Aug. 31, 2024	Dec. 29, 2023
Cover [Abstract]			
Entity Registrant Name	ACCURAY INCORPORATED		
Entity Central Index Key	0001138723		
Document Type	10-K		
Document Period End Date	Jun. 30, 2024		
Amendment Flag	false		
Current Fiscal Year End Date	--06-30		
Entity Well-known Seasoned Issuer	No		
Entity Voluntary Filers	No		
Entity Current Reporting Status	Yes		
Trading Symbol	ARAY		
Entity Filer Category	Accelerated Filer		
Document Financial Statement Error Correction [Flag]	false		
Entity Public Float			$ 194,140,524
Entity Common Stock, Shares Outstanding		100,267,900	
Document Fiscal Year Focus	2024		
Document Fiscal Period Focus	FY		
Entity Shell Company	false		
Entity Small Business	false		
Entity Emerging Growth Company	false		
Entity File Number	001-33301		
Entity Tax Identification Number	20-8370041		
Entity Address, Address Line One	1240 Deming Way		
Entity Address, City or Town	Madison		
Entity Address, State or Province	WI		
Entity Address, Postal Zip Code	53717		
City Area Code	608		
Local Phone Number	824-2800		
Entity Incorporation, State or Country Code	DE		
Entity Interactive Data Current	Yes		
Document Annual Report	true		
Document Transition Report	false		
Title of 12(b) Security	Common Stock, $0.001 par value per share		
Security Exchange Name	NASDAQ		
ICFR Auditor Attestation Flag	true		
Documents Incorporated by Reference	**DOCUMENTS INCORPORATED BY REFERENCE** Portions of the Proxy Statement for the Registrant's 2024 Annual Meeting of stockholders to be filed within 120 days of our fiscal year end (the "2024 Proxy Statement") are incorporated by reference in Part III of this Form 10-K.		
Auditor Name	GRANT THORNTON LLP		
Auditor Location	San Jose, California		
Auditor Firm ID	248		

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Consolidated Balance Sheets - USD ($) $ in Thousands		Jun. 30, 2024	Jun. 30, 2023
Current assets:			
Cash and cash equivalents		$ 68,570	$ 89,402
Restricted cash		485	524
Accounts receivable, net of allowance for credit losses of $2,251 and $3,079 as of June 30, 2024 and June 30, 2023, respectively	[1]	92,001	74,777
Inventories		138,324	145,150
Prepaid expenses and other current assets	[2]	23,006	27,612

Deferred cost of revenue	850	568
Total current assets	323,236	338,033
Property and equipment, net	24,774	20,926
Investment in joint venture	9,826	15,128
Operating lease right-of-use assets, net	33,773	25,853
Goodwill	57,672	57,681
Intangible assets, net	59	210
Restricted cash	1,337	1,276
Other assets	17,950	20,107
Total assets	468,627	479,214
Current liabilities:		
Accounts payable	50,020	33,739
Accrued compensation	17,128	23,793
Operating lease liabilities	6,218	4,151
Other accrued liabilities	28,508	38,271
Customer advances	13,988	20,777
Deferred revenue	71,649	72,185
Short-term debt, net of unamortized debt costs	7,756	5,721
Total current liabilities	195,267	198,637
Long-term liabilities:		
Operating lease liabilities	32,373	23,602
Long-term other liabilities	7,389	4,675
Deferred revenue	24,114	27,079
Long-term debt, net of unamortized debt costs	164,400	171,562
Total liabilities	423,543	425,555
Commitments and contingencies (Note 8)		
Stockholders' equity:		
Preferred stock, $0.001 par value; authorized: 5,000,000 shares; no shares issued and outstanding		0
Common stock, $0.001 par value; authorized: 200,000,000 shares as of June 30, 2024 and June 30, 2023, respectively; issued and outstanding: 100,194,932 and 96,534,609 shares at June 30, 2024 and June 30, 2023, respectively	100	97
Additional paid-in-capital	566,887	555,276
Accumulated other comprehensive income (loss)	(4,222)	422
Accumulated deficit	(517,681)	(502,136)
Total stockholders' equity	45,084	53,659
Total liabilities and stockholders' equity	$ 468,627	$ 479,214

[1] Included accounts receivable from the joint venture, an equity method investment, of $25,339 and $10,304 at June 30, 2024, and June 30, 2023, respectively. See Note 11.

[2] Included other receivable from the joint venture, an equity method investment, of $743 and $100 at June 30, 2024, and June 30, 2023, respectively.

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Consolidated Balance Sheets (Parenthetical) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Jun. 30, 2023**
Accounts receivable, allowance for credit losses (in dollars)	$ 2,251	$ 3,079
Preferred stock, par value (in dollars per share)	$ 0.001	$ 0.001
Preferred stock, authorized shares	5,000,000	5,000,000
Preferred stock, shares issued	0	0
Preferred stock, shares outstanding	0	0
Common stock, par value (in dollars per share)	$ 0.001	$ 0.001
Common stock, authorized shares	200,000,000	200,000,000
Common stock, issued shares	100,194,932	96,534,609
Common stock, outstanding shares	100,194,932	96,534,609
Accounts Receivable | Corporate Joint Venture [Member]		
Accounts receivable from joint venture	$ 25,339	$ 10,304
Prepaid Expenses and Other Current Assets | Corporate Joint Venture [Member]		
Accounts receivable from joint venture	$ 743	$ 100

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Consolidated Statements of Operations and Comprehensive Loss - USD ($) shares in Thousands, $ in Thousands		**12 Months Ended**		
		Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2022**
Net revenue:				
Revenue		$ 446,551	$ 447,605	$ 429,909
Cost of revenue:				
Total cost of revenue	[1]	303,630	293,645	269,954
Gross profit		142,921	153,960	159,955
Operating expenses:				
Research and development	[2]	49,732	57,129	57,752
Selling and marketing		42,619	46,178	49,664
General and administrative		50,066	48,271	44,391
Total operating expenses		142,417	151,578	151,807
Income from operations		504	2,382	8,148
Income on equity method investment		1,838	2,572	241
Interest expense		(11,624)	(10,632)	(8,129)
Other expense, net		(2,538)	(1,110)	(2,262)
Total loss before provision for income taxes		(11,820)	(6,788)	(2,002)
Provision for income taxes		3,725	2,492	3,345
Net loss		$ (15,545)	$ (9,280)	$ (5,347)
Net loss per share, Basic		$ (0.16)	$ (0.1)	$ (0.06)
Net loss per share, Diluted		$ (0.16)	$ (0.1)	$ (0.06)
Weighted average common shares used in computing net loss per share:				
Basic		98,272	94,884	92,095
Diluted		98,272	94,884	92,095
Net Income (Loss)		$ (15,545)	$ (9,280)	$ (5,347)
Foreign currency translation adjustment		(2,445)	(791)	(3,998)
Change in defined benefit pension obligation		(2,199)	(1,193)	4,311
Comprehensive loss		(20,189)	(11,264)	(5,034)
Products				
Net revenue:				
Revenue	[3]	234,164	233,192	214,715
Cost of revenue:				
Total cost of revenue		161,061	153,627	127,287
Services				
Net revenue:				
Revenue	[4]	212,387	214,413	215,194
Cost of revenue:				

Total cost of revenue	$ 142,569	$ 140,018	$ 142,667

[1] Includes cost of revenue from sales to the joint venture, an equity method investment, of $59,853 during the year ended June 30, 2024, $37,772 during the year ended June 30, 2023, and $35,237 during the year ended June 30, 2022, respectively. See Note 11.

[2] Includes charge backs to the joint venture, an equity method investment, related to research and development of $942 during the year ended June 30, 2024, $1,463 during the year ended June 30, 2023, and $2,336 during the year ended June 30, 2022, respectively.

[3] Includes sales of products to the joint venture, an equity method investment, of $77,497 during the year ended June 30, 2024, $55,658 during the year ended June 30, 2023, and $45,545 during the year ended June 30, 2022, respectively. See Note 11.

[4] Includes sales of services to the joint venture, an equity method investment, of $15,039 during the year ended June 30, 2024, $10,919 during the year ended June 30, 2023, and $10,332 during the year ended June 30, 2022, respectively. See Note 11.

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Consolidated Statements of Operations and Comprehensive Loss (Parenthetical) - USD ($) $ in Thousands		12 Months Ended		
		Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Revenue		$ 446,551	$ 447,605	$ 429,909
Total cost of revenue	[1]	303,630	293,645	269,954
Research and development	[2]	49,732	57,129	57,752
Products				
Revenue	[3]	234,164	233,192	214,715
Total cost of revenue		161,061	153,627	127,287
Services				
Revenue	[4]	212,387	214,413	215,194
Total cost of revenue		142,569	140,018	142,667
Revenue from Joint Venture				
Total cost of revenue		59,853	37,772	35,237
Research and development		942	1,463	2,336
Revenue from Joint Venture | Products				
Revenue		77,497	55,658	45,545
Revenue from Joint Venture | Services				
Revenue		$ 15,039	$ 10,919	$ 10,332

[1] Includes cost of revenue from sales to the joint venture, an equity method investment, of $59,853 during the year ended June 30, 2024, $37,772 during the year ended June 30, 2023, and $35,237 during the year ended June 30, 2022, respectively. See Note 11.

[2] Includes charge backs to the joint venture, an equity method investment, related to research and development of $942 during the year ended June 30, 2024, $1,463 during the year ended June 30, 2023, and $2,336 during the year ended June 30, 2022, respectively.

[3] Includes sales of products to the joint venture, an equity method investment, of $77,497 during the year ended June 30, 2024, $55,658 during the year ended June 30, 2023, and $45,545 during the year ended June 30, 2022, respectively. See Note 11.

[4] Includes sales of services to the joint venture, an equity method investment, of $15,039 during the year ended June 30, 2024, $10,919 during the year ended June 30, 2023, and $10,332 during the year ended June 30, 2022, respectively. See Note 11.

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Consolidated Statement of Stockholders' Equity - USD ($) $ in Thousands	Total	Cumulative adjustment due to adoption of ASU No 2020-06	Common Stock	Additional Paid-in Capital	Additional Paid-in Capital Cumulative adjustment due to adoption of ASU No 2020-06	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Accumulated Deficit Cumulative adjustment due to adoption of ASU No 2020-06
Balance at Jun. 30, 2021	$ 68,840	$ (24,784)	$ 91	$ 554,680	$ (25,633)	$ 2,093	$ (488,024)	$ 849
Balance (in shares) at Jun. 30, 2021			90,822,000					
Issuance of common stock to employees	3,890		$ 3	3,887				
Issuance of common stock to employees, (In shares)			2,726,000					
Tax withholding upon vesting of restricted stock units	(258)			(258)				
Tax withholding upon vesting of restricted stock units (in shares)			(48,000)					
Share-based compensation	10,535			10,535				
Net Income (Loss)	(5,347)						(5,347)	
Cumulative translation adjustment	(3,998)					(3,998)		
Change in defined benefit pension obligation	4,311					4,311		
Balance at Jun. 30, 2022	53,189		$ 94	543,211		2,406	(492,522)	
Balance (in shares) at Jun. 30, 2022			93,500,000					
Issuance of common stock to employees	2,200		$ 3	2,197				
Issuance of common stock to employees, (In shares)			3,108,000					
Tax withholding upon vesting of restricted stock units	(199)			(199)				
Tax withholding upon vesting of restricted stock units (in shares)			(73,000)					
Share-based compensation	10,053			10,053				
Net Income (Loss)	(9,280)						(9,280)	
Cumulative translation adjustment	(791)					(791)		
Change in defined benefit pension obligation	(1,193)					(1,193)		
Other	(320)			14			(334)	
Balance at Jun. 30, 2023	$ 53,659		$ 97	555,276		422	(502,136)	
Balance (in shares) at Jun. 30, 2023	96,534,609		96,535,000					
Issuance of common stock to employees	$ 2,247		$ 3	2,244				
Issuance of common stock to employees, (In shares)			3,707,000					
Tax withholding upon vesting of restricted stock units	(117)			(117)				
Tax withholding upon vesting of restricted stock units (in shares)			(47,000)					
Share-based compensation	9,484			9,484				
Net Income (Loss)	(15,545)						(15,545)	
Cumulative translation adjustment	(2,445)					(2,445)		
Change in defined benefit pension obligation	(2,199)					(2,199)		
Balance at Jun. 30, 2024	$ 45,084		$ 100	$ 566,887		$ (4,222)	$ (517,681)	
Balance (in shares) at Jun. 30, 2024	100,194,932		100,195,000					

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Consolidated Statements of Cash	12 Months Ended

Flows - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Cash flows from operating activities			
Net loss	$ (15,545)	$ (9,280)	$ (5,347)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation and amortization	5,905	4,527	5,513
Share-based compensation	9,484	10,053	10,600
Amortization of debt issuance costs	955	926	817
Provision for (recovery from) credit losses	(479)	2,290	266
Provision for write-down of inventories	6,022	4,369	3,478
(Gain) loss on disposal of property and equipment	11	(135)	28
Income on equity method investment	(1,838)	(2,572)	(241)
Net deferred profit margin on sales to the JV	4,098	282	3,300
Provision for deferred income taxes	1,402	456	1,785
Changes in assets and liabilities:			
Accounts receivable	(15,826)	18,488	(12,519)
Inventories	(3,998)	(6,855)	(22,861)
Prepaid expenses and other assets	6,105	(4,029)	(6,042)
Deferred cost of revenue	(275)	891	1,549
Accounts payable	17,365	2,850	11,676
Operating lease liabilities, net of operating lease right-of-use assets	321	(324)	(880)
Accrued liabilities	(16,506)	887	6,685
Customer advances	(6,619)	(4,669)	1,238
Deferred revenues	(2,486)	(2,616)	(1,445)
Net cash provided by (used in) operating activities	(11,904)	15,539	(2,400)
Cash flows from investing activities			
Purchases of property and equipment, net	(3,601)	(12,614)	(4,717)
Purchase of intangible assets	0	(67)	0
Net cash used in investing activities	(3,601)	(12,681)	(4,717)
Cash flows from financing activities			
Proceeds from the issuance of common stock to employees	2,247	2,200	3,889
Taxes paid related to net share settlement of equity awards	(117)	(199)	(258)
Debt issuance costs	(81)	(248)	0
Repayments of convertible notes	0	(2,865)	0
Paydown under Term Loan Facility	(6,000)	(6,000)	(4,000)
Borrowings under the Revolving Credit Facility	5,000	5,000	0
Repayments under the Revolving Credit Facility	(5,000)	0	(15,000)
Net cash used in financing activities	(3,951)	(2,112)	(15,369)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(1,354)	302	(5,561)
Net increase (decrease) in cash, cash equivalents and restricted cash	(20,810)	1,048	(28,047)
Cash, cash equivalents and restricted cash at beginning of period	91,202	90,154	118,201
Cash, cash equivalents and restricted cash at end of period	70,392	91,202	90,154
Supplemental Disclosure of Cash Flow Information			
Cash paid for income taxes	1,749	2,150	1,398
Cash paid for interest	10,520	9,847	7,462
Supplemental non-cash disclosure:			
Unpaid purchase of property and equipment at end of year	445	2,064	813
Receivable for the sale of property and equipment	0	221	0
Leasehold improvement from lease incentive	2,593	0	0
Transfers from inventory to property and equipment	3,438	303	0
Dividend receivable from joint venture	$ 2,460	$ 0	$ 0

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Pay vs Performance Disclosure - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Pay vs Performance Disclosure			
Net Income (Loss)	$ (15,545)	$ (9,280)	$ (5,347)

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Insider Trading Arrangements	3 Months Ended
	Jun. 30, 2024
Trading Arrangements, by Individual	
Rule 10b5-1 Arrangement Adopted	false
Non-Rule 10b5-1 Arrangement Adopted	false
Rule 10b5-1 Arrangement Terminated	false
Non-Rule 10b5-1 Arrangement Terminated	false

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The Company and its Significant Accounting Policies	12 Months Ended
	Jun. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
The Company and its Significant Accounting Policies	

Note 1. The Company and its Significant Accounting Policies

The Company

Accuray Incorporated (together with its subsidiaries, the "Company" or "Accuray") designs, develops and sells advanced radiosurgery and radiation therapy systems for the treatment of tumors throughout the body. The Company is incorporated in Delaware and is headquartered in Madison, Wisconsin. The Company has primary offices in the United States, Switzerland, China, Hong Kong, and Japan, and conducts its business worldwide.

Basis of Presentation and Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation. The accompanying consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles ("U.S. GAAP"), pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC").

Reclassifications

Certain amounts in the notes to consolidated financial statements have been reclassified to conform to current year presentation. Such reclassifications had no impact on the Company's consolidated financial statements.

Risks and Uncertainties

The Company is subject to risks and uncertainties caused, directly or indirectly, by events with significant geopolitical and macroeconomic impacts, including, but not limited to, inflation; actions taken to counter inflation, including rising interest rates; foreign currency exchange rate fluctuations; uncertainty and volatility in the banking and financial services sector; tightening credit markets; geopolitical concerns, such as the Russia-Ukraine and Israel-Hamas conflicts and increasing tension between China and the U.S., including with respect to Taiwan; uncertainty caused by the China anti-corruption campaign and timing of the China stimulus program; the upcoming U.S. presidential election; and other factors that may emerge. In particular, the Company is also continuing to navigate supply chain and inflation challenges, and adverse foreign currency exchange rate fluctuations, all of which continues to be a significant headwind that affects the Company's results of operations.

The Company expects that the business of its customers and its own business will continue to be adversely impacted, directly or indirectly, by these macroeconomic and geopolitical issues. Delays in deliveries and installations that originated from the COVID-19 pandemic and its effects on the global economic environment may continue, to some degree, through the remainder of calendar year 2024, which could have a negative impact on our revenue during such period. In addition, ongoing supply chain challenges and logistics costs, including difficulties in obtaining a sufficient supply of component materials and increased component costs, have adversely affected the Company's gross margins and net income (loss), and the Company's current expectations are that gross margins and net income (loss) will continue to be adversely affected by increased material costs and freight and logistic expenses through at least the remainder of calendar year 2024, if not longer. In addition, the Company expects inflation and the ongoing supply chain challenges and logistics costs to impact its cash from operations through at least the remainder of calendar year 2024, if not longer. In

addition, reduced budgets and lower capital deployment priority for radiotherapy equipment, along with longer customer installation timelines, in the United States have negatively impacted our revenue during fiscal year 2024, and we expect this will continue to have an impact through fiscal year 2026. Furthermore, certain parts required for the manufacturing and servicing of the Company's products, such as electronic components, are scarce and could be difficult to source, even at increased prices, if the supplier were adversely affected by macroeconomic and geopolitical issues. If such parts become unavailable to the Company, it would not be able to manufacture or service our products, which would adversely impact revenue, gross margins, and net income (loss). The extent of the ongoing impact of these macroeconomic events on our business, our markets and on global economic activity, however, is uncertain and the related financial impact cannot be reasonably estimated with any certainty at this time. The Company's past results may not be indicative of its future performance, and historical trends, including conversion of backlog to revenue, income (loss) from operations, net income (loss), net income (loss) per share and cash flows may differ materially.

The Company continues to critically review its liquidity and anticipated capital requirements in light of the significant uncertainty created by geopolitical and macroeconomic conditions. Based on the Company's cash and cash equivalents balance, available debt facilities, current business plan and revenue prospects, the Company believes that it will have sufficient cash resources and anticipated cash flows to fund its operations for at least the next 12 months. The Company, however, is unable to predict with certainty the impact of geopolitical and macroeconomic conditions, including its effect on the global supply chain, inflation and foreign currency exchange rates, will have on its ability to maintain compliance with the debt covenants contained in the credit agreement related to its Credit Facilities (the "Credit Agreement"), including financial covenants regarding the consolidated fixed charge coverage ratio and consolidated senior net leverage ratio. On April 25, 2024, the Company entered into a Third Amendment (the "Third Amendment") to the Credit Agreement to update the calculation of Consolidated EBITDA (as defined in the Credit Agreement) to maintain compliance with the debt covenants as of March 31, 2024. The Company was in compliance with such covenants at June 30, 2024. Failing to comply with the covenants to the Credit Agreement, as amended, could adversely affect the Company's ability to finance its future operations or capital needs, withstand a future downturn in its business or the economy in general, engage in business activities, including future opportunities that may be in its interest, and plan for or react to market conditions or otherwise execute its business strategies. The Company's ability to comply with the covenants and other terms governing the Credit Facilities will depend in part on its future operating performance. In addition, because substantially all of the Company's assets are pledged as a security under the Credit Facilities, if the Company is not able to cure any default or repay outstanding borrowings, such assets are subject to the risk of foreclosure by the Company's lenders. Failure to meet the covenant requirements in the future could cause the Company to be in default and the maturity of the related debt could be accelerated and become immediately payable. This may require the Company to obtain waivers or additional amendments to the Credit Agreement in order to maintain compliance and there can be no certainty that any such waiver or amendment will be available, or what the cost of such waiver or amendment, if obtained, would be. If the Company is unable to obtain necessary waivers or amendments and the debt under such credit facility is accelerated, the Company would be required to obtain replacement financing at prevailing market rates, which may not be favorable to the Company. There is no guarantee that the Company would be able to satisfy its obligations if any of its indebtedness is accelerated.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosures at the date of the financial statements. The Company assessed certain accounting matters that generally require consideration of forecasted financial information in context with the information reasonably available to the Company. Actual results could differ materially from those estimates.

Foreign Currency

The Company's international subsidiaries use their local currencies as their functional currencies. For those subsidiaries, assets and liabilities are translated at exchange rates in effect at the balance sheet date and income and expense accounts at the average exchange rate. Resulting translation adjustments are excluded from the determination of net income or loss and are recorded in accumulated other comprehensive income (loss) as a separate component of stockholders' equity. Net foreign currency exchange transaction gains or losses are included as a component of other expense, net, in the Company's consolidated statements of operations and comprehensive income (loss).

Cash, Cash Equivalents and Restricted Cash

The Company considers currency on hand, demand deposits, time deposits, and all highly liquid investments with an original maturity of three months or less at the date of purchase to be cash and cash equivalents. Cash and cash equivalents are held in various financial institutions in the United States and internationally.

Restricted cash primarily consists of cash held in bank accounts which are under the control of the lender to the Credit Facilities, certificates of deposit held as guarantees in connection with customer contracts and corporate leases, and funds held as guarantees for Value-Added Tax ("VAT") obligations in a foreign jurisdiction.

Fair Value Measurements

The carrying values of the Company's financial instruments including cash equivalents, restricted cash, accounts receivable, and accounts payable, are approximately equal to their respective fair values due to the relatively short-term nature of these instruments. The Company's Credit Facilities approximated fair value due to variable interest rate charged on the borrowings, which reprice frequently. See Note 7, *Fair Value Measurements*, of the notes to consolidated financial statements for further information.

Concentration of Credit Risk and Other Risks and Uncertainties

The Company's cash and cash equivalents are primarily deposited with several major financial institutions. At times, deposits in these institutions exceed the amount of insurance provided on such deposits. The Company has not experienced any losses in such accounts and believes that it is not exposed to any significant risk on these balances.

The Company had one customer that represented 10% or more of total net revenue for the years ended June 30, 2024, 2023, and 2022, respectively. The Company had one customer as of June 30, 2024 and June 30, 2023, respectively, that accounted for more than 10% of accounts receivable, net.

Single-source suppliers presently provide the Company with several components. In most cases, if a supplier was unable to deliver these components, the Company believes that it would be able to find other sources for these components subject to any regulatory qualifications, if required.

Accounts Receivable

Accounts receivable consist of amounts billed and unbilled from customers and are recorded at the invoiced amount. The Company performs ongoing credit evaluations of its customers and maintains reserves for potential credit losses based upon the expected collectability of all accounts receivable. Accounts receivable are deemed past due in accordance with the contractual terms of the agreement. The Company writes off accounts receivable when they are determined to be uncollectible.

Inventories

Inventories are stated at the lower of cost (on a first-in, first-out basis) or net realizable value. Excess and obsolete inventories are written down based on historical sales and forecasted demand, as judged by management.

Revenue Recognition

The Company's revenue consists of product revenue resulting from the sale of systems, system upgrades and service revenue. The Company accounts for a contract with a customer when there is a legally enforceable contract between the Company and its customer, the rights of the parties are identified, the contract has commercial substance, and collectability of the contract consideration is probable. The Company's revenues are measured based on the consideration specified in the contract with each customer, net of any discounts and taxes collected from customers that are remitted to government authorities.

The Company's revenue is primarily derived from sales of CyberKnife and TomoTherapy platforms and services, which include post-contract customer support ("PCS"), installation services, training and other professional services.

The majority of the Company's revenue arrangements consist of multiple performance obligations, which can include system, upgrades, installation, training, services, construction, and consumables. For bundled arrangements, the Company accounts for individual products and services separately if a product or service is separately identifiable from other items in the bundled package and if a customer can benefit from it on its own or with other resources that are readily available to the customer.

The Company's products are generally sold without a right of return, and the Company's contracts generally provide a fixed transaction price. The Company may offer incentives in the form of discounts, including volume system discounts,

which are included in the contract and used to calculate the final fixed price of the arrangement. These discounts may pertain to all performance obligations in a specific contract or may be allocated to a specific performance obligation. The Company reviews payment terms extending beyond one year. If it is determined that a material financing component exists, we recognize this as interest income over time. The Company applies the practical expedient to not adjust for a material financing component if the gap between payment and delivery was expected, at the contract inception, to be less than one year.

The Company offers customers the opportunity to trade in their older systems for a discount off the purchase of a new system. The Company generally does not provide specific trade-in prices or upgrade rights at the time of purchase of the original system. Trade-in or upgrade transactions are based on the fair value of the products when sold and are separately negotiated, taking into consideration circumstances existing at the time the trade-in or upgrade is delivered. Accordingly, implied trade-ins and upgrades discounts are not considered separate performance obligations in system sales agreements. During fiscal years 2024, 2023 and 2022, no fair value has been assigned to any of the systems that were traded-in.

The stand-alone selling price ("SSP") of performance obligations is determined based on observable prices at which the Company separately sells the products and services. If the SSP is not directly observable, then the Company estimates the SSP considering market conditions, entity-specific factors, and information about the customer or class of customer that is reasonably available. The contract consideration allocation is based on the SSP at contract inception and updated should a significant contract modification occur. The consideration (net of any discounts) is allocated among separate products and services in a bundle based on their relative SSPs. Contract modifications typically add additional goods or services or change pricing. For such modifications, the most recent SSP is used for reallocation to the remaining performance obligations.

The Company recognizes revenue for certain performance obligations at the point in time when control is transferred, such as the delivery and right to use the products and upgrades occurs. Service revenue is recognized over the term of the service period as the customer benefits from the services throughout the service period. Revenue related to services that are not part of a service contract and performed on a time-and-materials basis are recognized when performed. Service contracts comprise a single stand-ready performance obligation satisfied over time as our customers simultaneously receive and consume benefits from the Company's performance. This performance obligation constitutes a series of services that are substantially the same and provided over time using the same measure of progress. Revenues derived from these arrangements are recognized over time using an output method based upon the passage of time as this provides a faithful depiction of the pattern of transfer of control.

The Company recognizes an asset for the incremental costs of obtaining a contract with a customer when the Company expects to generate future economic benefits from the related revenue-generating contracts. The Company capitalizes incremental contract acquisition costs, and amortizes such costs over a five year period, the period which the Company expects to benefit, based on historical service renewal rates, and expectations of future customer renewals. Most of the Company's contract costs are associated with its internal sales force compensation program and a portion of its employee bonus program. The Company capitalizes and amortizes the incremental costs of obtaining a contract, primarily related to certain bonuses and sales commissions. The capitalized bonuses and sales commissions are amortized over a period of five years commencing upon the initial transfer of control of the system to the customer. The pattern of amortization is commensurate with the pattern of transfer of control of the performance obligations to the customer. The amortization of these contract assets is included in cost of sales, research and development, sales and marketing, and general and administrative expenses based on department headcount allocations in the consolidated statements of operations. The Company elected to use the practical expedient and expense as incurred commissions related to service renewals and upgrades because the amortization period is one year or less.

The Company invoices its customers based on the billing schedules in its sales arrangements. Payment terms vary from 30 to 90 days, or longer, from the date of invoice. Contract assets for the periods presented primarily represent the difference between the revenue that was recognized based on the relative standalone selling price of the related performance obligations satisfied, and the contractual billing terms. Deferred revenue for periods presented primarily relates to service contracts where the service fees are billed up-front, generally quarterly or annually, prior to services being performed. The associated deferred revenue is generally recognized over the term of the service period. The Company did not have any significant impairment losses on its contract assets for any period presented.

Deferred Revenue and Customer Advances

Deferred revenue represents the amount billed under an arrangement in excess of the amount of revenue recognized. It primarily consists of unfulfilled obligations from open contracts for which performance has already started including short-shipped items, deferred warranty, training, maintenance services and other unperformed or incomplete performance obligations. Service contracts outside of the warranty period, for maintenance services, in general, are considered month-to-month contracts. Deferred revenue includes deferred warranty expected to be recognized over the remaining warranty period for systems already installed.

Customer advances represent payments made by customers in advance of product shipment per the agreed upon contract terms.

Property and Equipment

Property and equipment are stated at cost and are depreciated using the straight-line method over the estimated useful lives of the related assets. Leasehold improvements are depreciated on a straight-line basis over the remaining term of the lease or the estimated useful life of the asset, whichever is shorter. Machinery and equipment are depreciated over five years. Furniture and fixtures are depreciated over four years. Computer and office equipment and computer software are depreciated over three years. Repairs and maintenance costs, which are not considered improvements and do not extend the useful life of the property and equipment, are expensed as incurred.

Software Capitalization Costs

Costs for the development of new software products and the substantial enhancements to existing software products for internal use are capitalized when it is considered probable that the software will be fully developed and used to perform its intended function. Capitalized costs for the development of internal use software are included in property, plant and equipment, net on the consolidated balance sheets. Capitalized costs for internal use software are amortized on a straight-line basis over its estimated useful life, which is generally five years. Costs related to the preliminary project stage, post-implementation, training and maintenance are expensed as incurred.

Costs for the development of software the Company plans to sell, lease or market on its own or as part of another product is capitalized once technological feasibility is achieved. The Company will capitalize costs until the product is ready to be sold, at which time, it will amortize the capitalized costs over the estimated useful life. Costs for the development of software the Company plans to sell is recorded in Other assets on the consolidated balance sheets.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including intangible assets, equity method investment in the JV, property and equipment, for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable using pretax undiscounted cash flows. Impairment, if any, is measured as the amount by which the carrying value of a long-lived asset exceeds its fair value.

Goodwill

Goodwill is not amortized but is evaluated for impairment on an annual basis and when impairment indicators are present. The Company has assessed that it has one operating segment and one reporting unit, and the consolidated net assets, including existing goodwill and other intangible assets, are considered to be the carrying value of the reporting unit. The Company estimates the fair value of the reporting unit based on the Company's closing stock price on the trading day closest to the annual review date multiplied by the outstanding shares on that date. If the carrying value of the reporting unit is in excess of its fair value, an impairment may exist, and the Company must perform the second step of the analysis, in which the estimated fair value of the goodwill is compared to its carrying value to determine the impairment charge, if any. If the estimated fair value of the reporting unit exceeds the carrying value of the reporting unit, goodwill is not impaired and no further analysis is required. There was no impairment of goodwill identified in the fiscal years ended June 30, 2024, 2023 and 2022.

Shipping and Handling

The Company's billings for shipping and handling for product shipments to customers are included in cost of products. Shipping and handling costs incurred for inventory purchases are capitalized in inventory and expensed in cost of products.

Research and Development Costs

Costs related to research, design and development of products are charged to research and development expense as incurred. These costs include direct compensation, benefits, and other headcount related costs for research and development personnel, costs for materials used in research and development activities, costs for outside services, and allocated portions of facilities and other corporate costs. The Company has entered into research and clinical study arrangements with selected hospitals, cancer treatment centers, academic institutions and research institutions worldwide. These agreements support the Company's internal research and development capabilities.

Share-Based Compensation

The Company issues share-based compensation awards to employees and directors in the form of stock options, restricted stock units ("RSUs"), performance units ("PSUs") and employee stock purchase plan ("ESPP") awards (collectively, "awards").

The exercise price of stock options granted is equal to the market value of the Company's common stock on the date of grant. Share-based compensation for stock options and ESPP awards are measured on the date of grant using a Black-Scholes option pricing model. Share-based compensation expense for RSUs and PSUs is measured based on the value of the Company's common stock on the date of grant.

The Company measures and recognizes compensation expense for all stock-based awards based on the awards' fair value. Share-based compensation expense for stock options, RSUs, and the ESPP awards is recognized on a straight-line basis over the service period of the award. Share-based compensation expense for PSUs is recognized on a straight-line basis over the period of time for the performance conditions to be satisfied and only for those awards expected to vest. Forfeitures are recorded as they occur.

Loss Contingencies

The Company is involved in various lawsuits, claims and proceedings that arise in the ordinary course of business. The Company records a provision for a liability when it believes that it is both probable that a liability has been incurred and the amount can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount. The Company reviews these provisions quarterly and adjusts these provisions to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and updated information.

Earnings Per Common Share

Basic earnings per share is computed based on the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is computed based on the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period. Dilutive potential common shares include outstanding share awards. Potentially dilutive shares of the Company's common stock are excluded from the computation of diluted net loss per share for loss periods presented because including them would have been anti-dilutive. Dilutive earnings per share is the same as basic earnings per share for the periods in which the Company had a net loss because the inclusion of outstanding common stock would be anti-dilutive.

A reconciliation of the numerator and denominator used in the calculation of basic and diluted net loss per share attributable to stockholders is as follows (in thousands):

	Years Ended June 30,		
	2024	2023	2022
Numerator:			
Net loss used to compute basic and diluted loss per share	$ (15,545)	$ (9,280)	$ (5,347)
Denominator:			
Weighted average shares used to compute basic and diluted loss per share	98,272	94,884	92,095
Basic and dilutive net loss per share	$ (0.16)	$ (0.10)	$ (0.06)
Anti-dilutive share-based awards, excluded	14,052	12,862	12,828

Outstanding Convertible Notes—Diluted Share Impact

Due to the optional cash settlement feature and management's intent to settle the principal amount thereof, in cash, the shares of common stock issuable upon conversion of the outstanding principal amount of the 3.75% Convertible Senior Notes due 2026 and the 3.75% Convertible Senior Notes due 2022 (collectively, the "Notes") are included in the calculation of diluted net income (loss) per share only if their inclusion is dilutive for periods during which the Notes were outstanding. The shares of common stock issuable upon conversion of the outstanding principal amount of the Notes as of June 30, 2024, 2023 and 2022 were 17.1 million, 17.1 million and 17.6 million, respectively, and were not included in the basic and diluted net loss per common share as the effect of adding the shares were anti-dilutive. See Note 9, *Debt*, of the consolidated financial statements for more information about the Notes.

Leases

The Company is the lessee in a lease contract when the Company obtains the right to use the asset. Operating leases are included in the line items right-of-use assets, lease liabilities, current, and lease liabilities, long-term in the consolidated balance sheet. Right-of-use asset represents the Company's right to use an underlying asset for the lease term and lease obligations represent the Company's obligations to make lease payments arising from the lease, both of which are recognized based on the present value of the future minimum lease payments over the lease term at the commencement date. Leases with a lease term of 12 months or less at inception are not recorded on the consolidated balance sheet and are expensed on a straight-line basis over the lease term in the consolidated statements of operations. The Company determines the lease term by agreement with lessor, including lease renewal and extension. As the leases do not provide an implicit interest rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. The Company elected a practical expedient to account for lease and non-lease components together as a single lease component.

Equity Method Investment

The Company has an equity investment in CNNC Accuray (Tianjin) Medical Technology Co. Ltd., the Company's JV. The Company applies the equity method of accounting to its ownership interest in the JV as the Company has the ability to exercise significant influence over the JV but lacks controlling financial interest and is not the primary beneficiary. The Company's investment in the JV is measured at cost and adjusted for the Company's share of the JV's income or loss, intra-entity profits, dividend distributions, currency translation adjustments, and impairments, if any. The Company recognizes its proportionate share of income or loss from the JV on a one-quarter lag due to the timing of the availability of the JV's financial records. Profit earned by the Company from the JV is eliminated through cost of goods sold until it is realized; such profits would generally be considered realized when the inventory has been sold through to third parties.

The JV's equity method goodwill is not amortized but is evaluated for impairment on an annual basis and when impairment indicators are present. Our impairment analysis considers qualitative and quantitative factors that may have a significant impact on the JV's fair value. Qualitative factors include the investee's financial condition and business outlook, industry and sector performance, operational and financing cash flow activities, and other relevant factors affecting the JV. When indicators of impairment exist, we prepare quantitative assessments of the fair value of our non-marketable equity investments, which require judgment and the use of estimates, including discount rates, investee revenue and costs, and comparable market data, among others.

Income Taxes

The Company is required to estimate its income taxes in each of the tax jurisdictions in which it operates prior to the completion and filing of tax returns for such periods. This process involves estimating actual current tax expense together with assessing temporary differences in the treatment of items for tax purposes versus financial accounting purposes that may create net deferred tax assets and liabilities. The Company accounts for income taxes under the asset and liability method, which requires, among other things, that deferred income taxes be provided for temporary differences between the tax bases of the Company's assets and liabilities and their financial statement reported amounts. In addition, deferred tax assets are recorded for the future benefit of utilizing net operating losses, research and development credit carryforwards and other deferred tax assets.

The Company records a valuation allowance to reduce its deferred tax assets to the amount the Company believes is more likely than not to be realized. Because of the uncertainty of the realization of the deferred tax assets, the Company has recorded a full valuation allowance against its domestic and certain foreign net deferred tax assets.

The calculation of unrecognized tax benefits involves dealing with uncertainties in the application of complex global tax regulations. Management regularly assesses the Company's tax positions in light of legislative, bilateral tax treaty, regulatory and judicial developments in the countries in which the Company does business. The Company anticipates there will be no material changes in uncertain tax positions in the next 12 months.

Accumulated Other Comprehensive Income (Loss)

The components of comprehensive income (loss) consist of net income (loss), changes in foreign currency exchange rate translation and net changes related to a defined benefit pension plan. The

changes in foreign currency exchange rate translation and net changes related to the defined benefit pension plan are excluded from earnings and reported as a component of stockholders' equity. The foreign currency translation adjustment results from those subsidiaries not using the United States dollar as their functional currency since the majority of their economic activities are denominated in their applicable local currency. Accordingly, all assets and liabilities related to these operations are translated at the current exchange rates at the end of each period, whereas revenues and expenses are translated at average exchange rates in effect during the period. The resulting cumulative translation adjustments are recorded directly to the accumulated other comprehensive loss account in stockholders' equity.

Recent Accounting Pronouncements

Accounting Pronouncements Not Yet Effective

In December 2023, the Financial Accounting Standards Board ("FASB") issued a new accounting standard update ("ASU") 2023-09 to improve the transparency and usefulness of income tax disclosures. The accounting standard expands disclosures to the entity's income tax rate reconciliation table and requires cash taxes paid disaggregated by jurisdiction. These changes will be applied on a prospective basis. The update is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company plans to adopt ASU 2023-09 on July 1, 2025. The ASU requires retrospective application to all prior periods presented in the financial statements. The Company is currently assessing the timing and impact of adopting the updated provisions.

In November 2023, the FASB issued ASU 2023-07 to improve reportable segment disclosures. The ASU is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant expenses. The ASU requires disclosures to include significant segment expenses that are regularly provided to the chief operating decision maker ("CODM"), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. The ASU also requires all annual disclosures to be disclosed in interim periods. The update will be effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The Company adopted ASU 2023-07 on July 1, 2024. The Company has assessed the impact of this update and it believes that it will not have a material impact on its consolidated financial statement disclosure requirements.

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Revenue

12 Months Ended
Jun. 30, 2024

Revenue from Contract with Customer [Abstract]

Revenue

Note 2. Revenue

Contract Balances

The timing of revenue recognition, billings, and cash collections results in trade receivables, unbilled receivables, and deferred revenues on the consolidated balance sheets. The Company may offer longer or extended payment terms of more than one year for qualified customers in some circumstances. At times, revenue recognition occurs before the billing, resulting in an unbilled receivable, which represents a contract asset. The contract asset is a component of accounts receivable and other assets for the current and non-current portions, respectively.

When the Company receives advances or deposits from customers before revenue is recognized, this results in a contract liability. It can take two or more years from the time of order to revenue recognition due to the Company's long sales cycle.

Changes in the contract assets and contract liabilities are as follows (dollars in thousands):

	June 30, 2024	June 30, 2023	Change $	Change %
Contract assets:				
Unbilled accounts receivable – current (1)	$ 19,131	$ 9,847	9,284	94
Interest receivable – current (2)	305	379	(74)	(20)
Long-term accounts receivable (3)	2,859	4,734	(1,875)	(40)
Interest receivable – non-current (3)	432	673	(241)	(36)
Contract liabilities:				
Customer advances	13,988	20,777	(6,789)	(33)
Deferred revenue – current	71,649	72,185	(536)	(1)
Deferred revenue – non-current	24,114	27,079	(2,965)	(11)

(1) Included in accounts receivable on the consolidated balance sheets
(2) Included in prepaid expenses and other current assets on the consolidated balance sheets
(3) Included in other assets on the consolidated balance sheets

During the year ended June 30, 2024, contract assets changed primarily due to changes in the timing of billings that occurred after revenues were recognized, and changes in transactions with payment terms exceeding 12 months. During the year ended June 30, 2024, contract liabilities changed due to changes in the timing of revenue recognition as a result of changes in shipping timing, modifications to the transaction price, reduced customer deposits for system sales, and for which the warranty was deferred.

During the years ended June 30, 2024 and June 30, 2023, the Company recognized revenues of $75.3 million, $84.9 million, and $81.2 million respectively, which were included in the deferred revenue balances at June 30, 2023, June 30, 2022 and June 30, 2021, respectively.

Remaining Performance Obligations

Remaining performance obligations represent deferred revenue from open contracts, for which performance has already started and the transaction price from executed contracts, for which performance has not yet started. Service contracts in general are considered month-to-month contracts.

As of June 30, 2024, total remaining performance obligations amounted to $909.5 million. Of this total amount, $64.9 million related to long-term warranty and non-cancellable post-warranty services, which is the estimated revenue expected to be recognized over the remaining service period and warranty period for systems that have been delivered (the time bands reflect management's best estimate of when the Company will transfer control to the customer and may change based on timing of shipment, readiness of customers' facilities for installation, installation requirements, and availability of products).
The Company has elected the practical expedient to not disclose the unsatisfied performance obligations of contracts with an original expected duration of one year or less.

The following table represents the Company's expected revenue recognition based on the remaining performance obligations related to long-term warranty and non-cancellable post-warranty services as of June 30, 2024 (in thousands):

	Fiscal years			
	2025	2026	2027	Thereafter
Long-term warranty and service	$ 27,414	$ 21,476	$ 11,792	$ 4,175

For the remaining $64.9 million of performance obligations (open systems sales, upgrades, training and other miscellaneous items), the Company estimates 27% to 35% will be recognized in the next 12 months, and the remaining portion will be recognized thereafter. The Company's historical experience indicates that some of its customers will cancel or renegotiate contracts as economic conditions change or when product offerings change during the long sales cycle. The Company anticipates a portion of its open contracts may never result in revenue recognition, primarily due to the long sales cycle and factors outside of its control, including changes in customers' needs or financial condition, changes in government or health insurance reimbursement policies, or changes to regulatory requirements. Based on historical experience and management's best estimate, approximately 26% of the Company's $797.4 million open system sales contracts may never result in revenue.

Capitalized Contract Costs

As of June 30, 2024, and 2023, the balance of capitalized costs to obtain a contract was $9.6 million and $11.0 million, respectively. The Company has classified the capitalized costs to obtain a contract as a component of prepaid expenses and other current assets and other assets with respect to the current and non-current portions of capitalized costs, respectively, on the consolidated balance sheets.

	Fiscal years		
	2024	2023	2022
Amortization of capitalized contract costs	$ 4,068	$ 3,631	$ 3,320
Impairment loss on capitalized contracts	128	756	611

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Supplemental Financial Information

12 Months Ended
Jun. 30, 2024

Supplemental Financial Information Disclosure [Abstract]

Supplemental Financial Information

Note 3. Supplemental Financial Information

Consolidated Balance Sheets

Financing receivables

A financing receivable is a contractual right to receive money, on demand or on fixed or determinable dates, that is recognized as an asset on the Company's balance sheets. The Company's financing receivables, consisting of its accounts receivable with contractual maturities of more than one year, are included in other assets on the consolidated balance sheets. The Company evaluates the credit quality of a customer at contract inception and monitors credit quality over the term of the underlying transactions. The Company performs a credit analysis for all new orders and reviews payment history, current order backlog, financial performance of the customers and other variables that augment or mitigate the inherent credit risk of a particular transaction. Such variables include the underlying value and liquidity of the collateral, the essential use of the equipment, the contract term and the inclusion of credit enhancements, such as guarantees, letters of credit or security deposits. Actual cash collections may differ from the contracted maturities due to early customer buyouts, refinancing, or defaults. The Company classifies accounts as high risk when it considers the financing receivable to be impaired or when management believes there is a significant near-term risk of non-payment. The Company performs an assessment each quarter on the allowance for credit losses related to its financing receivables.

A summary of the Company's financing receivables is presented as follows (in thousands):

	June 30, 2024	June 30, 2023
Financing receivable	$ 2,871	$ 5,854
Allowance for credit losses	—	(798)

Total, net	$ 2,871	$ 5,056
Reported as:		
Current	$ 1,340	$ 2,016
Non-current	1,531	3,040
Total, net	$ 2,871	$ 5,056

In the fourth quarter of fiscal year 2024, the Company wrote-off $0.8 million in financing receivables and related allowance for credit loss because the Company determined it would no longer be able to collect from the customer.

Inventories

Inventories consisted of the following (in thousands):

	June 30, 2024	June 30, 2023
Raw materials	$ 57,699	$ 62,945
Work-in-process	13,629	17,469
Finished goods	66,996	64,736
Total inventories	$ 138,324	$ 145,150

The Company's inventories on the consolidated balance sheets are net of reserves.

Prepaid and Other Current Assets

Prepaid and other current assets consisted of the following (in thousands):

	June 30, 2024	June 30, 2023
Value added tax receivables	$ 4,026	$ 12,023
Prepaid commissions	5,288	5,866
Capitalized contract costs	1,876	1,782
Income tax receivable	368	495
Dividend receivable from JV	2,460	—
Other prepaid assets	5,018	5,763
Other current assets	3,970	1,683
Total prepaid and other current assets	$ 23,006	$ 27,612

Property and Equipment, net

Property and equipment, net consisted of the following (in thousands):

	June 30, 2024	June 30, 2023
Machinery and equipment	$ 45,539	$ 44,779
Leasehold improvements	30,994	26,641
Computer and office equipment	6,347	7,798
Software	11,308	5,191
Furniture and fixtures	1,719	1,581
Construction in progress	2,550	13,499
	98,457	99,489
Less: Accumulated depreciation	(73,683)	(78,563)
Total property and equipment, net	$ 24,774	$ 20,926

At June 30, 2024, software includes $8.1 million in capitalized costs for the completed transition of the Company's new enterprise resource planning system in August 2023. At June 30, 2023, construction in progress included $7.5 million in capitalized costs for the development of internal use software. The Company will depreciate the cost associated with the enterprise resource planning system over five years. Depreciation expense related to property and equipment was $5.8 million, $4.4 million and $5.4 million, during the years ended June 30, 2024, 2023 and 2022, respectively.

Other Assets

Other assets consisted of the following (in thousands):

	June 30, 2024	June 30, 2023
Capitalized contract costs	$ 7,768	$ 9,244
Long-term accounts receivable	2,859	4,734
Capitalized software costs to be sold	4,683	2,853
Deferred tax asset	659	860
Other long-term assets	1,981	2,416
Total other assets	$ 17,950	$ 20,107

There was no amortization expense or amounts written down to net realizable value for the capitalized software costs to be sold during the years ended June 30, 2024, 2023 and 2022, respectively.

Other Accrued Liabilities

Other accrued liabilities consisted of the following (in thousands):

	June 30, 2024	June 30, 2023
Value added tax liabilities	$ 5,202	$ 12,709
Commissions due to third parties	5,048	10,499
Refunds due to customers	6,079	3,364
Accrued consulting	1,238	2,599
Accrued royalties	2,939	2,398
Interest payable	485	453
Income tax payable	1,206	900
Other liabilities	6,311	5,349
Total other accrued liabilities	$ 28,508	$ 38,271

Treasury Stock

The Company records treasury stock at cost. Treasury stock is comprised of shares of common stock purchased by the Company in the secondary market. As of June 30, 2024, and June 30, 2023, the Company had 3.1 million shares of treasury stock valued at $14.1 million. Treasury stock is included in Additional paid-in capital on the consolidated balance sheets.

Accumulated Other Comprehensive Income (Loss)

The following table summarizes the changes in accumulated other comprehensive income (loss) by component (in thousands):

	Cumulative Translation Adjustment	Defined Pension Benefit Obligation	Total
Balance at June 30, 2022	$ (1,541)	$ 3,947	$ 2,406
Other comprehensive loss	(791)	(1,193)	(1,984)
Balance at June 30, 2023	$ (2,332)	$ 2,754	$ 422
Other comprehensive loss	(2,445)	(2,199)	(4,644)
Balance at June 30, 2024	$ (4,777)	$ 555	$ (4,222)

Consolidated Statements of Operations

Other expense, net consisted of the following (in thousands):

	Years Ended June 30,		
	2024	2023	2022
Foreign currency transaction loss	$ (2,046)	$ (878)	$ (2,618)
Other, net	(492)	(232)	356
Total other expense, net	$ (2,538)	$ (1,110)	$ (2,262)

Restructuring Charges

In the second quarter of fiscal year 2024, the Company informed affected employees of a cost savings initiative to reduce operating expenses resulting in the elimination of approximately 5.9 percent of the Company's global workforce. The Company recorded restructuring charges of $2.6 million in restructuring charges during fiscal year 2024. These charges are cash-based and are primarily related to severance expenses and other one-time termination benefits. At June 30, 2024, the Company has completed the cost savings initiative.

In the second quarter of fiscal year 2023, the Company announced a cost savings initiative designed to reduce operating costs. This cost savings initiative resulted in the reduction of the Company's global workforce by 4.5%. The Company recorded $2.7 million in restructuring charges during fiscal year 2023. These charges were cash-based charges, primarily related to severance expenses and other one-time termination benefits. The Company did not have any remaining accruals related to this cost savings initiative as of June 30, 2023.

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Leases

12 Months Ended
Jun. 30, 2024

Leases [Abstract]

Leases

Note 4. Leases

The Company has operating leases for corporate offices and warehouse facilities worldwide. Additionally, the Company leases cars and copy machines that are considered operating leases. Some of the Company's leases are non-cancellable operating lease agreements with various expiration dates through June 2035. Certain lease agreements include options to renew or terminate the lease, which are not reasonably certain to be exercised, and therefore are not factored into the determination of lease payments.

The following table provides information related to the Company's operating leases (in thousands):

	Fiscal years		
	2024	2023	2022
Operating lease costs [(1)]	$ 9,146	$ 9,370	$ 9,246
Short-term operating lease costs	305	353	397
Cash paid for amounts included in the measurement of lease liabilities	9,013	9,370	9,799

(1) Excludes expenses related to short-term lease operating costs.

Operating lease right-of-use assets and operating lease obligations are represented in the table below (in thousands):

	June 30, 2024	June 30, 2023
Beginning balance operating lease right-of-use assets	$ 25,853	$ 16,798
Lease assets added	14,389	17,157
Amortization for the year	(6,469)	(8,102)
Ending balance operating lease right-of-use assets	$ 33,773	$ 25,853
Beginning balance operating lease obligations	$ 27,753	$ 19,020
Lease liabilities added	16,775	16,834
Repayment and interest accretion	(5,937)	(8,101)
Ending balance operating lease obligations	$ 38,591	$ 27,753
Current portion of operating lease obligations	$ 6,218	$ 4,151
Noncurrent portion of operating lease obligations	$ 32,373	$ 23,602

Maturities of operating lease liabilities as of June 30, 2024, are presented in the table below (in thousands):

Year Ending June 30,	Amount
2025	$ 6,267
2026	7,459
2027	7,441
2028	6,324
2029	4,701
Thereafter	24,761
Total operating lease payments	56,953
Less: imputed interest	(18,362)
Present value of operating lease liabilities	$ 38,591
Weighted average remaining lease term (in years)	8.2
Weighted average discount rate	10.4%

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Goodwill and Purchased Intangible Assets

12 Months Ended
Jun. 30, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Goodwill and Purchased Intangible Assets

Note 5. Goodwill and Purchased Intangible Assets

Goodwill

The Company's carrying amount of its goodwill is as follows (in thousands):

	As of June 30,	
	2024	2023
Balance at the beginning of the period	$ 57,681	$ 57,840
Currency translation adjustment	(9)	(159)
Balance at the end of the period	$ 57,672	$ 57,681

The Company performed its annual goodwill impairment test in the second quarter of fiscal year 2024 and determined that there was no impairment to goodwill. In the third quarter of fiscal year 2024, the Company determined that its decline in cash flows and a downward adjustment to the fiscal year 2024 annual guidance constituted triggering events for the impairment of goodwill, and it determined that there was no impairment to goodwill as of March 31, 2024. In the fourth quarter of fiscal year 2024, the Company determined that the triggering events present at March 31, 2024, were still present at June 30, 2024. The Company performed an interim goodwill impairment test and it determined that there was no impairment to goodwill as of June 30, 2024. The Company will continue to monitor its recorded goodwill for indicators of impairment every fiscal quarter.

Purchased Intangible Assets

The Company's carrying amount of acquired intangible assets, net, consisted of the following (in thousands):

	As of June 30, 2024			As of June 30, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Amount	Gross Carrying Amount	Accumulated Amortization	Net Amount
Patent license	$ 1,000	$ (1,000)	$ -	$ 1,000	$ (893)	$ 107
Other intangibles	132	(73)	59	132	(29)	103
Total intangible assets	$ 1,132	$ (1,073)	$ 59	$ 1,132	$ (922)	$ 210

The Company did not identify any triggering events that would indicate potential impairment of its definite-lived intangible and long-lived assets as of June 30, 2024, and 2023.

Amortization expense related to purchased intangible assets during the years ended June 30, 2024, 2023, and 2022, was $0.2 million, $0.2 million and $0.1 million, respectively.

The estimated future amortization expense of purchased intangible assets as of June 30, 2024 is as follows (in thousands):

Year Ending June 30,	Amount
2025	$ 44
2026	15
Total estimated future amortization expense	$ 59

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Derivative Financial Instruments

12 Months Ended
Jun. 30, 2024

Derivative Instruments and Hedging Activities Disclosure [Abstract]

Derivative Financial Instruments

Note 6. Derivative Financial Instruments

The Company utilizes foreign currency forward contracts with reputable financial institutions to manage its exposure of fluctuations in foreign currency exchange rates on certain intercompany balances and foreign currency denominated cash, customer receivables and liabilities. The Company does not use derivative financial instruments for speculative or trading purposes. These forward contracts are not designated as hedging instruments for accounting purposes. Principal hedged currencies primarily include the Japanese Yen, Swiss Franc, Indian Rupee and Euro. The periods of these forward contracts range up to approximately three months and the notional amounts are intended to be consistent with changes in the underlying exposures. The Company intends to exchange foreign currencies for U.S. Dollars at maturity. The Company enters into forward currency exchange contracts to hedge its overseas operating expenses and other liabilities when deemed appropriate.

The notional amount of the Company's outstanding forward currency exchange contracts consisted of the following (in thousands):

	As of June 30,	
	2024	2023
Swiss Franc	59,392	26,867

Chinese Yuan	5,156	249
Euro	2,755	17,885
British Pound	730	516
Indian Rupee	8,916	3,539
Korean Won	1,735	—
Canadian Dollar	1,510	—
Japanese Yen	7,762	12,492
Total outstanding forward currency exchange contracts	$ 87,956	$ 61,548

The Company entered into the foreign exchange forward contracts on June 30, 2024 and June 30, 2023, and therefore, there was no amount recorded on the balance sheets.

Gains and losses on the Company's foreign currency forward contracts are recorded in Other expense, net, on the Company's consolidated statements of operations. The following table provides information about the gain or loss associated with the Company's derivative financial instruments not designated as hedging instruments (in thousands):

	Years ended June 30,		
	2024	2023	2022
Foreign currency exchange gain (loss) on forward contracts	$ (613)	$ 1,881	$ 502

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Fair Value Measurements

12 Months Ended
Jun. 30, 2024

Fair Value Disclosures [Abstract]

Fair Value Measurements

Note 7. Fair Value Measurements

Fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The fair value hierarchy contains three levels of inputs that may be used to measure fair value, as follows:

Level 1— Unadjusted quoted prices that are available in active markets for the identical assets or liabilities at the measurement date.

Level 2— Other observable inputs available at the measurement date, other than quoted prices included in Level 1, either directly or indirectly, including:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets in non-active markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by other observable market data.

Level 3— Unobservable inputs that cannot be corroborated by observable market data and require the use of significant management judgment. These values are generally determined using pricing models for which the assumptions utilize management's estimates of market participant assumptions.

Assets and Liabilities That Are Measured at Fair Value

At June 30, 2024, the Company had open currency forward contracts to purchase or sell foreign currencies with a stated, or notional, value of $88.0 million. The fair value of the forward contract based upon the June 30, 2024 exchange rate was

$87.7 million, which it considers to be a Level 2 fair value measurement. At June 30, 2023, the Company had open currency forward contracts to purchase or sell foreign currencies with a stated, or notional, value of $61.5 million. The fair value of the forward contract based upon the June 30, 2023 exchange rate was $61.2 million, which it considers to be a Level 2 fair value measurement.

The Company's convertible debt is measured on a recurring basis using Level 2 based upon observable inputs. The Company's Revolving Credit Facility and Term Loan Facility (as defined in Note 9) collectively (the "Credit Facilities") reflect the bank quoted market rates, which the Company considers to be a Level 2 fair value measurement. The Company believes that the carrying value of the Credit Facilities approximates its estimated fair value based on the effective interest rate, compared to the current market rate available to the Company at quarter-end.

The following table summarizes the carrying value, net of debt costs, and estimated fair value of the 3.75% Convertible Senior Notes due 2026, the Term Loan Facility, and the Revolving Credit Facility, (in thousands):

	June 30, 2024		June 30, 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
3.75% Convertible Notes Due 2026	98,782	85,762	98,189	98,265
Term Loan Facility	63,374	63,374	69,094	69,094
Revolving Credit Facility	10,000	10,000	10,000	10,000
Total	$ 172,156	$ 159,136	$ 177,283	$ 177,359

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Commitments and Contingencies

12 Months Ended
Jun. 30, 2024

Commitments and Contingencies Disclosure [Abstract]

Commitments and Contingencies

Note 8. Commitments and Contingencies

Long-term Debt Commitments

The Company is required to make semi-annual interest payments on the 3.75% Convertible Senior Notes due 2026, principal and interest payments on the Term Loan Facility and interest payments on the Revolving Credit Facility. See Note 9, *Debt*, of the consolidated financial statements for more information.

Future minimum long-term principal payments and interest on the 3.75% Convertible Senior Notes due 2026 and Credit Facilities (as defined below), including short-term portion, as of June 30, 2024, are as follows (in thousands):

Year Ending June 30,	Long-Term Debt [(1)]
2025	$ 17,929
2026	174,153
Total	$ 192,082

(1) These amounts represent principal and interest cash payments over the contractual life of the debt obligations, including anticipated interest payments that are not recorded on the Company's consolidated balance sheet. Any conversion, premium, redemption or purchase of the Notes that would impact cash payments is noted in the preceding table.

Purchase Commitments

The Company's purchase commitments and obligations include all open purchase orders and contractual obligations in the ordinary course of business, including commitments with contract manufacturers and suppliers, for which the Company has not received the goods or services and acquisition and licensing of intellectual property. A majority of these purchase obligations are due within a year. Although open purchase orders are considered enforceable and legally binding, the terms generally allows the Company the option to cancel, reschedule, and adjust its requirements based on the Company's business needs prior to the delivery of goods or performance of services, and hence, these purchase orders have not been included in the table above.

Indemnities and Commitments

The Company enters into standard indemnification agreements with its landlords and all superior mortgages and their respective directors, officers' agents, and employees in the ordinary course of business. Pursuant to these agreements, the Company will indemnify, hold harmless, and agree to reimburse the indemnified party for losses suffered or incurred by the indemnified party, generally the landlords, in connection with any loss, accident, injury, or damage by any third-party with respect to the leased facilities. The term of these indemnification agreements is from the commencement of the lease agreements until termination of the lease agreements. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, historically, the Company has not incurred claims or costs to defend lawsuits or settle claims related to these indemnification agreements. The Company has not recorded any liability associated with its indemnification agreements as it is not aware of any pending or threatened actions that represent probable losses as of June 30, 2024.

Guarantees

As of June 30, 2024 and June 30, 2023, the Company had various bank guarantees totaling approximately $1.1 million and $1.3 million, respectively, primarily related to a bidding process with customers.

Royalty Agreements

The Company enters into software license agreements with third parties that may require royalty payments for each license used. In connection with such agreements, the Company recorded royalty costs of $1.9 million, $2.3 million and $1.9 million for the years ended June 30, 2024, 2023 and 2022, respectively, which were recorded in cost of revenue or deferred cost of revenue. The Company had approximately $2.9 million and $2.4 million accrued liabilities as of June 30, 2024 and 2023, respectively, related to this agreement.

Software License Indemnity

Under the terms of the Company's agreements with its customers, the Company agrees that in the event the certain Company software sold under such agreement infringes upon any patent, copyright, trademark, or any other proprietary right of a third-party, it will indemnify its customer licensees against any loss, expense, or liability from any damages that may be awarded against its customer. The Company includes this infringement indemnification in its agreements with customers where Company software is licensed. In the event the customer cannot use the software or service due to infringement and the Company cannot obtain the right to use, replace or modify the license in a commercially feasible manner so that it no longer infringes, then the Company may terminate the license and provide the customer a refund of the fees paid by the customer for the infringing license or service. The Company has not recorded any liability associated with this indemnification, as it is not aware of any pending or threatened actions that represent probable losses as of June 30, 2024.

Litigation

From time to time, the Company is involved in legal proceedings, including claims, investigations, and inquiries, arising in the ordinary course of its business. The Company records a provision for a loss when it believes that it is both probable that a loss has been incurred and the amount can be reasonably estimated. To the extent that there is a reasonable possibility that a loss exceeding amounts already recognized may be incurred and the amount of such additional loss would be material, we will either disclose the estimated additional loss or state that such an estimate cannot be made. Currently, management believes the Company does not have any probable and reasonably estimable material losses related to any current legal proceedings and claims. Although occasional adverse decisions or settlements may occur, management does not believe that an adverse determination with respect to any of these claims would individually, or in the aggregate, materially and adversely affect the Company's financial condition or operating results. Litigation is inherently unpredictable and is subject to significant uncertainties, some of which are beyond the Company's control. Should any of these estimates and assumptions change or prove to have been incorrect, the Company could incur significant charges related to legal matters that could have a material impact on its results of operations, financial position, and cash flows.

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Debt

12 Months Ended
Jun. 30, 2024

Debt Disclosure [Abstract]

Debt

Note 9. Debt

The Company's outstanding debt as of June 30, 2024 and June 30, 2023 is as follows (in thousands):

	June 30, 2024			June 30, 2023		
	Principal Amount	Unamortized Debt Costs	Net Carrying Amount	Principal Amount	Unamortized Debt Costs	Net Carrying Amount
3.75% Convertible Senior Notes due 2026	$ 100,000	$ (1,218)	$ 98,782	$ 100,000	$ (1,811)	$ 98,189
Term Loan Facility	64,000	(626)	63,374	70,000	(906)	69,094
Revolving Credit Facility	10,000	—	10,000	10,000	—	10,000
Total debt	$ 174,000	$ (1,844)	$ 172,156	$ 180,000	$ (2,717)	$ 177,283
Reported as:						
Short-term debt			$ 7,756			$ 5,721
Long-term debt			164,400			171,562
Total debt			$ 172,156			$ 177,283

3.75% Convertible Senior Notes due July 2026

In May 2021, the Company issued $100.0 million aggregate principal amount of its 3.75% Convertible Senior Notes due 2026 (the "3.75% Convertible Notes due 2026") under an indenture between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee. The aggregate principal amount of the 3.75% Convertible Notes due 2026 totaling $97.1 million was issued to certain holders of the Company's outstanding 3.75% Convertible Notes due 2022 in exchange for approximately $82.1 million aggregate principal amount of 3.75% Convertible Notes due 2022, and $2.9 million of 3.75% Convertible Notes due 2026 were issued to certain other qualified new investors for cash (such transactions the "Exchange and Subscription Transactions").

Holders of the 3.75% Convertible Notes due 2026 may convert their notes at any time on or after March 6, 2026 until the close of the business day immediately preceding the maturity date. Prior to June 6, 2026, holders of the 3.75% Convertible Notes due 2026 may convert their notes only under certain circumstances. Upon conversion, the Company will have the right to pay cash, or deliver shares of common stock of the Company or a combination thereof, at the Company's election. The initial conversion rate is 170.5611 shares of the Company's common stock per $1,000 principal amount (which represents an initial conversion price of approximately $5.86 per share of the Company's common stock). The conversion rate, and therefore, the conversion price, is subject to adjustment, as further described below.

Holders of the 3.75% Convertible Notes due 2026 who convert their notes in connection with a "make-whole fundamental change," as defined in the indenture, may be entitled to a make-whole premium in the form of an increase in the conversion rate. Additionally, in the event of a "fundamental change," as defined in the indenture, holders of the 3.75% Convertible Notes due 2026 may require the Company to purchase all or a portion of their note at a fundamental change repurchase price equal to 100% of the principal amount of the 3.75% Convertible Notes due 2026, plus accrued and unpaid interest, if any, to, but not including, the fundamental change repurchase date.

As of June 30, 2024 and June 30, 2023, the if-converted value of the 3.75% Convertible Notes due 2026 did not exceed the outstanding principal amount.

Credit Facilities

On May 6, 2021, the Company entered into a senior secured credit agreement (the "Credit Agreement") with Silicon Valley Bank, individually as a lender and agent ("Agent"), and the other lenders from time to time parties thereto (together with Silicon Valley Bank as a lender, the "Lenders"), which provides for a new five-year $80 million term loan (the "Term Loan Facility") and a $40 million revolving credit facility (the "Revolving Credit Facility" and, together with the Term Loan Facility, the "Credit Facilities").

The interest on the borrowings under the Credit Facilities is payable in arrears on the applicable interest payment date, at an annual interest rate of reserve-adjusted, 90-day term SOFR (subject to a 0.50% floor) plus a margin between 2.50% and 3.25% margin, determined by the Consolidated Senior Net Leverage Ratio (as defined in the Credit Agreement). The Credit Agreement requires the Company to pay the Lenders an unused commitment fee equal to the average unused portion of the Revolving Credit Facility. The Company pays a rate of 0.25% to 0.40% per annum of the average unused portion of the Revolving Credit Facility, determined by the Consolidated Senior Net Leverage Ratio (as defined in the Credit Agreement). If all or a portion of the loans under the Term Loan Facility are prepaid, then the Company will be required to pay a fee equal to 1% of the aggregate amount of the loans so prepaid, subject to certain exceptions. During the year ended June 30, 2024, the weighted average effective interest rate on the Term Loan Facility was 8.6% and weighted average effective interest rate on the Revolving Credit Facility, including the unused commitment fee, was 9.5%.

The Credit Agreement contains restrictions and covenants applicable to the Company and its subsidiaries. Among other requirements, the Company may not permit the Fixed Charge Coverage Ratio (as defined in the Credit Agreement) to be less than a certain specified ratio for each fiscal quarter during the term of the Credit Agreement or the consolidated senior net leverage ratio to be greater than a certain specified ratio for each fiscal quarter during the term of the Credit Agreement. On April 25, 2024, the Company entered into the Third Amendment to update the calculation of Consolidated EBITDA (as defined in the Credit Agreement) to maintain compliance with the debt covenants as of March 31, 2024. As of June 30, 2024, the Company was in compliance with its covenants under the Credit Agreement.

The Credit Agreement also contains customary covenants that limit, among other things, the ability of the Company and its subsidiaries to (i) incur indebtedness, (ii) incur liens on their property, (iii) pay dividends or make other distributions, (iv) sell their assets, (v) make certain loans or investments, (vi) merge or consolidate, (vii) voluntarily repay or prepay certain indebtedness and (viii) enter into transactions with affiliates, in each case subject to certain exceptions. The Credit Agreement contains customary representations and warranties and events of default.

A summary of interest expense on the Credit Facilities and the Notes is as follows (in thousands):

	Year ended June 30,		
	2024	2023	2022
Interest expense related to contractual interest coupon	$ 10,552	$ 9,473	$ 7,233
Interest expense related to amortization of debt issuance costs	956	926	909
Total	$ 11,508	$ 10,399	$ 8,142

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Stock Incentive Plan and Employee Stock Purchase Plan

12 Months Ended
Jun. 30, 2024

Share-Based Payment Arrangement [Abstract]

Stock Incentive Plan and Employee Stock Purchase Plan

Note 10. Stock Incentive Plan and Employee Stock Purchase Plan

As of June 30, 2024, the Company had two outstanding stock incentive plans: the 2016 Equity Incentive Plan ("2016 Plan") and the 2007 Incentive Award Plan ("2007 Plan"). The 2016 Plan permits the granting of stock options, stock appreciation rights, restricted stock awards, performance shares, performance units, and RSUs. The vesting of RSUs granted under the 2016 Plan are primarily service-based (over the requisite service period) while the vesting of performance units granted under the 2016 Plan consist of PSUs. Only employees of the Company are eligible to receive incentive stock options. Non-employees may be granted non-qualified stock options.

Stock options granted under the 2016 Plan have an exercise price of at least 100% of the fair market value of the underlying stock on the grant date. The stock options have 10-year contractual terms and generally become exercisable for 25% of the option shares one year from the date of grant and then ratably over the following 36 months. Service-based RSUs granted generally vest 25% of the share units covered by the grant on each of the first through fourth anniversaries of the date of the grant, subject to the continued service of the grantee through each such date. RSUs granted to the Board of Directors vest over one year. PSUs granted generally vest at the end of a three year performance period and the amount of shares that vest are based on the Company's actual performance relative to predefined performance conditions. The Board of Directors has the discretion to use different vesting schedules. As of June 30, 2024, the 2007 Plan continued to remain in effect; however, the Company can no longer grant equity awards under such plans.

The following table summarizes the share-based compensation charges included in the Company's consolidated statements of operations and comprehensive loss (in thousands):

	Years ended June 30,		
	2024	2023	2022
Cost of revenue	$ 1,375	$ 1,439	$ 1,584
Research and development	1,456	1,396	1,371
Selling and marketing	1,905	1,586	2,213
General and administrative	4,748	5,632	5,432
Total	$ 9,484	$ 10,053	$ 10,600

The following table summarizes the share-based compensation charges for the Company's equity awards (in thousands):

	Years ended June 30,		
	2024	2023	2022
Stock options	$ 741	$ 2,011	$ 2,565
Restricted stock units	7,307	7,004	6,160
Performance stock units	386	54	571
Employee stock purchase plan	1,050	984	1,304
Total	$ 9,484	$ 10,053	$ 10,600

Stock Options

The fair value of each option is estimated at the date of grant using the Black-Scholes option pricing formula with the following assumptions:

	Years Ended June 30,		
	2024	2023	2022
Risk–free interest rate	—%	—%	2.71% - 3.21%
Dividend yield	—%	—%	—%
Expected term	—	—	7.30 - 8.94
Expected volatility	—%	—%	54.1% - 57.3%

The Company did not grant any stock options to its employees in the years ended June 30, 2024 and 2023.

Determining Fair Value of Stock Options

The fair value of each grant of stock options was determined by the Company using the methods and assumptions discussed below. Each of these inputs is subjective and generally requires significant judgment to determine. The Company estimates the fair value of its stock options using the Black-Scholes option-pricing model. This fair value is then amortized over the requisite service periods of the awards. The Company estimates the expected term of stock option by taking the average of the vesting term and the contractual term of the option, as illustrated by the simplified method. The expected volatility is derived from the Company's historical stock volatility over a period approximately equal to the expected term of the options. The risk-free interest rate is based on the U.S. Treasury constant maturity rate on the date of grant. The dividend yield assumption is based on the Company's history and expectation of no dividend payouts.

A summary of option activity under the Company's incentive plan is presented below (in thousands except per share and term amounts):

	Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (In Years)	Aggregate Intrinsic Value (1)
Balance at June 30, 2023	5,480	$ 3.40	6.53	$ 3,580
Options granted	—	—		
Options exercised	(90)	$ 2.60		
Options forfeited/expired	(120)	$ 4.19		
Balance at June 30, 2024	5,270	$ 3.40	2.95	$ —
Vested or expected to vest at June 30, 2024	5,270	$ 3.40	2.95	$ -
Exercisable at June 30, 2024	4,792	$ 3.47	2.48	$ —

1. The aggregate intrinsic value represents the total pre-tax intrinsic value, which is computed based on the difference between the exercise price and the closing price of Accuray common stock of $1.82 and $3.87 on June 28, 2024 and June 30, 2023, respectively, The amount represents what would have been received by the option holders had all option holders exercised their options and sold the shares received upon exercise as of that date.

There were no options granted during the years ended June 30, 2024 and 2023. The grant date fair value of options granted during the year ended June 30, 2022 was $0.9 million. The total intrinsic value of options exercised during the year ended June 30, 2024 was not material and the total intrinsic value of options exercised during the year ended June 30, 2022 was $0.3 million. There were no options exercised during the year ended June 30, 2023. The total cash received from option exercises during the year ended June 30, 2024 and June 30, 2022 was $0.3 million and $1.2 million, respectively.

Tax benefits from tax deductions for exercised options and disqualifying dispositions in excess of the deferred tax asset, attributable to share compensation costs for such options, are credited to additional paid-in capital. The benefits are recognized against income taxes. Realized excess tax benefits related to stock options exercises was zero for each of the years ended June 30, 2024, 2023 and 2022.

As of June 30, 2024, there was $0.6 million of unrecognized compensation cost related to unvested stock options, which is expected to be recognized over a weighted average period of 0.9 years.

The following table summarizes information about outstanding and exercisable options at June 30, 2024 (in thousands, except years and exercise price):

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Outstanding	Weighted Average Exercise Price
$1.96 – $2.08	755	7.94	$ 2.05	389	$ 2.05
$2.60 – $2.60	1,439	1.65	$ 2.60	1,439	$ 2.60
$2.96 – $2.96	277	5.67	$ 2.97	277	$ 2.97
$4.10 – $4.10	2,048	0.68	$ 4.10	2,048	$ 4.10
$4.46 – $5.00	751	5.59	$ 4.51	639	$ 4.51
Total outstanding	5,270	2.95	$ 3.40	4,792	$ 3.47

Restricted Stock and Performance Stock

The following table summarizes the activity of RSUs and PSUs (in thousands, except fair value per share):

Unvested Restricted Stock	Restricted Stock Units	Performance Stock Units	Total Number of Shares Underlying Stock Awards	Weighted Average Grant Date Fair Value Per Share
Unvested at June 30, 2023	5,334	2,049	7,383	$ 2.77
Granted	3,697	1,264	4,961	$ 2.62
Vested	(2,376)	(137)	(2,513)	$ 2.85
Cancelled/forfeited	(686)	(363)	(1,049)	$ 2.79
Unvested at June 30, 2024	5,969	2,813	8,782	$ 2.66

Restricted Stock Units

The grant date fair value of the RSUs granted was $9.7 million, $7.2 million and $12.0 million for the years ended June 30, 2024, 2023 and 2022, respectively. The aggregate fair market value of the RSUs that vested during the years ended June 30, 2024, 2023 and 2022, was $5.9 million, $4.5 million and $6.4 million, respectively. As of June 30, 2024, there was $11.3 million of unrecognized compensation cost related to the RSUs, which is expected to be recognized over a weighted average period of 1.5 years.

Performance Stock Units

The grant date fair value of PSUs granted was $3.3 million, $2.4 million and $3.7 million for the years ended June 30, 2024, 2023 and 2022, respectively. The aggregate fair value of the PSUs that vested during the year ended June 30, 2024, was $0.4 million. There were no PSUs that vested during the years ended June 30, 2023 and 2022. As of June 30, 2024, there was $2.6 million of unrecognized compensation cost related to the PSUs, which is expected to be recognized over a weighted average period of 2.0 years.

Employee Stock Purchase Plan

Under the Company's Amended and Restated 2007 Employee Stock Purchase Plan, or ESPP, qualified employees are permitted to purchase the Company's common stock at 85% of the lower of the fair market value of the common stock on the commencement date of each six month offering period, or the fair market value on the specified purchase date. Employees' payroll deductions may not exceed 10% of their salaries. Employees may purchase up to 2,500 shares per each six month offering period, provided that the value of the shares purchased in any calendar year may not exceed $25,000, as calculated pursuant to the purchase plan.

The Company estimates the fair value of ESPP shares at the date of grant using the Black-Scholes option pricing model. The weighted average assumptions were as follows:

	Years Ended June 30,		
	2024	2023	2022
Risk–free interest rate	5.05% - 5.39%	4.65% - 5.44%	0.10% - 2.16%
Dividend yield	—%	—%	—%
Expected term	0.5 - 1.0	0.5 - 1.0	0.5 - 1.0
Expected volatility	37.22% - 61.48%	38.98% - 61.09%	35.49% - 54.33%

The risk-free rate for the expected term of the ESPP option was based on the U.S. Treasury constant maturity rate for each offering period; expected volatility was based on the historical volatility of the Company's common stock; and the expected term was based upon the offering period of the ESPP.

The Company issued 1.1 million, 1.3 million and 1.1 million shares under the ESPP during fiscal 2024, 2023 and 2022, respectively, at a weighted average purchase price per share of $1.79, $1.75 and $2.51, respectively. As of June 30, 2024, total unrecognized compensation cost related to the ESPP plan was $0.7 million, which the Company expects to recognize over a weighted average period of 0.9 years.

Common Stock Available For Issuance

In November 2023, the Company's stockholders approved amending and restating the 2016 Plan to increase the number of shares of the Company's common stock available for issuance by 5.0 million shares. At June 30, 2024, the Company had 2.5 million shares of common stock reserved for issuance under the stock incentive plans and 3.8 million shares of common stock reserved for issuance under the employee stock purchase plan.

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Joint Venture

Equity Method Investments and Joint Ventures [Abstract]

Joint Venture

12 Months Ended
Jun. 30, 2024

Note 11. Joint Venture

In January 2019, the Company's wholly-owned subsidiary, Accuray Asia Limited ("Accuray Asia"), entered into an agreement with CNNC High Energy Equipment (Tianjin) Co., Ltd. (the "CIRC

Subsidiary"), a wholly-owned subsidiary of China Isotope & Radiation Corporation, to form a joint venture, CNNC Accuray (Tianjin) Medical Technology Co. Ltd. (the "JV"), to manufacture and sell radiation oncology systems in China. As of June 30, 2024, the Company owned a 49% interest in the JV, which is reported as an investment in joint venture on the Company's consolidated balance sheets.

The Company applies the equity method of accounting to its ownership interest in the JV as the Company has the ability to exercise significant influence over the JV but lacks controlling financial interest and is not the primary beneficiary. The Company recognizes the 49% proportionate share of the JV income or loss on a one-quarter lag due to the timing of the availability of the JV's financial records. The Company recognizes revenue on sales to the JV in the current period of control transfer, eliminating a portion of profit to the extent goods sold have not been sold through by the JV to an end customer by the end of each reporting period.

The following table shows the reconciliation between the carrying value of the Company's investment in the JV and its proportional share of the underlying equity in net assets of the JV (in thousands):

	June 30, 2024	June 30, 2023
Carrying value of investment in joint venture	$ 9,826	$ 15,128
Deferred intra-entity profit margin	9,835	5,737
Equity method goodwill	(4,720)	(4,720)
Proportional share of equity investment in joint venture	$ 14,941	$ 16,145

As of June 30, 2024, the Company's carrying value of the investment in the JV for the Company's proportional share of the JV's currency translation adjustment was decreased by $0.6 million. In June 2024, the JV declared a $2.5 million dividend to the Company payable in fiscal year 2025. The Company recorded this dividend as a reduction to its carrying value in the JV. At June 30, 2023, the Company's carrying value of the investment in the JV was increased for the Company's proportional share of the investee's currency translation adjustment was not material. No impairment was identified as of June 30, 2024 and June 30, 2023.

Summarized financial information of the JV is as follows (in thousands):

Statement of Operations Data:	Twelve Months Ended March 31, 2024	Twelve Months Ended March 31, 2023	Twelve Months Ended March 31, 2022
Revenue	$ 114,942	$ 109,097	$ 55,190
Gross profit	$ 22,137	$ 21,522	$ 15,915
Net income	$ 3,750	$ 5,280	$ 422
Net income attributable to the Company	$ 1,838	$ 2,572	$ 241

Summarized Balance Sheet Data:	As of March 31, 2024	As of March 31, 2023
Assets		
Current assets	$ 102,500	$ 87,662
Non current assets	12,425	16,504
Total assets	$ 114,925	$ 104,166
Liabilities and Stockholders' Equity		
Current liabilities	$ 79,300	$ 70,189
Non current liabilities	113	398
Stockholder's equity	35,512	33,579
Total liabilities and stockholders' equity	$ 114,925	$ 104,166

The following table shows the activity of the Company's deferred intra-entity profit margin from sales to the JV (in thousands):

	Years Ended June 30, 2024	2023	2022
Deferred intra-entity profit margin recognized on sales to the JV	$ 9,061	$ 10,436	$ 4,007
Deferred intra-entity profit margin on sales to the JV	(13,159)	(10,718)	(7,307)
Net deferred profit margin on sales to the JV [1]	$ (4,098)	$ (282)	$ (3,300)

(1) Profit earned by the Company from the JV is eliminated through cost of goods sold until it is realized; such profits would generally be considered realized when the inventory has been sold through to third parties.

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Income Taxes

12 Months Ended
Jun. 30, 2024

Income Tax Disclosure [Abstract]

Income Taxes

Note 12. Income Taxes

Loss before provision for income taxes on the accompanying statements of operations and comprehensive loss included the following components (in thousands):

	Years Ended June 30, 2024	2023	2022
Domestic	$ (25,184)	$ (17,489)	$ (14,092)
Foreign	13,364	10,701	12,090
Total loss before provision for income taxes	$ (11,820)	$ (6,788)	$ (2,002)

The provision for income taxes consisted of the following (in thousands):

	Years Ended June 30, 2024	2023	2022
Current:			
Federal	$ —	$ —	$ —
State	133	—	25
Foreign	2,190	2,036	1,535
Total current	$ 2,323	$ 2,036	$ 1,560
Deferred:			
Federal	—	—	—
State	—	—	—
Foreign	1,402	456	1,785
Total deferred	1,402	456	1,785
Total provision for income taxes	$ 3,725	$ 2,492	$ 3,345

A reconciliation of income taxes at the statutory federal income tax rate to the provision for income taxes included in the accompanying consolidated statements of operations and comprehensive loss is as follows (in thousands):

	Years Ended June 30, 2024	2023	2022
U.S. federal taxes (benefit):			
At federal statutory rate	$ (2,482)	$ (1,426)	$ (420)
State tax, net of federal benefit	133	—	25
Share-based compensation expense	629	1,189	592
Research and development credits	(209)	(1,181)	(415)
Foreign taxes	(167)	(164)	(948)
Deferred tax on foreign earnings	952	408	1,730
Global intangible low-taxed income	1,335	927	2,124
Change in valuation allowance	3,202	2,546	502
Other non-deductible permanent items	332	193	252
Other	—	—	(97)
Total provision for income taxes	$ 3,725	$ 2,492	$ 3,345

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's net deferred tax assets (liabilities) were as follows (in thousands):

	June 30, 2024	2023
Deferred tax assets:		
Federal and state net operating losses	$ 66,463	$ 69,157
Accrued expenses and reserves	4,523	7,083
Lease liability	6,332	5,401
Deferred revenue	3,269	4,275
Research and development credits	26,669	26,425
Share-based compensation expense	1,405	1,367
Capitalized research and development	19,464	13,042
Unicap	541	587
Fixed assets/intangibles	644	946
Section 163(j) interest	2,776	1,702
Other	6	245
Total deferred tax assets	132,092	130,230

Deferred tax liabilities:		
Contract acquisition costs	(1,228)	(1,602)
Right of use assets	(5,288)	(4,941)
Deferred tax on foreign earnings	(2,499)	(1,547)
Total deferred tax liabilities	(9,015)	(8,090)
Valuation allowance	(125,944)	(123,528)
Net deferred tax liabilities	$ (2,867)	$ (1,388)

As of June 30, 2024, the Company had $281.9 million and $124.5 million in federal and state net operating loss carryforwards, respectively. The federal and state carryforwards expire in varying amounts beginning in 2029 for federal and 2025 for state purposes.

In addition, as of June 30, 2024, the Company had federal and state research and development tax credits of $28.4 million and $22.8 million, respectively. If not utilized, the federal research credits will begin to expire in 2025, the California research credits have no expiration date and the other state research credits will begin to expire in 2025.

Under the Internal Revenue Code ("IRC") Sections 382 and 383, annual use of our net operating loss and research tax credit carryforwards to offset taxable income may be limited based on cumulative changes in ownership. Although ownership changes have occurred in the prior years, the carryovers should be available for utilization by the Company before they expire, provided the Company generates sufficient future taxable income. An analysis of the impact of this provision through March 31, 2022 has been performed and it was determined that no ownership change has occurred after December 2009.

Based on the available objective evidence and history of losses, the Company has established a 100% valuation allowance against its combined domestic net deferred tax assets because of uncertainty surrounding the realization of such deferred tax assets.

Certain income earned by controlled foreign corporations ("CFCs") must be included currently in the gross income of the CFCs United States shareholder. The income required to be included in gross income is referred to as global intangible low tax income ("GILTI") and is defined under IRC Section 951A as the excess of the shareholder's net CFC tested income over the net deemed tangible income return. The GILTI inclusion amount has been absorbed by net operating loss carryforwards. The Company has made a policy decision to record GILTI tax as a current-period expense when incurred.

One of the provisions under the Tax Cuts and Jobs Act that became effective in tax years beginning after December 31, 2021 required the capitalization and amortization of research and experimental expenditures. The change in this United States tax law did not have an impact on the Company's consolidated financial statements. The Company will continue to evaluate the impact of this tax law change on future periods.

At June 30, 2024, the Company has $2.5 million of deferred tax liability related to withholding tax expected to be paid on the remittance of unrepatriated distributable reserves in France, Japan and Switzerland. At June 30, 2024, the Company has undistributed earnings of certain foreign subsidiaries of $14.7 million that it has indefinitely invested, and on which it has not recognized deferred taxes.

The aggregate changes in the balance of gross unrecognized tax benefits were as follows (in thousands):

	Years Ended June 30,		
	2024	2023	2022
Balance at beginning of year	$ 21,565	$ 19,810	$ 18,765
Tax positions related to current year:			
Additions	1,064	1,692	1,222
Tax positions related to prior years:			
Additions	—	652	61
Reductions	(585)	(589)	(238)
Balance at end of year	$ 22,044	$ 21,565	$ 19,810

The calculation of unrecognized tax benefits involves dealing with uncertainties in the application of complex global tax regulations. Management regularly assesses the Company's tax positions with respect to legislative, bilateral tax treaty, regulatory and judicial developments in the countries in which the Company does business. The reduction in prior year's tax positions primarily relates to lapses of applicable statutes of limitations. The Company anticipates there will be no material changes in uncertain tax positions in the next 12 months. As of June 30, 2024, the amount of gross unrecognized tax benefits was $22.0 million, of which $21.6 million would not affect income tax expense before consideration of any valuation allowance.

The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. As of June 30, 2024 and 2023, the Company's cumulative accrued interest and penalties related to uncertain tax positions, was not material.

The Company files income tax returns in the United States federal, various states, and foreign jurisdictions. Due to tax attributes being carried forward and utilized during open years, the statute of limitations remains open for the U.S. federal jurisdiction and domestic states for tax years from 2002 and forward. The statutes of limitation with respect to the foreign jurisdictions where the Company files income tax returns vary from jurisdiction to jurisdiction and range from 3 to 10 years and the material foreign jurisdictions are France, Switzerland and Japan.

The Company is also subject to examination of its income tax returns by the Internal Revenue Service ("IRS") and other foreign tax authorities, and in some cases the Company has received additional tax assessments which have not been significant. The Company is under audit by the Indian tax authorities for the fiscal year 2021 and 2023 and we do not expect a material impact on the consolidated financial statements.

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Retirement Plans

Defined Benefit Pension Obligation Disclosure [Abstract]

Retirement Plans

12 Months Ended
Jun. 30, 2024

Note 13. Retirement Plans

Employee Benefit Plan

The Company's employee savings and retirement plan is qualified under Section 401(k) of the United States Internal Revenue Code. Employees may make voluntary, tax-deferred contributions to the 401(k) Plan up to the statutorily prescribed annual limit. The Company makes discretionary matching contributions to the 401(k) Plan on behalf of employees up to the limit determined by the Board of Directors. The Company contributed $2.1 million, $2.2 million and $2.3 million to the 401(k) Plan during the years ended June 30, 2024, 2023 and 2022, respectively.

Defined Benefit Pension Obligation

The Company has established a defined benefit pension plan for its employees in its Switzerland subsidiary. The plan provides benefits to employees upon retirement, death or disability. The Company uses June 30 as the year-end measurement date for this plan.

Obligations and Funded Status

The following table presents the funded status of the defined benefit pension plan (in thousands):

	June 30,	
	2024	2023
Change in benefit obligation:		
Benefit obligation—beginning of fiscal year	$ 19,388	$ 17,453
Service cost	1,245	1,241
Interest cost	381	336
Plan participants' contributions	3,548	2,486
Actuarial loss	2,236	389
Foreign currency changes	(124)	1,205
Settlements	(2,434)	(3,542)
Benefit and expense payments	(181)	(180)
Benefit obligation—end of fiscal year	$ 24,059	$ 19,388
Change in plan assets:		
Plan assets—beginning of fiscal year	$ 18,761	$ 17,350
Employer contributions	1,265	1,295
Actual return on plan assets	467	179
Plan participants' contributions	3,548	2,486
Foreign currency changes	(97)	1,173
Settlements	(2,434)	(3,542)
Benefit and expense payments	(181)	(180)
Plan assets—end of fiscal year	$ 21,329	$ 18,761
Funded status	$ (2,730)	$ (627)
Amounts recognized within the consolidated balance sheets:		
Long-term other liabilities	$ (2,730)	$ (627)
Net amount recognized	$ (2,730)	$ (627)

The following table presents the amounts recognized in accumulated other comprehensive income (loss) (before tax) for the defined benefit pension plan (in thousands):

	June 30,	
	2024	2023
Net actuarial gain	$ 428	$ 2,559
Prior service credit	127	195
Total recognized in accumulated other comprehensive income (loss)	$ 555	$ 2,754

The following table presents the projected benefit obligation, accumulated benefit obligation and fair value of plan assets for this defined benefit pension plan where accumulated benefit obligation exceeded the fair value of plan assets (in thousands):

	June 30,	
	2024	2023

Projected benefit obligation	$ 24,059	$ 19,388
Accumulated benefit obligation	$ 20,946	$ 16,807
Fair value of plan assets	$ 21,329	$ 18,761

Components of Net Periodic Benefit Cost and Other Amounts Recognized in Other Comprehensive Loss

The following table shows the components of the Company's net periodic benefit costs and the other amounts recognized in other comprehensive loss, before tax, related to the Company's defined benefit pension plan (in thousands):

	Year ended June 30,		
	2024	2023	2022
Net Periodic Benefit Costs:			
Service cost	$ 1,245	$ 1,241	$ 1,513
Interest cost	381	336	75
Expected returns on assets	(284)	(176)	(144)
Amortization of prior service cost (credit)	(24)	(23)	54
Amortization of net gain	(92)	(207)	—
Gain on settlement	(65)	(518)	—
Net periodic benefit costs	1,161	653	1,498
Other Amounts Recognized in Other Comprehensive Loss:			
Net (gain) loss arising during the year	2,019	406	(3,584)
Prior service cost (credit)	24	24	(53)
Amortization of prior service cost (credit)	—	—	(678)
Amortization of net gain	91	217	—
Effect of settlement	65	546	4
Total recognized in other comprehensive (gain) loss	2,199	1,193	(4,311)
Total recognized in net periodic benefit costs and other comprehensive income (loss)	$ 3,360	$ 1,846	$ (2,813)

The amounts in accumulated other comprehensive loss that are expected to be recognized as components of net periodic benefit cost during fiscal year 2025 related to the Company's defined benefit pension plan are as follows (in thousands):

	2025
Net loss	$ —
Prior service cost	24
Accumulated other comprehensive income	$ 24

Assumptions

The assumptions used to determine net periodic benefit cost and to compute the expected long-term return on assets for the Company's defined benefit pension plan were as follows:

	Fiscal Years		
	2024	2023	2022
Net Periodic Benefit Costs:			
Discount rate	1.30%	1.95%	1.90%
Rate of compensation increase	1.75%	1.75%	1.75%
Expected long-term return on assets	1.50%	1.50%	1.00%

The assumptions used to measure the benefit obligation for the Company's defined benefit pension plan were as follows:

	June 30,	
	2024	2023
Benefit Obligation:		
Discount rate	1.30%	1.95%
Rate of compensation increase	1.75%	1.75%

Contributions and Future Benefit Payments

The Company made contributions of approximately $1.3 million, $1.3 million and $1.2 million to the defined benefit pension plan during fiscal years 2024, 2023 and 2022, respectively. The Company expects total contributions to the defined benefit pension plan for fiscal year 2025 will be approximately $1.3 million.

Estimated future benefit payments expected to be paid by the defined benefit pension plan at June 30, 2024 are as follows (in thousands):

Year Ending June 30,	Future Benefits
2025	$ 1,183
2026	1,436
2027	1,265
2028	1,318
2029	1,649
Thereafter	9,558
Total estimated future benefit payments	$ 16,409

Plan Assets

The plan assets are invested in insurance contracts with Copré Collective Foundation based in Lausanne, Switzerland at the end of fiscal years 2024 and 2023. In fiscal 2024 and 2023, the risks of death and disability are reinsured with Zurich Life Insurance. The Copré Foundation for Occupational Benefits ("Copré Foundation") defines and is responsible for the asset strategy and invests the plan assets for the Company. The Copré Foundation invests the plan assets in insurance contracts which can be measured at Level 2 in the fair value hierarchy. In fiscal 2024 and 2023, the expected interest rate for mandatory retirement savings was 1.5% and 1.0%, respectively. The technical administration and management of the savings account are guaranteed by the Copré Foundation. Insurance benefits due are paid directly to the entitled persons by the Copré Foundation. Accuray International Sàrl has committed itself to pay the annual contributions and costs due under the pension fund regulations.

The contract of affiliation between the Company and the Copré Collective Foundation can be terminated by either side. In the event of a termination, recipients of retirement and survivors' benefits would remain with the collective foundation. The Company commits itself to transfer its active insured members and recipients of disability benefits to the new employee benefits institution, thus releasing the Copré Collective Foundation from all obligations.

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Segment Disclosure

Segment Reporting [Abstract]
Segment Disclosure

12 Months Ended
Jun. 30, 2024

Note 14. Segment Disclosure

The Company has one operating and reporting segment (oncology systems group), which develops, manufactures and markets proprietary medical devices used in radiation therapy for the treatment of cancer patients. The Company's Chief Executive Officer, its Chief Operating Decision Maker, reviews financial information presented on a consolidated basis for purposes of making operating decisions and assessing financial performance. The Company does not assess the performance of its individual product lines on measures of profit or loss, or asset based metrics. Therefore, the information below is presented only for revenues and long-lived tangible assets by geographic areas.

Disaggregation of Revenues

The Company disaggregates its revenues from contracts by geographic region, as the Company believes this best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by economic factors. The Company reports its customer revenues in four geographic regions: the Americas, EIMEA, Asia Pacific and Japan. The Americas region primarily includes the United States, Canada, and Latin America. The EIMEA region includes Europe, India, the Middle East and Africa. The Asia Pacific region consists of Asia, Australia and New Zealand.

Additionally, the Company typically recognizes revenue at a point in time for product revenue and recognizes revenue over time for service revenue. Revenues attributed to a country or region are based on the shipping addresses of the Company's customers.

The following summarizes revenue by geographic region (in thousands):

	Years ended June 30,		
	2024	2023	2022
Americas	$ 90,156	$ 122,335	$ 126,005
EIMEA	168,611	155,879	134,640
China	103,412	75,762	86,935
Japan	55,682	61,962	53,376
Asia Pacific, excluding China	28,690	31,667	28,953
Total net revenues	$ 446,551	$ 447,605	$ 429,909

The following summarizes countries that represent more than ten percent of the Company's revenues (in thousands):

	Years ended June 30,		
	2024	2023	2022
United States	18%	24%	26%
China	23%	17%	20%

Japan	12%	14%	12%
Rest of world	47%	45%	42%
Total net revenues	100%	100%	100%

Disaggregation of long-lived assets

Information regarding geographic areas in which the Company has long-lived assets, which consists of property, plant and equipment, net, and operating lease right-of-use assets are as follows (in thousands):

	June 30, 2024	June 30, 2023
Americas	$ 46,570	$ 41,569
EIMEA	9,327	3,074
China	1,211	539
Japan	1,304	1,096
Asia Pacific, excluding China	135	501
Total long-lived assets	$ 58,547	$ 46,779

Property and equipment, net and operating lease right-of-use assets in the Americas region are located in the United States.

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Subsequent Events

12 Months Ended
Jun. 30, 2024

Subsequent Events [Abstract]

Subsequent Events

Note 15. Subsequent Events

On September 12, 2024, the Company entered into the Fourth Amendment (as defined in Item 9B(a) of this Annual Report on Form 10-K) to (i) change the requirements of certain financial maintenance covenants under the Credit Agreement for the fiscal quarter ending September 30, 2024, (ii) add a minimum liquidity covenant to the Credit Agreement and (iii) reduce the available revolving commitments available under the Credit Agreement to no more than $20.0 million.

The Company has evaluated subsequent events through the filing of this Annual Report on Form 10-K and determined that there are no additional events that would require adjustments to its disclosures in the consolidated financial statements.

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The Company and its Significant Accounting Policies (Policies)

12 Months Ended
Jun. 30, 2024

Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]

Basis of Presentation and Principles of Consolidation

Basis of Presentation and Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation. The accompanying consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles ("U.S. GAAP"), pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC").

Reclassifications

Reclassifications

Certain amounts in the notes to consolidated financial statements have been reclassified to conform to current year presentation. Such reclassifications had no impact on the Company's consolidated financial statements.

Risks and Uncertainties

Risks and Uncertainties

The Company is subject to risks and uncertainties caused, directly or indirectly, by events with significant geopolitical and macroeconomic impacts, including, but not limited to, inflation; actions taken to counter inflation, including rising interest rates; foreign currency exchange rate fluctuations; uncertainty and volatility in the banking and financial services sector; tightening credit markets; geopolitical concerns, such as the Russia-Ukraine and Israel-Hamas conflicts and increasing tension between China and the U.S., including with respect to Taiwan; uncertainty caused by the China anti-corruption campaign and timing of the China stimulus program; the upcoming U.S. presidential election; and other factors that may emerge. In particular, the Company is also continuing to navigate supply chain and inflation challenges, and adverse foreign currency exchange rate fluctuations, all of which continues to be a significant headwind that affects the Company's results of operations.

The Company expects that the business of its customers and its own business will continue to be adversely impacted, directly or indirectly, by these macroeconomic and geopolitical issues. Delays in deliveries and installations that originated from the COVID-19 pandemic and its effects on the global economic environment may continue, to some degree, through the remainder of calendar year 2024, which could have a negative impact on our revenue during such period. In addition, ongoing supply chain challenges and logistics costs, including difficulties in obtaining a sufficient supply of component materials and increased component costs, have adversely affected the Company's gross margins and net income (loss), and the Company's current expectations are that gross margins and net income (loss) will continue to be adversely affected by increased material costs and freight and logistic expenses through at least the remainder of calendar year 2024, if not longer. In addition, the Company expects inflation and the ongoing supply chain challenges and logistics costs to impact its cash from operations through at least the remainder of calendar year 2024, if not longer. In addition, reduced budgets and lower capital deployment priority for radiotherapy equipment, along with longer customer installation timelines, in the United States have negatively impacted our revenue during fiscal year 2024, and we expect this will continue to have an impact through fiscal year 2026. Furthermore, certain parts required for the manufacturing and servicing of the Company's products, such as electronic components, are scarce and could be difficult to source, even at increased prices, if the supplier were adversely affected by macroeconomic and geopolitical issues. If such parts become unavailable to the Company, it would not be able to manufacture or service our products, which would adversely impact revenue, gross margins, and net income (loss). The extent of the ongoing impact of these macroeconomic events on our business, our markets and on global economic activity, however, is uncertain and the related financial impact cannot be reasonably estimated with any certainty at this time. The Company's past results may not be indicative of its future performance, and historical trends, including conversion of backlog to revenue, income (loss) from operations, net income (loss), net income (loss) per share and cash flows may differ materially.

The Company continues to critically review its liquidity and anticipated capital requirements in light of the significant uncertainty created by geopolitical and macroeconomic conditions. Based on the Company's cash and cash equivalents balance, available debt facilities, current business plan and revenue prospects, the Company believes that it will have sufficient cash resources and anticipated cash flows to fund its operations for at least the next 12 months. The Company, however, is unable to predict with certainty the impact of geopolitical and macroeconomic conditions, including its effect on the global supply chain, inflation and foreign currency exchange rates, will have on its ability to maintain compliance with the debt covenants contained in the credit agreement related to its Credit Facilities (the "Credit Agreement"), including financial covenants regarding the consolidated fixed charge coverage ratio and consolidated senior net leverage ratio. On April 25, 2024, the Company entered into a Third Amendment (the "Third Amendment") to the Credit Agreement to update the calculation of Consolidated EBITDA (as defined in the Credit Agreement) to maintain compliance with the debt covenants as of March 31, 2024. The Company was in compliance with such covenants at June 30, 2024. Failing to comply with the covenants to the Credit Agreement, as amended, could adversely affect the Company's ability to finance its future operations or capital needs, withstand a future downturn in its business or the economy in general, engage in business activities, including future opportunities that may be in its interest, and plan for or react to market conditions or otherwise execute its business strategies. The Company's ability to comply with the covenants and other terms governing the Credit Facilities will depend in part on its future operating performance. In addition, because substantially all of the Company's assets are pledged as a security under the Credit Facilities, if the Company is not able to cure any default or repay outstanding borrowings, such assets are subject to the risk of foreclosure by the Company's lenders. Failure to meet the covenant requirements in the future could cause the Company to be in default and the maturity of the related debt could be accelerated and become immediately payable. This may require the Company to obtain waivers or additional amendments to the Credit Agreement in order to maintain compliance and there can be no certainty that any such waiver or amendment will be available, or what the cost of such waiver or amendment, if obtained, would be. If the Company is unable to obtain necessary waivers or amendments and the debt under such credit facility is accelerated, the Company would be required to obtain replacement financing at prevailing market rates, which may not be favorable to the Company. There is no guarantee that the Company would be able to satisfy its obligations if any of its indebtedness is accelerated.

Use of Estimates

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosures at the date of the financial statements. The Company assessed certain accounting matters that generally require consideration of forecasted financial information in context with the information reasonably available to the Company. Actual results could differ materially from those estimates.

Foreign Currency

Foreign Currency

The Company's international subsidiaries use their local currencies as their functional currencies. For those subsidiaries, assets and liabilities are translated at exchange rates in effect at the balance sheet date and income and expense accounts at the average exchange rate. Resulting translation adjustments are excluded from the determination of net income or loss and are recorded in accumulated other comprehensive income (loss) as a separate component of stockholders' equity. Net foreign currency exchange transaction gains or losses are included as a component of other expense, net, in the Company's consolidated statements of operations and comprehensive income (loss).

Cash, Cash Equivalents and Restricted Cash

Cash, Cash Equivalents and Restricted Cash

The Company considers currency on hand, demand deposits, time deposits, and all highly liquid investments with an original maturity of three months or less at the date of purchase to be cash and cash equivalents. Cash and cash equivalents are held in various financial institutions in the United States and internationally.

Restricted cash primarily consists of cash held in bank accounts which are under the control of the lender to the Credit Facilities, certificates of deposit held as guarantees in connection with customer contracts and corporate leases, and funds held as guarantees for Value-Added Tax ("VAT") obligations in a foreign jurisdiction.

Fair Value Measurements

Fair Value Measurements

The carrying values of the Company's financial instruments including cash equivalents, restricted cash, accounts receivable, and accounts payable, are approximately equal to their respective fair values due to the relatively short-term nature of these instruments. The Company's Credit Facilities approximated fair value due to variable interest rate charged on the borrowings, which reprice frequently. See Note 7, *Fair Value Measurements*, of the notes to consolidated financial statements for further information.

Concentration of Credit Risk and Other Risks and Uncertainties

Concentration of Credit Risk and Other Risks and Uncertainties

The Company's cash and cash equivalents are primarily deposited with several major financial institutions. At times, deposits in these institutions exceed the amount of insurance provided on such deposits. The Company has not experienced any losses in such accounts and believes that it is not exposed to any significant risk on these balances.

The Company had one customer that represented 10% or more of total net revenue for the years ended June 30, 2024, 2023, and 2022, respectively. The Company had one customer as of June 30, 2024 and June 30, 2023, respectively, that accounted for more than 10% of accounts receivable, net.

Single-source suppliers presently provide the Company with several components. In most cases, if a supplier was unable to deliver these components, the Company believes that it would be able to find other sources for these components subject to any regulatory qualifications, if required.

Accounts Receivable

Accounts Receivable

Accounts receivable consist of amounts billed and unbilled from customers and are recorded at the invoiced amount. The Company performs ongoing credit evaluations of its customers and maintains reserves for potential credit losses based upon the expected collectability of all accounts receivable. Accounts receivable are deemed past due in accordance with the contractual terms of the agreement. The Company writes off accounts receivable when they are determined to be uncollectible.

Inventories

Inventories

Inventories are stated at the lower of cost (on a first-in, first-out basis) or net realizable value. Excess and obsolete inventories are written down based on historical sales and forecasted demand, as judged by management.

Revenue Recognition

Revenue Recognition

The Company’s revenue consists of product revenue resulting from the sale of systems, system upgrades and service revenue. The Company accounts for a contract with a customer when there is a legally enforceable contract between the Company and its customer, the rights of the parties are identified, the contract has commercial substance, and collectability of the contract consideration is probable. The Company’s revenues are measured based on the consideration specified in the contract with each customer, net of any discounts and taxes collected from customers that are remitted to government authorities.

The Company’s revenue is primarily derived from sales of CyberKnife and TomoTherapy platforms and services, which include post-contract customer support (“PCS”), installation services, training and other professional services.

The majority of the Company's revenue arrangements consist of multiple performance obligations, which can include system, upgrades, installation, training, services, construction, and consumables. For bundled arrangements, the Company accounts for individual products and services separately if a product or service is separately identifiable from other items in the bundled package and if a customer can benefit from it on its own or with other resources that are readily available to the customer.

The Company’s products are generally sold without a right of return, and the Company’s contracts generally provide a fixed transaction price. The Company may offer incentives in the form of discounts, including volume system discounts,

which are included in the contract and used to calculate the final fixed price of the arrangement. These discounts may pertain to all performance obligations in a specific contract or may be allocated to a specific performance obligation. The Company reviews payment terms extending beyond one year. If it is determined that a material financing component exists, we recognize this as interest income over time. The Company applies the practical expedient to not adjust for a material financing component if the gap between payment and delivery was expected, at the contract inception, to be less than one year.

The Company offers customers the opportunity to trade in their older systems for a discount off the purchase of a new system. The Company generally does not provide specific trade-in prices or upgrade rights at the time of purchase of the original system. Trade-in or upgrade transactions are based on the fair value of the products when sold and are separately negotiated, taking into consideration circumstances existing at the time the trade-in or upgrade is delivered. Accordingly, implied trade-ins and upgrades discounts are not considered separate performance obligations in system sales agreements. During fiscal years 2024, 2023 and 2022, no fair value has been assigned to any of the systems that were traded-in.

The stand-alone selling price ("SSP") of performance obligations is determined based on observable prices at which the Company separately sells the products and services. If the SSP is not directly observable, then the Company estimates the SSP considering market conditions, entity-specific factors, and information about the customer or class of customer that is reasonably available. The contract consideration allocation is based on the SSP at contract inception and updated should a significant contract modification occur. The consideration (net of any discounts) is allocated among separate products and services in a bundle based on their relative SSPs. Contract modifications typically add additional goods or services or change pricing. For such modifications, the most recent SSP is used for reallocation to the remaining performance obligations.

The Company recognizes revenue for certain performance obligations at the point in time when control is transferred, such as the delivery and right to use the products and upgrades occurs. Service revenue is recognized over the term of the service period as the customer benefits from the services throughout the service period. Revenue related to services that are not part of a service contract and performed on a time-and-materials basis are recognized when performed. Service contracts comprise a single stand-ready performance obligation satisfied over time as our customers simultaneously receive and consume benefits from the Company's performance. This performance obligation constitutes a series of services that are substantially the same and provided over time using the same measure of progress. Revenues derived from these arrangements are recognized over time using an output method based upon the passage of time as this provides a faithful depiction of the pattern of transfer of control.

The Company recognizes an asset for the incremental costs of obtaining a contract with a customer when the Company expects to generate future economic benefits from the related revenue-generating contracts. The Company capitalizes incremental contract acquisition costs, and amortizes such costs over a five year period, the period which the Company expects to benefit, based on historical service renewal rates, and expectations of future customer renewals. Most of the Company’s contract costs are associated with its internal sales force compensation program and a portion of its employee bonus program. The Company capitalizes and amortizes the incremental costs of obtaining a contract, primarily related to certain bonuses and sales commissions. The capitalized bonuses and sales commissions are amortized over a period of five years commencing upon the initial transfer of control of the system to the customer. The pattern of amortization is commensurate with the pattern of transfer of control of the performance obligations to the customer. The amortization of these contract assets is included in cost of sales, research and development, sales and marketing, and general and administrative expenses based on department headcount allocations in the consolidated statements of operations. The Company elected to use the practical expedient and expense as incurred commissions related to service renewals and upgrades because the amortization period is one year or less.

The Company invoices its customers based on the billing schedules in its sales arrangements. Payment terms vary from 30 to 90 days, or longer, from the date of invoice. Contract assets for the periods presented primarily represent the difference between the revenue that was recognized based on the relative standalone selling price of the related performance obligations satisfied, and the contractual billing terms. Deferred revenue for periods presented primarily relates to service contracts where the service fees are billed up-front, generally quarterly or annually, prior to services being performed. The associated deferred revenue is generally recognized over the term of the service period. The Company did not have any significant impairment losses on its contract assets for any period presented.

Deferred Revenue and Customer Advances

Deferred Revenue and Customer Advances

Deferred revenue represents the amount billed under an arrangement in excess of the amount of revenue recognized. It primarily consists of unfulfilled obligations from open contracts for which performance has already started including short-shipped items, deferred warranty, training, maintenance services and other unperformed or incomplete performance obligations. Service contracts outside of the warranty period, for maintenance services, in general, are considered month-to-month contracts. Deferred revenue includes deferred warranty expected to be recognized over the remaining warranty period for systems already installed.

Customer advances represent payments made by customers in advance of product shipment per the agreed upon contract terms.

Property and Equipment

Property and Equipment

Property and equipment are stated at cost and are depreciated using the straight-line method over the estimated useful lives of the related assets. Leasehold improvements are depreciated on a straight-line basis over the remaining term of the lease or the estimated useful life of the asset, whichever is shorter. Machinery and equipment are depreciated over five years. Furniture and fixtures are depreciated over four years. Computer and office equipment and computer software are depreciated over three years. Repairs and maintenance costs, which are not considered improvements and do not extend the useful life of the property and equipment, are expensed as incurred.

Software Capitalization Costs

Software Capitalization Costs

Costs for the development of new software products and the substantial enhancements to existing software products for internal use are capitalized when it is considered probable that the software will be fully developed and used to perform its intended function. Capitalized costs for the development of internal use software are included in property, plant and equipment, net on the consolidated balance sheets. Capitalized costs for internal use software are amortized on a straight-line basis over its estimated useful life, which is generally five years. Costs related to the preliminary project stage, post-implementation, training and maintenance are expensed as incurred.

Costs for the development of software the Company plans to sell, lease or market on its own or as part of another product is capitalized once technological feasibility is achieved. The Company will capitalize costs until the product is ready to be sold, at which time, it will amortize the capitalized costs over the estimated useful life. Costs for the development of software the Company plans to sell is recorded in Other assets on the consolidated balance sheets.

Impairment of Long-Lived Assets

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including intangible assets, equity method investment in the JV, property and equipment, for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable using pretax undiscounted cash flows. Impairment, if any, is measured as the amount by which the carrying value of a long-lived asset exceeds its fair value.

Goodwill

Goodwill

Goodwill is not amortized but is evaluated for impairment on an annual basis and when impairment indicators are present. The Company has assessed that it has one operating segment and one reporting unit, and the consolidated net assets, including existing goodwill and other intangible assets, are considered to be the carrying value of the reporting unit. The Company estimates the fair value of the reporting unit based on the Company’s closing stock price on the trading day closest to the annual review date multiplied by the outstanding shares on that date. If the carrying value of the reporting unit is in excess of its fair value, an impairment may exist, and the Company must perform the second step of the analysis, in which the estimated fair value of the goodwill is compared to its carrying value to determine the impairment charge, if any. If the estimated fair value of the reporting unit exceeds the carrying value of the reporting unit, goodwill is not impaired and no further analysis is required. There was no impairment of goodwill identified in the fiscal years ended June 30, 2024, 2023 and 2022.

Shipping and Handling

Shipping and Handling

The Company’s billings for shipping and handling for product shipments to customers are included in cost of products. Shipping and handling costs incurred for inventory purchases are capitalized in inventory and expensed in cost of products.

Research and Development Costs

Research and Development Costs

Costs related to research, design and development of products are charged to research and development expense as incurred. These costs include direct compensation, benefits, and other headcount related costs for research and development personnel, costs for materials used in research and development activities, costs for outside services, and allocated portions of facilities and other corporate costs. The Company has entered into research and clinical study arrangements with selected hospitals, cancer treatment centers, academic institutions and research institutions worldwide. These agreements support the Company’s internal research and development capabilities.

Share-Based Compensation

Share-Based Compensation

The Company issues share-based compensation awards to employees and directors in the form of stock options, restricted stock units (“RSUs”), performance units (“PSUs”) and employee stock purchase plan (“ESPP”) awards (collectively, “awards”).

The exercise price of stock options granted is equal to the market value of the Company’s common stock on the date of grant. Share-based compensation for stock options and ESPP awards are measured on the date of grant using a Black-Scholes option pricing model. Share-based compensation expense for RSUs and PSUs is measured based on the value of the Company’s common stock on

the date of grant.

The Company measures and recognizes compensation expense for all stock-based awards based on the awards' fair value. Share-based compensation expense for stock options, RSUs, and the ESPP awards is recognized on a straight-line basis over the service period of the award. Share-based compensation expense for PSUs is recognized on a straight-line basis over the period of time for the performance conditions to be satisfied and only for those awards expected to vest. Forfeitures are recorded as they occur.

Loss Contingencies

Loss Contingencies

The Company is involved in various lawsuits, claims and proceedings that arise in the ordinary course of business. The Company records a provision for a liability when it believes that it is both probable that a liability has been incurred and the amount can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount. The Company reviews these provisions quarterly and adjusts these provisions to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and updated information.

Earnings Per Common Share

Earnings Per Common Share

Basic earnings per share is computed based on the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is computed based on the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period. Dilutive potential common shares include outstanding share awards. Potentially dilutive shares of the Company's common stock are excluded from the computation of diluted net loss per share for loss periods presented because including them would have been anti-dilutive. Dilutive earnings per share is the same as basic earnings per share for the periods in which the Company had a net loss because the inclusion of outstanding common stock would be anti-dilutive.

A reconciliation of the numerator and denominator used in the calculation of basic and diluted net loss per share attributable to stockholders is as follows (in thousands):

	Years Ended June 30,		
	2024	2023	2022
Numerator:			
Net loss used to compute basic and diluted loss per share	$ (15,545)	$ (9,280)	$ (5,347)
Denominator:			
Weighted average shares used to compute basic and diluted loss per share	98,272	94,884	92,095
Basic and dilutive net loss per share	$ (0.16)	$ (0.10)	$ (0.06)
Anti-dilutive share-based awards, excluded	14,052	12,862	12,828

Outstanding Convertible Notes—Diluted Share Impact
Due to the optional cash settlement feature and management's intent to settle the principal amount thereof, in cash, the shares of common stock issuable upon conversion of the outstanding principal amount of the 3.75% Convertible Senior Notes due 2026 and the 3.75% Convertible Senior Notes due 2022 (collectively, the "Notes") are included in the calculation of diluted net income (loss) per share only if their inclusion is dilutive for periods during which the Notes were outstanding. The shares of common stock issuable upon conversion of the outstanding principal amount of the Notes as of June 30, 2024, 2023 and 2022 were 17.1 million, 17.1 million and 17.6 million, respectively, and were not included in the basic and diluted net loss per common share as the effect of adding the shares were anti-dilutive. See Note 9, *Debt*, of the consolidated financial statements for more information about the Notes.

Leases

Leases

The Company is the lessee in a lease contract when the Company obtains the right to use the asset. Operating leases are included in the line items right-of-use assets, lease liabilities, current, and lease liabilities, long-term in the consolidated balance sheet. Right-of-use asset represents the Company's right to use an underlying asset for the lease term and lease obligations represent the Company's obligations to make lease payments arising from the lease, both of which are recognized based on the present value of the future minimum lease payments over the lease term at the commencement date. Leases with a lease term of 12 months or less at inception are not recorded on the consolidated balance sheet and are expensed on a straight-line basis over the lease term in the consolidated statements of operations. The Company determines the lease term by agreement with lessor, including lease renewal and extension. As the leases do not provide an implicit interest rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. The Company elected a practical expedient to account for lease and non-lease components together as a single lease component.

Equity Method Investment

Equity Method Investment

The Company has an equity investment in CNNC Accuray (Tianjin) Medical Technology Co. Ltd., the Company's JV. The Company applies the equity method of accounting to its ownership interest in the JV as the Company has the ability to exercise significant influence over the JV but lacks controlling financial interest and is not the primary beneficiary. The Company's investment in the JV is measured at cost and adjusted for the Company's share of the JV's income or loss, intra-entity profits, dividend distributions, currency translation adjustments, and impairments, if any. The Company recognizes its proportionate share of income or loss from the JV on a one-quarter lag due to the timing of the availability of the JV's financial records. Profit earned by the Company from the JV is eliminated through cost of goods sold until it is realized; such profits would generally be considered realized when the inventory has been sold through to third parties.

The JV's equity method goodwill is not amortized but is evaluated for impairment on an annual basis and when impairment indicators are present. Our impairment analysis considers qualitative and quantitative factors that may have a significant impact on the JV's fair value. Qualitative factors include the investee's financial condition and business outlook, industry and sector performance, operational and financing cash flow activities, and other relevant factors affecting the JV. When indicators of impairment exist, we prepare quantitative assessments of the fair value of our non-marketable equity investments, which require judgment and the use of estimates, including discount rates, investee revenue and costs, and comparable market data, among others.

Income Taxes

Income Taxes

The Company is required to estimate its income taxes in each of the tax jurisdictions in which it operates prior to the completion and filing of tax returns for such periods. This process involves estimating actual current tax expense together with assessing temporary differences in the treatment of items for tax purposes versus financial accounting purposes that may create net deferred tax assets and liabilities. The Company accounts for income taxes under the asset and liability method, which requires, among other things, that deferred income taxes be provided for temporary differences between the tax bases of the Company's assets and liabilities and their financial statement reported amounts. In addition, deferred tax assets are recorded for the future benefit of utilizing net operating losses, research and development credit carryforwards and other deferred tax assets.

The Company records a valuation allowance to reduce its deferred tax assets to the amount the Company believes is more likely than not to be realized. Because of the uncertainty of the realization of the deferred tax assets, the Company has recorded a full valuation allowance against its domestic and certain foreign net deferred tax assets.

The calculation of unrecognized tax benefits involves dealing with uncertainties in the application of complex global tax regulations. Management regularly assesses the Company's tax positions in light of legislative, bilateral tax treaty, regulatory and judicial developments in the countries in which the Company does business. The Company anticipates there will be no material changes in uncertain tax positions in the next 12 months.

Accumulated Other Comprehensive Income (Loss)

Accumulated Other Comprehensive Income (Loss)

The components of comprehensive income (loss) consist of net income (loss), changes in foreign currency exchange rate translation and net changes related to a defined benefit pension plan. The changes in foreign currency exchange rate translation and net changes related to the defined benefit pension plan are excluded from earnings and reported as a component of stockholders' equity. The foreign currency translation adjustment results from those subsidiaries not using the United States dollar as their functional currency since the majority of their economic activities are denominated in their applicable local currency. Accordingly, all assets and liabilities related to these operations are translated at the current exchange rates at the end of each period, whereas revenues and expenses are translated at average exchange rates in effect during the period. The resulting cumulative translation adjustments are recorded directly to the accumulated other comprehensive loss account in stockholders' equity.

Accounting Pronouncements Not Yet Effective

Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]

Recent Accounting Pronouncements

Recent Accounting Pronouncements

Accounting Pronouncements Not Yet Effective

In December 2023, the Financial Accounting Standards Board ("FASB") issued a new accounting standard update ("ASU") 2023-09 to improve the transparency and usefulness of income tax disclosures. The accounting standard expands disclosures to the entity's income tax rate reconciliation table and requires cash taxes paid disaggregated by jurisdiction. These changes will be applied on a prospective basis. The update is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company plans to adopt ASU 2023-09 on July 1, 2025. The ASU requires retrospective application to all prior periods presented in the financial statements. The Company is currently assessing the timing and impact of adopting the updated provisions.

In November 2023, the FASB issued ASU 2023-07 to improve reportable segment disclosures. The ASU is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant expenses. The ASU requires disclosures to include significant segment expenses that are regularly provided to the chief operating decision maker ("CODM"), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. The ASU also requires all annual disclosures to be disclosed in interim periods. The update will be effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The Company adopted ASU 2023-07 on July 1, 2024. The Company has assessed the impact of this update and it believes that it will not have a material impact on its consolidated financial statement disclosure requirements.

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The Company and its Significant Accounting Policies (Tables)

12 Months Ended

Jun. 30, 2024

Organization, Consolidation and Presentation of Financial Statements [Abstract]

Schedule of reconciliation of the numerator and denominator used in the calculation of basic and diluted net loss per common share

A reconciliation of the numerator and denominator used in the calculation of basic and diluted net loss per share attributable to stockholders is as follows (in thousands):

	Years Ended June 30,		
	2024	2023	2022
Numerator:			
Net loss used to compute basic and diluted loss per share	$ (15,545)	$ (9,280)	$ (5,347)
Denominator:			

Weighted average shares used to compute basic and diluted loss per share	98,272	94,884	92,095
Basic and dilutive net loss per share	$ (0.16)	$ (0.10)	$ (0.06)
Anti-dilutive share-based awards, excluded	14,052	12,862	12,828

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Revenue (Tables)

12 Months Ended
Jun. 30, 2024

Revenue from Contract with Customer [Abstract]

Summary of Contract with Customer, Asset and Liability

Changes in the contract assets and contract liabilities are as follows (dollars in thousands):

	June 30, 2024	June 30, 2023	Change $	Change %
Contract assets:				
Unbilled accounts receivable – current (1)	$ 19,131	$ 9,847	9,284	94
Interest receivable – current (2)	305	379	(74)	(20)
Long-term accounts receivable (3)	2,859	4,734	(1,875)	(40)
Interest receivable – non-current (3)	432	673	(241)	(36)
Contract liabilities:				
Customer advances	13,988	20,777	(6,789)	(33)
Deferred revenue – current	71,649	72,185	(536)	(1)
Deferred revenue – non-current	24,114	27,079	(2,965)	(11)

(1) Included in accounts receivable on the consolidated balance sheets
(2) Included in prepaid expenses and other current assets on the consolidated balance sheets
(3) Included in other assets on the consolidated balance sheets

Schedule of Remaining Performance Obligations related to Warranty

The following table represents the Company's expected revenue recognition based on the remaining performance obligations related to long-term warranty and non-cancellable post-warranty services as of June 30, 2024 (in thousands):

	Fiscal years			
	2025	2026	2027	Thereafter
Long-term warranty and service	$ 27,414	$ 21,476	$ 11,792	$ 4,175

Summary of Expenses Related to Capitalized Costs

The Company has classified the capitalized costs to obtain a contract as a component of prepaid expenses and other current assets and other assets with respect to the current and non-current portions of capitalized costs, respectively, on the consolidated balance sheets.

	Fiscal years		
	2024	2023	2022
Amortization of capitalized contract costs	$ 4,068	$ 3,631	$ 3,320
Impairment loss on capitalized contracts	128	756	611

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Supplemental Financial Information (Tables)

12 Months Ended
Jun. 30, 2024

Supplemental Financial Information Disclosure [Abstract]

Schedule of Financing Receivables

A summary of the Company's financing receivables is presented as follows (in thousands):

	June 30, 2024	June 30, 2023
Financing receivable	$ 2,871	$ 5,854
Allowance for credit losses	—	(798)
Total, net	$ 2,871	$ 5,056
Reported as:		
Current	$ 1,340	$ 2,016
Non-current	1,531	3,040
Total, net	$ 2,871	$ 5,056

Schedule of Inventories

Inventories consisted of the following (in thousands):

	June 30, 2024	June 30, 2023
Raw materials	$ 57,699	$ 62,945
Work-in-process	13,629	17,469
Finished goods	66,996	64,736
Total inventories	$ 138,324	$ 145,150

Schedule of Prepaid and Other Current Assets

Prepaid and other current assets consisted of the following (in thousands):

	June 30, 2024	June 30, 2023
Value added tax receivables	$ 4,026	$ 12,023
Prepaid commissions	5,288	5,866
Capitalized contract costs	1,876	1,782
Income tax receivable	368	495
Dividend receivable from JV	2,460	—
Other prepaid assets	5,018	5,763
Other current assets	3,970	1,683
Total prepaid and other current assets	$ 23,006	$ 27,612

Schedule of Property and Equipment, Net

Property and equipment, net consisted of the following (in thousands):

	June 30, 2024	June 30, 2023
Machinery and equipment	$ 45,539	$ 44,779
Leasehold improvements	30,994	26,641
Computer and office equipment	6,347	7,798
Software	11,308	5,191
Furniture and fixtures	1,719	1,581
Construction in progress	2,550	13,499
	98,457	99,489
Less: Accumulated depreciation	(73,683)	(78,563)
Total property and equipment, net	$ 24,774	$ 20,926

Schedule of Other Assets

Other assets consisted of the following (in thousands):

	June 30, 2024	June 30, 2023
Capitalized contract costs	$ 7,768	$ 9,244
Long-term accounts receivable	2,859	4,734
Capitalized software costs to be sold	4,683	2,853
Deferred tax asset	659	860
Other long-term assets	1,981	2,416
Total other assets	$ 17,950	$ 20,107

Schedule of Other Accrued Liabilities

Other accrued liabilities consisted of the following (in thousands):

	June 30, 2024	June 30, 2023
Value added tax liabilities	$ 5,202	$ 12,709
Commissions due to third parties	5,048	10,499
Refunds due to customers	6,079	3,364
Accrued consulting	1,238	2,599
Accrued royalties	2,939	2,398
Interest payable	485	453
Income tax payable	1,206	900
Other liabilities	6,311	5,349
Total other accrued liabilities	$ 28,508	$ 38,271

Schedule of Components of Accumulated Other Comprehensive Income (Loss)

The following table summarizes the changes in accumulated other comprehensive income (loss) by component (in thousands):

	Cumulative Translation Adjustment	Defined Pension Benefit Obligation	Total
Balance at June 30, 2022	$ (1,541)	$ 3,947	$ 2,406
Other comprehensive loss	(791)	(1,193)	(1,984)
Balance at June 30, 2023	$ (2,332)	$ 2,754	$ 422
Other comprehensive loss	(2,445)	(2,199)	(4,644)
Balance at June 30, 2024	$ (4,777)	$ 555	$ (4,222)

Schedule of Consolidated Statement of Operations

Other expense, net consisted of the following (in thousands):

	Years Ended June 30,		
	2024	2023	2022
Foreign currency transaction loss	$ (2,046)	$ (878)	$ (2,618)
Other, net	(492)	(232)	356
Total other expense, net	$ (2,538)	$ (1,110)	$ (2,262)

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Leases (Tables)

12 Months Ended
Jun. 30, 2024

Leases [Abstract]

Schedule of Operating Leases

The following table provides information related to the Company's operating leases (in thousands):

	Fiscal years		
	2024	2023	2022
Operating lease costs [1]	$ 9,146	$ 9,370	$ 9,246
Short-term operating lease costs	305	353	397
Cash paid for amounts included in the measurement of lease liabilities	9,013	9,370	9,799

(1) Excludes expenses related to short-term lease operating costs.

Schedule of Operating Lease Right-of-use Assets and Operating Lease Obligation

Operating lease right-of-use assets and operating lease obligations are represented in the table below (in thousands):

	June 30, 2024	June 30, 2023
Beginning balance operating lease right-of-use assets	$ 25,853	$ 16,798
Lease assets added	14,389	17,157
Amortization for the year	(6,469)	(8,102)
Ending balance operating lease right-of-use assets	$ 33,773	$ 25,853
Beginning balance operating lease obligations	$ 27,753	$ 19,020
Lease liabilities added	16,775	16,834
Repayment and interest accretion	(5,937)	(8,101)
Ending balance operating lease obligations	$ 38,591	$ 27,753
Current portion of operating lease obligations	$ 6,218	$ 4,151
Noncurrent portion of operating lease obligations	$ 32,373	$ 23,602

Schedule of Maturities of Operating Lease Liabilities

Maturities of operating lease liabilities as of June 30, 2024, are presented in the table below (in thousands):

Year Ending June 30,	Amount
2025	$ 6,267
2026	7,459
2027	7,441
2028	6,324
2029	4,701
Thereafter	24,761
Total operating lease payments	56,953
Less: imputed interest	(18,362)
Present value of operating lease liabilities	$ 38,591
Weighted average remaining lease term (in years)	8.2
Weighted average discount rate	10.4%

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Goodwill and Purchased Intangible Assets (Tables)

12 Months Ended
Jun. 30, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Schedule of Carrying Amount of Goodwill

The Company's carrying amount of its goodwill is as follows (in thousands):

	As of June 30,	
	2024	2023
Balance at the beginning of the period	$ 57,681	$ 57,840
Currency translation adjustment	(9)	(159)
Balance at the end of the period	$ 57,672	$ 57,681

Schedule of Carrying Amount of Acquired Intangible Assets, Net

The Company's carrying amount of acquired intangible assets, net, consisted of the following (in thousands):

	As of June 30, 2024			As of June 30, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Amount	Gross Carrying Amount	Accumulated Amortization	Net Amount
Patent license	$ 1,000	$ (1,000)	$ -	$ 1,000	$ (893)	$ 107
Other intangibles	132	(73)	59	132	(29)	103
Total intangible assets	$ 1,132	$ (1,073)	$ 59	$ 1,132	$ (922)	$ 210

Schedule of Estimated Future Amortization Expense of Purchased Intangible Assets

The estimated future amortization expense of purchased intangible assets as of June 30, 2024 is as follows (in thousands):

Year Ending June 30,	Amount
2025	$ 44
2026	15
Total estimated future amortization expense	$ 59

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Derivative Financial Instruments (Tables)

12 Months Ended
Jun. 30, 2024

Derivative Instruments and Hedging Activities Disclosure [Abstract]

Summary of Outstanding Forward Currency Exchange Contracts

The notional amount of the Company's outstanding forward currency exchange contracts consisted of the following (in thousands):

	As of June 30,	
	2024	2023
Swiss Franc	59,392	26,867
Chinese Yuan	5,156	249
Euro	2,755	17,885
British Pound	730	516
Indian Rupee	8,916	3,539
Korean Won	1,735	—
Canadian Dollar	1,510	—
Japanese Yen	7,762	12,492
Total outstanding forward currency exchange contracts	$ 87,956	$ 61,548

Schedule of Gain (loss) Associated With the

The following table provides information about the gain or loss associated with the Company's derivative financial instruments not designated as hedging instruments (in thousands):

Company's Derivative Financial Instruments

	Years ended June 30, 2024	2023	2022
Foreign currency exchange gain (loss) on forward contracts	$ (613)	$ 1,881	$ 502

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Fair Value Measurements (Tables)

12 Months Ended
Jun. 30, 2024

Fair Value Disclosures [Abstract]

Summary of Carrying Values, Net of Debt Costs and Estimated Fair Values of Short-Term and Long-Term Debt

The following table summarizes the carrying value, net of debt costs, and estimated fair value of the 3.75% Convertible Senior Notes due 2026, the Term Loan Facility, and the Revolving Credit Facility, (in thousands):

	June 30, 2024		June 30, 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
3.75% Convertible Notes Due 2026	98,782	85,762	98,189	98,265
Term Loan Facility	63,374	63,374	69,094	69,094
Revolving Credit Facility	10,000	10,000	10,000	10,000
Total	$ 172,156	$ 159,136	$ 177,283	$ 177,359

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Commitments and Contingencies (Tables)

12 Months Ended
Jun. 30, 2024

Commitments and Contingencies Disclosure [Abstract]

Schedule of Future Minimum Long-term Principal and Interest on Notes and New Credit Facilities

Future minimum long-term principal payments and interest on the 3.75% Convertible Senior Notes due 2026 and Credit Facilities (as defined below), including short-term portion, as of June 30, 2024, are as follows (in thousands):

Year Ending June 30,	Long-Term Debt [1]
2025	$ 17,929
2026	174,153
Total	$ 192,082

(1) These amounts represent principal and interest cash payments over the contractual life of the debt obligations, including anticipated interest payments that are not recorded on the Company's consolidated balance sheet. Any conversion, premium, redemption or purchase of the Notes that would impact cash payments is noted in the preceding table.

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Debt (Tables)

12 Months Ended
Jun. 30, 2024

Debt Disclosure [Abstract]

Schedule of carrying values of all Debt

The Company's outstanding debt as of June 30, 2024 and June 30, 2023 is as follows (in thousands):

	June 30, 2024			June 30, 2023		
	Principal Amount	Unamortized Debt Costs	Net Carrying Amount	Principal Amount	Unamortized Debt Costs	Net Carrying Amount
3.75% Convertible Senior Notes due 2026	$ 100,000	$ (1,218)	$ 98,782	$ 100,000	$ (1,811)	$ 98,189
Term Loan Facility	64,000	(626)	63,374	70,000	(906)	69,094
Revolving Credit Facility	10,000	—	10,000	10,000	—	10,000
Total debt	$ 174,000	$ (1,844)	$ 172,156	$ 180,000	$ (2,717)	$ 177,283
Reported as:						
Short-term debt			$ 7,756			$ 5,721
Long-term debt			164,400			171,562
Total debt			$ 172,156			$ 177,283

Summary of interest expense on New Credit Facilities and Convertible Notes

A summary of interest expense on the Credit Facilities and the Notes is as follows (in thousands):

	Year ended June 30, 2024	2023	2022
Interest expense related to contractual interest coupon	$ 10,552	$ 9,473	$ 7,233
Interest expense related to amortization of debt issuance costs	956	926	909
Total	$ 11,508	$ 10,399	$ 8,142

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Stock Incentive Plan and Employee Stock Purchase Plan (Tables)

12 Months Ended
Jun. 30, 2024

Share-Based Payment Arrangement [Abstract]

Summary of share-based compensation charges included in the Company's consolidated statements of operations and comprehensive income (loss)

The following table summarizes the share-based compensation charges included in the Company's consolidated statements of operations and comprehensive loss (in thousands):

	Years ended June 30, 2024	2023	2022
Cost of revenue	$ 1,375	$ 1,439	$ 1,584
Research and development	1,456	1,396	1,371
Selling and marketing	1,905	1,586	2,213
General and administrative	4,748	5,632	5,432
Total	$ 9,484	$ 10,053	$ 10,600

Summary of share-based compensation charges included in the Company's Equity Awards

The following table summarizes the share-based compensation charges for the Company's equity awards (in thousands):

	Years ended June 30, 2024	2023	2022
Stock options	$ 741	$ 2,011	$ 2,565
Restricted stock units	7,307	7,004	6,160
Performance stock units	386	54	571
Employee stock purchase plan	1,050	984	1,304
Total	$ 9,484	$ 10,053	$ 10,600

Schedule of assumptions used for determining fair value of stock options

The fair value of each option is estimated at the date of grant using the Black-Scholes option pricing formula with the following assumptions:

	Years Ended June 30, 2024	2023	2022
Risk-free interest rate	—%	—%	2.71% - 3.21%
Dividend yield	—%	—%	—%
Expected term	—	—	7.30 - 8.94
Expected volatility	—%	—%	54.1% - 57.3%

The Company did not grant any stock options to its employees in the years ended June 30, 2024 and 2023.

Schedule of option activity under the Company's Incentive Plan

A summary of option activity under the Company's incentive plan is presented below (in thousands except per share and term amounts):

	Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (In Years)	Aggregate Intrinsic Value (1)
Balance at June 30, 2023	5,480	$ 3.40	6.53	$ 3,580
Options granted	—	—		
Options exercised	(90)	$ 2.60		
Options forfeited/expired	(120)	$ 4.19		
Balance at June 30, 2024	5,270	$ 3.40	2.95	$ —
Vested or expected to vest at June 30, 2024	5,270	$ 3.40	2.95	$ -

Exercisable at June 30, 2024	4,792	$ 3.47	2.48	$ —

1. The aggregate intrinsic value represents the total pre-tax intrinsic value, which is computed based on the difference between the exercise price and the closing price of Accuray common stock of $1.82 and $3.87 on June 28, 2024 and June 30, 2023, respectively, The amount represents what would have been received by the option holders had all option holders exercised their options and sold the shares received upon exercise as of that date.

Summary of information about outstanding and exercisable options

The following table summarizes information about outstanding and exercisable options at June 30, 2024 (in thousands, except years and exercise price):

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Outstanding	Weighted Average Exercise Price
$1.96 – $2.08	755	7.94	$ 2.05	389	$ 2.05
$2.60 – $2.60	1,439	1.65	$ 2.60	1,439	$ 2.60
$2.96 – $2.96	277	5.67	$ 2.97	277	$ 2.97
$4.10 – $4.10	2,048	0.68	$ 4.10	2,048	$ 4.10
$4.46 – $5.00	751	5.59	$ 4.51	639	$ 4.51
Total outstanding	5,270	2.95	$ 3.40	4,792	$ 3.47

Summary of activity of RSUs and PSUs

The following table summarizes the activity of RSUs and PSUs (in thousands, except fair value per share):

Unvested Restricted Stock	Restricted Stock Units	Performance Stock Units	Total Number of Shares Underlying Stock Awards	Weighted Average Grant Date Fair Value Per Share
Unvested at June 30, 2023	5,334	2,049	7,383	$ 2.77
Granted	3,697	1,264	4,961	$ 2.62
Vested	(2,376)	(137)	(2,513)	$ 2.85
Cancelled/forfeited	(686)	(363)	(1,049)	$ 2.79
Unvested at June 30, 2024	5,969	2,813	8,782	$ 2.66

Schedule of weighted average assumptions used for determining fair value of ESPP shares

The Company estimates the fair value of ESPP shares at the date of grant using the Black-Scholes option pricing model. The weighted average assumptions were as follows:

	Years Ended June 30,		
	2024	2023	2022
Risk-free interest rate	5.05% - 5.39%	4.65% - 5.44%	0.10% - 2.16%
Dividend yield	—%	—%	—%
Expected term	0.5 - 1.0	0.5 - 1.0	0.5 - 1.0
Expected volatility	37.22% - 61.48%	38.98% - 61.09%	35.49% - 54.33%

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Joint Venture (Tables)

12 Months Ended Jun. 30, 2024

Equity Method Investments and Joint Ventures [Abstract]

Summary of Reconciliation Between the Carrying Value of Investment and Proportional Share of Underlying Equity in Net Assets of Joint Ventures

The following table shows the reconciliation between the carrying value of the Company's investment in the JV and its proportional share of the underlying equity in net assets of the JV (in thousands):

	June 30, 2024	June 30, 2023
Carrying value of investment in joint venture	$ 9,826	$ 15,128
Deferred intra-entity profit margin	9,835	5,737
Equity method goodwill	(4,720)	(4,720)
Proportional share of equity investment in joint venture	$ 14,941	$ 16,145

Summary of Financial Information of Joint Ventures (Operations Data)

Summarized financial information of the JV is as follows (in thousands):

Statement of Operations Data:	Twelve Months Ended March 31, 2024	Twelve Months Ended March 31, 2023	Twelve Months Ended March 31, 2022
Revenue	$ 114,942	$ 109,097	$ 55,190
Gross profit	$ 22,137	$ 21,522	$ 15,915
Net income	$ 3,750	$ 5,280	$ 422
Net income attributable to the Company	$ 1,838	$ 2,572	$ 241

Summary of Financial Information of Joint Ventures (Balance Sheet Data)

Summarized Balance Sheet Data:	As of March 31, 2024	As of March 31, 2023
Assets		
Current assets	$ 102,500	$ 87,662
Non current assets	12,425	16,504
Total assets	$ 114,925	$ 104,166
Liabilities and Stockholders' Equity		
Current liabilities	$ 79,300	$ 70,189
Non current liabilities	113	398
Stockholder's equity	35,512	33,579
Total liabilities and stockholders' equity	$ 114,925	$ 104,166

Schedule of Deferred Intra Entity Profit Margin from Sales to the Joint Ventures

The following table shows the activity of the Company's deferred intra-entity profit margin from sales to the JV (in thousands):

	Years Ended June 30,		
	2024	2023	2022
Deferred intra-entity profit margin recognized on sales to the JV	$ 9,061	$ 10,436	$ 4,007
Deferred intra-entity profit margin on sales to the JV	(13,159)	(10,718)	(7,307)
Net deferred profit margin on sales to the JV [1]	$ (4,098)	$ (282)	$ (3,300)

(1) Profit earned by the Company from the JV is eliminated through cost of goods sold until it is realized; such profits would generally be considered realized when the inventory has been sold through to third parties.

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Income Taxes (Tables)

12 Months Ended Jun. 30, 2024

Income Tax Disclosure [Abstract]

Schedule of components of loss before provision for income taxes on the accompanying statements of operations and comprehensive loss

Loss before provision for income taxes on the accompanying statements of operations and comprehensive loss included the following components (in thousands):

	Years Ended June 30,		
	2024	2023	2022
Domestic	$ (25,184)	$ (17,489)	$ (14,092)
Foreign	13,364	10,701	12,090
Total loss before provision for income taxes	$ (11,820)	$ (6,788)	$ (2,002)

Schedule of provision for income taxes

The provision for income taxes consisted of the following (in thousands):

	Years Ended June 30,		
	2024	2023	2022
Current:			
Federal	$ —	$ —	$ —
State	133	—	25
Foreign	2,190	2,036	1,535
Total current	$ 2,323	$ 2,036	$ 1,560
Deferred:			
Federal	—	—	—
State	—	—	—
Foreign	1,402	456	1,785
Total deferred	1,402	456	1,785
Total provision for income taxes	$ 3,725	$ 2,492	$ 3,345

Schedule of reconciliation of income taxes at the statutory federal income tax rate

A reconciliation of income taxes at the statutory federal income tax rate to the provision for income taxes included in the accompanying consolidated statements of operations and comprehensive loss is as follows (in thousands):

	Years Ended June 30,

to the provision for income taxes included in the accompanying consolidated statements of operations and comprehensive loss

	2024	2023	2022
U.S. federal taxes (benefit):			
At federal statutory rate	$ (2,482)	$ (1,426)	$ (420)
State tax, net of federal benefit	133	—	25
Share-based compensation expense	629	1,189	592
Research and development credits	(209)	(1,181)	(415)
Foreign taxes	(167)	(164)	(948)
Deferred tax on foreign earnings	952	408	1,730
Global intangible low-taxed income	1,335	927	2,124
Change in valuation allowance	3,202	2,546	502
Other non-deductible permanent items	332	193	252
Other	—	—	(97)
Total provision for income taxes	$ 3,725	$ 2,492	$ 3,345

Schedule of significant components of net deferred tax assets (liabilities)

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's net deferred tax assets (liabilities) were as follows (in thousands):

	June 30,	
	2024	2023
Deferred tax assets:		
Federal and state net operating losses	$ 66,463	$ 69,157
Accrued expenses and reserves	4,523	7,083
Lease liability	6,332	5,401
Deferred revenue	3,269	4,275
Research and development credits	26,669	26,425
Share-based compensation expense	1,405	1,367
Capitalized research and development	19,464	13,042
Unicap	541	587
Fixed assets/intangibles	644	946
Section 163(j) interest	2,776	1,702
Other	6	245
Total deferred tax assets	132,092	130,230
Deferred tax liabilities:		
Contract acquisition costs	(1,228)	(1,602)
Right of use assets	(5,288)	(4,941)
Deferred tax on foreign earnings	(2,499)	(1,547)
Total deferred tax liabilities	(9,015)	(8,090)
Valuation allowance	(125,944)	(123,528)
Net deferred tax liabilities	$ (2,867)	$ (1,388)

Schedule of aggregate changes in the balance of gross unrecognized tax benefits

The aggregate changes in the balance of gross unrecognized tax benefits were as follows (in thousands):

	Years Ended June 30,		
	2024	2023	2022
Balance at beginning of year	$ 21,565	$ 19,810	$ 18,765
Tax positions related to current year:			
Additions	1,064	1,692	1,222
Tax positions related to prior years:			
Additions	—	652	61
Reductions	(585)	(589)	(238)
Balance at end of year	$ 22,044	$ 21,565	$ 19,810

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Retirement Plans (Tables)

12 Months Ended Jun. 30, 2024

Defined Benefit Pension Obligation Disclosure [Abstract]

Schedule of funded status

The following table presents the funded status of the defined benefit pension plan (in thousands):

	June 30,	
	2024	2023
Change in benefit obligation:		
Benefit obligation—beginning of fiscal year	$ 19,388	$ 17,453
Service cost	1,245	1,241
Interest cost	381	336
Plan participants' contributions	3,548	2,486
Actuarial loss	2,236	389
Foreign currency changes	(124)	1,205
Settlements	(2,434)	(3,542)
Benefit and expense payments	(181)	(180)
Benefit obligation—end of fiscal year	$ 24,059	$ 19,388
Change in plan assets:		
Plan assets—beginning of fiscal year	$ 18,761	$ 17,350
Employer contributions	1,265	1,295
Actual return on plan assets	467	179
Plan participants' contributions	3,548	2,486
Foreign currency changes	(97)	1,173
Settlements	(2,434)	(3,542)
Benefit and expense payments	(181)	(180)
Plan assets—end of fiscal year	$ 21,329	$ 18,761
Funded status	$ (2,730)	$ (627)
Amounts recognized within the consolidated balance sheets:		
Long-term other liabilities	$ (2,730)	$ (627)
Net amount recognized	$ (2,730)	$ (627)

Schedule of amounts recognized in accumulated other comprehensive income (loss) (before tax)

The following table presents the amounts recognized in accumulated other comprehensive income (loss) (before tax) for the defined benefit pension plan (in thousands):

	June 30,	
	2024	2023
Net actuarial gain	$ 428	$ 2,559
Prior service credit	127	195
Total recognized in accumulated other comprehensive income (loss)	$ 555	$ 2,754

Schedule of projected benefit obligations, accumulated benefit obligation and fair value of plan assets where accumulated benefit obligation exceeded fair value of plan assets

The following table presents the projected benefit obligation, accumulated benefit obligation and fair value of plan assets for this defined benefit pension plan where accumulated benefit obligation exceeded the fair value of plan assets (in thousands):

	June 30,	
	2024	2023
Projected benefit obligation	$ 24,059	$ 19,388
Accumulated benefit obligation	$ 20,946	$ 16,807
Fair value of plan assets	$ 21,329	$ 18,761

Schedule Of Net Benefit Costs And Other Amounts Recognized In Other Comprehensive Income Loss Table Text Block

The following table shows the components of the Company's net periodic benefit costs and the other amounts recognized in other comprehensive loss, before tax, related to the Company's defined benefit pension plan (in thousands):

	Year ended June 30,		
	2024	2023	2022
Net Periodic Benefit Costs:			
Service cost	$ 1,245	$ 1,241	$ 1,513
Interest cost	381	336	75
Expected returns on assets	(284)	(176)	(144)
Amortization of prior service cost (credit)	(24)	(23)	54
Amortization of net gain	(92)	(207)	—
Gain on settlement	(65)	(518)	—
Net periodic benefit costs	1,161	653	1,498
Other Amounts Recognized in Other Comprehensive Loss:			
Net (gain) loss arising during the year	2,019	406	(3,584)
Prior service cost (credit)	24	24	(53)
Amortization of prior service cost (credit)	—	—	(678)

Amortization of net gain	91	217	—
Effect of settlement	65	546	4
Total recognized in other comprehensive (gain) loss	2,199	1,193	(4,311)
Total recognized in net periodic benefit costs and other comprehensive income (loss)	$ 3,360	$ 1,846	$ (2,813)

Schedule of amounts in accumulated other comprehensive loss that are expected to be recognized

The amounts in accumulated other comprehensive loss that are expected to be recognized as components of net periodic benefit cost during fiscal year 2025 related to the Company's defined benefit pension plan are as follows (in thousands):

	2025
Net loss	$ —
Prior service cost	24
Accumulated other comprehensive income	$ 24

Schedule of assumptions used to determine net periodic benefit cost and benefit obligation

The assumptions used to determine net periodic benefit cost and to compute the expected long-term return on assets for the Company's defined benefit pension plan were as follows:

	Fiscal Years		
	2024	2023	2022
Net Periodic Benefit Costs:			
Discount rate	1.30%	1.95%	1.90%
Rate of compensation increase	1.75%	1.75%	1.75%
Expected long-term return on assets	1.50%	1.50%	1.00%

The assumptions used to measure the benefit obligation for the Company's defined benefit pension plan were as follows:

	June 30,	
	2024	2023
Benefit Obligation:		
Discount rate	1.30%	1.95%
Rate of compensation increase	1.75%	1.75%

Schedule of estimated future benefit payments

Estimated future benefit payments expected to be paid by the defined benefit pension plan at June 30, 2024 are as follows (in thousands):

Year Ending June 30,	Future Benefits
2025	$ 1,183
2026	1,436
2027	1,265
2028	1,318
2029	1,649
Thereafter	9,558
Total estimated future benefit payments	$ 16,409

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Segment Disclosure (Tables)

12 Months Ended Jun. 30, 2024

Segment Reporting [Abstract]

Summary of Revenue by Geographic Region

The following summarizes revenue by geographic region (in thousands):

	Years ended June 30,		
	2024	2023	2022
Americas	$ 90,156	$ 122,335	$ 126,005
EIMEA	168,611	155,879	134,640
China	103,412	75,762	86,935
Japan	55,682	61,962	53,376
Asia Pacific, excluding China	28,690	31,667	28,953
Total net revenues	$ 446,551	$ 447,605	$ 429,909

Summary of Countries Represents More Than Ten Percent of Company's Revenue

The following summarizes countries that represent more than ten percent of the Company's revenues (in thousands):

	Years ended June 30,		
	2024	2023	2022
United States	18%	24%	26%
China	23%	17%	20%
Japan	12%	14%	12%
Rest of world	47%	45%	42%
Total net revenues	100%	100%	100%

Schedule of Geographic Areas in Which the Company has Long-Lived Assets, Property, Plant and Equipment Net, and Operating Lease Right of Use Assets

Information regarding geographic areas in which the Company has long-lived assets, which consists of property, plant and equipment, net, and operating lease right-of-use assets are as follows (in thousands):

	June 30, 2024	June 30, 2023
Americas	$ 46,570	$ 41,569
EIMEA	9,327	3,074
China	1,211	539
Japan	1,304	1,096
Asia Pacific, excluding China	135	501
Total long-lived assets	$ 58,547	$ 46,779

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The Company and its Significant Accounting Policies - Additional Information (Details) shares in Millions	**12 Months Ended**			
	Jun. 30, 2024 USD ($) Customer Segment shares	**Jun. 30, 2023 USD ($) Customer shares**	**Jun. 30, 2022 USD ($) Customer shares**	**May 31, 2021**
Concentration Risk [Line Items]				
Number of operating segments | Segment	1			
Number of reporting units | Segment	1			
Impairment of goodwill | $	$ 0	$ 0	$ 0	
Common stock not included in the calculation of potentially diluted shares | shares	17.1	17.1	17.6	
Subsequent period within which no material changes in unrecognized tax benefits are expected	12 months			
Machinery and equipment				
Concentration Risk [Line Items]				
Period over which property and equipment are depreciated	5 years			
Furniture and fixtures				
Concentration Risk [Line Items]				
Period over which property and equipment are depreciated	4 years			
Computer and office equipment				
Concentration Risk [Line Items]				
Period over which property and equipment are depreciated	3 years			
Computer Software				
Concentration Risk [Line Items]				
Period over which property and equipment are depreciated	3 years			
Total net revenue | Customer concentration risk | Minimum				
Concentration Risk [Line Items]				
Number of significant customers | Customer	1	1	1	
Total net revenue | Customer one | Customer concentration risk				
Concentration Risk [Line Items]				
Percentage of concentration risk	10.00%	10.00%	10.00%	
Total accounts receivable | Credit concentration risk				
Concentration Risk [Line Items]				

Number of significant customers | Customer	1	1	
Total accounts receivable | Customer one | Credit concentration risk | Minimum			
Concentration Risk [Line Items]			
Percentage of concentration risk	10.00%	10.00%	
3.75% Convertible Notes Due 2026			
Concentration Risk [Line Items]			
Interest rate (as a percent)	3.75%	3.75%	3.75%
3.75% Convertible Notes Due 2022			
Concentration Risk [Line Items]			
Interest rate (as a percent)	3.75%		3.75%

~~XML 53 R41.htm IDEA: XBRL DOCUMENT~~

The Company and its Significant Accounting Policies - Schedule of reconciliation of the numerator and denominator used in the calculation of basic and diluted net loss per common share (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands	**12 Months Ended**		
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2022**
Numerator:			
Net loss used to compute basic and diluted loss per share	$ (15,545)	$ (9,280)	$ (5,347)
Denominator:			
Weighted average shares used to compute basic loss per share	98,272	94,884	92,095
Weighted average shares used to compute diluted loss per share	98,272	94,884	92,095
Basic net loss per share	$ (0.16)	$ (0.1)	$ (0.06)
Diluted net loss per share	$ (0.16)	$ (0.1)	$ (0.06)
Anti-dilutive share-based awards, excluded	14,052	12,862	12,828

~~XML 54 R42.htm IDEA: XBRL DOCUMENT~~

Revenue - Summary of Contract with Customer, Asset and Liability (Details) - USD ($) $ in Thousands	**12 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**
Contract assets:		
Unbilled accounts receivable – current [1]	$ 19,131	$ 9,847
Interest receivable – current [2]	305	379
Long-term accounts receivable [3]	2,859	4,734
Interest receivable – non-current [3]	432	673
Contract liabilities:		
Customer advances	13,988	20,777
Deferred revenue – current	71,649	72,185
Deferred revenue – non-current	24,114	$ 27,079
Change in assets, value:		
Change in unbilled accounts receivable – current, value [1]	9,284	
Change in interest receivable – current, value [2]	(74)	
Change in long-term accounts receivable, value [3]	(1,875)	
Change in Interest receivable – non-current, value [3]	(241)	
Change in liabilities, value:		
Change in customer advances, value	(6,789)	
Change in deferred revenue – current, value	(536)	
Change in deferred revenue – non-current, value	$ (2,965)	
Change in assets, percentage:		
Change in unbilled accounts receivable – current, percentage [1]	94.00%	
Change in interest receivable – current, percentage [2]	(20.00%)	
Change in long-term accounts receivable, percentage [3]	(40.00%)	
Change in Interest receivable – non-current, percentage [3]	(36.00%)	
Change in liabilities, percentage:		
Change in customer advances, percentage	(33.00%)	
Change in deferred revenue – current, percentage	(1.00%)	
Change in deferred revenue – non-current, percentage	(11.00%)	

[1] Included in accounts receivable on the consolidated balance sheets

[2] Included in prepaid expenses and other current assets on the consolidated balance sheets

[3] Included in other assets on the consolidated balance sheets

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Revenue - Additional Information (Details) - USD ($) $ in Millions	**12 Months Ended**		
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2022**
Revenue Remaining Performance Obligation Expected Timing Of Satisfaction [Line Items]			
Recognition of deferred revenue	$ 75.3	$ 84.9	$ 81.2
Remaining performance obligations amount	$ 909.5		
Percentage of changes in operating results on entity's revenue	26.00%		
Capitalized costs to obtain a contract	$ 9.6	$ 11.0	
Long-term Warranty and Service			
Revenue Remaining Performance Obligation Expected Timing Of Satisfaction [Line Items]			
Remaining performance obligations amount	64.9		
Performance Obligations Other Than Warrant			
Revenue Remaining Performance Obligation Expected Timing Of Satisfaction [Line Items]			
Remaining performance obligations amount	64.9		
Performance Obligations Service Contracts			
Revenue Remaining Performance Obligation Expected Timing Of Satisfaction [Line Items]			
Remaining performance obligations amount	$ 797.4		

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Revenue - Schedule of Remaining Performance Obligations related to Warranty (Details) - Long-term Warranty and Service $ in Thousands	**Jun. 30, 2024 USD ($)**
2025	$ 27,414
2026	21,476
2027	11,792

Thereafter	$ 4,175

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Revenue - Additional Information (Details1) - Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date: 2025-07-01	Jun. 30, 2024
Revenue Remaining Performance Obligation Expected Timing Of Satisfaction [Line Items]	
Remaining performance obligations recognized period	12 months
Minimum	
Revenue Remaining Performance Obligation Expected Timing Of Satisfaction [Line Items]	
Remaining performance obligations percentage	27.00%
Maximum	
Revenue Remaining Performance Obligation Expected Timing Of Satisfaction [Line Items]	
Remaining performance obligations percentage	35.00%

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Revenue - Revenue - Summary of Expenses Related to Capitalized Costs (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Revenue from Contract with Customer [Abstract]			
Amortization of capitalized contract costs	$ 4,068	$ 3,631	$ 3,320
Impairment loss on capitalized contracts	$ 128	$ 756	$ 611

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Supplemental Financial Information - Additional Information (Details) - USD ($) shares in Millions	3 Months Ended		12 Months Ended		
	Dec. 31, 2024	Dec. 31, 2023	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Financing receivables					
Wrote-off in financing receivables			$ 800,000		
Property and equipment, net					
Software capitalized cost			8,100,000		
Depreciation expense			5,800,000	$ 4,400,000	$ 5,400,000
Prepaid Expense and Other Assets [Abstract]					
Amortization expense			$ 0	$ 0	$ 0
Treasury Stock					
Treasury stock, shares			3.1	3.1	
Treasury stock, Value			$ 14,100,000	$ 14,100,000	
Restructuring					
Restructuring charges			$ 2,600,000	$ 2,700,000	
Restructuring Charges, Statement of Income or Comprehensive Income [Extensible Enumeration]			Operating Expenses	Operating Expenses	
Internal Use Software					
Property and equipment, net					
Construction in Progress, Gross				$ 7,500,000	
Various Customers | Financial Guarantee					
Restructuring					
Workforce affected by cost saving initiative (as a percent)	5.90%	4.50%			

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Supplemental Financial Information - Summary of Financing Receivables (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Financing receivables		
Financing receivable	$ 2,871	$ 5,854
Allowance for credit losses	0	(798)
Total, net	2,871	5,056
Current	1,340	2,016
Non-current	$ 1,531	$ 3,040

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Supplemental Financial Information - Summary of Inventories (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Inventory, Net [Abstract]		
Raw materials	$ 57,699	$ 62,945
Work-in-process	13,629	17,469
Finished goods	66,996	64,736
Total inventories	$ 138,324	$ 145,150

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Supplemental Financial Information - Schedule of Prepaid and Other Current Assets (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Prepaid Expense and Other Assets [Abstract]			
Value added tax receivables	$ 4,026	$ 12,023	
Prepaid commissions	5,288	5,866	
Capitalized contract costs	1,876	1,782	
Income tax receivable	368	495	
Dividend receivable from JV	2,460	0	$ 0
Other prepaid assets	5,018	5,763	
Other current assets	3,970	1,683	
Total prepaid and other current assets	$ 23,006	$ 27,612	

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Supplemental Financial Information - Schedule of Property and Equipment, Net	Jun. 30, 2024	Jun. 30, 2023

(Details) - USD ($) $ in Thousands		
Property and equipment, net		
Property and equipment, gross	$ 98,457	$ 99,489
Less: Accumulated depreciation	(73,683)	(78,563)
Property and equipment, net	24,774	20,926
Machinery and Equipment		
Property and equipment, net		
Property and equipment, gross	45,539	44,779
Leasehold Improvements		
Property and equipment, net		
Property and equipment, gross	30,994	26,641
Computer and Office Equipment		
Property and equipment, net		
Property and equipment, gross	6,347	7,798
Software		
Property and equipment, net		
Property and equipment, gross	11,308	5,191
Furniture and Fixtures		
Property and equipment, net		
Property and equipment, gross	1,719	1,581
Construction in Progress		
Property and equipment, net		
Property and equipment, gross	$ 2,550	$ 13,499

~~XML 64 R52.htm IDEA: XBRL DOCUMENT~~

Supplemental Financial Information - Schedule of Other assets (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Other Assets [Abstract]		
Capitalized contract costs	$ 7,768	$ 9,244
Long-term accounts receivable	2,859	4,734
Capitalized software costs to be sold	4,683	2,853
Deferred tax asset	659	860
Other long-term assets	1,981	2,416
Total other assets	$ 17,950	$ 20,107

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Supplemental Financial Information - Schedule of Other accrued liabilities (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Accrued Liabilities and Other Liabilities [Abstract]		
Value added tax liabilities	$ 5,202	$ 12,709
Commissions due to third parties	5,048	10,499
Refunds due to customers	6,079	3,364
Accrued consulting	1,238	2,599
Accrued royalties	2,939	2,398
Interest payable	485	453
Income tax payable	1,206	900
Other liabilities	6,311	5,349
Total other accrued liabilities	$ 28,508	$ 38,271

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Supplemental Financial Information - Accumulated Other Comprehensive Income (Loss) (Details) - USD ($) $ in Thousands	12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Accumulated Other Comprehensive Income (Loss)		
Balance	$ 53,659	$ 53,189
Balance	45,084	53,659
Cumulative Translation Adjustment		
Accumulated Other Comprehensive Income (Loss)		
Balance	(2,332)	(1,541)
Other comprehensive loss	(2,445)	(791)
Balance	(4,777)	(2,332)
Defined Pension Benefit Obligation		
Accumulated Other Comprehensive Income (Loss)		
Balance	2,754	3,947
Other comprehensive loss	(2,199)	(1,193)
Balance	555	2,754
Accumulated Other Comprehensive Income (Loss)		
Accumulated Other Comprehensive Income (Loss)		
Balance	422	2,406
Other comprehensive loss	(4,644)	(1,984)
Balance	$ (4,222)	$ 422

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Supplemental Financial Information - Consolidated Statements of Operations (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Supplemental Financial Information Disclosure [Abstract]			
Foreign currency transaction loss	$ (2,046)	$ (878)	$ (2,618)
Other, net	(492)	(232)	356
Total other expense, net	$ (2,538)	$ (1,110)	$ (2,262)

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Leases - Schedule of Operating Leases (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Leases [Abstract]			
Operating lease costs [1]	$ 9,146	$ 9,370	$ 9,246
Short-term operating lease costs	305	353	397
Cash paid for amounts included in the measurement of lease liabilities	$ 9,013	$ 9,370	$ 9,799

[1] Excludes expenses related to short-term lease operating costs.

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Leases - Schedule of Operating Lease Right-of-use Assets and Operating Lease Obligation (Details) - USD ($) $ in Thousands	12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Leases [Abstract]		
Beginning balance operating lease right-of-use assets	$ 25,853	$ 16,798
Lease asset added	14,389	17,157
Amortization for the year	(6,469)	(8,102)
Ending balance operating lease right-of-use assets	33,773	25,853
Beginning balance operating lease obligations	27,753	19,020
Lease liabilities added	16,775	16,834
Repayment and interest accretion	(5,937)	(8,101)
Ending balance operating lease obligations	38,591	27,753
Current portion of operating lease obligations	6,218	4,151
Noncurrent portion of operating lease obligations	$ 32,373	$ 23,602

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Leases - Schedule of Maturities of Operating Lease Liabilities (Details) $ in Thousands	Jun. 30, 2024 USD ($)
Leases [Abstract]	
2025	$ 6,267
2026	7,459
2027	7,441
2028	6,324
2029	4,701
Thereafter	24,761
Total operating lease payments	56,953
Less: imputed interest	(18,362)
Present value of operating lease liabilities	$ 38,591
Weighted average remaining lease term (in years)	8 years 2 months 12 days
Weighted average discount rate	10.40%

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Goodwill and Purchased Intangible Assets - Schedule of Carrying Amount of Goodwill (Details) - USD ($) $ in Thousands	12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Changes in the carrying amount of goodwill		
Balance at the beginning of the period	$ 57,681	$ 57,840
Currency translation adjustment	(9)	(159)
Balance at the end of the period	$ 57,672	$ 57,681

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Goodwill and Purchased Intangible Assets - Additional Information (Details) - USD ($) $ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Finite Lived Intangible Assets [Line Items]			
Amortization expense	$ 0.2	$ 0.2	$ 0.1

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Goodwill and Purchased Intangible Assets - Schedule of Carrying Amount of Acquired Intangible Assets, Net (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Finite Lived Intangible Assets [Line Items]		
Gross Carrying Amount	$ 1,132	$ 1,132
Accumulated Amortization	(1,073)	(922)
Net Amount	59	210
Patent license		
Finite Lived Intangible Assets [Line Items]		
Gross Carrying Amount	1,000	1,000
Accumulated Amortization	(1,000)	(893)
Net Amount	0	107
Other intangibles		
Finite Lived Intangible Assets [Line Items]		
Gross Carrying Amount	132	132
Accumulated Amortization	(73)	(29)
Net Amount	$ 59	$ 103

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Goodwill and Purchased Intangible Assets - Schedule of Estimated Future Amortization Expense of Purchased Intangible Assets (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Estimated future amortization expense of purchased intangible assets		
2025	$ 44	
2026	15	
Total estimated future amortization expense	$ 59	$ 210

~~XML 75 R63.htm IDEA: XBRL DOCUMENT~~

Derivative Financial Instruments - Additional Information (Details)	12 Months Ended
	Jun. 30, 2024
Maximum	
Length of forward contracts	three months

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Derivative Financial Instruments - Summary of Outstanding Forward Currency Exchange Contracts (Details) - Forward Currency Exchange Contracts - USD ($)	Jun. 30, 2024	Jun. 30, 2023
Outstanding forward currency exchange contracts	$ 87,956,000	$ 61,548,000
Swiss Franc		
Outstanding forward currency exchange contracts	59,392,000	26,867,000
Chinese Yuan		
Outstanding forward currency exchange contracts	5,156,000	249,000
Euro		
Outstanding forward currency exchange contracts	2,755,000	17,885,000
British Pound		
Outstanding forward currency exchange contracts	730,000	516,000
Indian Rupee		
Outstanding forward currency exchange contracts	8,916,000	3,539,000
Korean Won		
Outstanding forward currency exchange contracts	1,735,000	0
Canadian Dollar		
Outstanding forward currency exchange contracts	1,510,000	0
Japanese Yen		
Outstanding forward currency exchange contracts	$ 7,762,000	$ 12,492,000

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Derivative Financial Instruments - Schedule of Gain (Loss) Associated with the Company's Derivative Financial Instruments (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Foreign currency exchange gain (loss) on forward contracts	$ (2,046)	$ (878)	$ (2,618)
Other expense, net | Forward contracts			
Foreign currency exchange gain (loss) on forward contracts	$ (613)	$ 1,881	$ 502

~~XML 78 R66.htm IDEA: XBRL DOCUMENT~~

Fair Value Measurements - Additional Information (Details) - Forward Currency Exchange Contracts - USD ($)	Jun. 30, 2024	Jun. 30, 2023
Financial assets		
Outstanding forward currency exchange contracts	$ 87,956,000	$ 61,548,000
Level 2		
Financial assets		
Outstanding forward currency exchange contracts	88,000,000	61,500,000
Fair value of currency contract based on exchange rate	$ 87,700,000	$ 61,200,000

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Fair Value Measurements - Summary of Carrying Value, Net of Debt Costs and Estimated Fair Value of all Debt (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Carrying Value		
Fair value measurement		
Long term debt	$ 172,156	$ 177,283
Fair Value		
Fair value measurement		
Long term debt	159,136	177,359
Non-recurring basis | Carrying Value | Level 2 | 3.75% Convertible Notes Due 2026		
Fair value measurement		
Long term debt	98,782	98,189
Non-recurring basis | Fair Value | Level 2 | 3.75% Convertible Notes Due 2026		
Fair value measurement		
Long term debt	85,762	98,265
Term Loan Facility | Non-recurring basis | Carrying Value | Level 2		
Fair value measurement		
Long term debt	63,374	69,094
Term Loan Facility | Non-recurring basis | Fair Value | Level 2		
Fair value measurement		
Long term debt	63,374	69,094
Revolving Credit Facility | Non-recurring basis | Carrying Value | Level 2		
Fair value measurement		
Long term debt	10,000	10,000
Revolving Credit Facility | Non-recurring basis | Fair Value | Level 2		
Fair value measurement		
Long term debt	$ 10,000	$ 10,000

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Fair Value Measurements - Summary of Carrying Value, Net of Debt Costs and Estimated Fair Value of all Debt (Parenthetical) (Details)	Jun. 30, 2024	Jun. 30, 2023	May 31, 2021
3.75% Convertible Notes Due 2026			
Fair value measurement			
Interest rate (as a percent)	3.75%	3.75%	3.75%

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Commitments and Contingencies - Additional Information (Details)	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022

- USD ($) $ in Thousands			
Loss Contingencies [Line Items]			
Royalty amount accrued	$ 2,939	$ 2,398	
License agreement | WARF (Wisconsin Alumni Research Foundation)			
Loss Contingencies [Line Items]			
Royalty costs	1,900	2,300	$ 1,900
Royalty amount accrued	2,900	2,400	
Financial Guarantee | Various Customers			
Loss Contingencies [Line Items]			
Bank guarantees	$ 1,100	$ 1,300	
3.75% Convertible Notes Due 2026			
Loss Contingencies [Line Items]			
Interest rate (as a percent)	3.75%		

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Commitments and Contingencies - Schedule of Future Minimum Long-term Principal and Interest on Notes and New Credit Facilities (Details) $ in Thousands	Jun. 30, 2024 USD ($) [1]
Long-term principal and interest on Convertible Notes	
2025	$ 17,929
2026	174,153
Total	$ 192,082

[1] These amounts represent principal and interest cash payments over the contractual life of the debt obligations, including anticipated interest payments that are not recorded on the Company's consolidated balance sheet. Any conversion, premium, redemption or purchase of the Notes that would impact cash payments is noted in the preceding table.

~~XML 83 R71.htm IDEA: XBRL DOCUMENT~~

Debt - Additional Information (Details)	May 06, 2021 USD ($)	1 Months Ended May 31, 2021 USD ($) $ / shares	3 Months Ended Jun. 30, 2021	12 Months Ended Jun. 30, 2024	Jun. 30, 2023
Revolving Credit Facility					
Debt Instrument [Line Items]					
Weighted average effective interest rate				9.50%	
Credit Facilities					
Debt Instrument [Line Items]					
Weighted average effective interest rate				8.60%	
3.75% Convertible Notes Due 2022					
Debt Instrument [Line Items]					
Interest rate (as a percent)		3.75%		3.75%	
Convertible notes exchanged		$ 82,100,000			
3.75% Convertible Notes Due 2026					
Debt Instrument [Line Items]					
Aggregate principal amount of debt issued		$ 100,000,000			
Interest rate (as a percent)		3.75%		3.75%	3.75%
Conversion rate, number of shares to be issued per $1000 of principal amount (in shares)		170.5611			
Principal amount used for debt instrument conversion ratio		$ 1,000			
Conversion price (in dollars per share) | $ / shares		$ 5.86			
Repurchase price, as a percentage of the principal amount, in the event of a fundamental change, as defined in Indenture		100.00%			
Convertible notes exchanged		$ 97,100,000			
Convertible notes, aggregate principal amount issued for cash		$ 2,900,000			
Senior Secured Credit Agreement					
Debt Instrument [Line Items]					
Interest rate determination basis				90-day term SOFR	
Senior Secured Credit Agreement | Floor Rate					
Debt Instrument [Line Items]					
Variable rate (as a percent)	0.50%				
Senior Secured Credit Agreement | Revolving Credit Facility					
Debt Instrument [Line Items]					
Credit facility borrowing capacity	$ 40,000,000				
Senior Secured Credit Agreement | Credit Facilities					
Debt Instrument [Line Items]					
Term of loan	5 years				
Credit facility borrowing capacity	$ 80,000,000				
Senior Secured Credit Agreement | Credit Agreement | If all or Portion of Loans Under New Term Loan Facility are Prepaid					
Debt Instrument [Line Items]					
Unused commitment fee percentage per annum of average unused portion of the New Revolving Credit Facility	1.00%				
Senior Secured Credit Agreement | Minimum					
Debt Instrument [Line Items]					
Variable rate (as a percent)			2.50%		
Senior Secured Credit Agreement | Minimum | Credit Agreement | Consolidated Senior Net Leverage Ratio is Greater Than or Equal to 3.00:1.00					
Debt Instrument [Line Items]					
Unused commitment fee percentage per annum of average unused portion of the New Revolving Credit Facility				0.25%	
Senior Secured Credit Agreement | Maximum					
Debt Instrument [Line Items]					
Variable rate (as a percent)			3.25%		
Senior Secured Credit Agreement | Maximum | Credit Agreement | Consolidated Senior Net Leverage Ratio is Greater Than or Equal to 3.00:1.00					
Debt Instrument [Line Items]					
Unused commitment fee percentage per annum of average unused portion of the New Revolving Credit Facility				0.40%	

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Debt - Schedule of Carrying Values of All Debt (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Debt Instrument [Line Items]		
Principal amount of the Notes	$ 174,000	$ 180,000
Unamortized debt costs	(1,844)	(2,717)

Net carrying amount	172,156	177,283
Reported as:		
Short-term debt	7,756	5,721
Long-term debt	164,400	171,562
Net carrying amount	172,156	177,283
Revolving Credit Facility		
Debt Instrument [Line Items]		
Principal amount of the Notes	10,000	10,000
Unamortized debt costs	0	0
Net carrying amount	10,000	10,000
Reported as:		
Net carrying amount	10,000	10,000
3.75% Convertible Notes Due 2026		
Debt Instrument [Line Items]		
Principal amount of the Notes	100,000	100,000
Unamortized debt costs	(1,218)	(1,811)
Net carrying amount	98,782	98,189
Reported as:		
Net carrying amount	98,782	98,189
Term Loan Facility		
Debt Instrument [Line Items]		
Principal amount of the Notes	64,000	70,000
Unamortized debt costs	(626)	(906)
Net carrying amount	63,374	69,094
Reported as:		
Net carrying amount	$ 63,374	$ 69,094

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Debt - Summary of interest expense on New Credit Facilities and Convertible Notes (Details) - USD ($) $ in Thousands	**12 Months Ended**		
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2022**
Debt Disclosure [Abstract]			
Interest expense related to contractual interest coupon	$ 10,552	$ 9,473	$ 7,233
Interest expense related to amortization of debt issuance costs	956	926	909
Total	$ 11,508	$ 10,399	$ 8,142

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Stock Incentive Plan and Employee Stock Purchase Plan - Additional Information (Details)	**12 Months Ended**			
	Jun. 30, 2024 USD ($) Plan $ / shares shares	**Jun. 30, 2023 USD ($) $ / shares shares**	**Jun. 30, 2022 USD ($) $ / shares shares**	**Oct. 31, 2023 shares**
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Number of stock incentive plans | Plan	2			
Employee stock purchase plan				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Weighted average period for recognition of compensation costs	10 months 24 days			
Unrecognized compensation cost	$ 700,000			
Purchase price expressed as percentage of fair market value of common stock	85.00%			
Shares issued under the ESPP | shares	1,100,000	1,300,000	1,100,000	
Weighted average fair value (in dollars per share) | $ / shares	$ 1.79	$ 1.75	$ 2.51	
Common Stock, Capital Shares Reserved for Future Issuance | shares	3,800,000			
Maximum | Employee stock purchase plan				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Payroll deductions as percentage of salaries	10.00%			
Number of shares per period up to which employees may purchase | shares	2,500			
Value of shares up to which employees may purchase in any calendar year	$ 25,000			
Employee Stock Option				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Total intrinsic value of options exercised			$ 300,000	
Options granted (in dollars per share) | $ / shares	$ 0	$ 0		
Cash received from option exercises	$ 300,000		1,200,000	
Unrecognized compensation cost related to unvested stock options, net of estimated forfeitures	$ 600,000			
Weighted average period for recognition of compensation costs	10 months 24 days			
Weighted average grant date fair value	[1] $ 0	$ 3,580,000		
Grant date fair value of options granted			900,000	
Restricted Stock Units				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Weighted average period for recognition of compensation costs	1 year 6 months			
Unrecognized compensation cost	$ 11,300,000			
Weighted average grant date fair value	9,700,000	7,200,000	12,000,000	
Aggregate fair market value of units vested	$ 5,900,000	4,500,000	6,400,000	
Vested (in shares) | shares	2,376,000			
Performance Stock Units				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Weighted average period for recognition of compensation costs	2 years			
Unrecognized compensation cost	$ 2,600,000			
Weighted average grant date fair value	3,300,000	$ 2,400,000	$ 3,700,000	
Aggregate fair market value of units vested	$ 400,000			
Vested (in shares) | shares	137,000	0	0	
2007 Amended and Restated Plan | Employee Stock Option				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Contractual term	10 years			
Percentage of the award vesting at first anniversary	25.00%			
Vesting period for first 25% vesting rights			1 year	
Remainder vesting period	36 months			
2007 Amended and Restated Plan | Employee Stock Option | Minimum				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Exercise price of stock options as a percentage of fair market value on the grant date	100.00%			
2007 Amended and Restated Plan | Time-based RSUs				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Annual vesting percentage	25.00%			
2016 Plan				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Number of shares of stock authorized | shares				5,000,000
Stock Incentive Plan				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				

Common Stock, Capital Shares Reserved for Future Issuance | shares	2,500,000

[1] The aggregate intrinsic value represents the total pre-tax intrinsic value, which is computed based on the difference between the exercise price and the closing price of Accuray common stock of $1.82 and $3.87 on June 28, 2024 and June 30, 2023, respectively, The amount represents what would have been received by the option holders had all option holders exercised their options and sold the shares received upon exercise as of that date.

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Stock Incentive Plan and Employee Stock Purchase Plan - Summary of Share-based Compensation Charges Included in the Company's Consolidated Statements of Operations and Comprehensive Income (Loss) (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Share-based compensation expenses			
Share-based compensation expense	$ 9,484	$ 10,053	$ 10,600
Cost of revenue			
Share-based compensation expenses			
Share-based compensation expense	1,375	1,439	1,584
Research and development			
Share-based compensation expenses			
Share-based compensation expense	1,456	1,396	1,371
Selling and marketing			
Share-based compensation expenses			
Share-based compensation expense	1,905	1,586	2,213
General and administrative			
Share-based compensation expenses			
Share-based compensation expense	$ 4,748	$ 5,632	$ 5,432

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Stock Incentive Plan and Employee Stock Purchase Plan - Summary of Share-based Compensation Charges Included in the Company's Equity Awards (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]			
Share-Based Payment Arrangement, Expense	$ 9,484	$ 10,053	$ 10,600
Employee stock purchase plan | Market Stock Units			
Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]			
Share-Based Payment Arrangement, Expense	1,050	984	1,304
Stock options			
Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]			
Share-Based Payment Arrangement, Expense	741	2,011	2,565
Restricted Stock Units			
Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]			
Share-Based Payment Arrangement, Expense	7,307	7,004	6,160
Performance Stock Units			
Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]			
Share-Based Payment Arrangement, Expense	$ 386	$ 54	$ 571

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Stock Incentive Plan and Employee Stock Purchase Plan - Schedule of Assumptions Used for Determining Fair Value of Stock Options (Details) - Employee Stock Option	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Weighted average assumptions used for determining fair value of options			
Risk-free interest rate (as a percent)	0.00%	0.00%	
Risk-free interest rate, Minimum (as a percent)			2.71%
Risk-free interest rate, Maximum (as a percent)			3.21%
Expected volatility (as a percent)	0.00%	0.00%	
Expected volatility, Minimum (as a percent)			54.10%
Expected volatility, Maximum (as a percent)			57.30%
Minimum			
Weighted average assumptions used for determining fair value of options			
Expected term (in years)			7 years 3 months 18 days
Maximum			
Weighted average assumptions used for determining fair value of options			
Expected term (in years)			8 years 11 months 8 days

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Stock Incentive Plan and Employee Stock Purchase Plan - Schedule of Option Activity Under the Company's Incentive Plan (Details) - Employee Stock Option - USD ($) $ / shares in Units, $ in Thousands	12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Options Outstanding		
Balance at the beginning of the year (in shares)	5,480	
Options granted (in shares)	0	
Options exercised (in shares)	(90)	
Options forfeited/expired (in shares)	(120)	
Balance at the end of the year (in shares)	5,270	5,480
Vested or expected to vest at the end of the year (in shares)	5,270	
Exercisable at the end of the year (in shares)	4,792	
Weighted Average Exercise Price		
Balance at the beginning of the year (in dollars per share)	$ 3.4	
Options granted (in dollars per share)	0	$ 0

Options exercised (in dollars per share)		2.6	
Options forfeited/expired (in dollars per share)		4.19	
Balance at the end of the year (in dollars per share)		3.4	$ 3.4
Vested or Expected to vest at the end of the year (in dollars per share)		3.4	
Exercisable at the end of the year (in dollars per share)		$ 3.47	
Weighted Average Remaining Contractual Life (In Years)			
Balance		2 years 11 months 12 days	6 years 6 months 10 days
Vested or Expected to vest at the end of the year		2 years 11 months 12 days	
Exercisable at the end of the year		2 years 5 months 23 days	
Aggregate Intrinsic Value (in thousands)			
Weighted average grant date fair value	[1]	$ 0	$ 3,580
Vested or Expected to vest at the end of the year	[1]	0	
Exercisable at the end of the year	[1]	$ 0	

[1] The aggregate intrinsic value represents the total pre-tax intrinsic value, which is computed based on the difference between the exercise price and the closing price of Accuray common stock of $1.82 and $3.87 on June 28, 2024 and June 30, 2023, respectively, The amount represents what would have been received by the option holders had all option holders exercised their options and sold the shares received upon exercise as of that date.

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Stock Incentive Plan and Employee Stock Purchase Plan - Schedule of Option Activity Under the Company's Incentive Plan (Parenthetical) (Details) - $ / shares

	Jun. 28, 2024	Jun. 30, 2023
Share-Based Payment Arrangement [Abstract]		
Fair value of common stock (in dollars per share)	$ 1.82	$ 3.87

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Stock Incentive Plan and Employee Stock Purchase Plan - Summary of Information about Outstanding and Exercisable Options (Details) - Employee Stock Option

	12 Months Ended
	Jun. 30, 2024 $ / shares shares
Options Outstanding	
Number Outstanding | shares	5,270,000
Weighted-Average Remaining Contractual Life (Years)	2 years 11 months 12 days
Weighted-Average Exercise Price (in dollars per share)	$ 3.4
Options Exercisable	
Number Outstanding | shares	4,792
Weighted-Average Exercise Price (in dollars per share)	$ 3.47
$1.96 - $2.08	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range [Line Items]	
Exercise price, low end of range (in dollars per share)	1.96
Exercise price, high end of range (in dollars per share)	$ 2.08
Options Outstanding	
Number Outstanding | shares	755,000
Weighted-Average Remaining Contractual Life (Years)	7 years 11 months 8 days
Weighted-Average Exercise Price (in dollars per share)	$ 2.05
Options Exercisable	
Number Outstanding | shares	389
Weighted-Average Exercise Price (in dollars per share)	$ 2.05
$2.60 - $2.60	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range [Line Items]	
Exercise price, low end of range (in dollars per share)	2.6
Exercise price, high end of range (in dollars per share)	$ 2.6
Options Outstanding	
Number Outstanding | shares	1,439,000
Weighted-Average Remaining Contractual Life (Years)	1 year 7 months 24 days
Weighted-Average Exercise Price (in dollars per share)	$ 2.6
Options Exercisable	
Number Outstanding | shares	1,439
Weighted-Average Exercise Price (in dollars per share)	$ 2.6
$2.96 - $2.96	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range [Line Items]	
Exercise price, low end of range (in dollars per share)	2.96
Exercise price, high end of range (in dollars per share)	$ 2.96
Options Outstanding	
Number Outstanding | shares	277,000
Weighted-Average Remaining Contractual Life (Years)	5 years 8 months 1 day
Weighted-Average Exercise Price (in dollars per share)	$ 2.97
Options Exercisable	
Number Outstanding | shares	277
Weighted-Average Exercise Price (in dollars per share)	$ 2.97
$4.10 - $4.10	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range [Line Items]	
Exercise price, low end of range (in dollars per share)	4.1
Exercise price, high end of range (in dollars per share)	$ 4.1
Options Outstanding	
Number Outstanding | shares	2,048,000
Weighted-Average Remaining Contractual Life (Years)	8 months 4 days
Weighted-Average Exercise Price (in dollars per share)	$ 4.1
Options Exercisable	
Number Outstanding | shares	2,048
Weighted-Average Exercise Price (in dollars per share)	$ 4.1
$4.46 - $5.00	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range [Line Items]	
Exercise price, low end of range (in dollars per share)	4.46
Exercise price, high end of range (in dollars per share)	$ 5
Options Outstanding	
Number Outstanding | shares	751,000
Weighted-Average Remaining Contractual Life (Years)	5 years 7 months 2 days
Weighted-Average Exercise Price (in dollars per share)	$ 4.51
Options Exercisable	
Number Outstanding | shares	639
Weighted-Average Exercise Price (in dollars per share)	$ 4.51

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Stock Incentive Plan and Employee Stock Purchase Plan - Summary of Activity of RSUs and PSUs (Details) - $ / shares	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Restricted Stock Units			
Total Number of Shares Underlying			
Unvested at the beginning of the year (in shares)	5,334,000		
Granted (in shares)	3,697,000		
Vested (in shares)	(2,376,000)		
Cancelled/forfeited (in shares)	(686,000)		
Unvested at the end of the year (in shares)	5,969,000	5,334,000	
Performance Stock Units			
Total Number of Shares Underlying			
Unvested at the beginning of the year (in shares)	2,049,000		
Granted (in shares)	1,264,000		
Vested (in shares)	(137,000)	0	0
Cancelled/forfeited (in shares)	(363,000)		
Unvested at the end of the year (in shares)	2,813,000	2,049,000	
Restricted Stock Units Performance Shares			
Total Number of Shares Underlying			
Unvested at the beginning of the year (in shares)	7,383,000		
Granted (in shares)	4,961,000		
Vested (in shares)	(2,513,000)		
Cancelled/forfeited (in shares)	(1,049,000)		
Unvested at the end of the year (in shares)	8,782,000	7,383,000	
Weighted Average Grant Date Fair Value Per Share			
Unvested at the beginning of the year (in dollars per share)	$ 2.77		
Granted (in dollars per share)	2.62		
Vested (in dollars per share)	2.85		
Cancelled/Forfeited (in dollars per share)	2.79		
Unvested at the end of the year (in dollars per share)	$ 2.66	$ 2.77	

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Stock Incentive Plan and Employee Stock Purchase Plan - ESPP (Details) - Employee stock purchase plan	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Weighted average assumptions used for determining fair value of options			
Risk-free interest rate, Minimum (as a percent)	5.05%	4.65%	0.10%
Risk-free interest rate, Maximum (as a percent)	5.39%	5.44%	2.16%
Dividend yield	0.00%	0.00%	0.00%
Expected volatility, Minimum (as a percent)	37.22%	38.98%	35.49%
Expected volatility, Maximum (as a percent)	61.48%	61.09%	54.33%
Minimum			
Weighted average assumptions used for determining fair value of options			
Expected term (in years)	6 months	6 months	6 months
Maximum			
Weighted average assumptions used for determining fair value of options			
Expected term (in years)	1 year	1 year	1 year

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Joint Venture - Additional Information (Details) - USD ($)	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Schedule Of Equity Method Investments [Line Items]			
Currency translation adjustment	$ (9,000)	$ (159,000)	
Impairment of goodwill	$ 0	0	$ 0
Joint venture			
Schedule Of Equity Method Investments [Line Items]			
Percentage of ownership interest in joint venture	49.00%		
Dividend declared	$ 2,500,000		
Currency translation adjustment	$ 600,000		
Accuray Asia			
Schedule Of Equity Method Investments [Line Items]			
Proportion of recognizing joint venture income (loss)	49.00%		
Impairment of goodwill	$ 0	$ 0	

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Joint Venture - Summary of Reconciliation Between the Carrying Value of Investment and Proportional Share of Underlying Equity in Net Assets of Joint Ventures (Details) - USD ($) $ in Thousands			
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Schedule of Equity Method Investments [Line Items]			
Carrying value of investment in joint venture	$ 9,826	$ 15,128	
Equity method goodwill	57,672	57,681	$ 57,840
Joint venture			
Schedule of Equity Method Investments [Line Items]			
Carrying value of investment in joint venture	9,826	15,128	
Deferred intra-entity profit margin	9,835	5,737	
Equity method goodwill	(4,720)	(4,720)	
Proportional share of equity investment in joint venture	$ 14,941	$ 16,145	

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Joint Venture - Summary of Financial Information of Joint Ventures (Operations Data) (Details) - USD ($) $ in Thousands	12 Months Ended					
	Jun. 30, 2024	Mar. 31, 2024	Jun. 30, 2023	Mar. 31, 2023	Jun. 30, 2022	Mar. 31, 2022
Schedule Of Equity Method Investments [Line Items]						
Revenue	$ 446,551		$ 447,605		$ 429,909	
Gross profit	142,921		153,960		159,955	
Net income	$ (15,545)		$ (9,280)		$ (5,347)	

CNNC Accuray (Tianjin) Medical Technology Co. Ltd.

Schedule Of Equity Method Investments [Line Items]			
Revenue	$ 114,942	$ 109,097	$ 55,190
Gross profit	22,137	21,522	15,915
Net income	3,750	5,280	422
Net income attributable to the Company	$ 1,838	$ 2,572	$ 241

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Joint Venture - Summary of Financial Information of Joint Ventures (Balance Sheet Data) (Details) - USD ($) $ in Thousands

	Jun. 30, 2024	Mar. 31, 2024	Jun. 30, 2023	Mar. 31, 2023	Jun. 30, 2022	Jun. 30, 2021
Schedule Of Equity Method Investments [Line Items]						
Current assets	$ 323,236		$ 338,033			
Total assets	468,627		479,214			
Liabilities and Stockholders' Equity						
Current liabilities	195,267		198,637			
Stockholder's equity	45,084		53,659		$ 53,189	$ 68,840
Total liabilities and stockholders' equity	$ 468,627		$ 479,214			
Joint venture						
Schedule Of Equity Method Investments [Line Items]						
Current assets		$ 102,500		$ 87,662		
Non current assets		12,425		16,504		
Total assets		114,925		104,166		
Liabilities and Stockholders' Equity						
Current liabilities		79,300		70,189		
Non current liabilities		113		398		
Stockholder's equity		35,512		33,579		
Total liabilities and stockholders' equity		$ 114,925		$ 104,166		

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Joint Venture - Schedule of Deferred Intra Entity Profit Margin from Sales to the Joint Ventures (Details) - USD ($) $ in Thousands

	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Schedule of Equity Method Investments [Line Items]			
Net deferred profit margin on sales to the JV	$ 4,098	$ 282	$ 3,300
Joint venture			
Schedule of Equity Method Investments [Line Items]			
Deferred intra-entity profit margin recognized on sales to the JV	9,061	10,436	4,007
Deferred intra-entity profit margin on sales to the JV	(13,159)	(10,718)	(7,307)
Net deferred profit margin on sales to the JV [1]	$ (4,098)	$ (282)	$ (3,300)

[1] Profit earned by the Company from the JV is eliminated through cost of goods sold until it is realized; such profits would generally be considered realized when the inventory has been sold through to third parties.

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Income Taxes - Schedule of Components of Loss Before Provision for Income Taxes on the Accompanying Statements of Operations and Comprehensive Loss (Details) - USD ($) $ in Thousands

	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Components of income (loss) before provision for income taxes			
Domestic	$ (25,184)	$ (17,489)	$ (14,092)
Foreign	13,364	10,701	12,090
Total loss before provision for income taxes	$ (11,820)	$ (6,788)	$ (2,002)

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Income Taxes - Schedule of Provision for Income Taxes (Details) - USD ($) $ in Thousands

	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Current:			
Federal	$ 0	$ 0	$ 0
State	133	0	25
Foreign	2,190	2,036	1,535
Total current	2,323	2,036	1,560
Deferred:			
Federal	0	0	0
State	0	0	0
Foreign	1,402	456	1,785
Total deferred	1,402	456	1,785
Total provision for income taxes	$ 3,725	$ 2,492	$ 3,345

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Income Taxes - Schedule of Reconciliation of Income Taxes at the Statutory Federal Income Tax Rate to the Provision for Income Taxes Included in the Accompanying Consolidated Statements of Operations and Comprehensive Loss (Details) - USD ($) $ in Thousands

	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
U.S. federal taxes (benefit):			
At federal statutory rate	$ (2,482)	$ (1,426)	$ (420)
State tax, net of federal benefit	133	0	25
Share-based compensation expense	629	1,189	592
Research and development credits	(209)	(1,181)	(415)
Foreign taxes	(167)	(164)	(948)

Deferred Tax on foreign earnings	952	408	1,730
Global intangible low-taxed income	1,335	927	2,124
Change in valuation allowance	3,202	2,546	502
Other non-deductible permanent items	332	193	252
Other	0	0	(97)
Total provision for income taxes	$ 3,725	$ 2,492	$ 3,345

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Income Taxes - Schedule of Significant Components of Net Deferred Tax Assets (Liabilities) (Details) - USD ($) $ in Thousands

	Jun. 30, 2024	Jun. 30, 2023
Deferred tax assets:		
Federal and state net operating losses	$ 66,463	$ 69,157
Accrued expenses and reserves	4,523	7,083
Lease liability	6,332	5,401
Deferred revenue	3,269	4,275
Research and development credits	26,669	26,425
Share-based compensation expense	1,405	1,367
Capitalized research and development	19,464	13,042
Unicap	541	587
Fixed assets/intangibles	644	946
Section 163(j) interest	2,776	1,702
Other	6	245
Total deferred tax assets	132,092	130,230
Deferred tax liabilities:		
Contract acquisition costs	(1,228)	(1,602)
Right of use assets	(5,288)	(4,941)
Deferred tax on foreign earnings	(2,499)	(1,547)
Total deferred tax liabilities	(9,015)	(8,090)
Valuation allowance	(125,944)	(123,528)
Net deferred tax liabilities	$ (2,867)	$ (1,388)

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

	12 Months Ended			
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022	Jun. 30, 2021
Income Taxes [Line Items]				
Valuation allowance percentage established for domestic and foreign net assets	100.00%			
Undistributed earnings of foreign subsidiaries	$ 14,700			
Tax expected to be paid on the remittance of unrepatriated distributable reserves	2,500			
Gross unrecognized tax benefits	22,044	$ 21,565	$ 19,810	$ 18,765
Unrecognized tax benefits that would not affect income tax expense	$ 21,600			
Minimum				
Income Taxes [Line Items]				
Statutes of limitations with respect to jurisdictions (in years)	3 years			
Maximum				
Income Taxes [Line Items]				
Statutes of limitations with respect to jurisdictions (in years)	10 years			
Federal				
Income Taxes [Line Items]				
Net operating loss carryforwards	$ 281,900			
Tax credits	28,400			
State				
Income Taxes [Line Items]				
Net operating loss carryforwards	124,500			
State | Research and development				
Income Taxes [Line Items]				
Tax credits	$ 22,800			

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Income Taxes - Schedule of Aggregate Changes in the Balance of Gross Unrecognized Tax Benefits (Details) - USD ($) $ in Thousands

	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Aggregate changes in the balance of gross unrecognized tax benefits			
Balance at beginning of year	$ 21,565	$ 19,810	$ 18,765
Tax positions related to current year: Additions	1,064	1,692	1,222
Tax positions related to prior years: Additions	0	652	61
Tax positions related to prior years: Reductions	(585)	(589)	(238)
Balance at end of year	$ 22,044	$ 21,565	$ 19,810

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Retirement Plans - Additional Information (Details) - USD ($) $ in Thousands

	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Defined Benefit Pension Obligation			
Employer's contribution to the 401(k) Plan	$ 2,100	$ 2,200	$ 2,300
Employer contributions	1,265	$ 1,295	$ 1,200
Expected total contributions to defined benefit pension plan for fiscal year 2024	$ 1,300		
Copre Foundation			
Plan Assets			
Expected interest rate for mandatory retirement savings (as a percent)	1.50%	1.00%	
Defined benefit pension plan			
Defined Benefit Pension Obligation			
Employer contributions	$ 1,300	$ 1,300	

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Retirement Plans - Obligations and Funded Status (Details) - USD ($) $ in Thousands

	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Change in benefit obligation:			
Benefit obligation—beginning of fiscal year	$ 19,388	$ 17,453	

Service cost	1,245	1,241	$ 1,513
Interest cost	381	336	75
Plan participants' contributions	3,548	2,486	
Actuarial loss	2,236	389	
Foreign currency changes	(124)	1,205	
Settlements	(2,434)	(3,542)	
Benefit and expense payments	(181)	(180)	
Benefit obligation—end of fiscal year	24,059	19,388	17,453
Change in plan assets:			
Plan assets—beginning of fiscal year	18,761	17,350	
Employer contributions	1,265	1,295	1,200
Actual return on plan assets	467	179	
Plan participants' contributions	3,548	2,486	
Foreign currency changes	(97)	1,173	
Settlements	(2,434)	(3,542)	
Benefit and expense payments	(181)	(180)	
Plan assets—end of fiscal year	21,329	18,761	$ 17,350
Funded status	(2,730)	(627)	
Amounts recognized within the consolidated balance sheets:			
Long-term other liabilities	(2,730)	(627)	
Net amount recognized	$ (2,730)	$ (627)	

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Retirement Plans - Amounts Recognized (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Amounts recognized in accumulated other comprehensive loss (before tax)		
Net actuarial gain	$ 428	$ 2,559
Prior service credit	127	195
Total recognized in accumulated other comprehensive income (loss)	555	2,754
Accumulated benefit obligations in excess of fair value of plan assets:		
Projected benefit obligation	24,059	19,388
Accumulated benefit obligation	20,946	16,807
Fair value of plan assets	$ 21,329	$ 18,761

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Retirement Plans - Components of Net Periodic Benefit Cost and Other Amounts Recognized in Other Comprehensive Loss (Details) - USD ($) $ in Thousands	12 Months Ended			
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022	Jun. 30, 2025
Net Periodic Benefit Costs:				
Service cost	$ 1,245	$ 1,241	$ 1,513	
Interest cost	$ 381	336	75	
Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Interest Cost, Statement of Income or Comprehensive Income [Extensible Enumeration]	Other Comprehensive (Income) Loss, Defined Benefit Plan, after Tax and Reclassification Adjustment, Attributable to Parent			
Expected returns on assets	$ (284)	(176)	(144)	
Defined Benefit Plan, Net Periodic Benefit (Cost) Credit, Expected Return (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]	Other Comprehensive (Income) Loss, Defined Benefit Plan, after Tax and Reclassification Adjustment, Attributable to Parent			
Amortization of prior service cost (credit)	$ (24)	(23)	54	
Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Amortization of Prior Service Cost (Credit), Statement of Income or Comprehensive Income [Extensible Enumeration]	Other Comprehensive (Income) Loss, Defined Benefit Plan, after Tax and Reclassification Adjustment, Attributable to Parent			
Amortization of net gain	$ (92)	(207)	0	
Defined Benefit Plan, Net Periodic Benefit (Cost) Credit, Amortization of Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]	Other Comprehensive (Income) Loss, Defined Benefit Plan, after Tax and Reclassification Adjustment, Attributable to Parent			
Gain on settlement	$ (65)	(518)	0	
Defined Benefit Plan, Net Periodic Benefit (Cost) Credit, Settlement Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]	Other Comprehensive (Income) Loss, Defined Benefit Plan, after Tax and Reclassification Adjustment, Attributable to Parent			
Net periodic benefit costs	$ 1,161	653	1,498	
Other Amounts Recognized in Other Comprehensive Loss:				
Net (gain) loss arising during the year	2,019	406	(3,584)	
Prior service cost (credit)	24	24	(53)	
Amortization of prior service cost (credit)	0	0	(678)	
Amortization of net gain	91	217	0	
Effect of settlement	65	546	4	
Total recognized in other comprehensive (gain) loss	2,199	1,193	(4,311)	
Total recognized in net periodic benefit costs and other comprehensive income (loss)	$ 3,360	$ 1,846	$ (2,813)	
Scenario Forecast				
Amounts in accumulated other comprehensive loss that are expected to be recognized as components of net periodic benefit cost during fiscal year 2025				
Net loss				$ 0
Prior service cost				24
Accumulated other comprehensive income				$ 24

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Retirement Plans - Assumptions (Details)	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Net Periodic Benefit Costs:			
Discount rate (as a percent)	1.30%	1.95%	1.90%
Rate of compensation increase (as a percent)	1.75%	1.75%	1.75%
Expected long-term return on assets (as a percent)	1.50%	1.50%	1.00%
Benefit Obligation:			
Discount rate (as a percent)	1.30%	1.95%	
Rate of compensation increase (as a percent)	1.75%	1.75%	

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Retirement Plans - Estimated Contributions and Future Benefit Payments (Details) $ in Thousands	Jun. 30, 2024 USD ($)
Future Benefit Payments	
2025	$ 1,183
2026	1,436
2027	1,265
2028	1,318
2029	1,649
Thereafter	9,558
Total estimated future benefit payments	$ 16,409

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Segment Disclosure - Additional Information (Details)	12 Months Ended Jun. 30, 2024 Segment
Segment Reporting [Abstract]	
Number of operating segments	1
Number of reportable segments	1

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Segment Disclosure - Summary of Revenue by Geographic Region (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Segment Information			
Total net revenues	$ 446,551	$ 447,605	$ 429,909
Americas			
Segment Information			
Total net revenues	90,156	122,335	126,005
Europe, India, Middle East and Africa			
Segment Information			
Total net revenues	168,611	155,879	134,640
China			
Segment Information			
Total net revenues	103,412	75,762	86,935
Japan			
Segment Information			
Total net revenues	55,682	61,962	53,376
Asia Pacific, excluding China			
Segment Information			
Total net revenues	$ 28,690	$ 31,667	$ 28,953

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Segment Disclosure - Summary of Countries Represents More Than Ten Percent of Company's Revenue (Details) - Revenue, Segment Benchmark [Member] - Geographic Concentration Risk [Member]	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Revenue, Major Customer [Line Items]			
Total net revenues	100.00%	100.00%	100.00%
United States			
Revenue, Major Customer [Line Items]			
Total net revenues	18.00%	24.00%	26.00%
China			
Revenue, Major Customer [Line Items]			
Total net revenues	23.00%	17.00%	20.00%
Japan			
Revenue, Major Customer [Line Items]			
Total net revenues	12.00%	14.00%	12.00%
Rest of world			
Revenue, Major Customer [Line Items]			
Total net revenues	47.00%	45.00%	42.00%

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Segment Disclosure - Schedule of Geographic Areas in Which the Company has Long-Lived Assets, Property and Equipment Net and Operating Lease Right of Use Assets (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Segment Information		
Long lived tangible assets	$ 58,547	$ 46,779
Americas		
Segment Information		
Long lived tangible assets	46,570	41,569
EIMEA		
Segment Information		
Long lived tangible assets	9,327	3,074
China		
Segment Information		
Long lived tangible assets	1,211	539
Japan		
Segment Information		
Long lived tangible assets	1,304	1,096
Asia Pacific, excluding China		
Segment Information		
Long lived tangible assets	$ 135	$ 501

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ORFU,K;"]#MZSWYD9\$H3>;J_'U"Q++LINNZEJW$9=3] MFU(KXRKL^_J],!3J[//A_@FM@,O6'G/[(2D[7@6Z*-$=OD?4-7/?;U";827\/U. MX?
N=LWQ_CM"72R(YS<@&*_'IY9Y%Y&=$5>GK*VMCN\3M?Z?(\Y9>2#'E@5/ MR6U,R6N$ W73TVO^&"JQ&;W_;TJMC*W(!([>QK_' B8B.<7@W]%:7%A#-32] MXK7;MMM*;D:3@2FU,K5E"$
5?O MXK^1+#2M"-99CQ,B'<=K.AU+^=1$7UI[)L$ETH!;I 'WK#0PQ &A:T(STW$T MCODDQ9QN*]O;"?7^0 G0:$ PI58&6 0$]ZR ,,0$BBA_5\/ M!?15M:E=(A^X1Y-_]-8^O\?
1PS@5W77W+$4)2R_$::I,4_JRVK0N$0_<(AZX M>B]?S,.@$+,H"P8:8GJQR@"JKZN-[!*9P"TR@:LW\+.(B^A)%L!V/LX_@2D*
M4BKZJ9*77JE\L_>#=25B*5A#"EYAG"*P1A0P>0=8B=1H1C"E5D9:9 17;^H/ M#,'@+5A!O$25\\Y."(UZTW[O7TI>1L.!*;4RKR(
MYTB8W*SK5LU[.:%7.=09C0:FU,K0BFC@GO>X@!U9$A2"N9SON$#BBJK.5*=4 M7_SOSX/1;%J:[@>?X+)X&DP&8S\@0@A5/XZ3 X:?(5DA'O;'CU*7(A?4:XO
MYEW^_EO'L=MW+)NS=;B2/2.4S0D0*DP.&2L2AX@RP F8(["(8G$VFXBO(BR& M)@N$<)OMD:14?)G=[]_*)R0(A^"CW)W3 MJ2"=7OW]4K9KHQ&)U-JY7951"=7GWP._;!R MR-
*7_S'IC69@]N?+9#1[&8%OW\9*8D9SE"FU\B3C(D=Y^@AT(";SE.P8*FHG M)*80@[\(0Y^!#^-(=" <014WO4SM*<:72%1>D:@\?>8Y<'N*1!<;JF94/YY0 M<#QE2M=7U:9D-
#:UCE[)D(]*LE=;& AD?-R]G9&OS5^?Z64OC;2*S7?OWCQ# M^:2%@1@M1*EUU1:NA^Y>9]DM<++.7O"8$\Y)DGU<(2@&6;F!^'Y!"#\LR!WD M+Q5U_P=02P,$% @ *8,S642<'Z_" VB, !@
!X;"]W;W)K)ZU4CBGD39<7]]AY(B[8HCKIVS \=Z&8Z>&0[GF:%T^22K+_56"$6^ M%GE97RVV2NW.5ZLZV8HBKL_D3I1P9R.K(E9P6CVLZETEXK0=5.0KYCC^JHBS
MJF*.+J^8/(Y=/5@BZ^7?B4/6R5OK!:7^[B!W$G MU&^[VPK.5H.6-"M$66>R))787"W>T_,;E^L!K<2_,_%4[QT3;*8>N'_\3?O/K?%@S'UXK6UH,#\K];S?J0KN9C!.K:]E61.JZO)*?GM[H:\._F)
MG)"L)+]N95/'95I?KA0\68]?)?U3KKNGL)FG_+TISPAWEH0YS$6&W[Q\.#\< MO@)[!Z/98#1K]?$YHYNJ$J4B<5V#G>>8/9T"%U>@%^-YO8L3<;6 U5:+ZE$L MUC_^0'WG
K/NC90=V,H'6[E-^_HZKK<$9HTD^D#\T62/<0[&H[/8J?):53IC M/*[]T NUOGW"ELRCK?M/^-()(@@Y?1T"6@SKH;V]?X4OX5'U3K0I,7]&7/'! MCO@S_1WSGV?X)@)ZH!,/FE*!&P0![D-_*%O1?
2Q?(28DU4FT+CSC6=2'O*] MB>N@(6*N1ST'QQ8,V (KMMM*[.(L)>(KD*F>.#T?4FT%3.A!HL FPJ[Z,T,G M(C#L8!QX>F(M(A7X=&:9A8.QH171C=@(L D6F:S;"*XSPC,)BA 2#TIKG
ME/'\$(<8#1 C*\1?I8KSXZZ_CHQ'<3EA7TQ#'Q)R(^3-H]VB>'EV M=((-97_5V9PH)=D M4Z%3WVL[R!4AF[H6D:(>93/S3T=ZIE9&7/\"CHU55CZ07$!-1RI=O)W*S6D# M)UU
S/N9(?,=!'P*W11C7NC-1<7(MM1.MW^5,GW*\AR%QLW%$O@!FT)#Q4(Z M VTD6&IGV(^EBLN'#.CKJ \1%HVF*$T91F6W^_E;9#HT<^HW9" M&PK(7?RLJT?48).F/,=A1N!@;!;P")\7-
I(9LY,90*R:MBHH=!$4ZYX<;8M, M>J+!?L;O&QZ$Q7@0S617-K(8L[/8E!CVP@A%:_*3SZ@!UI1R@<9FL.[UF$=(MK$L5O6./(47H"(HM RI";B$+YK".K,6.-(GM1H.&FS[J;@;':/(2Y5%H8#3%
MF#/;0+"1OIB=OH;*U5*Q,I.4 NJ[4^["Q" NO!F((WLQ.WO=;66E3I6H"I** M>S5TB4T9%W G^Q^@US?:XAOW,=)]!=ZT[D*D/#!@!OY(;LQ.;H>%][&(19@N M\I@_I1)4+O3Y7#R,7,
<"*Y7\0Y8/G:^/D0FSDN:K-W/>2-NAV2.#,GL#]]H4 M:#9HT",9Y3 B!IW4W)X.&ZF/V:EOG*2NH3Z&UJ2W@(?&\C6E7#^86;U\Y$!N MY\"7)!B.=7&43KLX3"QP@AF:YB/_<3O_C>[\SOS"D8[-
=UW'V.)#Y +J^3,! MP4=6Y'96['+,D3#@)LVYC'ON-&I1.0]^9E#N[9D>X4-9%%G;+7>[08DL]9(3 M90*(R;M_225(^!,*W:H8SPX$2S-OH.C0^)%HN6M-K'=*)E^V,D]%5?_X0\AH M<-'N;ZAG-
+MR*VV_-KN^E;9#VT<&YW8&OZV^)8%:>V%)3IPSQZ%0N5?D,L\\B>5[YGT_MBQG_GA()N&KG+B+/V9N0O M/>XN?2<:'J?^] ;[-4?*%C-+FD+13%W#Q[J&VWOX]VF:Z?8+TJ3>EC[-RM,D
MWF60-E&<9J?N^7X83LLP3,[S9G=$^%B/<'L] IUC4S1Y^_ZPWS2''K(26_UN M^%&0K(1S0=[IER)XQC1+CU.7L>FN&"+FLCDZ&NL3?K0U']"G8I,E&;HAQLV*
MX]2C!YMR/4I,T&&4S_C9':L3UUZ==,19[^7FO_19&7U59A8@+K23TSH%$?.X M[\W4*>Y8I[CV.L5@^78)UK/$@II C=>,Z%X5)F?9JW)UJ7)X92P+W.\@W<_T M=_*Q3/(FU=G*?%=(-
I4L"*R,PUWW);BDMYX4 M)G"DOEVQ[]LGUY2)BWY#SJ M7A]"WEMRQS62V]+,;N0PO9V1.R%(6[-0>C9B[5;KGP9*--+ Y0-,A\3D.T!B M_+W:^["A$-5#^X%(35H?=Z_AZO#1R@?
VF\UIM===G[M,O0.ASOMUQ>K\1'= M5R__C*N'K*RAT]K XYRS (*LZCXDZ4Z4W+6?5MQ+I631'FY%#/&M!>#^1H+7 M^Q/]@.%SGO7_5!+ P04 " I@S-9:\:YIZ\# "0#0 & 'AL+W=O
ME>GCL>=:?16JI'G2(: M>,I$KL=.:DQQX[HZ3C%C^DH6F-.3A509,[142U<7"EE2*67"#3RO[V:,Y\YD M5-V;J)4&!LK E& M/RNQ@X$!<:B.SC3(19#RO?]G3)A%;"A1HMT*P40A.50@W
M"F$5:$U6A?6.&389*;D&9:7)FKVH>+VKO0:O>/U0YE<0>I<0>$'4H3X]73ULJ[L4?Y.$H$E"4-F+7K%W&\>R MS"EBA3'R%9L+O 0FJ,2K=-!A@5AAP@T(J3529BC\1 K!E+
[HBKYVUZOG@(.E49AF]X+^B@ GD%=U^T!XN$>AT^)&T;#,-@AWI<<]GMAU/=>><_YWDO?\LY MWJKB]P;DZ>-=X@>(=_JN/YIW>:^Z3;P'TRE*J2B-@P?),\-?*;.6RJ$/SYB M-D?
U9V<\!QW9"?!&%RS&L4,CGD:U0F?R_7=^W_NQL^=^(VOMM+ST8/_L)@P+ M)3/XJ\K'JLY'9QHZVFTO#(>[6[HOYGNA%[VRGR\MUS_:%L_OV5, $C#EJRY4MBX#D'/4='1X^0
M;IZR_&.Q%T*B3XRF/UXM%L=V+0UA<94>1JB>[+#^$4EWFCXOBF(LP MJHP.R8(XCKLXA'$Z6]Y4]][ERYNLE$F1%G&6HESL;F??X>L-<[1!A?A?+)Z* MB]](4WG(LH_ZXJ?
H=N;H%HE$;*5V$:I_)[$22:(]J7;\4SN=->_4AI>_7[Q_ M7Y%79![""0JRRY,\XDOO;F3]#D=B%92+?9T_BIH0U_ZV65)4?]%3C75F:%L6 M,CO4QJH%AS@]_P_U8&X,,!TP(#4!L0T<-<,:&U
30,V8,!J S;6@-<&%?7% MF7L5N'4HP^5-GCVA7*.5-_VCBGYEK>(5ISI1[F6NGL;*3BY765ID21R%4D3H M7JI_*@MD@;(=^NTH\E#W9H'"-$*K[*!2<:]SY"30?[.B0&_1'_=K],V;;U&Q M#W-
1H#A%O^^SLE#X8H[>=*YO%E*U5[]UL:W;MCJWC0RT#1/T2Y;*?8$V:22B MKH.%(MJP)2]L5\3J\>G +FF_'FQ,*&-GU'*W]TP-^O
MJH[DXB324EQ#T3U;,]A:5Z#KXAANQ>U,]6LA\I.8+;_^"KO.?Z#(3.EL,Y&S M3M18$S5F\[Y\?XX8%+"S(:\,=84]+1ES.< M/^40F-+99B)GG> %3?""S]2^0H3Y=E]-Z)$: 4EVU/,]-
KLGCX0)D4!]%/)W#Z8*<5/(ZUY?=*E.KTT2%0VOBCT,D$BA.G3X:X MV&CF&H*YV/,-A L<-V!$8TO]!NVCVF1J@&15'3"2"G$N)!Z@)S &:YVU@FJ M6E*X)J<^C/G$PR8G ,9H@
!=GEV>*&FI#5(B0*=Q$P^?1"A/C'9]%$^9OX EU9" M8;N&JKFHA9[XIXSE,SH(N<\BI?=/HI #%655.^V$UJ>^2:R/(MSK$0-0;"CQ M6FV%K0)$\9)"55WYDG$@"]Y[\UN,7=+K(CGN&8QW$
X_[(:=KFT:@?;=1\ON2TR/*& 5,D^?^:8H[NPB+<0I]J7?]D(YPJ;TVL- M"PR8P0AVYK@#C%K%0.R* 6*TCI-2FI]8:DYX'"<\BA/H;)!3JQ@(L:X*_JP^ M"
HE@4YJ9GT4:IEW.*AQ5'^7*@NA)R=]]UA6DB+M!0%<1A"K4'GM.F)2;YNI MO'5#WNH98M<\D>DOBQX@N2A 0'#LRE* 3#.* F MRSZ,43P@GDFK7HA=O70W"(:F?=)7&DH[8;_'!\
)PW*$#ZVK22A=B MERY*BT7E5L(ANS MIT$G56*3>MM,Y:T;OHMM0+L2&[NQL:)]+85=[+CF!WX(QZE+/#,A)S22?Z M'J"M.*-V<7:O8A1OX66OW?35B3"EM\U4WKIA:R4AM>\-?
K;X3KHQ.*FWS53> MNJ%K%2BU*U!;\?W,?B"#BR^PA8<)]H^&KE MVSTPT8HZ9O\&]@'_I9>:21F)PJ1ZWM HPD0]DAF2>X'^SN)4(O54EOK;4CB\ M2S#7CMX@'LQ]3E%4YOK3C';Q+,
(<"7WJ!_U<>PNW'+R*=BZ0Z M;Z5,\X$=V7-@ C:&9Q45/&?NF! V02%S2MTOB4D3AG.GJX8>Z[72%R> Y\U9 M,*:#*JJR,P_P&'1#75E0 M.B:+[-2A6KFX.'9X$&I$Z/.>ND"4J3R?QVKN-F=*
[ZJ3E,;]%;[>8.#^=S2X M7JO"!3QASO7Z?#QUT;[Z?+CU%S4XX[1 B=BI9CA7GBJ1^?F\Z/E"9L?J0.1# M)F5VJ'[N11B)7 /4\UVF2-<7^@7-J=WE_P%02P,$% @ *8,S6;=HK6U_M!0 *QD !@
!X;"]W;W)KYXERA[VF2R8O12JGUN6W+Q8JGH3P3:Y[!E:7(TU#! M8?Y@RW7.PZ@$I8E-',>STS#.1M-)>>XFGTY$H9(XXSHO/Y\31@#+B M<\P?YC\0A%?!D6B?
H@'G_GM2"F^18BD>4G>JQCG1%: M%%*)M ;#"-(XJ[[#[W4B=@"8]@!(#2!M@-<#H#6 M@%N#\"M >ZA %8#2NEV MI;U,W%6HPNDD%X\HU]'
IG^4V2_1D*\XTT:Y53EOWJ#7J%X@Q]7(E" E1.; 5#U3>T%_6P9M6P2,^P,$'O!3!+-,\B'NT3 MV*"Q$4I^")V10<;K(CM#U+$0<8AK&-#5X7!J@,\/AY,!-;1Y;+3D5@6X8":CGMC-@"/."@+GF
M#+_F_^R9!RAYF"]6Y=2*(_&)6.N99TK",-,=,2:!=8;M!CXEK1QTHYB/2=!* M@2G*9\2<_:_)@#=R'2[XQ0@JDN3YAH^F/_^$/>=7 MT\0^)=G\1&1[&?.;C/DOG/27P\
[:K2(WW4V=;'GMCQB"J,X:%EI;@C#KH^9 MV27C1O/X))5B-N[<'GO8\=IESQ#&J$?\EAA#&/')V#>+"1HQP:"86S!$O.!& MRP\BC[7*6UW"O*"MR!3G.'C<5F3D\[P>]V.R540.>99HF8L4
M78LX4^@SK'E%;I8U2';LE#@IV_Q4;/N)W'9_>+C].]P:M+MT!V-&V\[HAE'? M]]LEWA3&".WSQ;8;Q,-]W!'-T QW^[' ;;IV9:VCM*/5ZU&P[._Q< M:]?G:G8MO/Z;97Q,/-XL#[3HWGB\';U@T?
U+N933'4%PSS'FV*4[+-3\6VG]-M:XB'>\,A4XP[M[ZV8.;2S(AK"G "WWW^,893VO !AW0[N[U%LNQWR3,^"OZ!WV2(I(B[;];WR MC@P3N*0$4BN._BF-
M*F,9$'Y1/Q;$:LGE'*U$A&*LPV72I=22Q.]0BRPH/JC MJ,CC[*&D>(+*B[C>9$'71<:;+1(+HJEOP2)P0#2URM(-"&;!>G @E@@2ZYY MN4^8/)W!'.#H3Z$XPOAL)P6K,'_@Z#Y1:9*#*PAAV8%
M6["4'),48L&J\I*<-&FH'CH,=%TO'R\V@.];4!L/E: 1KJLB^2+I6-F004X^"D[%A2"8Z0# FK"_Y9N*HWVS@9ORF%&Z)UU72"* M3%6[;LW99O?^LMRS;IV?X?,Y-IQ_BX/S*RAN_D9X#Y,S
MSB1*^!*&X9SY4"'S:F>^.E!B76X]WPNE1%K^7/$PXKD.@.M+ :+K WV#YO^1 MZ7]02P,$% @ *8,S61N>[U+S" \U@ !@ !X;"]W;W)KSU\ZL:R1>#+TD,ZUM7F[N]CJ;=N\S ML968*P8OX*3]
[U?8KC&2K$#[9.]+8FSI]PCI08 >FZNGHOQTVFZ3\^IYEQ=/UB(R^O?%;^K"NFS4/55GKXUF5^Z*XG.S M$:^N1V;3(I:Q9=T@$O[OD/[Z&SW8[SS?F;ND8K,B M^V^ZJM?7(V]DK-
A]LLOJWXJGB!UWR&EXRR*K]G^-IT/9*1T9RUU5%YMC9=Z" M39H?_B=?CAUQ5H%8%RK08P4J5'#<"Q6L8P6KKX)]K& +%>CT0@7G6,$1*GCF MA0KNL8(K5+ O[LX D5II<4_&,%?
V^'P_CM!W^>U,G-55D\ M&653FM.:%WL'[6OS,4_SQNRW=RJ)%]55Y.:-Z9! M3I9'X?<'87I!^&-1)YFBVDVQ?;;;;[+*D.4",9/4_WC_[YJYVS*@+_DZQW1]" MO/GO;C\9OQ8&-:DY-
EV%T/P9H6*SX:1]+RAJ+_2UWZU6:=.2)#,^).EJS/MJ MEFQ3]2X'W\LR<+T1/M.&Y?(@Q5WRGWK-2H/W#Y]=U\VTQ]7C?%ELF/'J7T55 MO5;@H_[X.;M/EVFM@,2#(9@.FO!CZG1@T=.!1?
>ML2^TYGV2)?F2R];&/W?Y M&\,R?VGH1'6D'$C.GM2+TX@6NVA'K2E U4XY!>J-GE388Y!MBE$PB(D+ ;! M.J9R3J9R?MQ4OQBOXM/TJ'*85F/H;(B$S1W)9W1*77DR1(H&2%B(A$5(6-R"
M=7SKGGSK:GW[,?G";X;J=7,/DN8/QF[+G?O(JKK9X%[FBG69+IO+O8.?=WE: M*V='5W((OY#QA-E1VYBAGD3"%GV:'R 50R0L0L)B$*QCR.G)D-,7,.3Y=:?* MG%K-H1,K$C:?
RKZS/7E>16H&2%B(A$5(6-R"=6SLG6SL:6U\VWAQW*P0KIKK M@2V_A4^:VV"5.3W) L1T+$>8.K5Z0UV'A"UZM3] 2H9(6(2$Q2!8QW3^R72^
MUG2_LOK91:+WOCSA.)8MW#+,M$)#W8:$+9"P D+D;"HUS#%(,F.VXC9+FN; M6K^=+?S599)767+(5DZ+@,H5:U/>,\OWQ2M%O?10!T)I"R@M@-+"?MT;045C M%*WKP[-
XA>A]N$[R!]9D)2MVSS];&7 (^XL_[S+8(M$1VI;<1@1R)I"R@M@-+"7KT;035C%*UKR#:6(-^52U"E^:C4/8Y%/%]TGU9Q ML/L4 8:0$BQ4#;,M*HY<
&U9J%"E=A,6==TBEQK;/G6:+NZ<(%&-ZQJA347(M#\N:MLU'R L%)$1.(YK M3)S)H!$)>3XC436+^&)(FU6"*5%4%J,HG7MU28EY*^(2O0B@V=(:%A"Y+3$
M(J9B50\J&T!I(90606DQBM9U<)N9D+\J-"&*V('XTK4?-#:!TA:]]B" :H90 M6@2EQ2A:UYIM>D+^'_&)7G3P9 L-4(@B09E:BKD6&J% :2&4%D%I,8K6-72;
MHQ!]$50T1M&ZEFRC%:J/5O8_C%%Z31$)6%3Z?0B1S:D_(88+O.I;M MFI(MH#G'!5U'7NB Z@906@BE15!:C*)U#=G&(A00BR@=Z4@3!J72%_KTZH/=
M*&N*J1M5_&2$VM+Y#)I90&D1E!:C.%U[M9D%U6<6F-1-+S)T(1A*FU,YB;"F MYE0Q02)E R@MA-(B*"U&T;H.;J,-^A+1AM+%BLB $&G&A,844-JBUQX$4,T0
M2HN@M!A%ZUJS#2FH/J1XF=1-+SIXLH6F'E3.*<:V:JY%J@906@BE15!:C*)U M#=W&'E0?>PQ)W:B\H.[;XA,S9GK!P?:#AA^]]B" :H906@2EQ2A:]TDB;?9A MZ;./7IF;I5B-)XYCBS^;TVL-
]1V4MH#2 B@MA-*BGJ,5HU2[SFOS#NN9O.-[M4C=+L0K/;W0E(T)##BAM :4%4%K8KWLCJ&B,HG5]V(8X7Z5@RV)#0,@=("*"WLU[T15#1&T;J6/'N^UW?E)K;2?G*$83NF=$FH5QQL
M/UF4R,_J4B0ZKBL_,0G:M%"A.K:I%)VHBCEDZGI$/$N^1'1BM=&)]?#/EQTAY>,+N8:,NMOO'K]X5=5UL]B_7+%FQLBG-/[\OBOK;1O-$ MU]-SCF_^!%!+ P04 " I@S-9RV60[T4* K,@ &
'AL+W=ODD,U%7A1KNT91]RTV=EM M/7&R_4R3D,4-16A!2K;ZZPN "BD"!XCL;DI>!X*M;B9WZ"J = &M^+UDS\W)ZT!9>>3\FWKS MJ;B9A.J)6,7R5H7(Y'][MF15I2+)Y_CS&'32?
Z/KZ>_2/VKPT\Y@U;,FK M?Y=%N[Z9)).@8*ML5[6?^?,_V-%0I.+EO&KTO\'S41M.@GS7M'QS+"R?8%/6 MW?_9R[$B3@J@V%$ 'PM@LP!U%"#' N3< O18@.J:Z:SH>DBS-KN]%OPY$$HM
MHZD7NC)U:6F_K%6[/[1"_K64Y=K;):\;7I5%UK(B>&CE?[)1VR;@JV"9->O@ MH^P833-OCZDP9N?W@8_!64=?%GS79/517,]:^4SJ$BS_/A]'[KOPX[O0SCX MC=?MN@E^K@M6C
/,Y,/W#O!W!Q^P-^(ON_I]0,)W 0XQ!1YH>7YQ A1/SR^. M/6Y(WQY$QR.N]E"5OM*5OA)\$\@!+K*VK)^Z$5*V)0-KO8M*X:@J>5PUVRQG M-
Q.9'1HF]FQR^]>_H#C\&U1CEPR67BC8J#9I7YO4%_WVGS)Q5KP!:ZPK&>F2 M*CON;Z/^J>/O'WAKOA#)H!N/+9< M9MFYZC1;P?>E'%+!XR%XLVODB[)^"_;?*Z@ZHDMVH$L&
M2R\4;-0$<=\$L;<#I4P&S*3CA M0K-/V2(: MX;G1I8!($2)PCYKW=N9>.P_K3+"IFB>+(.<;"0^-T\G<^OX%3:CAQ!:A,(R(M8052Q6$(>TEZ+XG7R]U)2ZCIJF"/;5 VS2ZK')
MUB3(,=X7O:.%U]&]&L$:J"3/!6_4>-\S<= 3P=L@%ZPHNW$/3P$+ZXFF=+XP MK-DBC!=F-@-$<0Q[0^$ &N$KW#V+LF73@C_KMBOKO*]70[ML@:H*(F-"D@!E4S4BC\ MP?["!$Y*8O@
9CN;8-;)*')8&Z@+>3%$@X)<+3 A!YEJL)4<:7(= M]"1A5]J5#^<&&9M%4XL2S:(D)?[W9 MLFO4-GMQC#UJ]TD:6F//5M'(3)E0J'D2.8P-E(3\F+1<9_63;!_95IG,C1*6 MU$"KRNRQK-
R\@RX*/!>-EEXJVKA"!^9!?NBYRW.^4] I9R!6[K/'BH$U:!.* M).C$G"F7@ XE-$G,W@&%PQ%:./K'P#S(#SV??C"YV'0R)0M[Z *R.#'1(85D M&">Q*T,-M(/\N',OV#8KY03RHJB-=9V]&932HPL'
544SG$K9D3 MD,4AQ0YG_4@/_:DWU.18C8U80HF&VP']SD B ;[B>9?_-7 M;6IV"X8S['DYY;6,=M%HZ:6BC:MT@!KLAYK[G(YPI39VFP6B'BB4,K M 0,R),>(E8(!'9V[-D/P0#SX!\1SM-
AM$+02\DLYG_JF%1M00M,3Q#!6(O;% M&9L9(?[(:@*C1Y$U"1)'%P,QF(B_B)ZXO:@ CT$D>P2A]' M'D\W&K5I'02%*/:<16.1(;&:",^*'LLUR6'OHSXYS+M"9:G:AKWCIZ
MHPU59IX&)%.YBC97V]Y(8T,#FA$_FMUG![TMO:L+"&D0'#B']?YP,7LHS,R5WN5J)?= M 8/7)W H!=@\1Y4"*I?#@8J(GXI..N/_ZA" &:P'X(8O(RB6 #"-D;E-#,A2='KB,_0VH1/RH]/-JQ?
(NR[_D>F\WD(LA MF2&/^[QRUE/VWW65H&:"?5;I-E?X*V?B5I2YFC_4W\%Z@%B)1.:B"9 1<^,[MA6)%D6N[CPX\1?W;2*J1RSH7>EOE3<&Z5V]5<_]_YJF]733%88+,'@[H4&C- M*&"T)'3=?*
#_%___"S/-AED;?#(GLJZ5B- K8:8*'D!>K?198&P=9@!R4)D M]H\4D"&4X-#5]@,*43*OF!AJC_ MXM/#;KOM^"ZK@K1L\HHW.\%&%]&"3W5WT]%Q98%>]!;41:.EEXHVKMZ3BU!^ M3--
UJ.E:G?[]Z-"/0B=UU-P-!%086?O34"RR<- S'3"-^C'---0R-39 ,\#F M5QAA*^'9LD5BKI%20#6GL>,,A YH1OT[9*/>7_-ZJD=WT0\#\ B37G1[[*+1 MTDM%&]?G (+4#X)?:]TUMB=;2/
FV4D&/;!,@-5L@QRUKPG:(AS&UI1AJQ+7 MG2XZ "'U_^'G_IA6CP7%O.K&PNONGM ?;YX!$FP>VZ3>.&.# Q%2/Q'^JMAG MS2M)NQNU8=YM ^AMD>
[<2>8S^4FY!T_;*'"=*5H0TYRMLC*93S*^X3EP7N3G MO"\BJYL5$R<[X^JL^J V/\YOO BZU&1=L8%4H7E7#Q"Y3 XP%_EA+BW5&8?& MEZ&G*KM_<)FX V59YCC06!?X]&
(MIK'9,0&5V79>26=K=G*+?L/$D_XU0A/H MX]SN.GK_:?^+ASM]S]_X_.Z2KO?+0QANI]1_*:O%#6RUZYDR/#]7#Z/Z'Z9 MT+UI^5;?U7_D;]OVC 0_5>LK)I:::U#?
M".A4B%;%JG=4)EW3Z;Y"!6$SNS'6C_^]E.R* * M"$W]0GSVO7=WS^$EVG#Q)', A9[+@LFQDRM5C3"6:0XED5>\ J9/EER41.E0 MK+"L!)#,@LH">ZX[Q"6AS(DCNS<3<<1K55
&,X%D799OR@X)NQ,W"V&P]T ME2NS@>.H(BN8@WJL9D)'N&/): E,4LZ0@.78N1V,DL#DVX1?%#9R9XW,) O. MGTQPEXT=US0$!:3*,!#]6,,4BL(0Z3;^M)Q.5](
=]=;]B]V=CW+@DB8\N(W MS50^=FX-F"=04%KB68@["O$4D-)E6G!92T 7:+'>8+.SR[0&:(,_$<9O]7L M"OGN!^2Y7M#3T/1TN-\#3TZ'>T>F\;M[\"V?_S_WT"=W0Q?TTQFS&,F*I#!V
MM!M($&MPXO?O!D/W4Y]4;TF6O!'9GHQ!)V-PC#W^H8WRCJ6\!'3^G4MYT2== M0Q%:"F.+Z_AR$(9!&.'UKB@]:1^]&W<_*^G)"OW@NLMJQL [_] 2Q,HZG40I
MKYEJ7OENMS/36^LAK_8GVF0;3_Q'TSCT/1$KRB0J8*DIW:MKW9-H7*\)%*^L M#RRXTJYBE[G^4(P"?I\R;G:!J9]^F)_P)02P,$% @ *8,S61#"[$!$ M @ B@8 !@ !X;"]W;W)KGVO$ M)3X(^:Q*
(U>*L95XI5:UPO?5UD)%58C40,W3W(A*ZS-5!:^JB5@XI(JYH=! M,/,K3+F7QFYM(]-8-)I1#AN)5%-56+ZN@(E#XHV]X*6%J6V"WX:U[B 1]__MZHTT,[^G$%H!5U1P)"%/O.5XL9K;>!?
PD\)!G8R1K60GQ+.=K$GB!58(&&3: M$K"Y[>$.&+,@H_&[8WK]EC;Q='RD?W6UFUIV6,&=8+\HT67B?? 0@1PW3&_% MX1MT]4PM+Q-,N2LZM+'11P]EC=*BZI*-045Y>\$$R+_YOC'K]
<*CWBH^?S>>!9\&E">]\F2(GFX;!F@<[*:WXU-MM"2BUO\?0YBO"%]R&F6^YS7NW^=4'-^PWS+WH MYY_TAPIDX;J@0IEHN&Y;1;_:-]IEVU_^AK==^@'+@G*%&.0F-1C-S>N4;>=K
M)UK4KMOLA#:]RPU+\[, :0/,\UP(?9S8#?K?3_H'4$L#!!0 ("F#,UEB M&#NT]BH ,N& 9 >&PO=V]R:W-H965T*NZV_\QMJA^+!M6O_UR688=E\]>N2KC=T: MO^AVMH5?5EV_0/\V:\?
^5UO34V#MLVCB[.SSQ]MC6M/7KZ@[][U+U]TX]"X MUK[K"S]NMZ;?O[)-=_?UR?F)?O&C6V\&_.+1RQ<[L[;7=OAI]ZZ'OQZ%66JW
MM:UW75OT=O7UR>7Y5Z^>X//TP,_.WOGD=/IW^).GCT[*:K1#]U6!@,$6]?R_\T'P<.G#+B0 1<$ M-R]$4+XV@WGYHN_NBAZ?AMGP VV51@-PKL5#N1YZ^-7!N.'E^XTMKKKKMSK3[
MPK1UX09?7+MUZU:N,NU07%95-[:#:]?%NZYQE;/^Q:,!%L;ACRI9Y!4O-/6MLXG> 00![O%.Q7%_?.^.W8+HK'9V5Q<7;QY)[Y'@M@-_T:V*;UQKVLJ9IKB& M+RU0*>#MOR^7?
NB!SOYG#D4,P)-Y)#WOO([4]FO3W:X5G]K3U[^Z0_GGY\] MOV=[3\+VGMPW^__5*=^_R/?=8(OS1?%/+): @=_'WNR+MVW5];NN!_S6Q8.A M6]MA8WO@CV%#<_IQZ5WM3 \3E
7\5OSI#U]>7)P]EXGHK_/G1=?K#S*S_/ 0 MN-<#7#"XMK<@GG:>X 61T<"G^A9.&%;N3>TZ/_9KV_-^\ LF!(3'[/:%WWN@ M 5^ C"0X!A"/]($DLHP;KO>P_=]-ZXW(!?ID657[W-
4.5^X=,>N+5[;QMR9 MWC(:?;$!J?OK:/K!]OS =P"*1XK]A_,5$*UK\SDWQA>[WJ&X!5_Q87(0!^ M:AVN0N0+&+@&M/YF^P96 OK? 'F7Q5\[.**_P3\E ?"M@3GY(ZQ5CQ6< 9[# MA6^
>A6@/[BC.#!-@9.6*YY5,4VFP[W!N \WN0UH?9X5D>BS8+?1S['KEQ;TU? M[!**7!378[5)ABI@&U,#%(6#XZN B]N4N'!#YU\\]Q^'#K;L_UCZB@N\63N =H #!UGC6OVK+);[H08HH3()*7L
MM>UV .< ?S4T\]94?6<7$\+Q0 MSAC,#6">D#TB^\1GDMEP2_@_8C#KAP+EFW^.TA)LIE9.IP+XE9CP@6+5@(09 M^3R>)\A@YK[M.KZY\6 9IIMB26!Q=P MV.AO[!K9'@"
[,"*J!P\DHCQM,B/(Y").?WII@=06"Z_];VQS>E?#1C+1'2@ MT@8^04 !: +:_"!V[-(.=TBM)&+I(1+&P)4IQN@(5<[(8KWQMV9-L<"$P2> M.]&FS#>X4Y 7_;@C@5H9.%O$,2V$XFH=)"4-
\/#EV(RH);IU;[;/Z;=Q!X(+ MGR5I@0P#0AVF!K2H.?V9 M@ :B-XTG+@51-1**NJ(UMVZ-A^_'W0YH'.C!M8)*(2S\KFDLD(EG702*VO;> M_AYR@H$@__$1=QL'9RLPL,A9PJEFW(-*]\
[10<'VS&IE\7CGY '@"7P!$I7@ M-/6\5JZ0[8>=##=B!ZCRA$&HL-CDAPT%%0:Z*U&QKFD"O HN(P#0Q9S\$2D! MJP*VY'(-Z@[64<'O6A!SC2H'VD[7N[7HPU7?;1E% M/_S\]O7I^3.@
[#\=2GH6F^#%5X 3 U,,7P:U;@5*T,X M:MM/CG^8X>XHK!1=_P21(J$)$DP&+]AOHJRY=^P'5")(WH]R[$&?TL!NX/) M*K-SP/+ =[NFVQ-C@GT)3 ^Z"!T?\I/4([*_CFZ'SZ"H[52C\8I!QF5"!-63
M19>2N./016$B5F9-A-T8[A,5QMN5B$K"QM(2AX^@UXUKS+*QZF3(G@&$?Q&A!Y)$EE>'HIX MLZC$Q(ZCPXY88G'.XZ=J4&FBS*5/.2]^6$W;#X-Z[0G3JF)8S>I.L;I%;:BF
M+NDO,2W95FH/E!R%)(%_0$(#BP'X)=I%P<@+TJ,'+9S[& (2&"B"-CS8K@7D M >^A44?/$].A8$IL9R%^Y+;,- F2?(=R1$T95+VR IH1%6M*L556(YT.B",* M#K=(:P@RS_V()'% $JASO0=
[!W/2>)H2U/=@-PCQT>/*U<+$Y%7SBFE0V4" MSQ=^HZ$3EIT@QGA#R"2V#\JCF01B,G.PZIG :\ ($:9<>>- RZOG?@B:'6# MFTTH5RDI9B8]QHV8W3[BLV$ QHE]^8I8^IB/BEL/.$"@
M;E$C(&]R1 ..+/!F;9<#6O/H5U%03;5ZL#]W,$9" RQP@1?)2_&Y)ER"*(0Q/NS!CP<*0/9O;/KHHOBA+2Y!RS7%Q=-23(#,4FLUA@J;,T FKJ^+2X"^ MIIVG(:S);R%XK(ILLGO\?MPA?
+PYTU020\OCG;#XFU=OW[^^+!Z FJ_M*CV* MZ:0/?^_A&G(HOP,#85,\/F<,Y%+NSOAB9BY2WLD\0_'MV-J0:@';!X2%>.LT M=A]AB,..X*9$N QB$GW4:J*VV=J8E6()B3,]V50!)0*ABW9J:VU-[
"8"#1 MHL_7X%+#AQ;WGP6PQ61CMJ; DL17P89JUTA=+O'%17L[FS%]@&G7].+H1V <0N>(?)AJ_QZ =()(%?8,D-)=M/A5-^1!B3CM;"Q/4 M8Q%#6A2F'PR%FY J.%(S2Q7>DW&%-
DACP5^IB;XPU#>26S*2%S0+<[!]DX 4 M&CJJ%:J1;(>]9GCY8'9PA-TX$#WA9I9=WW=W\"E:[&D)*9+-ISS-[@1E.]5 M@PDE&V)WDWVAQP8\P;R&SR$M8((^/:4#"P-
%&PS9S$VTSVR4TW!'-Z4&IA@ M"C'&!-,J^46JB'.!*8;&FAT.$SB++491V*<8@UGEBN_Q2@Z*_&]8',&U,QFD5[H^>*[KZ]%>DO MHDE $G+#$E]A96Z[?L;=(YD$9T+,5JQ'TP,E6QO#H0?
PZ20>I(=?[=D-7#88 M)2:)"&C&Y\4CP;#'$C9+HC#??[$H?O+DNKP1_XBS,)QK"PKZ4]*/FEI")'-. M3I-JBDXD_1;TA1H$6W-C@U\FABXXS-M=$CY-U!^ !,H#N6P;LILL64IP)%B$
MDPP3*QP^:82K%.M<^-=YD36^$ R392)L/I^SRO+WL*JGF**ZI#&["'L9K(;] M8R)2&9[RT;6-J"7)!X9Z[LBV7%B$SS!F!S3A@U)*?T]\W&/QA$5Q66"8OPD> M+$NO
Y=/0]2=3PX&)*Y8WU=J?<_I4%+=K1%AE6:5"Y&XKB^:CK)(/]%S;W\ M HY,)6/CS[2TP),7-JA*P4!F&MCA*[C8B^A MXL8HQ?&C$%';JLM(([9UM@+F(>:\L$B/K(#I[Y *'[.(F!17('_7-*_Q9O$\
<=Q<'1#[RBV1[]/XA_$N#[N M'W:[HB?=&SHG[KU!IB,XR0 UZU5DI"8E&:+FHGM M ?I=G'?"+-G9N>#:C>#4&*\I@J,!#M[_?.P#CVIC&Z*J6^"S;O293 *!,(RB M8.9BTO(;:Q&$;9HN*) [+M@
K-I M.+&*4JL6^+L?N)"!*VSD;'A)H,J@=%63M5(?R?$/#*]^1#*4'Z^?!\OU!3&".T9O=KN\^D'9I*"N",=%.%($D^)%S5[@Y ;X>@U8C M/<[I#K\!DT#PB>*S: U[5AJ53K8T[_H=^FT)='4"@D*

```
G$$Z-JO4_2&DKSL:DIL(" RV5 M11(.D1?>/1;DT'G]0&,^H3[G$T*IY($&;A>.T_B[I\@4RKE?$-A9*0-FRT"B ME&H169B*Y)&3#?((5)&5U"U;AV3[MH!%4NYPH+>NYM,AKT"G.RP,1%L=U1&8
M&53HB_^+*G,R.!H"Y.Y-8KHNS-%Y]B#(I4J"V^STZCZTAFX""E@,\(R-LH?F M1R*B0BV8^?RL^".J TRX$9%T'. ).9Z0;<,D'> ( TQYX(K^?;D6LBDV\>3^8LQ:YG'$I*D+8 W[>RJ=6\1(&] <\ 4S4J
M0SE('E)U7NO8T.GF,\\=J)3T8N:00BY;=%XKEN/H/R7Y/Y/ZHU+R(:>7IA_O M#_5/?;>5"_$D#?7+>673IA$3G%BJ#SMPA%%NQNH\@EH=UX76$WNL+Q0$QN\B M4E4+$\
[%KP)KNI%@QMC*'V2FYF4XF2$JY@C8-)VK@H^6$Y $N7Q((8IO;E&^ MQH+*PX(?#650,1$6@3.J=MT@]5WJ0*DP;RQ!OMPQV"4 MS5#:8A93N-\: RTU9P-1'\R4H@;[Q+#+Q<%"$>(AC3
).X.I1PIZEO!!@5C: MREY@8$>!A^W(\TH_4_AM4+^(["8J82#_'O;SH",SP_5> M-2KF8=*_L4Q[B37,#PM),(#SV;C?"$A2D@NL?;7BJ71+T%-V(*K(H,#MPM%1
MR%E."VWIF"#U1HMM$_>8K6R*EO\R4ER3$O :44!3D\4>4'RW;ETHGCZL2./G M4@-4LN?AMSYX<<%!0Z#(3^*Z]E(^ *&M>U-;+9/GC+S,,XD;Z-E2ABY0B5C_ M4;#J>7-,R(!YN2;OW*
(NKZSR+0_6VLE4^F@YF"T.T91.HCN2A2;$X M(RH5+FQV;;XR(=2::I-@ ,FUX[@8!H"B!A_,!ZPDYKTM(@LQN2.YMA^:?N_@:' D8?WW;9[+[5#.Q#Z M+#T3,@O&I5;_@\TQG,8#4()"50:&?
&\QW7A/\61PMN-<:M0928FGD2=RKW*!B\'WCF*21&(T)0:RI\R&X2TU\3W39$EAN!G)U!-0LBP=$&O$UD M%&YB)X%F- +!9CG"*APH$+%818C0PN8T*PSN*BU?2!Z=GS!')E?ZD"O/$7PR
M;*@XC--^=M^U["*@PT%9'?:'4HN%:"R6J,942@P+V@^."G3OV+X$5?Z;Y?HL M$S/$(31*MOBT;@N=^(9SS.C](86@78&F8.TD_4")30K+BCZ^%RA)C*[-+FA< M103'_L@KX H"M3C+
(B3&Y"20#'>3X1;^D^B'I]IH[2-#IE#0>4 M@4*&#NRYAI)?2?>="=1$)B;A1..%J!)!-][)@'SUR'AU9]FO50X,I$.KGSKA M/PI0BEA6@T.00$'1-%2I!84:\PP0Z(S)5'GK&6:)4[L@B=*H=:.RB&PI$D'J
MLR3RMK7K;G"2"#0WTH_33>R,RO75N&7#QS-U2NXO;(L^S(!-O$^4H3X95?B@ M&^PP*\LBC(9)>Y,:DXF-TE/P)P!%)3X2P+]'$(CL$E-:_0[L7CBH!O9),"#$ M DI,1B:
(15.06LJP)VS=QM"&EN\)P1&'4\DL[:P^U?9+J@\XQ<)G2]VDTHL' MD#\XN;Y^=_*0B./8AC(I$@X?7 Q0I*2BA/QP<9+1J=I.CIS[6#,2275VR$4#_M1!K*B6TC836R"G*;.R8R=;@>6)(:3DOB4!\-
^]/ 2-(P5&IG3\CPF:7VQP8- MCQ4]V)Q'SEL6(7)^-B.XT#;2.=-? D/S@H-F0I#!A-BF;D11C0L<> MT",$1I;"B@N967:_!_,6V;BE3W4HMI1 MLEHVU4C,R!#N.E(@
@^(V>L3MUW/:M)KGD\4HP=)?638)S:%QW9'F,MVHZ=:!8P\V<1'LC-X3?HSTN(U*G$Z @RY M8!BSMYR%IH 01E0.\)Q7NW'T1=+Q,98? C1ZK<*CIR1V(&$=T'S>A^/UN>?- MT=;,-9VS$ZL
MP2$4U(5"[T/B4"82QCZ5H=+JP 0]Z2_@ E7:3PZ^\E;UZ^B\$T+R(:^^!5.8 M1DF1+NWVEM(3*Z1B;F\G)FCDT%J@=V,135<[Z6U(J'1 M#ZM[I/10T2M#8._?2:W@T"+%1$?
X66]8LYBK;V.M\_%1R;/\N,BN3R%8%]'<:-J47G@/UR0W<^))(PL, 0 MS"I>#3.20Y(IN)_C@UPXHKEG8<@6#HGPR$=<.>5\%L$(I9N(3\K862J39]^6 M[H'A"LX8FF>3UNE%*.(K2O3LFT;
[QR=! ME8_7_$R:R26,FQDAAP& K+*+<(%E/75&2H>F0&#@W)[1(NUABGZA.[SU1=Q[ M+>"97'/#>3,_27YEICAFXJA;MMK8FFXCD:)Y.9)$B2V*=UF0YA;K9DDX/S[#
MW3P[*VJS]R77:6'[:9D4HDE)D<"4F,E".JIE>',AY\I!K<#E\BU/286&F%#/ MTA5J]K'+:#+C+]MZL-O)XIES(2R8YNH4Q80U[/ G@S>SIN_? M=6.D2F-J&U(D0BJ^];>5E6R')%G'W2F<
G)9#+S(S49\:8%IVQ&_+;G).+-1 MES;Q$]"")%D0U48]W8SS67WJ[S&[<^*M'?>I2J=P7NR W6*N)UJ4]*Q$HJ<" MB0)5G"5&E@GH38Y!370\NBM5J9=\)94_/*U @SXM#%%
<4\D86DZ1;Z@ZE/.7 M&I@-Q21Q4D74HG@['"EG&ULP[U:\4$I^VK;9)F2QH@IZQQ MG+?H,W^(B5@#P%'7.6J/OO8$<();HUMZ)I)O0BH(E&B4$J/PDQ Q!O%KZFR) MLAW#%#P@S3_CF?
(M @(61>[$OP@L(_+I78]*4/IMW^CE OG7XN(Z$ 7J.)!8JN5FNG1A MJ6RF)WRW&O@2O+E9N6)8I_W1H@A.2FF$_\2+BBFM290Y/R,T!#LI;<.4#V%P M!JF[6>HKI>J=#*XZM;A
DNA>KM3(9^/IBEP*_E=MCL06Y1KYNXB*+-9$!!RC M"(5M-[CIT#\5POB'PSFW*[[5Z!G'J0-"3C*GMA)T:75#$?IVPM3:-P6XHMP_ M[4%+K"15*((V>'94K:==$8N(&
[)1[T%)!GE&)JF]KZ=44I/E,#TLBL7.F.!9 MMX0_!M5Q$!+'+.7QTREWDW\ZQ[JAX"$U7B+W+81<$LN=:5*N)>PIA4SU=$ 9 M:YB.*B8P%\..;%X_<,
RQXGX7C(_.$C##8AX,14;T'M!;$FJ($_8XY65&G=L M0S4&J0RDPN08L,07Y&&U:3N\.P>]GA5>M[9,^M\V6)LXL>+XXI-Q/2 :WG=%2ER2^E7I"LH0N&7R:WV?1*PRQL; M.!8_Q;B4A+-
''=.8B^(O75<3<88/VN0<9!/>\PA?2EVJY&<2%%/V2YPQC>:W MJA;B8X)4O 20]0O9A( R+140/R)')G344Z)#R,V?#I9%I*SO=EB/"PG![ M8,@0?PH".,R6.)4Y->+!I11#UT3B^1Q410&D T:QPNI
Z^/?4S3FCCH^,MY>)1.'LMA0-)8631QM MJ(C]%&#H%@O/S'T-+"K MUNT$HC U:^00!F4SCLNV]Z%DQQ^8PAB"#(\E,=4C:_^8QI5?)PH]M?43XTWC MT*7<2CZ-
1Z>S,VS2AI6,/1@S$_;5JKN !2HSY<*/+*52AF17FWETU)OK=^_B*-[) VU(X8XO M>9)_C#>?(Z+L!VPM\#:&\;.]%6OJGJ4,2MHGJDY2IB .TZC;+99 \(1MEMR@-M>?.CG#D8DL09/!1I@QWK3K-
>A;DUM&R@>-68ZD:6NJXV'97\[T+E,A6)=;5M M/@J4BB\$#H^68,*SR\SGS'KZ5]&4DK2LH(P8BA".PH@%RS1YMB7!7P9F)!"\ M>R UVG\'2B:\@1B*UE1Z=)-BHT^,.4[JC]3RPBD%S-./
*A'=6SQ@V!(4K2@ M525)"BXP3ZM=6UL6096SQ(^-LKQ5\ M?\<+*:[H5LBU7.:12SY*(#:W-KM/H#%W?B3M637&23<+:' T_LCXD1(@Y[6B MN:"268S<@(;MN6Q8O=C#BACB22ZV\87(V;F=
<)*+RX+A4MZKD.2PT_<,H_8,$G M641.SV/5^\QCI-!7C=ZX$V]ZU$)IYBGP#(=&VV/ZL>$V=U/?B@BG?C4\+B#Y MILPJ1;-V]#>&[D_SQ3N@\BL60\1"]*:4JK#Z>[RX5-
R4<9B*N#NZX!KQ(M>R MM.-VR<44ZL2M)J(N\?/DAN3(:8OBM6MHE7\O$#M\S0 =K%R)B0TIL#!&-)/^ M5ADB-5_/VP-$5H; HWNE(C%;K='$'']4B\S?<,,Y"74HM"*:+*E&8 M1
2O],*;PV2[EEK$@ 9,O97VZOC>$WKG@X*>X&3^-$FP&Z[66QXCO6G90^9C MITWR)FXI+0PAB/6*WQ3W&>IBGWB^@TL2;RT:[&EE#U(8!HFZ7HQ6K,AKZ6]U M(-BCSB[1/N
E@'Y#E/ZAU]] M]E_D'[_)_.//Z'H P7\J\^^U\5#VQ1SUPR<$QC_HWA0G#\MGSYY M6CRD/YZ5%U^>R>>GY>,G7Q0//WL=D?+59_^8LJB0]>]>^MF7Y<47%\6S)^67 M7SXIGEV49\^>?
O8J'^7HE&<7Y1??L[_N_BR^"&AKBNZ6IIZP^FN$;:O+IZK?&.!^Y9%_>MX MRPI;4"@\,&@;13YF$T)R,[9?9]X4-UCQ&$D>T#N7Z!9#TI7H:MIN19$JOD.& M>'!>2*
(7Q9%ER8(G=V5/(W8'*\DSCQ=?/"W^F&'CFB_*):10-S_>8Q\T[2<. MN)@Z.SA6')Z ;O:-YIH&<[Y,N?'8U=UDQW$WFNL3H8(=,DHQ:9V2:(@HJAA\ MZM!)$"<].O^^
^!ES>&5(=.8&4%V_L7BO-AB1 QC+NE?]"!\\7G\.;]?A$+Q M5M+94X1_1/*EBE(S$%$S8RN(UD8PHOC5 +FD#I?Z/"N+UW8YA!M\/NWB'KH+ M9;[]AU H510'UC:7/GAO^58*R2?&0N]I83?
7Z?*X@[8-BOXOBA]" H)ON)JE M87)7N$.9YCGM5J>4-=>[&0F0[(9&N4&=SVKF=TKF4$W'7!UHEJ;#MXE-%YU6 M?AUTY*?;!:.=:L$:SG9E=?
0,&@$2(4T+NO(RQ^DZDU)=NN^2YPAU049> Q:, M)/J]9 >@6R7%&<=J(Q6-S,>7NG.LPMV.V^FBP:M,]Z>=JE03S9*>TQU";M(I MD R!M<*E\NF]=$F/F'!A\"$_FG4-
)4DACOQQWS@!Z9\O&PZ^EY_.N=PGM[_S M&UM@HUV?)M7X<6T(X#BXO-P,3+=D2J]%-*&3O>5.T,H-^8UB^<4#5/#.I2&Q MYCY<,L97D&5DD4F0T,=/A5^3$R[HZF/>?? EID2E;
[40$IHON3;'6JWEV@2V MZPE5G*-I3U5*A>N.PAM-^:9*;G2:/+6@8C?PBK_C?/G;F"\_R*VVFEO/D^I7 MWW]_%=ZI^N"],^TOKGT($]8$_7NMG]C#;, "0[TH9UG\VY^/]YWG2?UXJ95<
M%"_5':!)-VZ7]K5+QE_U3[H=DLWQLO(0/Q2K]MR #Z MF,6,2'280(HO=QB'INMND*EJX A)XO)K0?-W& 7% M*0HNN21#JWJRE&3,*/:@'VYQ7PHL7^JMN@9%Z#\(^1'CR$H1QU(2<:?
WDML< MI5P_$S3\<%!<@C6VJ&PX:42*\$ I)/=T\DW=(4BK#N'(L>=0Q9*_KU#NU^CU M%SZ">/M16Z==BUQJ09!()@LTL2FEP9W01K<2DC1Y3Q=43MC^X
QL.]#)B#4=)*ES2TW^C(EG$VS)/E;S?EXN+^/T!;JMV:7&Z6NA]:' F?SB*7(00T#.)4D*6;;(,KGSE+ PB[FT%PLWMB0#]4B ]]B- MZ\P=KI_S:(OIG?V3EYO,HC7-.:F1(.:G7FJ%+3;XGN/?
\."H5CDZJM1D=+R# M4>^*I!HCF%[2N$%8S8!T+,L4KJVD\HH[G-N?EJ*%.-CAG:%H M.V$4H'$WEMK?05^1/2;-*ZQ5%\4KB2[+B:4O30LU4[&<7KZ:@2EW-38F*9LU M5-
\YNU5#5[WS>SAK(#UZIR@)-VGKU1NKCS"0-O9F$;"Q3?Q!BR@@([P*<[($^Z#O&6.Y%=[ACIT>X:T4_#WER;@H4TWP%X^&ER\> M.0__5/ ?N%WP+WFLKT%POWQ!
[W:^HKMEB/&_/CD_2;[%M-K7)Y?G7UU>G#R" MD?'QER]VL/AW\A+8QJY@Z-GBBZ7ER[=J*UT0[-3!7Y9&;N5'K=V?>EV5LF,
MA;;Y93(:32^W4A>#VVM^]MG>7IO2Y[I0GZUPY78K[>&]RLW^9A /Z@=?]'KC MZ<'E[?5.KM57Y7_;?;:XNVRT9'JK"J=-(:Q:W0S>Q6_>3V@]+_B75GO7NA;D
MR=*8/^CF4W8S&)%!*E>I)PT27_?J3N4Y*8(9WRJ=@V9+$FQ?U]H_LN_P92F= MNC/Y[SKSFYO!?" RM9)E[K^8_5]5Y<\5Z4M-[OA3[,/:R6P@TM)YLZV$8<%6 M%^%;/E0XM 3FH^\())5
PG:'C=C*#]++VVMK]L+2:FBC"W:5I6&<+B@H7[W% MKQIR_O:+NE=%J:XO/931H\NT$GP?!)/O",:)^,44?N/$7XI,95T%E["B,26I M37F?/*GQ;V4Q%.-1)))1,GE"W[AQ;4K[ M4X%Y4K#?
K'\8KT0R%#4F#1SO92Z+5#GQSXT27B/#UL*L4&YAG56I61>:"B@2 M2YUCL[6+A"PRD4JW$4B_JKXML7!U(POLH\1!22M ;N);*7.]TI!(J^Q@5QRN
M1*IM6FZ=9ZB&XITGJ,C^'IR$2=,2LDNU"ANI&KBH@H@PAF88T_*)/8;G6[P MA*-7 %!)2(1P2>>4#\YWGPD=UFUW< K>PD^9IJ8D^:-RQMO )!ND''O.6)<( M
>1H06&*U_7]SEB.+MN^4\RA^6$H?M^H$*0Z!F$3!$]F]R&CH#E3.^,T;4,U M>,2UPJ9&3[L:P#]5%D&M[F13R_]<2R"F/2SXY)&"L$'^ 9#WAK;CR%) JPU] MR&E%:!B;P6MO>D.6X1X_M?
SY^:=Y$L_>.LXHX22R5:2'-%=#<8?46:N0YX_B MX$)MG-JK"1@8)PGQ')W0B?,,%]6>DSI(.@NWIP%]6=@0\5LV%R\$"_/[KJ; MO3G[KX6$3SR0R?R7PB%I.S3P5*1#G_I(;D M
K997"S&)9N,)A.)H/KMB M\0F)/[5Y.Q])T62DJX[4,RB>)X(I)9-&(8 MDV@Q#5#$[_ZB]*E(\Y+8B]*_!\\?,R2'JJT&=+*3.@,Q8J!SRK6XH"G^D,'/ M43[N*N]PRC/D/Y266)"6,0$'JFY2G2:
Z%%EI5P98'2K,4#J_%#7;=JMR&,; MJSL6T;T/Q$S!D2LDV['=[)55'0+B$F[IM+)PLNIR/#]T>XIZ2)7*:$L,15L> MBH;_HX=MGJC=_)%S?40FJ0L$ZJ0E+5FWT;L=6\0*(AB:H=VE,KA5L5_+58(Y
M5<3[69FVNF*+U$&Y[N"\V@:"#,#1T]#"2.%>6JCT!URXIM,_0L?UPJ4%;FW#:)2C3Z-W;@^GKMS6N^.(I@*N/PGU28 M-QXZ[_^ADUOB6.A'(:
SCA;#JSH]AN+759A)@K*PE!)KVDHL[)'+2D'>],(F M_9NYBG9&WR<21QGYU\T*%T!P=0+2?D (2YEZ%:>[H M;Z65_-8FQ+'9L7IV+..*)S?R'IFMD"N9RI&>!/MY,TLM:4ZA\S@-_AB]"YS=
MB0R;B6E);;PVFT*R/YT5]X LI!+-[!Q'''PK"FIXAFRER3Z0&)^],^XM#0,2 MI]'65$L2!*PPH*<&N.8.!B7*R6O' MYX[OY2:YU%0&]Q\ZNUB]UD6EG[?
-2ANADVO=)Z?]3%]3;3NM;G)\,SQ^!+3#AGG*&%5>T;$H?,T( M:4*MOS6L=@RIB^4%S683C&BXB*/);$I3LL=VLZ-.,*@0X:CP/:%FX1.H6"JT*3W$6W&=;UYF"Z>$E@CZ_P
MS976)8FJE14X(!_GE:AA^%9 P]&O3X=OH.Q404,!($N/!*W3WR+]4^JF&%11 MEVIX-CNB1"*-K=V(\;3]ICG-2>(/%??1Y6\M'[XV>?U!\]#:)FU-E
MY;&?/_UFJ1>FKJ_1<]X(/N+^"8>$Q^^S=UO:[<^F/W8WK* (*!'#CZ9S?(^C M*;\G&4?C9'3V"4AKRQ6 [LVGW#XM#J0ZQQ%D*J8XS?>]"+YLO:U'G:[Y/PE* M34R5X<5]\[3YV^-=>-M_7!
[^,_E%6@P!#BU^!='1<'8U$#;\#Q%NO-GQN_^E M\2 %OD1U8Y*F!?A]98RO;VB#YL^@V_\"4$L#!!0 ( "F#,UD1V!GR50P M '4@ 9 >&PO=V]R:W-H965TX]?E@4HM-
Z(U4K5,B^7SLZODR//C7@EFH8(08Q? \VS TLZ M.%SWU-\XW:'+-3?BE6I^D;5=/S];G+%:+'G7V ]]P\1])D1O4HUQOW+=G[O
M;'[&JLY8M0F'(<%&MOXO_Q+L,#BPB.\XD(8#J9/;,W)2ON:6OWBFU8YIV@UJ MM'''JNM,03K;DE(]6XZW$.?OB8[?=-@)6MKQA;V3+VTIB];;U_H;AGEU:\*'= MEU6@^=+33.^@F:3L!]7:M6'?
M;6HQP0N(>!!RK27\F5Z+\7ONW;*LCAB:9SF M]]#+#EIGCE[VA[5FKZ6I&F4Z+=B_KZZ-U8B?_YRRA>>4G^9$.?7$;'DEGI\A M:8S0-^+LQ;??)$7\]!X]\H,>^7W4_Z#W[J?YH[*"95/V
!N]4JU1C:RY%35[ MR1ML$>PCQ:+I3[0KI&XEY V_;H1A5VQYXCF3AG%6(6;(RAVX:$HF9E78)-A& MM6(?,3"M@4IMS92F'TOY1;AU+:S0R ]'C@0R$;-K;HDT:*A5*W_#3@Y&@ )C M
'9/#7+B2%^>$/ M:94V7YV_P3&B2^X@:K3N .ZV9-=0*LUW'''R+;&V0E-DN4CP-'G+FST,RO"< M\:9A+4!>:= R3@8M;@BDV9;O*4S9&K97&E%2=5K3 [<7MJ@^-VH5]5Z#Q0,O
M9Z(@8Z^S)^T-?,.U]''K0HEWJXTG"R2V<@4;NJ.RQ69Z$>36TGSVAMQR;675-M-5P/%:?:G59B0?PG>0$35, M !Q &C3[8V!>=WMT&! $-;S/Q^MW5JT M2%B?P2[ 2**36-5AKF$V$);:8X\
[C&!"$^/BXUHT4MSX_(!W(P$ BUE!0,B MC+DF*(G+I\X5?;RTJ@V/0T3?E2 >P8QQW 2'>Y!^&K1Z+$"RJ)V+;DJ=X"%4
M,QR"*HV#".A!"'42RN"XODWK@^E!$$BZNC+76@^V2T62&/9(DF"J,P@[\_C) M! 5=' HZ&_[*)J\3FY8(]GGQ2EO*D M!>8/R<2S8O(!D:J]K$\FKP)LG+,DRO+8;8Z38O*C:B]Z2$FB69:P+
(KS^!ZZ MJ)(^@%2G[< [2YC-5$@(@G6G>S0T+MMI%-\+M5R"4#Q= &::AE)3MG?8V\.@ M=^B=3D= 5IQP8P"9* M4UX-UZ$.4G8L@QU(-A+^SD#H%Y,/?$?Y+P".C2&#SJ.B++$HTJC,9Y-?
T.5? MR/9BJU6%'&!)%A5IR9)YE!^.M93<.WHGQN_^E*]^ )HC*?4M MRN2G&:"'\B!',_+R3N!872MD+:H11]ERO71*0L?1$$0$T&W3FCP]3TK" MP@6Q:#$==7[(AGZ09:4I,=-
HAFQ">N9E.2D743Z;L[*,\@7);LP3- =5M^D\ M>*%E0"Q(/U< N#/R'7M,RT4T*[(>QHG\G9:'Z\@VE,PIS("POK*CX@*X-;V> MH>DBSR^FR1!JJU&(4V03H/K,WV F$ R@# M,/P62-%2&)@]PF-
#K*ZZ%=#4U;WI;6$S/U"S1,R*8P+B<4>Y1[:<9UVT^0&,W'2QIGJ,""&1\/72[ M^+(5K3M^Z%!.>YOMN*L,QPH945Y,\X,A:#MMR(\;:G24-("L W,(3 :\%1YD
M=W<:BY3:2[,5[N*HV4\#=@?,_FDX@_VIG+\'4L\I.P&:YZR,TCR?O$-YOO#] M^XG)$CW(K&14Z_(1T4/,>Z*^@S4$';E+,SJ735X+M.,ZU @_(A<@MRCB ++- MD;G7.HG*14* G?2U=328GE-
1+F>Q3\LGXX.F?D@=?^Z&*@JW>'D.TQPLO&32@B(\*89 MO/E+J_>0,+6;$-)7[WE<$MX?JG:8G.Q:ZMI/HL*5SGS!DMB!\@>QQ+AYV'D< M@8LHGI>HHEF!3CLH1$I@LB*ADRC-%H3OH-
&_UFK/&\<";1KJ5!IEJ"IO"10$ M$ ,3C?-:OIBADF7#_J!_!:HHOV5\"+>!HJA420+AL[P<1]H):R/:4#)B2AKT M=BFZ\D\(&].AIGZTJOH\@CBZ&](P@>VW&+>%^P2<'H_ZY]*X&D HYYQIUES[
M:QOJEQ#'?ML6Z+?FM.=Z/^JZI>\@,2FKMJ;I"B/69P$^5X[(K4"D&!Q5!#8> M%]:\9MF@=AVEN:6.RY6:M*(V]WC"Z\?&"@XOFJ[JVA4Y*KQHGRZ.!>9!UT[#_M"A\:7[*>6-.M/JI
B()'[S"E/'9^.6:&=4'AIU"D=;BM6G/,)R0CN?Y .W1T M(]HRT&X<,?B!7JN6RL?MI'OE"=&I3U37&X])5_5_D1&NX+RF:P8P9,09:?O%%: MR%4;NOIJ/[QO\^I[B\5YX?1XQ!;S15BE:/?
IGL!)Z:6#@F7J+>5,G,W&%6ZD MBJ5R/'&++-<(KH&^JO?35]<'!D8P[HN-$_5:3B MG7&-L0?)XG7]*B!%Y]-=[?ZA,+>E*S<+G-S0_$P_Z3$X"N[Z%[K<&;.U]!N=? M]0?
9]-0'Q,O!IV"T&ULE5==;]LV%'W7K[APNR$!%%M?ENPT,9!D+;:A[8*F6S$,>Z EVB(J MB1I)Q?%^_>XE9<6-4W=]L2B*]_"<^T7Z8B/59UUR;N"AKAI].2J-:<\G$YV7
MO&9Z+%O>X)>55#4S^*K6$]TJS@IK5%>3* C22\TIN+D?A:#?Q0:Q+0Q.3Q47+UOR.F]_;6X5ODP&E$#5OM)-*+ZZ M'%V%Y]<)K;<+_A!\H_?&0$J64GZFEU^*RU%
A'C%:#W/S,>SU3PLMEI>TO M;-S:$!?GG3:R[HV102T:]V0/O1_V#&;!5PRBWB"RO-U&EN5/S+#%A9(;4+0: MT6A@I5IK)"<:"LJ=4?A5H)U9O.4H25],#&+1S"3O[:Z=7?05NS""=[(QI8;7
M3<&++P$F2&)@$NV87$='$7_MFC'$@0]1$"5'\.)!66SQXJ/*X*^KI38*@__W MY6HD<9UE3P(8I7LI. M M=05M1@!H*[$#-=ACT)>&*RQ$\B4QMZ8^;$J1ESU?@VN91K*<$&W*#Z2J3\^]-
T+GK((MQZA[ M5*54JC']1-YO3Z*22XUN/ E/X27,_3!)[3/. ON,DM2[*Z4R9Z3M(*3.. ZF M$$]CB.>9=\-TB9)%8;.9U;+;BQ(YRRJJT;I3-H2/CJH$6^YR>^X'8=SSF/O9 M?
&X9OGZP,#9E\+C!P9ZG]"--A_=(UM(!;E@+NGH/(B&36/JE[N!=\W7HFEH@R6KJ&(.MGR.VDN( MIOX,_?P2PA1],O/>NFKHF1?DX##QX]DF$H M.9O28Q8GW@?>EY4-&)8@EJ?
&ESQ7W(H]@:D_C[-!7_AM?5_RBF?^=!X.!+V; M3BG:KR6/NOH^#I#Z43C#9X*1"+WWLLF_%R&../^M:V,_Q0B]8Z93SB?/V'[A M,KMB2#QJ ;Y-W>]
(7#CW_J1,Z;TV@%W9FJ:V,G4JTXQ>4LC\9#JG84;#)*3A M#!?$44+#.7HB"T+O([52ML*(_;+*4IR1!KO54SV[O@G3U)]C -YRK<]!U&WG MZ/^M$X<'2]7Q;
[EH%V'OD[T/(B2[Q]5K*F^Z(S]:V99"OK'] M]!1FX^C0J,"62WX!>W:'P3B!'YZ[>DSV;H U5VM[S\7SF6S=97"8':[25^X& M^;C&ULI5=M;]LV$/[N7W%0BZX%%/%N2[3A)$P-.NG4=
MT"YHNPW#L_^,=+*X4:1+4G6]7[\[2E;DQ/6*]HM-4G?WW,O#T^EB8^P_KD3T M\*E2VEU&I??K\_'89256PHW,&C4]*8RMA*>M78W=VJ+(@U*EQFDO,HOHY@=0H699PN" M_C[B-
2K%ALB-#ZW-J(-DQ?YZ9_W'$#O%1F=1I!C(6KEWYK- M3]C&,V-[F5$N_,*FD9U-(LAJYTW5*I,'E=3-O_C4YJ&GA/#0HT\,H?*O.W5ID>!G1M7%H/V*T>/(H.8F?'XEAVL4P/6;]F^IWU/)A
MO]\8CS ;P9?"W@F^+Q&N3;46>ON=@TQ8NY5Z!:(RM?9@"I DO=I)2P?"06$4 M-0T'3Z4&7YK:$9I[=CY8.E8@.B#38XDEHS#(GS MP1JM-#D\AME\>'*:-
(O3:3RXKJU%G6V!JJR=$DW'R/^F"T@=R,-3.(-G])O, MZ/\^#%(.#@',TSND7O@LQ-V4\L4Q"ZUKH7JADY"T =6C\Q!B1W"8&<+Y4-OK MT3)>0?PDQ2T*&VY$J$6.])3Z!!GW9>,?
\7=#R=1FS[3I$$=4M@#A2VF/(@R# MV"Z,^U <3(X9\XB=SH0KH0CU8\<$Y&:C-X(0>GDE-]CD@5":I-0R#YFFV)V7 MOO8,9N5J17FFLN)',L(\L<%,+S[R?A??,.!+_S6Y81:2J=>"&
Z3I&D]7<(* M4UM??GW&0M(?1!-N&[E! ONX0]BPPY0(G:3)_?K 'B>Q#+2U?S#L+(E@8@D8_##R4CEG87OBF1;&5XTVJ MH?7#L\G@I37.P3++ZJJFQD.FW]
L=O!T<$,K\E3)C,8BI.Z2#.,XIO^G[>H9 MK;_?.S\]FX33))X/?N%*]F)SD$Q2DIFS"'6V9I=RJTOBR>"]\93?!ZD(YEFT MA9TW *3??W"6IN$X3>(]'N0R)QI1M\@I$EEL@0\?7H) O(VI5;ZC 357P]%+
MH>Y=]*;Q%)+XA%S=^.RYHE%OOXI$;67T:N]Y&\\![C8]@^LS@F5EK)?_-N\$ M_+0.J;?85(6(O.YX]S!5>1V"8J9P3W#\KB#!>UB,TR&FPW#5'D,\2FGB4XI@ MA_O;(,HGR9T
M8,UAA%7;9N;1S=:5L')HO8\Q8A#@5#DQP(XD)O_>3G_P;V/ M1CZ.N]-;ABO&;^H9.3Z=\NJ$WJ8MQ[[,U<"Q0S/3N#?_5FA78&PO=V]R:W-H965TZ. M;;,S.&9(?=H M9>Q75TCIZ699:G?
<+KRO#CL=EQ5R*=R!J:3&F[FQ2^%Q:Q<=5UDI\N"T+#MI MMSOJ+(72[9.C\.S2GAR9VI=*RTM+KEXNA;T]DZ59';=[[?6##VI1>'[0.3FJ MQ$)>2?^INK2XZVQ02*[=U35S)S)BO?/,V
M/VYW.2%9RLPS@L#?M3R79A&3'[>LU^D6H';7,A)/GIORL\8*&3Y2GAQ*OCYDU?2JFO! MS-"%TD)G2I3T5CMO:U#OW5''(PK;=K(&\2PBI@\@]E)Z;[0O'+W6NB/SA=(+.F6Q M**^DHU?
*9:5QM97TU^D,YA#2W_?1$H,.[@_*S77H*I')XS:ZQTE[+=LGSY[T M1MV7CY0TV)0T> S]?RWCHXCWY_N[\9)&!_2C^YDYVY U:0& F
MD(*/O*GB\I@YSZ9!#5(/OJ62LQ0/BOI8(>5W,!"&T^UDP#< M\+E;\II/I$"NDEE=1BO<@K&3HPQDPSNE,,C'P48)1($Q! U3&UY MRXRLM79G,2-
>$.9&8'=4HV(#T*>#*_2/*4MAD8N'D'UME;_=!90L1DX B!L* M]C3\G128A84)#6&NX2NQQ-BZ(?,F;VRDC28-BK+;RJ15(37D(984:PI. M8TYW&&S69IWJ+PA3>^T YUX&(TL&TQ1JC-!D/
MA]0;)Y/)L'4&VI4KZ!)5Y33N=VG8&[5VQ#E)IKT1]9-A?]KZ#>N)%Y\Q,GK) MN#^D9T\F:2]]V3K'* H^<57Q=MCK;MYN]P&-D_$HI5Z:#*9IZZ/Q(/6_DO>4 M)N-DBJ*>T@B1!I-
]W8#8()Q(;53AMBSO-!0*6A,<=MB@D>TG_63=33@Q 2^) ME[02/,'6LL#D,Y9[RL2N:48HA;,)^N57#-EF)AKGXNS=U=%/[__1D$\ (>3 MY R+%F(L>.- 4W-%F*G.9"H$"5-D*XD@AO%+]^-
!_W-S^FZ;?)$\3>)(VV\6 M_DE;%P]NA:&*YUS#"R9OG_6G]!QBZ],+7/70.SW\#[LIW7=PZ6R=1;$A+L*) MF]< &HG'TLW3S:'^-)YEOYO'+X+WPBY8,Z65YH8#;#YU3OX%4$L#!!0 (
"F#,UE8&I;#; 8 M / 0 9 >&PO=V]R:W-H965T70CCVD";*7K26SF5GG8Z-EB+EMJTSH?!EKDW*'1[- MHF,S(WCLC=*D$W:[PT[*I6I=GOMW'\SEN<87XI-
PG[,/!D^=&B66J5!6:L6,F%^TKGIGUZWL87K2X1$HF('"%P7%;B1B0) 8'&?8G9JEV28?.^0G_C8T>Y(*]%]SF1D!Q9\\[#N TI!.50-<%4'@$J!>R]UJYI64__MJEC$NP
=L*JIA16UZ_!)Q)]SU6;];L#";GCZ!%Z_#K7O\?K_'.IK:: $4[26 M_7$UL\X@._X\%'0!>7H8DBKFS&8\$A"G>K_Q[:1E73#Q(QS(C(X%J]#C*2;5@;BD83W6N M'&ZY0QGF2$F6FY8A,Q' [2P,T*P
M1*Q$ IPY"&2YLX4N*=^0*KDM%"GA&X !0D T"1JE/6/O"(3UOG\V#GOAE'U6 M//Z*?@#C^US3Q4]%B+;62,8T:1$4]6K9IEP28-P= M";U@$U9L?L4HP_2,XVX4MI1?N_A'T3V]
(VXSS&5/D24!16,E0LEYU!8 M4<$H5+I/G:]YO*_;7X,8Z>O%^E@70J$,*<)8.&&P1L)O;JDSD;)T375,]4AJ MKIQ^_M?SOO=H@G39E=%)E!L[QHI
M=DL*79FZP<94'8V^>^48%CM1+W:!)WBC4WC8L"6/&6W"L!TP1JAH0X&LN8E] MVZ&5RU(_R7*T(DXJFJ+;8A3V)+49$5FCFM!HK:/)"6@D)@W4>1*4/0U!/F?C M<;N+S4:2X-->U\,
(8O>8@]\;0?BL[)X[-6'M-#>UP)H SVR-/@)HE&6VD_EJ__?\LW[+4'WU*^_D'YX"7\)O+=;L6J MLQXH*X$DIZJ-Q["8B+]^][T)9TJR,0K/N/JKFK)99V3VC9H](PJI_Z3R#!():7G9-P
M(V[,AA38R9$]WHQGF=$/93^2;MN=XJ;C0OPRD<1\7H@"J= >8>##"A #V)AB M+^(Y^#QWS=@;RWDYJ H!O.]S=$%A7@D5ETGN=RY^1^A-BG,>VJH]$&/ %*UH M\R*[(NSM(#3-]\&
(2D'Z[=& ?0<2V^3\))1$'5(.("DP%/4R+!K ?N84'NC; MT9P+V N_^<3^$F/MR[.3W4:V4Y(%X]#FYU0Z[FN>L M-PJ#WF!(=X-)T.O[N]$H",?]\JX_F+!#IYM.XQ2:"K/P9VUJ)3@9% ?2^FU]
MG+\J3K';X<5_>^Y6=!V.A%SF':A7HN9XGQ=/#B=^3/M3#NBNAPN@DVW93N+$ M-N D37M%K@ARN19%T0_4+B4QX2[W2*X5]=?WF1GN:E>RC+L6Z!=;VB7G]9EG
MAM3UQH;R3JEYN7)22S6IM)QYAM3X\W2ATHG? VKD]@$HTO> M5+F3^>GILY *VWIR>\W//H3;:]\F9VOS(:C85I4.V]?&^#;22^EM)6IH_6U"F9Y,[D[>_GZ@M;S@K]9LXF#SXH\ M67C_A;
[\6-Y,3LD@XTR12(+&OWOSQCA'@F#&KUGFI%=)&X>?.^GOV'?XLM#1 MO/'N[[9,ZYO)BXDJS5*W+GWTFS^;[,\ER2N\B_Q7;63MY7RBBC8F7^7-L*"R MM?S77W,G![9,,\;YFRW*&
(KW^JD;Z^#WZA JR&-/K"KO!O&V9J2\G,* M>&NQ+]V^\55E$Z*K"FGA]DJ""%IX46=QK$3<_(NYLKGZ" MA'54?ZQ+4XX%G,"VWL!Y9^#K^:,2_]+6,W5^.E7ST_G%(_+.>X?/6=[Y?^.P
M>FMCX7QL@U'_O%O$%(":?ST4!E%R\; 2JJ27L=&%N9F@5*()V9R^]TW9\]. M7SWBPD7OPL5CTG]_SAX7]U>?C'HQ4X]'YKVO5]]]\V)^>O4JF5"IMV:11EL^
```

;&CC\IFI;%M(R\F#GIY=9+U.CYT.N)OZ(ABNC/: M;2S=ZESFQPHF<&CG53QX]2%^5>-/K3ZC) PH#N/I*_J2792)UY?\090/LC:- M4WI-_[Y>6=>@)OYS*MY.V_2T-
NZ3T4L+].M&THVI:J&WM!&6C):$QF^$!TOH' TX M0&?[[3\8C>HSZRW9K76RLK1N3%O_&-#S1F4;],83>KZV >I5MP6PAB7KE:'_ M'Z6S5#>F;I1TH .J9*XR4?
(VE4&NM3(GA(H_E[2S<;)0NZ_2*SELF ?BD*V&H"4FY8_&47 M]4>9*<\]=^*191HX!DZ@0FG84G!5Z8X56-*/+*9/Y&9S M'*+2N7I2> 5-VR0.24K=]+91&KSE!X?)]B9SDY(1>JU4I.Y.6
M5EM:2[-&ZE%6))!T6$;MBO6ZD>O.&GQ^&)0>X;(7PPI#L+-=-*;B-'D6^-H* M=D!M !=\8(,Z!*6PGR<1V4I:AZ35BO=O$"V+:L%ECIV5:;4#+JH:6JCE"G4X M*-V6'3Y"(1-V0P4@LQPAB:+
L<6ELR4))TT%I[B%3'-1F:/??>7D,:78<4WWZZN[T.Z-HJ0?Q7(K$(C-M*R15Z:QL<]F!]9M6[/EGQY@'=".TR$7@E?V-"WW0TRGU=@>-.SVW+9@!*'Y" MP8JNN.Y4GJ,H;@5
9UW7Q5[)D=>]+NY 99VO9UY';"U3?@E1WO\S;@S_DJ+$ M^(RN\UQQ(8FRW 9'*7?;FFFI9*0SL];JOW)71"3@"M4&&66DD6K9=7G?6SLQ
MSY\O=ILGI&JWB5D:9#2LGNT+6CBTVZIE4)WQW(+* F/Z3O*QBP5 *27[C@.-Q.70Q;RY"2*)C-YORU3)/1K\:!,+5T^[YZ M0]/I+$C3R(_FP2QDQZ?Q,EB&RV\#V65.^481K*XG1ZK
H3P'**5FYL[Z8^U4 MRG9>_#_0'W4G10MZ2UC'SXS>]IA"]"U%:%QN%N2#V*T0YHL MA\P$23C%;[C\H^J.T%YI&/7Y>0GW&TH708ID>F?F:+;['IL3H/QI3)0^.FH.
M.:LTF;\@]2)'M7E&IR[3DX.G#A2N_8.N;ZSNU;.;W;T9K[NGTEZ\>W#>B6:M M<-DJ98&MX=D\'7?^#Q_.U/[AM#(.%.F'&[Q[9<,"6"\,;M3]!QO8O:2O_@=0 M2P,$% @ *8,S62YR_317 P :0< !D
!X;"]W;W)K&ULC55M;]LV$/XK!VT8$B"S9,7IVLPV8&X1F7WBVR:'1;N9--27,B7\TXT>(_T>W?K>):/*+74:+RT!AQN%]EJ>KV> M1?MD\(?$O3\:0U2RL?9CG+RM%UD1":'"BB*"X,\.;U"I",0T'@;,;
P9'8_' M!_0W23MKV0B/-U;]*6MJ%]G+#&KY=>*A+]6&T^.K\3? MS^GMT6;/H\4RN?:=J'"1<1UX=#O,EM]],WU1_'B"ZVSD.CN%_G4).0WQWA+" M]&H"G^O^8. >.T*]00?3LC_A"Z
6X<;J3IA'8#MT6(,T9-/&&QL&273 G)B7J&D0L,ZF#!B69%^,^ MCC%A.)+/X@E31P2&X)U0];K$3D@E-BHJW%FUBZ$KJ[6D7NK3_@DE'-%8T-9%
M3&'@V[*8%$Q1*6YJ$_CM*',MYP5W0@5!G!G_E'SLDT^MLZ%IAX-1D<[_)RQ) MJY%/3Z>$,PF*",Q'\(^Y\:')V&'9?PS$-GL;5'W(+1O]P\VLU\V2)']JSHVR M/G -Q6L46576>*MDG00\I=\3+R3?
R7,5EA^U/XVN24W>,U@PU'?"<75\1U9] M^WPR[Q^A=\(UTGA0N&778O+#50:N;^S]A&R7FNG&$K?F-&SY+407#7A_:[GX MADD,,+ZNRW\!4$L#!!0 ("F#,UG\W&^7QB\ #.A 9
>&PO=V]R M:W-H965T"TG4UM;^] DFF3'(,"@ ;DXD2_>.?6 MFPZ_>/#BZYU9VVO;_;Q[V*G!V&6TFUM[5U3%ZU=?7-R>?'5RX'O55/]P9;?YYN3I25':E>FK[EUS^WWY2 M+'O?
-5L9#"O8NIK_-Q\%$'<9,)+:[>NW= MJ]?%VZ9R2V=]<4__NO_U@P[6@#,]6,K[7O+[YD?>=S$O?FCJ;N.+UW5IRWR" M![#XL(.Y[N#E?'+&[_KZK'AX/BOFY_-'$_,]#!!Y2/,]/#(?
G&]E%DUK$%V* MR[8U]=H"'G8$G_3S3]W&MD6W,761#_J?[V'.XDUGM_Y_QT#$"W@TO@"DPZ_\ MSBSM-R= :-ZV-_;DQ5__&B0.V M]K9U]=+M*DL_7S6UAV,NZ?>Q3?P)KRD0&Y?
A&UL6*U<;>-I4A8LN*Q@U@357=W9=BGC M.SAF;XAS>)IL82I8"2QZ8^"$%];6A:T<4"2MT]7)NF',&6T%%T?3(?E\>E]Q M9CCWG6EY7IRD+?'=P!JZ3?
%S[7"&:QSGB[6M;6M@B_B$O)I+L+L+ZWE___M\G0^/W_^\]GU6?$?EY=OZ?/%_NS8M>WOD<(= W!L.UQ &ZZM>N^,@P$?"U M7?:MZYP\\?KCBP!CT?]=$12J'@'$ I?
X*2V7!+^!\Q'.N[HD52 M?EX HH 240NB+&']2ESX0+&J^F77,VH\3X#!S.ZFP?? IO:*OPM3?\#7X*\) M7H \<HMMB86!2S'=0"-]H/MX!T9G Z\,8:P.(16XVGE[SK M 6/-Z<\?6H,R#]_UQK?&5J=_-
Z ^$OZ#LM#Q"0((0'6DS7>BV2UL=XN$<[6! M)=)#."URJ11B=(0 JYT@Q7OC;DV=0X$1 L^=R$3FZ]PI\,^VWY& 61HX6X0Q MO0C9]SI(#AK@X)7;6>9P *D-Y4GA@&LNR<0-45M;MP:
M#]_WNQW@.."#JP64@ECX75590!,X&OS%E#>V]?9ST D&@C $0-QN')RMK(&Y MWP).-:.>#2C_MXX."K9G5BN+QSO&F@!.H!R3Z SHN5WG66T;C_N9#C,15C; M WI83X-0@+,.#!L*
(AUD>7SJUE556*\NEP$ X&)*_@27@+<"M'(6@._*L!]$ M6X]*PRM;F3V)B!+$/[Q'!:&K@>-6*BQI.TWKUJ(?K-IFRR#ZZ9 M@/ZKK\)M60&DL/EUU2P0O71%MKYQ;5.3XHDHI7N>X:8]0
@6M&XM?MZT3;_> ML"BW:)F5@), 3MB'K4L0/B2!4%V>A0/OJY*EF"EJNV8U-LJ=IF]A*N"F .,2 MQ#\@)S$!.%37E(37I@3607RNJ=<-/Y&@;$12VG#5K!V0VA(9A,]8+9S4:H4$
M0DP>1C8+I&]B9#_E_N80!C([;@M0J:D9+L!0@2@S9@/0CT_(VWBG-4T8AVV9 M(O'?0+=J&\ PX(9PBCQE;5%-7"*T[U7PX_U9X%@'8EFD/2.XH-7H=(P:=YCZ M$Z@=UKS8)SM5"/!&F?
6W9)EF8*=5U1X)7) %UE3!%-W=L,:M6!C"4=MV\9]W%HY(9C=C?!2)I-:H:[-'4SVY5GQ M;=_B1K<@<6:%2&22="@#8.=HRB!(0&$ ME0X.!,[Y&-
'=46"\60FK)&@L+%%X#W+=N,HL*JM&E^P9EM 5M[1Z1$DD>7DH MPLVB$!,]C@X[0HG9.8\?BD'%B5G.?6;C[(?%M/W8(5[+N2C1JF!8C.#(FV6=M&A-H]VE4/^H%(]Z)\[&".N$F:X0(MD
MI?A<$BZ E<,3HADBC2.S)0:;*#6T)D UXE-^!);AV. D5KTJQ%'^(9/-9%\-M%%Q-'PYG>ZR@7,S>/Z(YFC$EBINQ1PV MJ%:3>%>V@XH(#+CBW[\-
^,&>KQ/Y_E+'G=Q/@1!Y5GQU"U*\I5^[0P_H1SQY M(-VUI1&MX:V[1B1=\K '.QXP ,F_LNFC9\5/=7$)4JXJYH]GH@)DFAKY(G#K ML#D#:.+:LKB$U9>T\]2E-_A-W7M!D
UVC]_W.UP?;\Y42_$IYOY?>/GKEV_> MO[HL[H&8+^TJ/8KAI/<_]W -&90_@(*P*1Y>, 1R+G=K?#$R%PGO9)ZN^*ZO M;0@X@.X#S$*L=1J[CVN(PX[9H;K,@A)M%&7 ['-
VL8H%TM0G/')I@(H80A- MU%-K:TLB%V $';$6?;X$DQK^J''_.$VTP5EE8[(FQY+XFT&'JM>(72ZQQ45Z M.YL1?5C3KFF[OF9""9X1DJ/T4O6&L<@DOHK<#!5I:]CKP]I#PESP5U*Q;YU'
M9<4N^\[F6_=LHDU>?S'I'L"R>/'%UT[L,8M6(9(A[72ZR$?()8$=H$E,Y1T M/V5.^1&ACSYJ"P/3 Y1%=&E1V*(SY&Y"K&!/S2A6>$_*%>H@E05[I23\0E=? M3V9)3U;0Z)J#
[ILXI%#14:FP[$EWV&O(DP]F!T?8]!WA$VYFT;1MV2CFIPYO"E5,$$58H@)I)7S"U<1XP)#+A6>(P(:8T2LW;OM%H +W\)I M 8 0@HA[CI4M6>9P'>SF "Z$3B5";$4$%+#*;
(]R$O*4M'2ZXXQ1=H;_,.AU MQ([*Z6P$A MV4<#K(N:B,"DMJ_,>=/N,^A$D.BAT>$PBC/79AB)_L8NUGABN?S3!45[-;X? MT+PR2P:S2&^T7-'MIE8",)# MG!=^YPLY9=*.A-6,AO R307?
ZLFOJ69QC/C"7CJKH8<8'%:F@Y!TI8V@)>X+ MQD)N3->[H//,&0[-"."8$Q_3^SL8SZ-L^*RP%!#%:QHYJ '9J>ZR1N?',P4 MFCX-:/IT$LF^%1OB2FR(,33]O!E&=0E286HC3#O-
BA$\KBVJ!J*IO$\%#WP M\@L8=$L9&W\&H4=:6".*@,XX"Z(5'9(1_]C'C-D+C&VF&QA,>*)BA&G(A0W? M@M/ "!?%?X[2#/\41([9%C+2B(V1O>&L>$?'3.J1+(2,N?+7WG?"LEL:A&D<
M27"DM*A>N3I@9^+':!!R7LBT17+$M(B0(M%O>]XOJVDH^%J[P1@C!C(R5XBH M1,1@;!(;0.G5-#PC["6X[9HDB]2K(UCU13?)RC9)#E?&;V8%_EN\3EPH M^&8X_*YUY"7%W\=
([5\U]]!+1:S-Q].!LX#3P>B?W>)PT,@;[\@UXRA@IA\) MJ="+X-8;8$/LS0*HW5A%6/$<:DRO&FB(H(6)BX7.G:RAG+7O>C]C== SE$W MU!GO;-1#A8BTL17A_ UP@:;W&=
<&EMGUH@:,10R8JA,>A9Z^!*;TPET+?+=U ME4#4,WK13_INS"R(O("5'5Q;-"]09+1-,%18@1_HKJGM =RG[3CSA?/"Y&SX ME4 S035265]+6B=[J32 0N\UFFX '&+7$)6C0TSE,/K-_-C$:&
[^8JK>(KV= M/WM^62+!OC.'1@X:I/1.T=G$>^:B1/O3-M2IMH-_C[,J L*$>XMD]S\LB?/\U*G=S/0$ZB;&I#!\^UL/ZT%2O08N\V,#HY_,BB,G.=-C^XSL-<3[%4?P M4M5N$G>3_.*+:6Z.:4-
(E,'CQQ#$1#_Z<\ZB_8P$LS_UA:.'?CQF0*Z6P#"% M:6F@R9,+%D7%KPCA448-NG%'TLC/@CP2YBWH&%@ZZ!I6 M&882^Z8M4+(X;VHUS@9A;T#HP DJ%4,
<#0HQ::^YH^A=XC///04IZL40.?D6 MM^BE6;(H1$=!$N@VJ>-%VX M:?<%,ON8$4NK5@_-)'^:1_XTGV07EWH([\(AC#*=SYZEN#P\7E6IZ/3%C0"& M6R7^P[Z6#V01Y9EOF9T'^;8J?>0
M\O>P^H /;==TDO(H$PG'6%"TM=^))..$$DJZJC!50_WKN&/0L$=P_FP44KC? M$GV;)0?@49R.9,,'9=.PAX']\R(#0^1N$.D!O9WTFU$2!/EK:2M[60/;I,SF M%JCDRLX+-
S6F3#3M,8%WY]%%^C?YW#MU I :3GE+Y% # MB-YK2&MUK5>5"(.OZ>>F[_!X'1C-$E5L+9#C/PE,I.6<80& %;.\68"B83O" MRVP5"'! 'HHS";Z@:1:S(KS1BH/$'\5&&X7(?NTIF$%9-
^K"FP1]K(:YF*Y3 M>2=B!.BV6=?N6+'+Y\\RJDBHT$HM*TG>";^UP7D2_"(('G)/[#W6%,WD#R"Z M=6M*@9PF!,D\ Y>AXCDE" 2*$;,VBCO%?79)&[";UN28LZ@6+JWR,!ZLJ=NI M3-
!L5IUQ)K&>]2;6Z% *M/I%*(\:JR5F&2V3G@(2 J9@=95C8)I1<\AB[Q<'7^9@*H-X/Q6EJJ+DA(&WC1IUPD2Q.1!W;Z)-7L^E+)!>OHFX]EFR'WPE6)5+?D*3-OHM(J3X=Q=]
M79(6D"PU5[8R"L;4,U#\4.!I[E]V.,&]B.B4X)IIO2 MC842] U'4O0"$&".&/4 <<2F& HRPUP(#[ZUF.TPD;L=O$AQ+E6UC63DI Y? MLM1SAHNQOX;"&X[,47=C8U :"\+0QZ7,($V7N&FJ?
JMXECX2W6S!ESQD/J1# MBD&F>38V!)4J63G[%51%B@A'&_ VX5&XB9W$F% U!_WM"*FP!TS8XC*N".T> MSO* P21\+@'2EYE)O*60=VW]1LN*92%EME)3[8UP M+&;(QTAN],;;CX[J
VY9UP91_D_+Z:$F)JB$B 192,.T4?0'59SB@C8Y8@AJ M.*@6ETXBCY170=$0D<>3BY*\C+79!8FK@&"G-MEJG,"DVO>L"'%Y.0E$PYWP M*-)CR4E-]FB$6[H/PEZ?
B:,TBX>2%CKD@8*&#C3+BF+OK*7(UA2;2-TFF*@C M'$4BR,9;&9"_/1)>V5CV-B@%!M2AMY\ZH3_RO M;5H5#@$#>_M0'K_G,ZLP/ M*] 9DZGR2F!,4DGU@L3AI]J-\B+2I8@%J?V6\-
O:KIO.21Z"^2#E@,U SUBZ M=MEO6?'QC)V2>A"V17^,+)N0GS #+&6RL"C!$)T3#I-"F(71,*FN5&4RT5%: M\B.&15&&H<3-)AB!\"Y1ZM4&P^*I@V($G[AH@H=FAKD0"6!1%:3B6JR.7=?1
MX:39PX)P1.&4L4\[*V%KC%24GG2*=1=X!E4EI=&P\GLGU]=O3^X3I@BU5KX6VD%>0Z=\QA MT.%Z8$EF2IJ1B_*HVY\&0I)ZQ9D6%H;@OEF@Y$SE+R448IDRF9&9W\[YT62
M,ZWJ'U/-12J(EIY1%N[#=",,3+!5@J ;3IK,G(]AS+8I@_.H:);+O@VK219Q M;TQ!O\\5F2JTS!:+=B+VCVI=) 192'GA']X*!9D23G;38IJY'D^4,G!X!'$(PTA17G5\9C"$&3
MK2CA1^AB**%%6OK,,1M*@8[0EC"R7>,X@XTX&O%-#2!B908R8)!%+?+*M/8X M2#[*KB'E#G.)<GYCM>E92.*6TE$^$$5BU_$-Z>3)4-&.2@)1'2GY;F2)3_03*C':&@'F* MC"^619(S)
[@29;,$[S V@B9JP91,@!FV2&;HF1:.BMKZ_LCA2H*:"]#$H\4L M[+Y-= J/U=8PEVUZ3VE*Z(6SB8UD1^":E(>EN;.487ED,62"823%=].%Z?6][L \],T\&Y#-^" MFEK?
[0")MA9,FG+H>=T!5T:K#-%5@$VJJRP;-PY"M=NL>LI-Y@!U],E@WAA_ M%'J3S#LDPZ/$;FI.0PIA&"JIP^V$&M1FE97P?M+U=%@:WH@VV(5\WE!GOM+7\K7?>"2+YD#"R!5681DF-
.WVAH)& M*\1B;O1!1,Y,6#C'H9:0;%5V-!OWDP:N!7HSYM-QNJFF:(4Z8TSLD\QG!:\, M@;W_(*FZ4Y:OU@]C]-W[9NEB^5S(U:^#XY9\@\0E;.V-F,34/H$!5:#1(,A& M-
4!;K)BU&/:N8ZN%XZ>20_NST&R6>+X2_JJ"B1:@#E3:RS+TL1$TB0LIIQ]G M:,DR2\4$.7,\$<4)<6RRG1?(UZ'?F"H$#\@O5W3'72() V.K1NJF8Y" M55KRLG'=+=F*TOP"]'1'11\
([E#G'JBI1!6.DKJHD07;IE'_\8E3Y=.I=H-> M%N+&S9200P= EE!)L,!\M3)#I4-5(!!PKL]HC4@W!+_@'3;A$O->,]/R14L, MT0\"@9DJCE%)*M9?;FQ)S:&D9D>.)!%B9\7;S$ES@VG[Q)P?GN-
NGIT7I=G[M&:='8O7[+,G_E%PY65.B)@OJJ)3AS85(.#NU I7+MSPEY1ACFD,6KE"UCTU& MDRE_V=:#WDX:SY@).:@0.48P01V*;L#-M>GK7E9&$GZ%N M2)X(*3C1WU96HAT2<.YWIW
2&71\?);#X1B6^Z98NJZQV]GW.,@TU$7-K$3 M4(,D7A#%1CG@H+%JJXE7)10M7BBAPR)'%4< M,4>2">"=C##&CF47T_W&PE&JFH_'?Z5B^;\(>?.:-!Q]LA?@6J
M\6F"D6('96^BKI=T/\0T)H=6R-WA'<>^CIO*A285%<^C,%-CI,H*Z2!E#(^N8 M9468)BGI@-50!O)IUYS2'ZF^>W#>(H'](21B!@?[BYMB[)?NAR\UI8NH[3[>R8JLJ]#RYA!)@;W1/ Y\NQJ-
X0QC5PS0'] FK"A&-1!GS"+/BN\Q@1HK(Y"M@D&9F*SI$LCQ M,/9V]CR,(%#*ZBE+.Q0='ZYO%<-6N"R)B6&J&T4SD=!1%?W!+#?PSG8,C-EB M<6"BE5,?&]#">^F2L7(?.Z[2&AV(G@P=B
*I[XA)HJZ_0F)/7BP%&?2$;U;= M+9D*8[-R*8%.^\ZB"$O2LH0;B!4:0X(#+WU^1JA(-Y*PB2$S@N (4'>CV#>3 M8AU26,M48YV4C[&"\&*Z /!:X7&EAA8KL%>XQU'2^@/SR;^J1R;V!9<;W<;C
MR?R'1%31,U38>H,'$4IR0VCF<#C'Z\5>[CV?>VI4DN.#PY7)$6K&2A%*0JF-IQBSHSJ]KLA M I%_?<2LR@K/_+%5'5]"8FRG?.=TR''(YS#&3D(22ZJ01HYP)NB26&-,)]+Y MMZ6T_,I!%_:]
,PBL5,(__M>1*&\=&77(<,&Q*JB(7),6 R/?#HY:9NL!T;6K(K[."Y2$JJ-Y@%/-#,N9=8 MF$B.$XM4J]0[+T&C4DOQ,5PZ2R)I;FMGH5N.'CIQ^>Z7V5$11'P@KA19)HE] M[36FP3"?-23)P^?
2KROAJ*'B*9HN0;G(6GTQI\73Q[1ZW!3K6L).O,1[2,) M&]JT21,8/6'),RG,IUY+(<70Y-;6/G$-Y]58'/490EQ*0MAW$P/FDZ@6*SPO MILLP_Z-I2B2[49RZV] B_*'-1
+#QG[**4DHTL@,CEA"O.*UT'#5K7*ROB8 MG"DVVV6A2Z;$8<5+*)G74@7\$GTYL0^+M^N@K.$O7.]/+MK:=9G7)M(X2K9#_MY_:P%KW'ZW'$<(86'',"
<=Q@'7G=&$#%V26"G"8G)*/S5U=![& JB$DIZ)H M=7;5(>&$>K5B(UIX#+.B1#C*D4EO./+H29ZELZ$Y<]HRAKK2"04B'N M @#V)R>^B)P8\.!2C*%VS'@^!^E_L$[?!<6)74^8-0$ L+O &T
1V0,VDAT> MJ36*G$.8KQ,BH/L Y)"YB6FV02]]D5P3#@K$A7/%H/*1 **I-P\ I=SBKI"= M94M'^N7EB*J)23I2-:A081DIY3G2VN26"LXRVEXE$X?\[Y =F68'':WGBN5< M4]QN'DMLY].%L=?
H'U(=[>_P#WICQUC?[YEG-&=5/+ZLD?ATV$:'D=-WX.S@ MFLY8L#/0Q#6:HN;'67$].C6K3"'VP'HV5VWL0YZ/OGCJ9 M6$ ZGZ[G?)<&A%XE6MM1_$/37BH\FM$"KV&7GO'#]3'+
%9:WN3L0=C1@) MFG\;CH82SCD%+ NNSD+8>Y8(EAC-TK5'$^KH,H#;>:REKV;)TS%?I)>3/3H^ M;?D6)U#G9G1:2H,%2::2<##'J9-*ZK"76+A/DQ[*\ZQ=8;:Z)1PWQ\J[OMSG
M"192&BEANDWC";%QZ:@AMMB4^Z6>I7@URA-34XU M'HN@^<6:.'S+X,H/[);,NH",6(36[6&$ 0NM9'^+9!"(=XMHI&D/,NQ9=6EV MD@B7-"+@7U#*Q:MQWEW_[)-;<1)G?
O[LBO#3O6G6:556/OT"2GXF5EEA_D5=?+34,% M2KM09T$IK4UIJT\N2EDL+@Z/EM:$9Y>98)D*_$?!E**TO$&914B9.KI&+*^@ MR;,M"?RR948$P09%B>'W.2 9T 9"**K$Z=$-4B/OZ.$?
9$NJ^HQ3RC)//[% M/:IC+S]P\R4I5IH#ER0,!&).VH>*TRED*K+M5^UE'/;<$B"D03%T7%"V[\UWWB*5<<*X?ETC>_WV/KJBOIPK[DOV"B3_MQ)AM)%=6.S M!D.5N?4]Z1K+RCBI
@1]!VT)TE\E==)YK00IJ-0 O:.@C[1<;J$^F<-,0N(. MG*3HE9>8T-%L']SC8TTH%J N##SEZ=!0.!#T7,5O\;A(*\RQ7O%GV36(6(#, M#H?D1H/,6DN6PB_75T4#;:Q*7YUIG"H5H."3[
M.:\)JH9''2/U95=JD,#;H MU@(3IFYONZ[2LL*VK[C3C"EO1)A0G2\>%Q!?-2Z[GT\72KPVU MSO7%6Z#9*V:JQ!!&4?IWSH5-X/$N OT]]K\7*[SOALS_ENY)P7.2KG9UOUUP M4ISZ*%8#
(9"X,>2BCL>"BRA4HP'B?P3UZ#<@;F-+?_^J+_R;W MS^O,_?,%-=\A[P]Z?K[X41?^U1<_ZLM#^2M3U\@Z!VO\M^)>E+<_^)5!,I77_QC2**"UI_]ZF=/9_,G\^+9H]G3IX^*
M9_/9^;/'7[S,1SFZX^< LKBX\[.++V6=\.=Y^/,&#NF#-\DS#\^>/"[^/8/&-=^W0$"A#C5X'5*0_'<<,!^: M@3A63,$;K8:QXJ_<[I,J?'8#3"DX7)5L6L3IH*5CHHQ:;ZI2(C(JGCY5&F9 M $YJ+?^\
^#7FL.&7$.7,*WLXLG91;%%)RMZS-)/]"!\\67\.>_>19$F*VDU M0X!_@O.E@E+C>U$R8TF?YF@QH/B&J9Q3ASY_SV;%*[OH0E._N_7RHTYCXV6< M!,))-2[FM/.Z@]H\B M:V?
%3R&XQ_T_1PF(K$ANM)"LP[?< L2(,O([Q6DIL6VL MF"#+"S@KWAV\=)B,>]#6)=TN6#"4GEMQ(#LKQN*ET4+B2M,0;T' M]4OG.4*JII&K;(.&1K_/V!IJ5DF&VK$$>UU
YGJ1XB4LY=CVV^%+@[&?[D_; M'5!A#8L9#B4*NDFY63($WA4N1DJ[]B:%QL("@FG_R32/D)<9XB*?=EDD2_K] MM2?!$/7#.1?[Y 8COG40-MJT:<":']>J,H[KR 6]H#0U53G(L6"[="TU-
NB9JA1<:^0C,8RGX=G'!!UW?P[H,A,T0JO9E- M4&B\;L<F_M75]V'" MDH#Y7O/']C ;4&17GLU&._Q-\[%D52;T"'*+,KLJO]@KOIXX*'#P7+7:+ MCC$.X,&C;=Z]&]^-
#$J3QI*4\#)+V3C[9I#B(K&MY*):/YETD\?N0 PIU-N M"4%]MLC71_VE+"DYGHTX=B2%WNI'.OM+#XD0[/^#=0$AG,?G:8\4CS]N=P-RE 7RSUF MHBZRO" =%'6A&
(H/GDYZ5;@!&F&!E[5IQST^!$*#G)R&B1[_;XE:/_79;"&1 M)';SIPZP'1?AXSX'J, MC;<@KFYP7[I8OJ-&11^RT'\0\"/$D90BC"7[Z5:OV;$Y2#E5+B@&=8] MH.SCT"+)Y0.AD+0QYXMG@@-
=C>.>XP(A82V__EQZ1K7Z"Q]![.A7EVDE/F=5 MT4HDW@F*@9E)TQ8"V[31$XL5YM/%!6^8([W'QHVC@O;NPX<&4!I64*BHRH2#
MN%DD9KIA=TDY&\;2'R*V'F/D,SZ6+.I3M3*QOLU^0(KG! FX]9XDI04 MKWCWVEX#XSX^!(I"6CW9'ES)JE>DXFP:S@M:$6OAA&%<_+/%/(]VG]3IAB!^ MS,:@I#YM*8;S[OH6.X_[
KT(V248B5(0'@K,@:^3)7L]E+WA=.,WZ4QT4,V. M)-YZP=97.HTRV $Y^ PWD4E3/(83('5EV4L628-W@L(HY-(29]S8@E3V(_[V M8_<',8&Z=LS!4
QOP1I<63@*UC0XJGJ**.3:*Q+K0$$\NG_BP5&Y2#3=J7;W M>&, ;4=-&8TPO>0;!'XYLJ1C0@-)T<(2/ME9 [)ODXL?\));=D2>$B) M>T('(S*'N&<760'9][X>PJC<@KXN$N%F$KC
M7>"AX7KJRJZ=YQX ,\S9Q-PX>2/T)1YXAJ$B1-VDH DK2RM$H^Q/&4^74QRF5S$ MQ?4Q5]D]5"+_[F$FPOU1^?DOG%\ZO0737!#GV+5@26/@D1O5$[A.7TB=&T8U
M>X=U=))5:L(5Q\H#=^QPH:PQ(:5_]4N%71Q][4C8-80Q.8U)N?_!+6935Z?A M7@XV,&Y %GI%8'(58':1'K+-6.B#*_WD M5TO%QZP@:B,!ZOUATA[G,6M[["VC5_JEEP:.Y
N\WZ1MZX5$D<*FKO\+$BDT MN51!^HG;_/@:0'')N7H*\Z:86BR$FD]7,UU&E?)M"PC2A\+?'P$7_QLH[35; M8#?C&2R3LX]GSO[U+Q=?GC^?6/W#6-CPD L2'AZ]#@EH8M%(/Z3+I($'(D+Z
M^2?110W62J>#_N=[]%J_00W\?\=V^'"R).+W[C 6"#S\5#X_=;4\>DRC2_YC M4T[\O(D(L_S8HU\E\3)8,K?"X,OKG\ 8?/_I^3-RF'*/ #&U@$[1%8 <4LK(04VLM:(J M6"+IY;72YV=D ,
(TCN^E6B)O]C$FH/\Q,!98\K=D%=5HE@;A; MU?>KP6[("8.=4GS M@[L.+])[Y-/V@>I5E=X/@XN<*<2>NAU5QHXMV:ES)=5WR?O:[+/8C M,).JGGJ?-
BH.6>_2II:>_)L7%W=PY5.NE'K583WL+\8%DP-P S* L98JAN)- M$1&8IO)-A"@I6>R#'@!W8?4;+5]#2VF;^K4"K2M[^ ,$SUDH@Y<0#T E_K-8 MQ\#\0V(:4$3.% 8#!F7/:6XPM865/=-
R1[*K"1:QMUJT,*,[77JI36:D'".L M4=7L <707YG.O/AZ:]NUO:*6Z21@OCE!A2!\BUG/6,/^U>7\Y &,C(^_^'H' M^NL/IEUC>DAE5S#T_.S)XQ/.F] /7;/#*3%3H6NV]"=6T-D6'X#?5TW3Z0=\
MP6W3?J#EO?@_4$L#!!0 ("F#,UE]ACWP50,)X' 9 >&PO=V]R M:W-H965T[9<9R[)$L")-<5 MVX!V0=.M*(H^*#(3"R=+KB1?KOOUHV3'O0YI,.QA+S9)DQ_TA0U/VIS;TM$
M!X^55'81E<[5LR2QO,2*V6M=HZ(O>VTJYD@UA\36!ED1@BJ99&EZDU1,J&@Y M#[:-601&KP>\ M0RD]$-'XW&%&?4H?^%0^H;*M5,M.V;Q3LOWHG#E(II$4.">-=*]U<=?L*MG
M[/&XEC8\X=CYIA'PQCI==<'$H!*J?;/'K@__)B#K K+ NTT46+YDCBWG1A_! M>&]"\T(H-403.:'\3]DZ0U\%Q;GENQ+A3EWI>77T)?;NE0%XU$3]T@UT1=BKX81\.@ MF@H-
<]J$<@M4FJ8NZ(U%F@\5O#B3O)%]()T+P=L (1M'?HKVB=360HT&N*XJ M/\[(/30$>3WY=:%F@L" O,PEY+6G)T M0$(:W5B"M%>SP0=DIAMYH(%%/[_#/[!^:D?^D0W>G(C/!F].R0-
E2D7]JXG6 M&9[_X/@,GL-P'(_S,5P%91IGD[23Q_$HOX6KPU14CL@=(?L 7Z M#ZFGDSB[S6":QY-)#M,L3]?CP?K;*-J_YSKKR:77PYN.)XEI+Z9D':QH ;WH M$4+0"[^*B?61F<+&@(]<-
KZ]PSQ.QQD,LWART[ZR"9P[.,F3G4F=/X2;P4+8 M=NWZ[*W]Y;_J=^Y7]_;F>LW,02@+$O<4FE[?CB,P[6W0*D[780/OM*-]'L22 M+E TWH&^[[5V)\4GZ*_DY=]02P,$% @
*8,S6&ULC5=M;]LV$/[N7W%PMRX&U-AZ ML22GB8'$;;$,+1:D[?IAV =:HFVB%*F1=)STU^^.DE6G=;1\D4B*]]QSQWNA MSG?:?+4;SAW<5U+9B^'&N?
IL/+;%AE?,GNJ:*_RRTJ9B#J=F/;:UX:ST0I4< M1Y-).JZ84,/YN5^[,?-SO752*'YCP&ZKBIF'*R[U[F(8#O<+MV*]<;0PGI_7 M;,T_YOC$X&W;/[U@\' OGD M"8&H%8@\[T:19_F&.38_-
WH'AG8C&@V\J5X:R0E%A_+1&?PJ4,[-;_D=5UL. M)Y_84G([.A\[1*5OXZ)%N&H0HB<0P@@^:.4V%MZJDI>/-<9(I^,4[3E=1;V(M?VS5*<23 *))E/3@Q9V-L<>+-_\?&E=$5+)"KP5A-/[L-
++R'N8&_+Y?6K_]S MS ,-?G(X! M7%J+Z\%6PHIW,,Q*_KU+#9,K;D%H\Q*PM M]%:A?L,++NXH2.'EBSP*P]>8'L9PY>-D'"'%*. O".,3!+,B3#)]1GL L&5PK MQ_%47"]"-$(N4XBS&9Q EL
(7]$$1H/W6JU?(4!UE,E)/((HR*Q9[44)7.X="
^Q3EC>!JA'%=):U$?P<\/@Q>(/S;/F>;)]VV3[M MSW;LNN667+&"6TY=5:@UW'#C^R^I^G,IQ9I12R/724_#:?C"C&'J>.+WJCQ>
*MOCZAI4U*DW[G3P<]3=_IS,@1"UW53#W\9KWO"W<0'GBD>JV$[[O4,\N]\TQG M4GU@DCYNDNQR;]<:YP_7QQS)89TA6K6V[E6W@_@+R@>L2>C#KLQ0+X&3'XK2*
M.V$+)N&!8\$:X(XI;4OID0%Z &\Y]1_4 0>$6E58Q?OO=60M6"\>D^(;3!7K$'@N$7@U/!T)[MTK!!GQ82TT&L!&FE;#A06Y!:XJ*7CE&&'S81/ZMJK2@CT8;GY^WW#^V"[WY(*
MD(.U'D>>YE]@+3S6ILFKE#E3UR#/0I>#.5#\(P,/_TI9!**EI@>T>"R(FW? M?"3_K+!U1>,E"HQ)FN,[#E+?MN(@CB:#:_2T,!51E]KZHG,,!YR?=G<*;]O;V[F'YA9"W2AY"L4G9QF M6$],*
<]MM)D[7_H:YU Z;DA]N\ >!&]J WU=:N_V$%'2_'//_%!+ P4 M" I@S-93+^B#G ' !Q% &0 'AL+W=O]G+>-%KRTB];5//"\9+[FLIZ=G=AW'_39B>I,)6OQ M0;.V6Z^Y?KH0E7HXG?FS\<6-
*7*X,O9B?G31*6Z%^4_S0>-IOD$IY5K4K50U MTV)Q.COWCR]\N\#.^"3%0[LU9K25.Z7^H(?K\G3FD4:B$H4A"(Z_>W$IJHJ0 MH,>? ^AL(Y,6;H]']"N[>6SFCK?B4E4_R]*L3F?*
*9C)5BP;O*W*B'[\6PH9CP M"E6U]I<]]'/38,:*KC5J/2R&!FM9]__\<3#$UH+,>V%!,"P(K-Z](*OE6V[X MV8E6#TS3;*#1P&[5KH9RLB:OW!J-KQ+KS-EMUS25@)D-K]B5K'E=2(RNZ][A*
M9+C#C_RN$NW1R=Q ("V;%P/X10\>O #N!^R]JLVJ9=_5I2AW >;0=* N,*I[M$4PB_M#5KUGHN2SP@F@"+]QL/[1XX?^__;>R+2K5=EJP7_O6J,12+_MLT4O
M=HOB;+KN&UX(4YG2)]6Z'LQ._OV&S_QWDSL(]KL(YI"/[M%MI9=)9A:C-NH ME^Q&%$+>6^_M4W@2/WW[31;XZ9N6+3;"];-P)EMF*
*M,6HC2L8Q2U6@@Y8=RAHHJFMY7;9'QP[<*S;N9=M/H7.U!YD=L,#-4A__L9O% MD7-.N)@F($*S0HM2&@;OM5#"ZAB\887:RYR?.CZI^50S??#<.?1:Z7N1-X+()3\<;3\=?[.GK M^A["E9;*
*[_3L)M-^_6XBL4.#>EJPP^+KW&GG@1;^-_^>&/X"FC-!(IY;VG[I) MGF.0!&X>Q<[/X.I7LG[5:%6(MF5^Z"9!SOS4C9*RI2K<(HJ#+*-42Q+GDC<2CI#_%32GMKR(00LE?01]@M\T"YSK*
M&@#B,W$L3#(6Y;'S5M[+4F"S6]\66JW9#Y^0.E'BC5GK]$9O1OOTUD!6^:1/ MFH3#A,_,%;IYZD&3) N'N&G^SL+(6>2Q1Y8($+2H81.AE&Y"*?V*4$)/I&[/SO94/UQV8_"
[(NB2>"7HFA+@GB60)3TCP+H/2]64$!_ADS!$X,!;\C M)&F:.^\$6J65JDHFU\CQ>UMC6P+)\X@%B9M$OD/%HP-'],Y8+"1X^QDT =NF M+'7!ULZM6I@'CA+L@X,]]L>L_.BZ-9=QHH;K;H*

14USAF5@F@' MM!U#I_FF4]D MY(^E1VT;Y8!J5AY[O5=]+YWR:K[Q:OZU7BT*W4'M=Y+?R4J:%TK^).RDBP?\ MZAG_WZTUV\#4#J&GZVM-ZN5$!)L:4V(9G&=64I>LX=JN-
%'&?,]FZTW8M%! M[#BS/R4)C3[!]=(CF&HTJ#&0@_\D&793%H+APNYJ-GX"*8I%[FP#:VB@HS/>A?!CEN[&SQ]J(M'W")1VF 9B9 US@12+[W?+[SOCB4B&]5;8D83]L$-[0T^*[%BL[<]X(-
>SU\ MA_9Y_^%O6O+'G8@QUEC]Z0'YVMJ *E:\7M+Y@([GS]H,=7E'&SEH0\W\$;M[MLI_M9OX2C)<]$*WZJ'G=5CUOGY>_(U)L:0$+0-F269\X%[RR1P9N=HX<%)^'
M5$8B'U1_0+T$ZA&U])&7C.W&CHZDFSU>^+8V^"A2X3#*LPA%X@5)H96$T L# M*PE)$5.9B()@2@X4B6*+'T!2;D?@NFA"4F0E41E*K:0XCHE%A#'K(LS891@*Z1#IA6RUX[
M6#@/>E=9'X?Q;C'9V4J/$8?]+=+S]/XR[CW72PDNKL0"2[W7*8Z2NK_?ZA^,:NR=TITRX%X[7 E> M"DT3\'VAE!D?22,#FEO'L?U!+ P04 " I@S-9/H)>IJL$ #\"P &0 M 'AL+W=O.]UT
MP\47N:94P6-95'(V6"M53\9CF:UI2>2(U[3"+TLN2J)P*59C60M*P?7''5FNE7XSGTYJL MZ#U5O]>W E?C'B5G):TDXQ4(NIP-SMW)1:3WFPU_,+J1>W/0GBPX_Z(7O^2S M@:,)T8)F2B,0'!
[H)2T*#80T_NDP!_V1VG!_OD7_:'Q'7Q9$TDM>?&:Y6L\& MR0!RNB1-H>[XYF?:^1-JO(P7TCQAT^Z-TP%DC52\[(R105P.E8(JC^-LP[@H@7PO@+@>G#-*[66*'*:?X<8(QL>DK>EM*%=Q3Q
MUZ8:@>_8X#E>< 3/[UWT#9Y_W,6_SA=2"53!WX><;"&"PQ Z,R:R)AF=#5#Z MDHH'.IB_?>-&SKLC!(.>8' ,?7Z/F98W!06^A)N:"J)8M8*6]B&NQ]$^K2DL
M>8'9IE&4CBO4@C^P'"^!56T>MRE5$$5S4!P4VESRLB;5T]LWB>?&[R3PGDG1 M:815N)$WDE2Y'$ZLCTQFI(G2H2T=*QTP'S]*R;Y\:0<:D0P1W""":2V&T1F M]&/'C%X06?
=K+M29HJ)\>7)G[#LA^*$/?AI;ET2NH28L1T\%D)(WE=+.946# M&@1#E$*)UHV@6$*4OMH6K&!DP0JF&'J4VH[K=SQ2.TY3P_##HX&10!^Q]&G/ M]VY*[FBV>#NRAN;HB!
["7@_A_]4#F*IYQI=G#2[.I:3H-\;CU;Z;1<%6)LZ' M%'3T_,-J?QE1L4^$[(B\#![OB>!W@7;48%9J%Z=6HPO]@W@E,BP&U!2#[<2Z MH"M65?J !2E(E=%71QZB=@)>:":]VX@>TC*;BQ[8:Q
M=5YBJ-F_;;)HG6FN6NUP"I$=1"D,<9;8KN/!T,+J]^..H1GU>1M^=E]=$-:*]X@-9>K6+P*'T.W[,<^B77CX+KMG1 MIXBNP;9)LA](,9A8?VI-=_'MP!JZ>)KC! M]P(]33%FL>-
:^!O")G&)V@)D%4?XABO\7;STIY.BA#"R4Y3*%95R JRLFY9^ M)\Y3Z4+D>Y9=U:FINN[,3^T M(20C[[51CO\\?2^ !U)PG5$ /QU2UGBO(RNI6)F^4X*Q;9NS_FW?VIZW'=UN
M>]L77Q.!14$BRR6:.J,8B[=H>\UVH7AM^KL%5]@MFND:VW,J] ;\ON1<;1?Z M@+[AG_\'4$L#!!0 ("F#,UGF*Y0^O0, .D) 9 >&PO=V]R:W-H M965T6B]F MJK2"2UQK,&6>,_VP0J$.\R
.CHR/?+>WCA$N9@7;X2W:7XJUIEW86,EXCM)P M)4'C=AXLXZO5V,E[@5\Y'LP)#2Z2C5*?W.9]-@\B!P@%IM998+1\P6L4PADB M&)]KFT'CTBF>TD?K;WSL%,N&&;Q6XC>>V?T\F
:0X9:5PGY4AW=8QS-R]E(E MC/_"H9:-DA+8U5>*Q."G,MJ9?=U'IZCD-0*B<==.?(H7S/+%C.M#J"=-%ES MA_5:Q,X+EU1;JVFOYST[.*M4MF!"P%,9K N=;JG$#-X+RV3.[X1"$MCT!HX
MNV.T,^>ST));IQRFM8M5Y2+YAHLX@0]*VKV!&YEA]K6!D/ VH),CZ%72:?'' M4E[(.I#$B7##GN#)@D#;V_PG"0\#?TU-ZE0IM0(?RPWQFIJI3_;\E!Y&;9[M<>-
U90J6XCR@^3&HOV"P>/DB'D>O.F(8-C$,NZPO;FEEM(YU#+$-=J?A=MAW>X1KE1=,/GQO(#WZ8XT_3GG;'=/*#3 #6R7H"*!.
MXA+L7I6&LFW.KWI+XQ2HINAJVG,U=84=]%9,,)DB,$OR"!O<<2F=&Q)WC (U M5QE\!Z-)?SR-*V(ZC'K7I=8HTP>@4DDC6#7_V5\T3G2>6#B#2SBG;SRB]=]N MD'J@S<$D>?
344:]14Z_1_ZG7,OU<TL=ADKJJUL])=;3_!\)0WZ+W5RAA*0UKF)5603%/8 MT,KMK8DBI(*G=%L@E2GN1U%$ZUE-G1/]PU?\Z>7 <^-HTON9$.N3V S$@X1D
M)DZ$6J3:):YGXFC0NU.6B:>I\.:=:.UV4CD@_=,?ETGBV4D<=771N.FB\;.[MZ,98GONXU>-5?N:!E1[H=#1XUI_.M:/@^JKV5;S<*3 MZS='O?./#!HDY[.ZB1MN\XY95M?WHWCU"/K-
!UR!@1N236ZF-!0Z^IA46VL M*OQEOE&6G@:>W-;#+43H/];I>QQXQPTK[O%/U!+ P04 " I@S-953/. M9]4# #_" &0 'AL+W=OJ[SA$-/)>%T!,W-Z8Z]WV=YE@R?28K%+2SDJIDAJ9J M[>M*
(HM!<"E"XFKBS\'R>6/O&X$^.&[TW!LMD M*>5W.[G))FY@ 6&!J;$1&'V><(%%80,1C!_;F&YWI'7<'^^B7S?=_'0;>MZ&CGX2.HS@BQ0F MUW E,LS^'< GG!W8: =V'AV-^*D69Q
''D1!U#L2+^[(QTV\^-?D]RDSD<%' MS-9%U+5"^&NV)'2U-^'KJ4]M'?X4)MEY[IB*4Y<2B.-MZ@G=Z8=W83^X.$*IUU'J'8L^O6^3"^0*OM9&&^)B:9"""-TQEL*B50I&^P-5S
MFC.Q1EC0$UDF^A"3HV<=9O*0(PAI,XZ$Q$I9"V/!F-P>559,O/RF0>Y!6VVA MI3MHN(.6[J#9D>;:8+8+M9(%E1/K?L(%KN[,M+4AI:!5BF.58N42 M_<;KC5<*](X)",O'D40];UA?^ L*.Q#
["7QR/DLJ4P*>*3B M$WJ#.($/[X91&%TX"R98XW-)-)BBW20,NMU/C&ZIP8,"!MZ@'T$8>;U1Y#Q(M0Y?Z?R_O/0P'WHA(O8<^G=0;PA&=)9W.DN,ZH^Z0U07:R_Z=:C^<4&KH4YAI
M+:F&V*=ZY"9_\^Z_JC:'-'@4Q||U^*H08PL85$H^\8S2F(NVE34]84F7V6!< M6PY2@64![)7$Y@V)YI$&%YHJ?T=EU5'A>U6$DH",-%^+)A#3D&]KRK[56_E^ M0Z8TH"V8!T1L?
R*'DIF:C3CPZ.N]ER!ZG3KVM'!"(HCAE$8A:3JD;Q)$!Q7A M[W65$M6ZZ9TV%RFEVP;3K7;M>=9VI5?SMK=_88J8:RAP1:[!V8 >5;7]LIT8 M634]:BD-=;QFF-?#%36@/974IK=Q!
[0_6F9_@-02P,$% @ *8,S6:"+ M;Y8< P_08 !D !X;"]W;W)K&ULC55=C],X M%'WOK[@*"P(I._GJY]!6FND,8AM,!'E;[X":WC85C%]MIF?WU7#MI*-I2 MJB7VM8^/S[&O;Z9[I;^8$M'"MTI(,PM*:
[>7463R$BMF+M06) 2[S68NJJ8?KI&H?:S(D. P]\ M4UHW$,VG6[;!)=J/VWM 4=2Q%+Q":;B2H'$]"ZZ2R^N^PWO)XY[<]0'YV2E MU!<7_%7,@M@)0H&Y=0R,FATN4 A'1#*^MIQ!MZ5;>-
P_L+_QWLG+BAE<*/&9 M%[:,_"ERS6M@'M7^+K9^!X\N5,/X+^Q8;!Y#7QJJJ74P**BZ;EGUKS^'_M+$C;!:G7W6SD5=XPR^93K?:@'9K87,=;].M)')?N4I96TRRG=7;^AG$-GYBH
M$>Z0F5HCG;@U\/*1K02:5]/(TBX.&^4MXW7#F/Z",4GA3DE;&KB5!18_$T0D MK].8'C1>IV<9W]7R K(XA#1.^V?XLLYSYOFRWWN^X287RMDV\/?5REA-:?+/ M*=,-9?\TI7LZEV;+X?
XY]OFQ>#*@U+)C6 M3UQN&OTFA_T<&G\!E<6%LK0U3%9P*VQG%(6"_AAUCCN].J'6)U#YZ_B^IL#2='VSLG+(09..B<"YRYR+T M\K"SL78V/-CA'$5V,1K
<_(L=Z@M=YLL47*EX8.RM$U!4$J88>C1WN-[Q20=_M2,X%MT_-#F[N 7=*[)R:A<:"VR/(2RX)HFI#6//JLD>IB%TJPG&4];JK.M8IB,P]$XA?$@' U3%R7CB6O2X:#W7R,PS,)LU.^:21A/#DWO
ME]X@B<,XCD\VO4=EF8_(!FE83(8NMY@$B:9[XU&83K.VEXVF,"I#(^.2E*% M>N,+KZ&[K:5MJE,WVM7VJZ:D_8 W/X8[IC=<&A"XIJ4QG5X NBFV36#5UA>X
ME;)4+GVWI/\3:@>@^;6BXVT#MT'WQYM_!U!+ P04 " I@S-9133!&9(# M "A!P &0 'AL+W=O99=I)J(4TRG\:Y.S>?VH:4-'CGP#=:"_=TC!P-4NN1A?7D[_;O@B<>-WOB$H65K[+0S>
ME;,D"X1084$!0?#?(RY0J0#$-/[N,),^90C<_=ZBWT3MK&4I/"ZL^D.65,V2 MLP1*7(E&T2>[^1T[/<YUBYO_"^XHAUN&JCS\9DHL?P1(F63/ M--
\RO<[W(KYOS!#&V0#R+)_LP1OWRL<1;_R_E+^5OE#6-P[ASZNE)\?E\]=+ M-K1))B\G"5?JPM>BP%G"=\:C>\1D_N;5Z"2[W"-ATDN8[$.?W_,5+1N%8%=P MTU @>RN-U(V&#]:L?
R5T&NZ<9$FU4%'E.\.3Z GX1GRTA*WVCWQ[%@Y+27 C M"JDDL012=TSJ<73L_%RAQ)5"./AZ3'\$L[C M$1U)+D"X1R.MZPB7#88:.&E/[6?6<"A\N)9,K81E:#I' TY1J*;DTP5?64>M
M,35_<6,8 >P@5Q?V-<73[(07EA9Q1",*@,YVWA.ZH\N#KZB<*&T V8?&4U_ M"-B'HZ,#QCF&US Z'9SGYP>1\>AT,A@=CP\>++$+O':>#[*S/&R'AXKK X2V M33#&8:P70SNN_6!6(7SU[*-
EJZ)Y!5=QJ-6&]RNYBJ41YDM_AZ9*4'3#6&):A75\G[=GQ9>H%N8IG/+H]-*']-XJ64:LI5#" M% BQ.PWARCR%=6;JH^TL4,M&#QBT1%W')LV'7#>NJ+C/;IFWAQY9;&RCF"*G M+'XV0/K
+PJ(40Q>8%1'H84-7[IMZ4[;U.C6\7$(&O@$V@[:S_;OSU7;=I^W MMX_7K7!K:3PH7'%HQA6<@&L?A'9 MHY-
>&F)6WK\K/@-11ZV(#%=5GL@:!DI54%36X5>NQKA70TAE5?!P%P71<42:\QX$E!!P*8Q$HOK9P!9Q; M(*3QOI?6\'"]1W_O8L=8EE3#E>1_LM)LYE[FD1)6M.'F5NY^ARX>1["0
M7+LGV;6ZZ<0C1:.-K#IC9% QT;[I0W28L$FY,PJE#.W,XAJ6AIS3OBZ4V"HOAGV/1MEC)<2S;(.>ZI@7,/>P #6H+WN+MFW :O!M@ MFO1,DR'TQ1TV7-EP(')%"JK4(Q-KLJ6\ 6V/*.?
$!G.,]B#P<=KW&R!7LJJI M>/P%\1NC#16E=5G:&Z/.)R8#^F00E#\[B0G35G$E.?:V)B=,$+.1C49%?7H^ M>F[]S')THY@H6$TYN:AD(PSY*F@EE6'_0NG"1'+::/(%OTM7^\OH5/^'[2@^
M2R<_HUQL 0VPZLD=""85^2(-WG/9@.4W)3^1, C\(AP=4)"/PHS@6MI)O+>LK!24S3RAAJ__V31:%T;O]]NCIZ%X:O"*73:2;)H=TD\31 M#=/(#R6))IZ$^FT4M:/8'6%1EHI$G?
2)/A1FH'C"U@)I (:$/@ <>8 MQMX26!:[%_?*,/.VN_+PM7#L5X;]'V\UR[V,^\U2L8VXU%*5M*6YG"O_054 M$;#?X+[11J[M7)_B(QI]>.E8 :506ZPB()LM9G MG.>XP(Y*HJ-
E,3X8>Q6HM1ONVM(6IIV_6G__W#1CLTG]?;GXS-5:R8TX;!" MT^#,CFO5#O1V8V3MANA2&AS);KG!?R!05@'E*XE)ZC;60?]7M?@!4$L#!!0 M ("F#,UF8!O<51P@ !T8 9 >&PO=V]R:W-
H965T0&2--=K@5Z-9+?%X7 ?&(NVAUF55GXY76F\^ M3:?U?"76O';D1E1XLY!JS36Z:CFM-TKPW BMRZGONO%TS8MJ?'9BQF;J[$0V MNBPJ,5.L;M9KKAXO1"FWIV-OW U<%\N5IH'IVM-
>2%VM1 MU86LF!*+T_&Y]^G"SOAZ#._+47]X62J80-IFL[;]2[L>OX+ZWD^^TE6>E6S MJRH7^:Z"*8SO/? [#R[\@QI_;"J'!>Z$^:X?'M 7]#L2&'W!2SNRXDI\O("O
M.9OQ1R!0LW.E>+44IOWO\]M:*Z#I/_N\M[K#_;HIQ#[5&SX7IV/$4"W4O1B? M??N-%[O'!RP/>\O#0]K/;FQD,;E@M7'BUC@QEVO$<,U-%. 0U5+4K*CF98,# M0(/IE6"7F,2KQ[_5F%
[5LBQRKO&VUGB0VS5I!1\'QD'C]V_-9UBVD"6HHZB63!/H6OXH_@LGR'#CZ;??I+Z;'?]Q?TG0 M2X[?[C5YRXZ,4MG4>%]_^#3ZE^"J9H(S@!/0? <$3P)HP']^*-+66O2KL2]
MJ!K!WC%O$B21>89!9IY1&HZNL1<]8$GKX]2>N9Y]1'!&(M"KF%MLTO:D* M@#N9!&Z"7]<-63P!"XUF0IE,CWRP,S, >**014!9GQCL^TV7&#:4&#R PV49 MD)(NN&?04_(W3:7>BH;.@;
<^%%HI0CB-<\$*Q>UXV M9GH]W+I]D#F\LD''CD+!$:A6'RMP<+4NUH91N#:G3_1"\Y9()QH6&E1A_*+D M\[L61/!'(K=V:C8X-V,YCJ4I.-U!YNH@9*Z+VJSF><<+)8BZ
ML4,PEBFRS[SQC]G[0IDX=/,>UDB?DH*C7VZH]"QYD201N/S4V2QO,A9)76[QS2R M<\Q,2T:(%BV,ZXY)'O?$FJDI#$_2YCD'T)KT:$U>C=;VA$UA2IXV6%L]8[7= MRFP?1@^O=]
[5VZ]:L*>EHE_6A#6P;$BQHK.YI5)^EZJ8>)B+C6;(E)80S9Z9 MX^9KV2"1@LQ^;@_@5U,I0U'?.%\NE5@">Z,+7AKN0;P,SR"@9)2ZX(W "5T6 M.X9#
N0TMU=KSEODS_'5OQK_X*P@BK0D.BC0+)["K97Z?F(F#!VF]SS ME0CR=>9;D00BR-W]TLQS3%SP;G,IS%6!LF7>$I82[:':3*8-5V/HH^8/SR=/ MV'95@-
R*VN2WQ@#!I#MIPRQPM^N&QUI88'B.NHFHRXX" MFN?S>:/X(RE?0V,;L@O*%$[J,\X@2&ZF"2UH-L%/!_&YBY8)?*MINX'@\G%B M]\$ <>CT=H7]W,H&!+;B]V2WH)OF7$ *WCT:2]N8
2(FV)3DTV4)@Z13=J33?K:PJJH[W>Q/\M MKN<,?ZASJ[RK&,4 9P=2XL$5WU1%OC C$J-+;E&N(QTU9$D5(?EEH M^Q%JK*QMCBPU[0B@:R\&GA-'NR,MD='CV2KH^DG"(B=.;#\Q?
=L<&5X;KF*Z MJ!Q!(ZX3I[LCMF.PNJD8,Z+HD\-*+,S$([#KIF6P(.C]3R7$MPANQV:.P M\+,>^-EK@=\G.[2O;[Y8+,S0V ?N@UK??$5XT807,#NH*?N$"KQ^J>YM,AE4 M\
[;X'PP,"WB[\ST*>_D]R34(0G/,&=T)TL @)$E&W[7A!FV;3:'1))I4ETFN?:#$I3JU0$ =6V-A@ MA9+L19,I5V9QAC52K)%.DM2W%L6'T..Y3Q_%W%=7:=LNJI$B%%^*/WK)N+J9 MS5KJW_NY[+
EP\JVNTY85+VXRE]PV5C+7)2V?#CH_E8HD[AL /PEMX^(J-"4 M]@XXY#TX).[Z88B&2XQ$?=_OXC]W$W&=""H\Q]W7VGL7"1+']\WJL4?%UGN0 MMI.EW8A+!@7:-%>"HVRA"7B_D%)W
M'5J@_X_ V>]02P,$% @ *8,S6:0C^ &7!0 M@X !D !X;"]W;W)K M&ULK5=M;]LV$/[N7T&X19L 6BQ1DF6GB8$D?5F* M=0OB.,P[,MTQ97BG1)*F[VZW='R8K5N$XP[(M-2<>'SQV?NR-
/UMI\L07G MCGPKI,*G_<*YU?%@8/."E\P>Z157\&6A3#RMUS_SQI\4\7(MK?\EZ\8V[).\LDZ7S61@4 I5_[-O31R>,XVZCG72_D M6;YECDU.C%X3@]: A@/QJI\-Y(3"39DZ
U\%S'.3CUHH1VZY+?X#W[FLEW#WYQ%VAY^12W7'K0%W.$J;FI!,'2_X\FUEG M0#)_[0I%O5"R>R%,HV.[8CD_[4.>6&[N>'_RZD4T#__L<2-IW4CVH4^F=?80 MO2#7/-'O;]71J^TP7E,DFG!
MC#?Z#'MGI)_8A$LH\BN4AC-K.40*3+J!VA6=O?QW1^<&*"^TA J!2SL4(;&% M7EOOC.GZ.=OR,]_X>;?QTWNORQ53]Z\MT&^]%O6,C[?>?P'>K+9C8#WC<]5RK]K-H'?QB&*7U-\^H'=-
!KXDXV!$ MA_?I4%$1[VW?,&-XLV]E+?.E MUO.UD)(X2=ML).GROL]T(Q MV'!@=:GJOH/[_DA\Y."W%3?^HR58_7;6K;VK[I9C347\ U%?M%1$ETJS_P+* MAVVT:Q^I8>J8XSZ&,.,[LL?
D9LWE'>_4S>>^ZUUSV(S*;X7?"XJC4 M;ALPYXR8576..KV=;P@(2ASA"D&:X0(41+)'&\-6&\/_71OG3((AA^*&9YL? MRF/OPD_*X_$BQU KD8[_[=5ULW=100JKMGS@5D&$0@SO*
N&0X@P.)%WK2(: M)#3%#$O#I'>C'?C\ ("[#E\1*@FBX;#WBV SJ)%.\+JC39W.OQ1:0B6SKYMR MWA*16\8O238.8D\F"X-H-.Z0V;:,HIC$XU%O"QIJ;%,PXC1(X100Q[#UXX:N
M_(Z3[7!J)NYP9I]FLE8SV7[-P/EU7DE?T]HB>HE%%%+(%]&K.C$^U45T871) MI@R./QM9/]WJ]C+X+ZW.'U*16[>3O7HQHE'VQN)Y\|ENX!VQ'4<>]ZD_.#.; M^M*V*CQIX7$KQA_ZK-
:#O7FI?"Z :+Y?%;M9./1](@R2&-M:$H1A]BSH'7@' M)(J#*!W[-@:0633RPPSTFT%'PSK5ANAIM.@0"&$_#,>(@V,ZHLTH]CEQZ*T: MI4#,% #/[CM5S\?[H1UP*>"<#G5_#B^-KI8%R;7U'0"
[L246] \G#">@ISB< M 9CO&AX6[C.5&"XY K:AI3W<.X!(+@-0?( ]F8261?-60@[MG(: MRF0!+6F&1R2_U(:%=UP8" PSF)%'.[-LL'67*+E9^AN3A96!<7VM:-^VE[*S M^B[R8%[?Z.K$LD3R!4P-
CS)HQ::^)=4/3J_\S62F'=QS_+" BR4W: #?%UJ[MS0,NT%Y5)_\"4$L#!!0 ("F#,UD0*S&G.0< .,4 9 >&PO=V]R M:W-H965TU#7VQ2(N\'[[GG7NKB M09M?[$I*QSZMF]9>3E;.;MF
MRJ,HGZZ%:B=7%_[9>W-UH3O7J%:^-\QVZ[4PCS>RT0^7DWBR??!!+5>.'DRO M+C9B*>^D^VGSWF V':74:BU;JW3+C%Q<3J[C\YN2UOL%/ROY8'?&C#R9:_T+
M3;ZO+R<1&20;63F2(/!W+V]ETY @F/'K(',RJJ2-N^.M]'?>=_@R%U;>ZN;O MJG:KRTDY8;5AK71A%6==7H];(8%:]7V_^+3 M<
[';.##!N[M[A5Y*]*)ZXNC'Y@AE9#&@V\JWXWC%,M!>7.&;Q5V.>NOF\K MO9;LH_@D+3OY*.:-M*<74P?1M&!:#6)N>C'\!3$Q9S_JUJTL^ZZM9?U7?-51]E;9JM&V,Y+]\WING0$T
M_K7/YUYBNE\BISFY^O:;.(_>'+ W'>U-#TF_ND/ZU5TC MF5XP6+[1K6R=I1E,MVPND9"2;8R^5SY!,&6J]]'Y8.*96TG GG:+]E&U2V:= M<'*]%83,-H)RPS+1UEZ+D2M*N'OIM>P[D\-6__
LXT$-AVPYB4M=_-Z(3$[M9W6B2(WN+"38T/@'U*8 : ,\)($KX#@11A+Z(<';V&D=:IBK]@)XUD8ERD[M]9.X"--RMIVD833C[#0-2#Q6Q8G89*G+(["(HI9S/$Z"CYJ)YICX^7%QF')
MHT%''A9E.8PA+X*Z [C*1EQE1^/J96OV1?Z@W/W9\'%UT.4*X576(1PPYGD8 M?T_L;CMC$/CSX)VL@9X&)_?M-R6/^9M]H^". (?)>,[GHWQY&$\B^C8DYS% M899D0S"K7@?$\#"!XE?
#FE>T*H^"MW(AL:)^,F(K_+/_0?U+;T=6:% M<#[EK%#!V/TW[A 8=&&E![.(4 IAM5"\+8'T!^!P]@?PI< M_S^_9+2[YEWC#E M^3!.B2N'1(+
(D+7H8N'/5M0@__,^"UA:1LVR6(<>CDG(\B8(_-7KNX>%$NU1HV!"BA]>D MHM["(0Z3)&,S7A"/\32X76&I)%CY90T6HJ7=C(*R5%%>D[!QYZ]0+/?%AY6-8GWF+2P?=2'Q^DF+2
M)Q<+//*VX&PWVN!ZQ&J%IZ@UE:3NP3U(V2=U)8SQ"2W6NAL\&-PF@.[8[(]Z MH5H$62$$1D*RHYV;SFRTE?T&3Q2#J(Y2XGF QL5G[.[%$R09MSW5^.@7;^QQ MI\H>X.
(A:OF23IZG2R_TJ=J21Y[<>B[HB0TN$XMYK.5YF.94M_9&&=%<%U5 MIH.P(??[,QG8V[(TS$!@11B52?"#!&.,Y_N(_HQR($,%CI]L,N"'MO,YE<^P MG1?9UPF$YV&.U?
A+CZ$G*OH9Y7A>!+=BHY!?ZC?96[U73SR#SRGUJ%$*)FX1 MP@W+TIAE91&\4T0<_3E.GTC%LCQ-05!Y<#=/I%B[(3^CCAOFV.$5">1,\CN0.+\^ 6ETFZEJ&$_=J!-[P!E;:>;>.0
M\W+@VYS:XL!_2R @ L CSA :7O;KTG &;X]@6E]K9ELRS](G JM?L)5H+HR(M[3$JJ>W'EI_WL"P$XCXQ2WOFCWD":!'[__7S/-D5WE>_TI>-OOHEY-(!:BQ' M:BR/ID:Q7!JYI*2I?*&PVP8"=
<;;CC5+0WU-UU(W QKX;3!V*+%[NZ6#!KQ\ M8?@#K/DJK1S3L=P,ZM"@S>52M800TOV(O52LJ.&GJH7L*N.(!F58Y,_D:;N M,4M\W_B."]W;]NY M#RU/6P) XCRLXPI]0 MOG+(C9&@9U)@-
V5L"VY.1J% M/ ;A^+) ;Y %98_K.QAS1-"W8YSLJUWW4** J-?^K]'87#&EC5R@:W168'KIND_J?43IS?^,]9< M.Z?7?KB2 JQ/"_!^H;7;3DC!^%WSZC]02P,$% @ *8,S6>)56L;2!P MA1H !D
!X;"]W;W)K&ULK5EM<]NX$?[.7X'1 MN3?V#!OQ7:1C>\9V[#:=NXO'\;73Z?0#1$(2&I)0 3"R[]??+D#14D31;82\HM:,*;)8U76ZGRTT'IY.AZK?,$JJMZ)):OAR4S(BFJX ME?.Q6DI&"
[.H*L>!YR7CBO)Z='%F_KN3%V>BT26OV9TDJJDJ*I^N6"E6YR__MM/[CGL\7&O\87YPMZ9Q]9OKWY9VNWGI>-5JQ47-9%L=CZZ]$^O? \7F!G_ MY&RE-
L8$39D*\05O/A;G(P\U8B7+-8J@Q:E/_BA5Z?(3:+IF1$S,BL0;")TE0WJD_1 M85$/"T9FHH3@Y/6<:/0],1K76A&-#S?EXX;X9]$".6V!7+9 +H%"Y)C7,$DT
MBM:%.CEUP(L,O>B@%]&5H7.]H/6<$9BXEB Z%YPZ5SO__?Q3&OC!^RF;\[I& M1=%P\!0MR1.CDAP1/W/#-,7!Q(WBT/D,D/.!&:>) 3GI4 4"7M$A,$S]&F]P ?-3\S5VYB\
QF#U3M@!9'KQ5F'VH8[C .I M4DRK4PN*O3G :D[27SK@##VG)MJ68HG)K]!$&Q/C"NRV")80F[7C:R)V-J= M1,D$1&7?XYD!!V03@[_"=\6_UVH^H'WW3#(.K2BG3=54QKKK VY MJ"__+3#A?
$7*PCTCQQB"X(TI@SZ%01I[[*U?@]KTY^P7\^-;ZPV[R3?)L<:5 M78Z:0X,&OHL"S)&!&\<069+#5FJ=*"4K8!H]].Q[Z[L!>WMJV^6P M7K#-<[,HP06)FWH3YW:OXC5DX[5D\-8_6E&,&379>
<:VA-%+L$_GTRH MK9=]^!.8U'JWMFG+8:?;C>=1VWK:J^F.W-@/^YM0 M,HF=&V@T#+=M4Z2P*UJ'!@E2VZ'XD\1>H\CV!]<_6'I;%+C5EK'#8YMHMR#W!<2&/O2LO9)>B-
)#JGWHAHEG&)Z:=(HM M8^J'@XUBVB7)]-6-X@$-B0%!+R@T0I IV#JV($M,V08 ?4EQ4)_]E?KME8/P M_R;+[O75FOJ;9P[(5_$/I4=4CJJV!.P6:)1O0M&8<]21N2?"@FBK&-]P"JOX
M4&W-.MIDA]-&J:9:VL-BHRP8!UO%M,.SI<-=H?=IX)S8 V:NP&H@JWWM^9^P='%?0 MQ?#*!/2LT8A69W;[KJ3W1?*@_/Y8N7EIHV]SZ))R<,+3RX=I2,%K+Y@WS2_E M/-
,AWM0%YMINX:U1RN1#4P3]-,2;!'N<,'AQ+[\PF$*P]!/<8CU.8DRYP%/ M470&M"49',_3MDR_"*\]N$1>UNO:\<:7@8K)N?G^@04%J&0_$G3_=M]8+NV7 MA>?I]@/-KU3..41'R6:PU
,ZC8BTWSSLC19+\YUA*K06E1DN&"V8Q GP?":$ M7M_@!MV7IXL__5!+ P04 " I@S-9$%;-8'X$ ","@ &0 'AL+W=O MO.'"7K@686'=9J6W 2=,M M1;
(9N:P8ACW0$FT)E4B5I.)DOWZ'E"Q[J.L6>Y%X.3SG^W@N/).-D)]5SIB& MYZKD:CK,M:[/1R.5YJRBZDS4C./.2LB*:IS*]4C5DM','JK*D>BRX&PA03551>7+!2O%9CITA]N%NV*=:
[,PFDUJNF;W3#_6"XFS M4:\E*RK&52$X2+::#N?N^45DY*W 'P7;J+TQ&"9+(3Z;R74V'3H&$"M9JHT& MBK\G=LG*TBA"&%\ZGI#FX/]YJ_V"Y(YQ2E)^*3.?3X7@(&5O1IM1W
M8O,KZ_B$1E\J2F6_L.EDG2&DC=*BZ@XC@]K@[9\^=_?P(P>\[H!G<;>&+,KW M5-/91(H-2".-VLS 4K6G$5S!C5/NM<3=_L_IV3U;XQ5K>%^HM!2JD0S>/-!E MR=3;R4BC
2,V2CME%ZTR[QO*7]N!=>Y@BN>L>R_"D:(K(?G;>%=>$,-@^0*_,+&6M,Z+ M%%?7&-B'8!]5?!CV0\Y@)4I,4G,K;8X6_S"%F=?;7N]L2VL;WA0<="X:17FF MWIX/_F14*F#&^X"^8\9W ^,
[XT#??+S!O&*R2*F"GR!QB!M&.']C_A^:$<1 M<9QP<'5]>S4'-QJ3R'7!#4,RCA-P_8!$@3.XS M.P75\$F#0Q2&)(P_&$4G\ MT[+)C-T6W4>VDH<\%T2 M1;&9):$_>!":EL"Q/"8787
'043"T+6CF$2. 1YX"4F6#XS#@LG4Q+25KI#[R\]J&S&'@N.X[6_&0=HC MT3DUM]'!@A^9C-_YV M'<<G-_B, M93!7BFE%8"'Q@9;Z!4M0OMJKZFT&;97.NB6X^8@Q])P+"U'VG%L!5.!K8#"
M\$?4=<^Z[EFS+6MBW-?2%CWMTM*6AO:I6)TV.&G5&SPX[(+^Z\#47*R*H>-V M Z->V#^IRNFT6^M6^U9JW'<9.O.W3;JE<
M%QS]Q%9XU#F+L9[(MO=I)UK4MM]8"HW=BQWFV"XR:01P?R6$WDZ,@;X!G?T+ M4$L#!!0 ("F#,UDOG#;U70< '<\ 9 >&PO=V]R:W-H965T)!BDQ])[Y".]EGVQ5-FCG@EAR%,2I_JR M,S-
F?M[MZG F$JZ/U5RD\,M$90DW<)A-NWJ>"1X5E9*XZ_=ZPV["9=H9713? MW66C"Y6;6*;B+B,Z3Q*>/5^+6"TO.U[G]8M/F"_SNPR. MNBM*)!.1:JE2DHG)9>?
.V?!J:U0E/A3BJ5>^TQL5QZ4>K0'-]%EIV=;)&(1 M&HO@\&\AQB.+0G:\;6"=E;GM!77/[_2/Q2=A\X\<"W&*OY+1F9VV3GMD$A, M>!Z;3VKYFZ@Z-+"\4,6Z^$N65=E>AX2Y-
BJI*D,+$IF6__E3)<1:A?YP2P6_MJN!O5 !EVBL$585@WPK]JD)_HX(7;*DPJ"H47>^6?2^$H]SPT46FEB2SI8%F M/Q3J%[5!+YG:@7)O,OA50CTS^CP39*R2.4^?"4\C(HTF]W*:RHD,>6K(51BJ
M/#4RG9([%4QNTG*TVJB_I\)P&>LCHF<\@Y(R);VZ;)J_I6F>3VY5:F::L#0241/0A7ZN.NN_=O;:=Q)_S]-C M$O1^)G[/[Y,O]Y2\?W=$QH7*(B/W8@J7@*D:W]+@\?[XX%O\5BS='^L?@&5N
M["U_)H%74#V'ML%J(4%+MB"&ZLT!/&R_7MM!@PB@FC"'!&E'IKZ+2=]%''_/D M <:(FA"86FQLX#K6Y3#7Y.5UQ+<%I^0."ZZ=;18C&"6+=<6=9SY4<4P80X(U
M%!^L%!_LJ7@FYBHK%,]3N4ONP4ZYG:<]5&Y,&$."->0>KN0>.N6^@:E+9D7: M!LFG2D5+F'! ZW=M*I>LP9K*O0V5=Y:@.TLP9XO?J,?)2H\3IQXPER>0?V%N M"!]]J@Q,P6&TDC^-
G$LDX-U"RFKQ?MD\M MUV4CO-[Z>#TYWARR>Y6B[:6&&Z(ZN_U&44]7HIXZ1;W/'[3XFMM!!EE4J@@6 M:68&@BYG,IR!S+_B,__#+(?"&4^GYAA+Q8K(E)@4&D4E<:P:,W8K!E"
MSWFMW)493BU@%5/FMWEF%X]FX^(ILE@DH VAY%L2V8Y3#VX+C)K/W*?J_(9JEM&I3$L6C-M6'VW([9 MWGX$WY$5X5"3B0R%>XGFYAU\Z: ::U0:PZ(U(U-[:V^(GM:0S&\5&TP:1:4Q
M+%HS-K7/]]Q&'S6MN4\5.-(:DBVO H1)8UBT9H#J>P:>VZ:OTMJ]FI@E1*%5 M>4R+/4:E450:PZ(UHU'? /#.T%,9ZJT 5!I%I3$L6G-3KKX;X#L=+6HJVW$J M1RISUSPT0*@TAD5K!JB^)>"[??
IG97A,4F%()A8BS05YJ?=(:(4PO/D:E450:PZ(UHU;?)_!]])3GH]XP0*515!K#HC5C4]\P\)VF M=VV74*\];!%6UY1>N[Y:PQ3LW"W<783N+L+E450:PZ(U8U/;>M^]9P[K+1L;/A4V M
>UYX91(SUO?]_YFPW>O4G2O4LS=B;>*5/MKWVUZR]S#R\?? "2@4,@%?XB+ MI).)2)I]E<,TM6-4&D6E,2Q:,V*UX?9/T5,.JOU&I5%4&L.B-6-3VV_?O0'_M/]
<[9[O7.SN+4'<3#Q;T>WCFH/;,@=O(.M/3QA)I6[9R^S1W PY^/!/57:/2 M&!:M&=MX*4#TT*HVBTA@6K1F;VD,'[KWVMRR5*N2.I=)>I:B[>0>+ M^3U,;[#VA+C;]
;')X,?"0SWA_AM8/::P=]]"R$;J91:125QK!HS=C49CIP[Y#?I$8 UQ"(CB#ON2;0[O7N \4 ;<7?%Q)G@D,EL ?I\HR'35@3W! MZEWCT7]02P,$% @ *8,S6=L!VGV\ P PT !D
!X;"]W;W)K&ULK5==C]HX%/TK5G:T;J7.Y(,$PBP@#9-=[59J-2J= M[;,G,<2J8V=M!Z;_?J^=D('44!YX@=BYY]CG^MB^F>V$_*Y*0C1ZK1A7YF(E& M,\K)DT2JJ2HL?

RP)$[NY%WK[CB]T4VK3X2]F-=Z0%='/]9.$EM^S%+0B7%'! MD23KN?<0WF=A8 VXE]*=NK@&1DI+T)\-XU_BKD7F!D11G)M*##\;L_]EQ8.8%ZS(HV#?:*'+N9=ZJ"!KW##]1>S^)IV@Q/#E
M@BG[BW9=;."AO%%:5!T89E!1WO[CURX1!X!P? (0=8!H"(A/ $8=8'0I(.X ML=MN%(%AN(W*, BAK-,1Q<#X32J&: M2)2+JH) 56))T+N,:$R9>@_3>5YEZ-W->W2#_/:M,@,\S0
M>7/4GOD:4FD2XN==VI9MVJ(3:0LC]$EP72KT)R](<4S@PQKT"Q'M%V(9G67\ MV/ [-H^H"B(8L>$'B^'CQSP[')X=$;-J+?5R/*-3O!]WB__O2NW+39V8\U) M=Z]JG).Y!T>9(G)+O,7OOX7CX
]77JY)EEV)["AG<9^S^!S[XO/>ZW:':&'\ M7L,N<&R+?DM8<[M2W-Z5V*',V;]=W(9)$B4F9RV2O9T)3I,DUS3)- MW)[YM4_:T<8'2SM-HTDTL(DC*D[3>&-31U043!.W32:]X,E5!%^^-287279$
M.20[HDY+3GO)Z5G)2[MV1U??223$M4WJX-8.[<#P0TT9-!U$#+4ZJ8.S6,NVU M3,]JR5P7^4DUTXO43"]1XZ0ZI28,WLJEX*R>!ZB%;JW7H%QMA=R:NA/\N"(E&W%W3:TJ&T-
M^B(T5+3VL82O%")-+Q?"Z'W#3-__]VS^!]02P,$% @ *8,S6006"F/ M!0 :R !D !X;"]W;W)K&ULM9I=;]LV%(;_ M"N%VA0O4L4C)DIPZ!AIEPSJT0)$LVT6P"T:B;:$RZ8FTW?[[41_1)T4IGMV+
MQI)YCL[[DCQ\$&5Q9/%WOB%$@!_;B/*;T4:(W?5TROT-V6)^Q7:$RF]6+-YB M(2_C]93O8H*#-&@;39%AV-,M#NEHN4CO?8N7"[8744C)MQCP_7:+XY^W)&+' MFQ$<:<>"SZ.PS$YF;DCD!
5G@?B7MV_)WD@F9)/I]%//T?'/.Q MQ@CX>R[8-@^6%6Q#FOW$/W(C*@'0[A->0!J!M@= 68>8#8#K(X *P^P4F@ EXR&8> ML!7P&!6QG!%9B]@ +ZV"Q!_)\[E2L0T %]"_!Q&H?
@)QG=$X##B[V6*QX<[M,'[['KP%(05_;MB>R[%\,16RT.1Q4S\ORLN*0AU%002^RA(V'/Q* Q+4$TRE MPD(F>I'I(6W&/_;T"IC&!X ,9"D*NAL>;FK*,0O7S32?V9&O,!@GCO)KE459 M!DN=
(6D'UWR'?7(SDON=D_A 1LMW;Z!M?%3).U.RFEBK$&OILB\?J5PJ$0GD M'O?9G@HN^X5/P@-^C@AX]\9%$'Z42SV."16*VF_UV9_@/RKWLJ!9&I3TOL,2 MSJ$)%]-#U9;VJ+EK.
<6@FMQ9(7>F+>@S%42:*%ZI4I_T"2E59D%VI7[3F#4T M*L8X<[5$NY!H:ZOYPNAZ(E5N55.J$]=/]V0JQ=FMPI$[FS?4M0=9CFFIY3F% M/.?D&:2,3C2SJ$_<(=1I:S!10V=
[C.V8:IEN(=,=UH2BO)F'1-V)W'-VHC,E MJRF>%XKG6O]?3C* @P.F/E$>3?.6T]"=B[W=PXO3UFMQ8&VU=PIJF$(NK..DBL 4\K6;]5O#QMS4(+0JM9 M-FSU:.0871T,HK)LI%_]&TS7) &5[S^
XXVA/E!LA3G6D'G"M;77B)'E![MV%>$[U]Q,.?VJ'I>S_,Z#N@\JCK]<^2V9O\2X)+I?@K=@"5RPA[@*;4$/V>BDMF%K M,C/MIE)M)2&U>LLB+46^=LN>*UM=?0F/2,MH)S-4Z9&JP_<\M
.D\B@(*PO&N)J;\]J__MYNJY!(.BDD'14-8=Q%4]MO7PIQJN>J+&R+@RC%_>*Q??): 4E5"*AD)I#W+U MV-;#I&J>Z(D:6QK;+D&J]"15-)14![-8CX$G@6M/U-BTNPV\!,RB$F:1?0JE M]?
7],Z%E;L$E0!65H(KTO\#3HIIVM7@]F<>FV3WOE^!35/(I&LJG_0S7XX'^ M06/8;<$E,!:5&(O^-\8.;QQ>S\/&4./#)2#73""W?J?D0%/_VS\));*?^M$^ MD)XD-*C ($:!V!#@,\I9% 98R*'/.$JV#4C?
7/):"EGY#H. M3&:(7]99SIRO39SE&!RK=,J=_\Z?6/-0:HY>_U7W"W>BM^F[X*;]TWC MVI/&J[Z!\IOLO7?YB.PU_%<&ULS5AM;]LV$/XKA%9L M+;#JS6]Q9AM(K [+T"!!TJX?AGU@I+-
-5")=DK:3_?H=)5FV'$6)6PZ(/U@2 M=??P[KGC45CUW(R$BN=,@[7DJA5EE'Y< ZIV(R=P-D.W+#Y M0IL!;S):TCG<@OZ\O);XY%4H"#C=J[)\:5 M.R&^FH>+9.SXQB)((=8&@N)E#5-
(4X.$=GPK09UJ3J.X?[]%_SUW'IVYHPJF M(OW"$KT8.R<.26!&5ZF^$9L_H'2H9_!BD:K\GVQ*6=\A\4IID97*:$'&>'&E M]R41>PKH:+-
"6"J$APK=)Q0ZI4+GI0K=4J&;,U.XDO,044TG(RDV1!II1#,W M.9FY-KK/N(G[K9;XEJ&>GMS &O@*R'MREB3,A(*FY((7"64"\S8"35FJWJ'(MY]N(O'WSCKPAC)-
+EJ8HH$:>1CL,FA>7O5P];/&F4\6DD^-UGHG) M#9B%R_B<7(/,()C(%=W*9L7L?EPO\3E PGYQ#(C=C4CM_A&S6BQJ/[^B,CD M0D.F_FD*4V%&M]D,4W%.U9+&,':PI"B0:W F/_\4]/W?
FBBV"199 JO1WZWH M[[:A(_VQF/-\+1 Q,T4$I$2291&6)B(+P&$.:"KM>C+HN9A)ZWV"'@N==-VA MO_<+ZAI1@T;@AI50S;M>Y5WO&>^V2;7<2RI1)94B-!,KKIO<[#VR9^@/W=Z!
MGZWS'YL(EL!J5/4KJOJM5.&JBX%KW/Y,'L0+RN>@3.G#75XA385,;T\F.%Q K>9]I_,GE?,GK7Z@5">D%N!R^CMUP:)-^ MFV"1); :_8&_^T+T_[<=HX0VEVJ5]MMWO6F[.
<=R9PNM3M[>YW7PW![2D*N* M7.D%2/()]Y1M>6BDKQ7\V)RTBA;90JL3&^Z(#5]'62CML!4#FVB1+;1Z#'9] M2M#Z'?YCE:'S'97!:H]A"ZU.WJ[+"-K;C*=WU-T'OE10&FXW.U"I:9 NM'H-
=XQ2T=TX_5!CZCYOIX<#M'M8"JUV2 M+;2"+V_O/"X#.<_/-14V/.AR<:A5C59GIV?YB>'!^+DY4\W/^78PQ8'L)95S MACRF,$-(WQU@P&5QQED\:+',3_WNA-8BRV\70!.01@#?
SX30VP&PO=V]R:W-H965T[LYT=I7K4-8 A3PT7>N[5QNQO?%_O:FBHGL@] M"%PII6JHP5!5OMXKH(4#-=R/@F#F-Y0)+_J>)-:MJ8R?\/-O3"C9@[O+Q.YW&WXR
M..JS,;&9;*5\M,&78NX%UA!PV!G+0/%W@%O@W!*AC5\]IS=(6N#Y^,3^R>6. MN6RIAEO)'UAAZKGWWB,%E+3E9BV/GZ'/QQG<2:[=EQS[O8%'=JTVLNG!Z*!A MHOO3I[X.9X H>@40]8#
(^>Z$G,LE-33/E#P297U;#7.ZLPWF(HU MY.]ZVXO.=O2*[:^MF)!I\(Y$0123^\V27%Y<_4WC8R6&>'/$KC,,[\PXC8=!";OB4V&Q/K4+-SL3!.9^-B\2 6OR66CHG% M+\3",/T0C8LE@UCR7[&
[&O"%*+'_8Y+)BV+&89K\H^B?G6G[/'RGJF)X\#B4 M" LF*>)5=^6ZP,B].^9;:?#2N&&-KQ0HNP'72RG-*; W9WCW\M]02P,$% M @ *8,S6?)$QK:I @ !0D !D !X;"]W;W)K&ULS59K;],P%/TK5I
02%OSZ+NTD?8 ,<2T:N7Q ?'!36Y::WX$VVD+OY[K M) L==)DT-&E?$C_N.3[GYCKV=*OTC5D#6+(37)J9M[8VG_B^2=8@J.FH'"3. M9$H+:K&K5[[)-="T! GN1T$P\
5ETHNGY=A>."&7\J#F]9DD'W&_?LK\KO:.7 M)35PIOA7EMKUS!MY)(6,%MQ>J^U[J/WT'5^BN"F?9%O'!AY)"F.5J,&H0#!9 MO>FNSL,>(.S=
XAJ0%3JKA8J59Y32^.I5ENB732RN49IM42C.";=1UE8C;,, M<3:^A@W(L@Q.4E3YA)%.;F0U==V:7MU#I8R;L+7&%-''V'#?7 F5V0.N@R6 M"9"K)6>K$G9$WNYR3#RDY!,3+DYE9(%3)J-
)%;"P5%N"HF%"HB#J'P?#XR"< M^A9=.6U^4CLXK1Q$]SCX4,@.Z09'CJ1W%^YC,IJ,1$U&HI*O^T!&'K+XC\.K MNP[)MX_(3"XL"//]D*U*1N^P#+<9)R:G"&PO=V]R M:W-
H965TN*B70U(**W T\K^\6E'$G'MBU6QD/ M1*5SQN%6$E45!95_QY"+]=#QG\;>&OQ@L%9;8V*4S(5X,)/K=.AXQB'((=&&@>)O!1/(@*"ZTR1*YY"NDO@HLI6:K"1.@Z. M,GZK^!D)O8\D\
(*HPZ')Z^%A!WSZ>GAP1$W87EQH^<+_7-Q"B@*O@6N)3PB3 M1V=D8M,&)/DUFBN[_KLK_C5_U,UORLVE*FD"0P?KB0*Y B=^_\[O>Y^[8O>6 M9-,W(MN):]3&-3K&'H*
(35[HK8JX0M(MK(]V80Y,6G?%=.:NV>Y3<5=Q9'7 MOQBXJ^U8'1]%_=#?-9IV&(6!UQKM:.NUVGI'M5T7)642B[8FN5"*H,(N>9W* M>@?
^^,&^L$.;\UY_3]>A3=_W]V2Y6_4,\WAI^X)"_RJNZ_?>KK:M9V0K[M[Z M&%M2W4&>:>I^=D/EDG%%&ULM9I=;]LV%(;_"N$-0PNDL21)9EC(+&D
M+@."!LG27A2[H"7*)B*)+DG92;$?/U)29,NA&1LX[44CR3P/J?.2A^01QVO& MG\2"$(F>LS07EYV%E,N+;E=$"Y)A<_)
(QG6*I;/N^*)2<777;2@QS4@N*,L1)\EEY\J]"+W2H"SQE9*UV+I&^E5FC#WIFYOX MLN/H%I&41%(CL/JS(E.2II]DVO&CAG::.K7A]O4K/2Q?7KW,#-LR9>DW&LO%
M9>>L@V*2X"*5]VS]%ZE?.*!Y$4M%^3]:UV6=#HH*(5E6&ZL69#2O_N+GVA%; M!HIC-O!J V_7H+_'H%<;]'8-SO<8]&N#_J$&@]I@<&B3AK7!L/1]Y:S2TSZ6 M>#+F;
(VX+JUH^J*4J[16#J:Y[ED/DJM?J;*3DX=BN4R)ZBH2IRBD.!=!5#FJ\Y+UZZ=JS$GT2 MG:*>>X(\Q^L;&C0]W+QG>A^[^=]%KLR=O;4'AYN;:@\/-_'4GR^8?6X?G
$KE6DS.*\)*JV9[^)#&*F#"*:T4=*RXD MS*]@P^U1Z9J&)62E(1"LI=NHT6UDU62BSRK+84@)LFLE&,E@X3Y MHS>2#8R1=/0FX/;[AG+AVW*#G7(M1Y\UCCY[)_Z1):8Q"BH?
EV'PBUP0CJZ$ M(%*@[UWRBP%72TP) TOZ9I7S9]OG?J[HR< M@TJ%4"UK"^)M!/&.$N0K3@MC#+-SCM8#DN;7M.T0Y/:-2[J#2X90+6SKLLEP
MN/84QSU1ZX0BD@57&V"C'J"Y#5":#TH+0&DA%*VMZR;!X=HS'"U=4:3"WWQ/ M_/-:H#2?/=M7L,;&H>;H>#(.-I^1=;"W:0M7.NV>4>5::7*B5I]8%DFMA%+
MT$T>L8P@QM&49:H5"_UM9$5>GW\/GJ5^,DL)"O(B([Q<%AK7^?;6'*TM:.;C M'4]]698OIKQ4[W%,G3> @(10[]7N$YM)1;>1>,Q]&-4$S M': T'Y06@-
)"*%I;WTU.Q!U!YBI=T.0(*,T'I06@M!"*UE9YDY!QK0F R93E M56C76W2:(Z7Z7-6C@OMGSH1YY@5-PX#2?%!:4-.VI^?1P#@]_XHLB[M)L[CV M/,M7S"DK!)J6'[,)%^B_K0_-GPO,L0K6YN
,FGL!I?F@M "4%D+1VM_*-PD@ MSYX >G?[XX'F?T!I/B@M *6%4+2VKIO\CV?/_WQC_"EA/"(()PF))(G1[*7\ MA(0$7ND5(>=IY?NU> M3%W#
<]^]"*NS71M\==3L5NVN:"Y02A)5E7,Z4O,/KTYO53>2+J,K:,[03?X'4$L#!!0 ("F#,UD9%M(SI0( ) ' M 9 >&PO=V]R:W-H965T"LKDS,J5*J]L6Z8Y%%A>\A*8OK/FHL!*3\7&EJ4 G-
6B@MJ>XT1V M@0FSDKB^MA!)S"M%"8.%0+(J"BS^W@#ENYGE6OL+#V23*W/!3N(2;V)ZJE< M"#VS.Y>,%, DX0P)6,^L:_=J/C'U=<$O CO9&R.39,7YLYG<9S/+,4! (57& M
>N_+M6!,4A#7_^*7M0T_@!@<$7BOP/BKP6X%? M!VW(ZEBW6.$D%GR'A*G6;F90]Z96ZS2$F:>X5$+?)5JGDF55EA3T8U&8HCO" M,$N)'MVSY@4QG;Y R^81([[>E[->H
4R!:O*$AT>@L*$RK/=/'3\A:=GIRA M$T08>LQY)3'+9&PK36O6M-.6[*8A\PZ0?:_8)?*=<^0Y7C BGW]<[K^5V[I' M7:.\KE%>[>M=)$%NPDL^?W,CY.I;Q M/YF]2>QWB?
UC[J.)QP(W+F'M8@Z-;>)-)VYL;_M!AD7A-RZHC> 00<8' 6\ MIOH,THB],N*4@$948AR*<6>>(M@1IC"@26$WO1C3-%@.=0?4$L#!!0 ("F# M,UGL(8QSHP(/H& 9 >&PO=V]R]R:W-
H965TW"3V\8BL3/;:>#?[SI)LQ9" MQ<->$CN^Y_B<:]^;J!;R264-FCP7.5=3*].Z/+=ME6104'4J2N"XLA2RH!JG MS.0FG5J.$00Y)-HP4'RM809Y;HA0QI^.T^JW-,#M\8;]NO&.7A94P4SD
MCRS5V=0ZLT@*2UKE^D[47Z'S$QB^1.2J>9*ZBW4LDE1*BZ(#HX*"\?9-G[L\ M; %&_CL MP.X'P5X'\1$+'%AC;%",E#D\ HT9;DZ MPI"'^14Y/#@B!X1QJLC6J-
'L9">=GLM6C_N.GF\5/R6>E,@UV#%GS^-0N?+D,__1+;CVNM=>_O8XSM:XQW3(/$J#)YA"P\: MN.D3ZS@8AY-)9*^W+;R-"MV)'_11.]K\7IN_5]LC=H43QD]**1)0@^I:@G!K MWY&'.[]2-Q
U]L/)L+J@5Q?L58<5Q+-84[(28OCZ!V^V#3%SX2MQ U'^V N' MQ86]N'"ON'MABIS]J^ A?>&;0QMY9YZIQ1V! V%^, J<5PKMKE8EF_FF% C6E3W;GBT8*7,"(4; MCD29YYC_>-\9.RP-
VSC>^$H>=E+?,*-%@1]@#?*NN.'JRFRSI"0'*@BCB,-V M:5S9E[%M:4$5<4_@(#IKI%$VC'W3%]?ITK!T19!!(G4*K#[VL((LTYE4'=^; MI$;[G5K871^S?ZC@%T_L2/C1$=@>V]('
:@7.JP&T$[JD"KQ%XE3,U2N5# MC"6.%IP=$-?1*IM>5&96:H5/J-[WM>3J*5$Z&:W+HLA ;:3$&?I **8)4:MK M6A\IO35_HK4Z;6F9 6);=,.AP"1%F*;HB]P!1ZN2HM>
(4+1[8Z50LG$PI2JGR]T1>7RZW'DN-Y7=K>=.Z[E3Y7-?R'>T\.]']?8*Z%C96/COU49(KEZ) M_\:LJI-[X\EUG[@4!4Y@::A&((#OP8A>_V'[UE]CQOW.9/%O2O;,5+I& MQ9-
UG4GMM=3>)/7Q*"4LSXG0S7B4MD[B=T!F3ACV:$>"0K]G23Q9SIFPLQ9V M-@F[P@51;8K\! U,JS=$+80<99X-<.PPZ._P2% 0.CWFR:K.9/9;9G^2^9]J MK87>B1[#]0LS#H%Y$' S>\J>
(9QAABQ%.8M2]O#C^HZQZ^EC]X?"%L^S^GHT$ M!7Z_!4W6<^:FS5O:^0FT23,OP['Q[0>=#?K6&0[8=]VLEZSJ2UK:>!R9KD MO65Z5"HZ8Q [T8$FD.:Z:SWL>C(4%OMWO2M-
E_E\;S,X(J0?^SY@_$"I0 M!EN5WKH(5#F\GJ'K"\F*:JK<,*EFU&JY4[\[@.L]7S+F#Q>Z$&U_243_0)0 M2P,$% @ *8,S62YEKN\E! 4A8 !D
!X;"]W;W)K&ULM5A=DYLV%/TK&IKI)#/)@OAF:WLF\7:7:2G;AIG[4@VYH M(I)8;_Y]I)6#!!8)G&&>5E%_"]Q^>((SB^BP-E7_@>8P>8P&>BKSD2VLO1'5MVSS= MXP+Q*UKA4GZRI:Q
0IZRG(E-9JT5R[9ZL%K45.2GS/ M *^+ K%O[W!.#TL+6L\7/I'=7J@+]FI1H1W>8/&YNF?RS.Y1,E+@DA : H:W M2^LMO%Z[GFIH*OXA^,"/CH&2\D#I%W5RERTM1S'".4Z%@D#RWR-
>XSQ72)+' MUP[4ZK]3-1X?/Z/?-N*EF ?$\9KF_Y),[)=6;($,;U&=BT_T\ ?N! 4*+Z4Y M;_Z"0U?K6""MN:!%URP9%*1L_Z.G;B&.&J!_IL'M&MSO;?"ZAF;E[)99(^L& M";1:,'H 3%5+-
'70K$W3+=604MW&C6#R4R+[Q&I35U6.Y7T1* >WI$1E2N31 M7=DZ1*WT&["1YLGJ' .Z!?=,6HB);P"5&?C]:TTJU?P:?)"6>WF#!2(Y?R5[M/F]NP,L7K\ +0$KP]Y[67#;PA2TD:?75=MH1?-
<2=,\0_+,NKX#GO :NX_J: M]O7WMWOC=ELN5;]>;K]>;H/GG<$;R<>#_!(+G;86S->#J2UZS2N4XJ4E]R#' M[!%;JU]_@:'SFTZI(;"1;J_7[HU1R8W?&12MR&PD>ZXUQV;W?#QB>A(/"2B2\U
M5=*]9S9\TG--_F?#RQ?YGN89N"LJ1A^;]YF6Y"S.I;?'$-A(,G2&%[=CTI@= MFB'IIM#&VH]""S1KS@[OV'>>(U\U$W=JRMPP]*'>GG (#7#VW;Q:TZ*J!68-MWX_;+4GQ_.-
S'N_BN_4SD@,2V9B41-<,-WUORI([U M/&>!+KY+AM#&LH=(Q.C#C6:;$RAC7]B#]'&G8T/ESNTPQLY-(+3[*FK"N(S M!G6',.+.AY$U+;E@=3N6(J6:D.SDJNB)SD)=/! PA#86?
C0*,3L+,3L,^1F9 MQATRC6MX'N*>CCK<('"F%CVM@IZ?3'\?V4<#/S5M?8_8CI0_0=02P,$% @ M*8,S6?;A:@+V @ 90@ !D !X;"]W;W)K&UL MK99=;YLP%
(;_BL6JJ9/6\AD@78+4)JK6:=.JIMTNIETX<$BL&IO9)NGVZV<# M96D@42]VD]CFG-?/>XQM)ELN'N4:0*&G@C(YM=9*E1>V+=,U%%B>\Q*8?I)S M46"ENV)ERU(
SNJD@MJ>XX1V@0FSDDD]=BN2":\4)0QN!9)546#Q^PHHWTXM MUWH>N".KM3(#=C(I\0H6H![*6Z%[=J>2D0*8))PA ?G4NG0O9K&)KP.^$=C* MG38R3I:BFGLOY%VS;6L5!:2<6+-
ED3%(0U M__BIK<-.@AL<2/#:!.^U"7Z;X-=&&[+:UAPKGPWR)AHK6::=2UJ:.U&\+, M*BZ4T$^)SE/)HBI+"GI9%*;HFC#,4J);-ZQY04RES]!"OSM910'Q''U5:Q (M2PE*HM,Y*$RH?
*>#'A9S='KR#IT@PM#]FE<2LTQ.;*4IS5QVVA)=-43> :)/ M%3M'OO,>>8X7#*3/7I_NOTRW=6VZ-GE=@;Q:SS^@U_B];/S^N%Q*)?2K]W/(M5R,4# N9[7@A2YS"U-+[38+8@)6\]?
>.&SHU8]V0:G Y&ZU1K64.C4T216$\L3>[=OI!8R\(NJ 7F$&'&1S%_,S9 MZDR!*/1AD/**Z042D +9X"6%(=)&+MR!\.+1>(^T'Q1$_@'244G5!)<_5 M%@MH"HH41TO0@S0;
(A[U8<+8WR/N!VE;_C!QV!&'1XGGD(,0&E?AIV:W#^&% MO9G#7CW[,7'H#,-%'5QT%*[9D_3?\M>[KF6G\'@#_!^GG.N7KNF*NF^[)(_@)02P,$% M @ *8,S6?AF9#U5 P <@H !D
!X;"]W;W)K&ULK9;?;]LV$,?_%4<4(KAA98H]^RE-D"4@=%,VQ8$+=P5%['6J(MHI2HD52< M_/<[2K*J2)2;A[W8)'5W_R7Y)'K$Q??29$&(0D\EJ^3&*I2JKVU;9@4IL;SB M-
:G@RX&+$BOHBJ,M:T%PWCJ5S/8<)[)+3"LK7;=C]R)=\T8Q6I%[@613EE@\ M?R",GS:6:YT''NBQ4'K 3MP$]>XB2TY)4DO(*"7+86#?N]=9M M'5]+KY2^1; EC.A)P_-L'M88YM>.X M?
8[^L4T>DMEC2;:<_45S56RLV$(Y.>"&J0=^^D3ZA$(=+^,MK_HU-LZ%LH: MJ7C9.P-!2:ON'S_U0HPL=O-QIT2\)6"GTIW35TS NNB,$,?:86KC$+KKNIVB%;Z/=K!YLD; M1A
_H#]5002HGXF&Y(A1O*>,*DHD>GM+%*9,O@./+[M;]/;-._0&T0I]+G@C M<97+M:T 64]L9SW>AP[/6\#[K:FND._\@CS'"PSNV]>[^R_=;1!J4,L;U/+: M>/Y"O)L^[=]':4-
BO2CCT;]O]E()V*3_F)+N9@G,L^B3>RUKG)&-!4=3$O%(MK/3GG]S(^=4DP?\4[(4@_B"(?REZ^A6SAB"/Q5Q;N2%2QJN!KS5J__$?\9L:8E7\XD3 M?RJ>P\WEG.1KRNV/Z@T?8P7Q\)WW0F?
P2KT M@X6-YX[N5/N;U.^=%,:>=U9U?/BT)D>%(.9'WLK=T)LCQX$^C7V!Q9' M"I6/D0/X.5@#_]$@ &0 'AL+W=O)%CJ2Z+K2MV!<%)E913%WG>Q,UQQISEO)I[*)9S7DJ: M,?)0
%'F.2[^61'*#PL'.L\37[)M*O6$NYSO\)8\$OEM]U"H*[=%2;*<,)%Q M!@JR63AW\':-/)U01?R1D8,X&@-=RA/GW_7%AV3A>)H1H226&@*KKSU9$THU MDN+Q=P/JM/?4B)"L&><;J;_RC$>(H
4[.)*F?43@C,)?I/@5X76 MS*JR[K'$RWG!#Z#0T0I-#RIMJFQ53<;T,C[*0OV:J3RY?"QW.TK4NDA,P?N, M819G:O2!U1VBE;X&=W%LAO@>^\ \E!@(;3^[^G^ !V_70>_PO//
MX+U(8IM^-7Q@A]&5:)^/NV7H3\)9W-W?TS>%@6G793!*FQ9A9>RJA,G1_<+0F\: M]%B=1IG<#5:3EM5DD-6Z[AG=(%\+S 2M=^Q=\I=Z,["/G23AD)S*@^
M:JN/7G?/1&,J,1*8H<2T56)Z:7=.3_KN&OD^ZG6G)0J& ;1WYZQE-1MD5:]) M;*P)56MAHSFST R"L$?3$A7-SK"$7F>!WJ7J-9G&'8,HBGJ\;&&&RB:S(W.& M@\SNR4;-)."A^=^T(DS-
2/#YB6;:;J];20^"OK2OQT(S)4"=!.AU-WF#/Y8: M(Z&9:G3_$N"@]0ZVJG_2@R@*^S9DB?)G072F43O/AL.F_9*MWD"9FP7.^C9N M"X-PYI^AVADYO-
C)H<6DP_XSR!)DZ&S2ZIP<#EOY_^_S47U]+#13C<[9X2M; M.QS5V\=",]7HW!U>;._PU+D#U'=W2Q *O,F9ENWL'8[G[]!BW<$D.'D\6<+@
M;'IF=Z'.XM'%%M]DA@8S=**A)>Q8Z)J7>_0BGI-B6YU/""51R63]:MK.MF<@ M=]6;?V]^!6_7]4E&!U,?K'S"Q39C E"R49#>3:08%?5917TA^:YZW7_B4O*\ M&J8$)Z30 >KW#>?R^4+?
H#TQ6OX+4$L#!!0 ("F#,UEQ-\3Q[(&X(M 9 >&PO=V]R:W-H965TY;2P<.[.=%O[];"<-;9=6:-I+8COW')]SG=R; MX9*+9UD *124#TDQD7)59Z*N:NK
3@W()*Z@:> M%[LE)LQ)AG;M7B1#7BM*&-P+).NRQ.+U"BA?CAS?62T\D'FAS(*;#"L\APFH MI^I>Z)G;L>2D!"8)9TC ;.1<^A=I;.)MP'<"2[DV1L;)E/-G,[G)1XYG! &% M3!D&K&\+&
.EADC+^_UR.MV6!K@^7K%?6^_:RQ1+&'/Z@^2J&#GG#LIAAFNJ M'OCR*[1^!H8OXU3:*UJVL9Z#LEHJ7K9@K: DK+GCES8/:P__W@$(6D"P#8AV M ,(6$+X7$+6
R&:FL6+SD&*%DZ'@2R1,M&8S YM,B];V"3/'/E%"/R4:IY)) M7544]#DJ3-$U89AE1(]N6/-&F:,Y06/.)*'*$#1!AZ+'@M,.\/!RO!5L)?Q6\U.4>@=H\ +HAY!X_?#PQYX^GYXL,=-V!U? M:/G"?
S^^E,B,H?R=3?BYDA3,8.;J^2! +<)*/ M'_S8^]R7Q?]J)EOXGLHT,1UV&HWWLB:XNNG8P_2T* 2Q[13J!3.*F:NF\]K[4 M#>7 4IK"NTA.
B^*A^YB/4<]4>=GYYM!:1]5[+]%;9@:=*8&>TW=J0+$,6*@ M^M0WV'A]R^A3L"6^)R@(MX+2OX/"0=PO/>ZDQWNE/W+SJG-C ,&+[GX2=AJ) M>W(W"+&ULK59=3]LP%/TK5H8FD
;YZA==&PG: M3MLT-$3']H#VX#:WC8439[9#V;_?M1-"*:;C@9?6OK[G^)YCQ_9H(^2MR@ T MN<]YH<9>IG4Y]'VUS""GZD244.#(2LB<:NS*M:]*"32UH)S[41#T_)RRPDM& M-G8IDY&H-&
<%7$JBJCRG\N\Y<+$9>Z'W$+ABZTR;@)^,2KJ&.>CK\E)BSV]9 M4I9#H9@HB(35V#L+A[.!R;<)/QELU%:;&"4+(6Y-YTLZ]@)3$'!8:L-\|>\. M)L"Y(<(R_C2<7CNE 6ZW']@_6>VH94$53
3_Q5*=C;V!1U)8T8KK*['Y#(V> MKN%;"J[L+]G4N?W8(\M*.9$W8*P@9T7]3^\;'[8 X4N J %$NX#>"X"X <2[M@,X+@$X#Z+P6T&T 5KI?:[?&3:FFR4B*#9$F&]E,P[IOT>@7*\P^F6N)HPQQ
M.OD&Z+(BQV2..S"M.!"Q(M]+D%2S8DV:X<,I:,JX.L+$Z_F4'!X_;&:>U#-'+\P<1N1"%#I39%:DD#XE\%%&JR5ZT#*)]C)^ MK8H3$@'B)Y!U[R_EW8"SZZ['E+LMD;D3VQKM-:U]G'GCSN7VY,
M)$NAM&N'GN^GN0F=GM>@K@698_@N.0T[O9%_M^VE(RGN!T^39HZD:(OIB?9N MJ[V[M^AY)J0^UB!S(EYIPZ1F[&W5$0?='4&.G&Z\H\>1<]IWR^FURM;$;C'=X(Y'21PJM$'
M+8AZ7/A:_^/RVX4_<7U8_M;-D8-9PNA\7:T MS0Q?2"!-HZOA-/'3-!^^9*_@%02P,$% @ *8,S67!%232Q P 70P M !D !X;"]W;W)K&ULK9=M;]LV$,>_"J$50PLT MT?.#4UN [6S8AG4-
DG5]4>P%+=$V48E422IN^NEWI!3%EF2M1?HF%JF[X^_(MOXZ7^8&+3W)/B$)?RH+)A;57JKJR;9GM28GE):\(@S=;+DJL8"AVMJP$P;EQ M*@O;)V[I;J_TA)W. M*
[PC=T2]KVX$C.PN2DY+PB3E# FR75A+]VKM^MK!6/Q#R4$>/2.=RH;S3WKP M>[ZP'$U$"I(I'0+#SSU9DZ+0D8#COT M$&?I[SVL)SG)N*^#7%';6LJX:
M5N\,J^NAMYRIO42_L)SDIP%L2+S+WGO,?N5-1ORC9I?(=UXCS_&"$:#UM[O[M$SA^=QB^B>=/'\;'Y48J 0+_=VR/FA#!> C]U5_)"F=D8<%G+8FX)U;Z\T]N MY+P9R^\'!3O)-
NBR#::BIRNRHXQI]6QP@5D&TNOT5!@]B6/=8:.[L1UIE@G- M,KILW:=>F(1P(/?'J0ZMW"B>)9W520YAET,XF4.C>X.&<#X09YXLZOFB2;UERH>C7YIN$HH_4GJ '@L489S0@N(B"J,\Y8I6X
MCC?.&7><\20G?-_0 CQ ,WWX[@OA*'5]5Q.$DBZ!))GBIEWQ7&4/1E2Q?% MQ$,K=^9XSCC[K&.??8.("XHWM*"*0@4Z*^795, MY/PZUH(O=N5KB%0/Z S^-X$O %9Y+E)
MGW]H%;CAN;U_NDS=R=LK_8NS[/D9^(-KP_?\04T9,?/\:% 5[:-&K21B9_I7 MB3)>,]5T+=ULUR,O36?8FU_IWMDT@$]AFL;[+190B21DMX60SF4,3*+I99N! MXI5I!S=<07-I'O?
0_Q.A#>#]EG/U.-+=/]1I/\!4$L#!!0 ("F#,UDN M60EP*0, #H) 9 >&PO=V]R:W-H965T'B!>.$VU\;"B8/MM-NWY^QT::%N]J:Q M8]_]_G?NG3/;"OE;50":W-
>\47.OTKJ]]'VUK*"FZD*TT.#*2LB::IS*M:]: M";2T1C7WHR#(_)JRQBMF]MVM+&:BTYPU<"N)ZNJ:RH>$7LY:NX0[TM_96XLP?O)2LAD8QT1_)J[GW)KR\"F-C8'=\9[!5!V-B0ED(
M\=M,/I1S+S"*@,-2&Q<4'QMX"YP;3ZCCS\ZI-S"-X>'XT?L[&SP&LZ *W@K^ M@Y6ZFGL3CY2PHAW77\3V/>P"2HV_I>#*_I+M;F_@D66GM*AWQJB@9DW_I/>[M1!P81.D)@VAG$%G=/C-
#&RHUAK%L<:2&T07C_?+9-6C*N#HG MSPEKR-=*=(HVI9KY&L49A+_<";GJA40GA'SLF@L2!R])%$0)^79W3G__K MQL?8A@"C(<#(^HW'_SY9J&TQ/__+Y>TWD7B=F$*XU*U=
ES#__Y"N0&O.+% MLS-+7H\(C->!\9CW N--79IZJ]1:F=K:%%F4Y3__XV E RMYBI6Y6+U5=L#* MDW3J9J4#*WV*E;M8J8.5A&Y6-K"RIU@3%RL[8F5QE+A9^<#*GV)-7:S\B)7D MP8FX)@-
K,LKZ6@&VVI4&Z2).CHA1DF.&^ MXX7C+>](?\G44G28:&PO=V]R:W-H965TXW,/^']TD>I)YP"&/!=^+Y.Y)-DQMX)*FTD44#1@4%$_6; M/C<^[!ZT0% V #"?<#@ *#? /JNT%J9*^N6&AJ/E-
P09;.1S0Z<-PZ-U3!A MO^+"*%QEB#/Q)RG3#>.<4)&2>:62'#U)R9TP5&1LR8%,M :CR3E9X!^45AB1 M*S*C2KTPD9%)(2MA;*AE.KT%0QG79XAY7-R2TY,S$!F;V0W$MACA4=&S2BD0
MR0LQB@K-;=V?TA]X>K'?F2ZU-6&TH^/\>D]J1TIO>-VM-&J51O]B+^"9_Z.Q M49>QE^&>VLZL'?MKN?Y.HRI-9:Y_:Y+8?[P^NFVTO2(FKC/NQ:=X==2=_C=-M?
>_<4X7_C"8<5D@97%RB)E7W\GIB9.G:X5(:;*YNF./U!\HFX/I*2K.=V-W: M"S7^!5!+_P04_" I@S-9@;,Y;8D" "]!@ &0 'AL+W=O=@+^..>XWO/-8=)(]6#+@_,>2RYT%.O,*8Z M]WV=%5!2/9(5
Q92552@U.U]G6E@.8.5'(_#((SOZ1,>,G$K2U4,I&UX4S M0A%=ER55O^?93/UQMYVX9:M"V,7_&12T37<@;FO%@IG?L^2LQ*$9E(0!:NI M-QN?I[&-
=P'?Z9TQL)4LI'^SD*I]Z@4T(.&3&,E!\;>".+=$F,:OCM/K MC[3 W?&6_=+5CK4LJ88+R;^SW!13[[U'-NYXQ0,95R?8,C]74J.CT[($6&"W" M M!NB);S!1>YR?=4G-VZ3"/4F-
0W(CA2DT^21RR)\2^%AA7V:X+7,>OLCXM18C M$@5O2!B$\4!"%X?#HP%X>C@\?*&:J&]:Y/BB/7R73#_#Y!J_F*%6_;C&>')E MH-0_A\1OR>A\OK5^"SX."3<_R1+_Q/9$U'C7M3X M)?
9D5DIEV)_V4L,C^JJ&(?5:E@^.Q9KJ)@E&V-3-KB@'Q*1#,>,^IBW!W_FP M2U!K9Y":9+(6IKW_6KOP3-G/<_6Y^C-K97^HVF__8:J-1.:<%@A93!Z=^H1 MU9IE.S&R&PO=V]R:W-
H965TNQEQBS/?%\G&$"2\>E6LS%8]D83@3=*:0+O* M_<('MLB,7?#CT9(LZ#4UGY8S!3._9DE93H5F4B!%YV-O@L^FN&L!I<5G1E=Z M:XRL*S=2?K>3JW3L!581Y30QEH+

XXY.*>>6"73<5J1>O:<%;H_OV5^6SH,S M-T33J>1?6&JRL3?P4$KGI.#F@UR]HI5#I04&!3D3 MZR?Y405B"X [!P!A!0C_%!!5@*AT=*VL=.N"&!*/E%PA9:V!S0[*V)1H\(8)
M^S=>&P5O&>!,?"EENF*<(R)2-"M4DD%,4G0E#!$+=L,IFFA-C4;/T36D4%K MBIRC*5'])Q,+-,EE(8Q=FB2W!5,N[#/T#O+QY((:PKA^"E2?KB_0R>.GZ#%B M GW,9*%A>SWR#7AD=?E)I?
Y\K3X\H/YU(4Y1%#Q#81!V'/#IG\.C)MR'.-;! M#.M@AB5?=(#O)1/,4/0&$M,5PJ]OP!Y=&9KK;RY?U^0=-[FMYS.]) D=>U"P MFJH[ZL5/'N%>\,+E>4MDC3A$=1RB8^SQI9):[^:
(R^,U3;>DL0?.78QQ%([\ MNVU/'C!J*.S4"CM'%4Z2I,@+3@S\42!/&?:+V&/%)7+-U-O:_SD.^M&.2H?5 M,#R@LENK[!Y5:SMVASNB]DU"'+@U]6I-O:.:9A S*'C.$CC+J4O7 M4?S?IG%+9
U7^[6K_?]9SOTVX] 262,.@SH.@W;*>;"7;C@(@IV"KL#;F^[*N>!K)M]>M M'S!J:MRT:]Q>O\..5KS7KEU&X?" S$V_QO_2L"MP]UC'=MC@8/?<\;>^]^UE
MZRU1"R8TXG0.J."T#W"UOK^L)T8NRRO C31PH2B'&=SYJ+(&\'XNI;F?V%M% M?8N,?P-02P,$% @ *8,S64%%06:! @ #P< !D !X;"]W;W)K&ULK55=3]LP%/TK5H8FD#:2IDVWL382%-B8-
*FBL#V[MR4UCX=B9[31LOW[73@@!0H?07A)_W'-\SG%BSVJI;G0.8,AMP86>>[DQY9'O MZR2'@NI#68+ F4RJ@AKLJHVO2P4T=:""^V$03/V",N'%,S>V5/%,5H8S 4M% M=%445/T^
2[KN3?R[@8NV28W=L"/9R7=P K,=;E4V/,[EI05(#23@BC(YM[Q MZ&@1V7I7\(-!K7MM8IVLI;RQG8MT[@56$'!(C&6@^-K" CBW1"CC5\OI=4M: M8+]]QW[NO*.7-=6PD/PG2TT^]SYZ)
(6,5MQ MK/-+2BL?4];D1/LYP7U.99<3N\^)NIR&0FA6G0RO:O_| M(UW2!.8>_MH:U!:\^.V;T33X/!3)?R)[$-"X"VB\BSW&G*,A@PTJN7M:$HZ"KJ81[?>.*WM5?*=JPX0F'#)$!8&UL?
51MCYLP#/XK M$9.F3=H*I;UNZ@"IO>ZTFU:INM.VSRD8B"XO+#&E]^^7!,HZJ>T7B!,_CQ\[M=I).Z1=3 R Y"BY-&M2(S3(,35Z#H&:B&I#VI%1:4+2FKD+3:*"%!PD>QE&T M" 5E,L@2O[?
36:):Y$S"3A/3"D'UZQJXZM)@&IPVGEA5H]L(LZ2A%3P#_FQV MVEKAR%(P =(P)8F&,@U6T^5Z[OR]PR\&G3E;$Y?)7JD79SP6:1 Y0< A1\= M[>\ ]\"Y([(R_@R/+%3?
^2[K>=V&=\]:@$@/8*A!,]G]Z'.IP!I@NK@#B 1![W7T@KW)# MD6:)5AW1SMNRN85/U:.M.";=I3RCMJ?,XC#;@&8'ZBI#'IBD,F>4DT=I4+>V M]&C(1[(J"N8JZ_Z-G#U?+F6C%I=1N M
MT,+4U#%95PG0E9\=8R.V$OL&&W?'\5SU7?G/O9_M+=45 MDX9P*"TTFGRZ"XCNYZ4W4#6^1_<*;=5M6.)NI6^^@A3F(5 M[*QMDNF_KPV$@##L1(*7!,,]U_?
<$SO'S$Z,_Q1[C"5X21,JYM9>RL.M;8MX MCU,D;M@!4_5DRWB*I!KRG2T.'*--#DH3VW6\0_!)U&[!IK*,V,_]>!A,[<<71%.<"QU"J2^CGB)DT1G4G7\ M5R:UJCDUL'Y]SGZ?DU=DGI' 2Y;\
(!NYGUN1!39XB[)$/K'39UP2\G6^F"4B M_P2G,M:Q0)P)R=(2K"I("2V^T4O9B!H 3CH ;@EP7POP2H"7$RTJRVFMD$2+ M&6D6PGN"44T)B@!#U1(GBFQ MI ?P+I0&+
M^#N30B*Z(70'5!=/B&__,N,/OGNYDM%3E=HAV71.X*(FX'D2\9O0&>\QZXCCLQ MP)>OAWM N*U:6O75K?KJYODF'?GJG=J6S.,S^W%6K'P3"*_$Z-IA6%:2^% M.TXD$7OPR#*Z,178"
[]6K(&2-9A"YV(G+'E*F>HZQ!Z3ELN0YP/@TZU8,W$ MP%X.#ZI\1,%3=L#86&-O_%J]ALK6)'MQ%G!T:U'.4!Q.$ M%V\!^\W%5Z9.'13\8,:_JW[PU8*-X2[@Q5[_T?T%;/L&&'J&'=$0V"75Q5K
M__$6B*)\?:U8DB!NK&]0?S%4MB;?B\. HUL,V/8.T(>F+;$=V*77Q6#-?H?Q M!1U080:Q>7$-:C6&RM8D>S$;<'2W4&ULO55M3]LP$/XKIPQM(%YZ0L5:R/1=FQ,0T-T;)]-MWZ2S1YL-
^P6;X03U77$C:>IX"!Q M.G N_/-QQ]A;@Y\I+M3*&HR2>R$>S.8]'CB><0@SC+1A8/0WQQ%FF2$B-W[7 MG$YSI0&NKI?LEU8[:;EG"DZSCL-+PNUL 00T(U@'M+8!6#6CM"VC7@+:-3"7%
MQF',-O[4BQ &FMB,PL;3(LF^2DW:9]H25]3PNEPC#*=,Q-[N$PYXU'*,KCB M2LN2DJL5G,"$2BTN,P0QA<]42'#X32AU!!=*"3+7&)//.@&=((Q$7C#^]$'! M/XD/QZA9FA'1"=Q-QG!X<
0'0/0_EJQF/5=S4I-'ZZ4:UF6*D)MJCQ [@6 M7"<*/O$8XY<$+H6FB4^PC,\PV,GXM>2GT/*.(?""]@:'1OO#6QO@X_WAP0XU MK2;;+-J?"DA)Y] 3X&"6,SQ!F-K&932P]1^HG"R9CB"B:DM[F
MQEQ4=W7L7::]S,.3P&MW^^Y\-4 ;K'IGO9=&XTU47?_9ZH7:=J.VO5/M=ZI(M21*I12H\!DY-]]<[J-L)Z_IQ.>J8!$.'&JU"N4V_GVU>!@J-.BW[K:YY_$] M=VM[7N3FF#-GB>W:C4AB7BI*&-
P(),L\Q^+E#"BOYL[$:1=NR6JMS(*;Q-5> MP1VH^^)&Z)G;L60D!R8)9TC @:L"P%Z!0IB3ZATRPC)M*8HBM6EXN)^\$Y*$RH/-0F.I 5%AE:E$(2U_0 MU^=TC=D*T((S)72*#-
']W3DZ>'\8NTK[:W9UT\:WL]HW_Q7?OI7L" 7>1^1[M_G0$OG@[/!C"71VE+E1^%RK?\@6OA8HPS%*BXX&E!"7'!-4,TW$&R 9B@TYLL(L]^5$JJ3#+"%NA99/FM$TSM&E. MVS2/Q:+>
(+0;F,MDDQS//H>1YWFQN^GKW#:,)N'TN&\XT##M-$QW:O@.&Z#(M'_-M)_!O\[0GLH'&L-,8_G-1AOL4NR>R@=BH$QO][Z*L-XCZ16D*;;LHMPUU M40X-
!QIFG8;93@WVPMW8"Y&ULM5EK;]LV%/TKA-8-+=!&(F6],MO ZK38 MAC0(DK;[3-NT3502/9*V&V_?J2DZF'+C+5P^1!+\KV']UP>44?T^,#X-[$A M1(+O69J+B;.1FX^+:/9^.V4ZF-"?
W'(A=EF'^])ZD[#!QH//CP@-=;Z2^X$['6[PFCT1^ MV=YS=>;6*$N:D5Q0E@-.5A/G-W@]0X%.*"*^4G(0K6.@J4R>VCW^@?RS(*S)S+,B,I7_1I=Q,G-@!
M2[+"NU0^L,/OI")4%+A@J2C^@T,5ZSE@L1.2956RJB"C>?F)OU>-:"7 T9D$
M5"6@2Q/*L$OB):5%;1NL,33,6<'P'6T0M,'16^*;,6&YGH:'R57WU*5)Z7@*TYW!'PB6.PX47,D!7@''LN)!6P%9ICS)YJOR\"WX$[)2UV^(7,)9DRH M<)POP0HK68(6J K#:5J&OKXA$M-
4O%'H7QYOP.M7;\ K0'/P><-V0D&(ML2L5)UV9NZCJ?U_6C\[4_^7I_O==%=ULFXGJMN)"KS1 M&;QNI_KH&//U37LMMGA!)HZZ*P7A>^),?_D)AMZO?>0L@76H^C55OT#W3&6?
WEJF9E81G;J&8]U(M\X,B7Z^@^RF,$ S" ML;MOD^@+BU#LUV&=\H*ZO,!87G/;]95FS!TZ"Y; .C3#FF9H27BA3^M13E0KP MS]%30UVX)7N2 J2._*LH^%D].O(]X9+.4P+NF"0"W*@XM1*'?
0R-)0R=3$M@ MG6XE=;<22_I-;%*V!-:A#+W&9G@O5' %T-9F$D-2X) M!K:T:]4SV4+KTFY<$S0ZE$NT&YZ(,O3]:'2LW9ZPQ$M&9[3;>!QH-CD#M-NW M+/ (MH77[TY@L&-O2K56O9
NM2[MQ2]#H3"[1;7*9;GO"SNL6-=8& MF:W-]FS=*_E.>-D2:7=I=<\^. TMHW58U)@M!2Q)&5MV2+;0N[=:FD'E7 MZ'D)5P"=%S-/_1U)^-FP;H&-KT%F7S-NP.:!!_C_['[@QIWA4:VY&O5
M,-E"Z])N#!,R[RM=(-_@=$.K3[[/A94%NJWM;/U;PB?,US07("4KE>>I=R\' M\')[OCR1;%OL<,^9E"PK#C<$+PG7->K[%5-O9]6)WC2O?R29_@M02P,$% M @ *8,S69\EQ.Z-@ @@< !D
!X;"]W;W)K&ULK55M3]LP$/XKITR;0&)-F@286!II-$,P"52!QCZ[R;6Q<.+,=EKX]SL[M(2M3V_&A7Q*_W//X[O'=.5E+]:1+1 //E:CUQ"N-:2Y\7^JA!\&P9E?,5Y[:>+69BI-
9&L$KW&F0+=5Q=3+)0JYGGAC M[W7AGB]+8Q?\-&G8$A_0_&QFBF;^P%+P"FO-90T*%Q/OV_@BBZV],WCDN-8; M8["1S*5\LI.;8N(%UB$4F!O+P.BWPBD*88G(C=\]IS<<:8&;XU?
V*Q<[Q3)G M&J=2_.*%*2?>%P*7+!6F'NYOL8^GE/+ETNAW1?6O6W@0=YJ(ZL>3!Y4O.[^ M[+G780,PCG< PAX0OA<0]8#H7T"T Q#W ">UWX7B=,B886FBY!J4M28V.W!B
M.C2%SVM[[0]&T2XGG$FO&%?PR$2+<(M,MPKI3HV&S_#0)0+(!4R94B^\7G:& M)W!'Z4C+&!!6R0DAD3HC,]FC%%Y"4:GC-Q#$<9&L:% M/DY\0Z%8A_R\=_NRQEMK[C0 M#]3>;M^D7
M'5*_0Y)E!R)[HU\\Z!?OS<2;VB"Q&E!4QW#$J+"A0963B%N+M&,;=W5B7YA5 M&HR"Z/PT\5>; KW3+ON_71>6O]'P[.MTR]22UQH$+@@84#UYH+J.WTV,;%P/ MG$M#'=4-
2WHD45D#VE](JKA^8MOJ\.RF?P!02P,$% @ *8,S65[LIW;U M P AA(!D !X;"]W;W)K&ULK5C;;N,V$/T5 M0MT6"=!&-U]3VT!B-6V*;!$XW-[S2CCSFQ2W+N5LXG(=1WS,.A<57!CNU=TT,
ME0>0.%=:9)4S1I Q7O[3 M[Y40>P[^X!6'H'((#AUZKSB$E4/X5H=>Y5!([994"ATBJNEL(L6.2&.-.:.:B M$+/P1OJ,FW6_TQ*?,O33L[G(,J9Q(;4BE"=D+KAF? 4\9J#(+^0B29A9()J2 M:UYN,[-
<)Q%HRE)UBB9?[B)R\NF4?"*,D[_7(E<(I":NQO#,)&Y"9W&70B?AGSL](Z/U, B_HM00T?[M[V.(> MO=T]Z& 3UDL5%GCA*W@W0JF#]?GG!FW(M89,_=LF> G8:P5<;6@,4P=K MA@*Y!6?
VTP_^P/NU32R;8)$EL(:0O5K(7A?Z;"&>:*J?",U$SC66GECFA_NM MU*_$Z1-0TBCHC^B#??LVWW\GWAL58J('0E00P MJ4[^(_<7BRMR$[]U8-L$B M2V -H0>UT /;&3JP*:1-
L,@26$/(82WD\$T9&@NE6]\DI?M@+^?\L><=).:Q M41 >&D7#H^QM(#7"']7ACRP5F-%QB,<\6HQZ1SPZ(_K@,4]SN MV"/\GE-)N0; $O.52H;-)D770S(UH7L!'[O_K<)%ED":PCJ>R]MF6>
[E%2(MEK2TBA;90FNJN=?D^IT;])+R1[)ZWIOMO:E_7 C\HU1LLSJN*=W1?)1M\,(V MZ&0;G@W[/YK-LP6IV4,*Y"^A<0-%.9A>=-!*OQ/RW9O')EID"ZTIYTO;[5OO MNWVKC;=5M,@66E/-E][;
[VZ^KS$#$5<32360$XJ?G60#$CM4W=II5G!^L)=R MWID7#ON'J6FIQ:Y4LMJPNWL?Z/@F7!4''0K;&VP/RL_9^FY]F')1'"$.*I+!$2]+@$-D>>A1#K38%,< #T+CZ[BX7 --0!H# M?
+X46"2J@9F@/GJ:_0]02P,$% @ *8,S65+7LRA[P .@@ !D !X M;"]W;W)K&ULA59M;]LV$/XKA%H4+9!:MF39B6L; M2!0$[; 60=-
N'X9]H*6S190O&GFRFW^_(Z6H3B9[7RSQ=/<\]QQY1R\/QOYP M%0"RGTIJMXHJQ'H1QZZH0'$W,C5H^K(U5G&DI=W%KK; RQ"D9)R,Q[-8<:&C
M]3+8[NUZ:1J40L.]9:Y1BMO'&Y#FL(HFT9/AJ]A5Z WQ>EGS'3P ?J_O+:WB M'J44"K031C,+VU5T/5GD<^\?'/X0<'!'[\PKV1CSPR\^E:MH[!,""05Z!$Z/ M/>0@I0>B-
/[I,*.>T@<>OS^AWP7MI&7#'>1&_BE*K%;19<1*V/)&XE=S^ B= MGLSC%4:Z\,L.G>\X8D7CT*@NF#)00K=/_K.KPU% DIP(2+J Y$7)#T1D'8! M:1#:9A9DW7+DZZ4U!V:]-Z'YEU";$$UJA/:
[^("6O@]*PW5NE!)(VX*.<5VR MW&@4>@>Z$.#8>_9-QZ9L)#"S97<--A;89Z&%:A3[W>C=>P2KV+T5Y%]S&2_^ M:3*"0T:[],4@M,!?:$=S"Z5-=L<+
(05Z@K>W@%Q(]XZ]9D*S;Y5I''F[98PD MSJ<8%YV0FU9(L71\P9)Q,F7?'V[9V]?O!F#R\S!_3?Y^'A130?NJ M)GU5DX"2GD#Y59KZ66G$46FHTGNP*#94W%"F(S
M[B%:OWDUF8T_G!&1]B+2<^AK*F0VE%,;E84H/R3VZ\G*KE:QOL!LFE/-OT_ MLMD061LU>T8VG63I,%O6LV5GV;X9Y'*(+ONOMJMD?)D,T\VB%X9YSS_RT^G
MC,XZ[1CCRC2^]RR$'=1XZL04W%6LYH]MJQHZ.@PK8-7UJZ59V)"_%-O0I]Y> MPH9.V4:*'??CTET04B&;DGJ;<%%X!H0C_!X:*XZ,4Y]K@Y1686Q)?G1@/2R-
MBYKKQS>O+I/)_(/S],Y(40:L#9=<%\#"-!JQ:_WHOU.F?N1?D#!0HE$7!%J" MJL,4-Y;5C2TJ&L1/F;%D-X7Q^04"((O_"@CKDU%&CH?,? M'XU)!787;@^O@7:@WVEY0-
\DB#W/YI3U=Y.F0?;K(IT/V;)%G_;KV2*? M#=GGW<48_TJSO54_<[L3VC$)6TIY/)K34;7M3=4NT-1AV&\,TM417BNZW,%Z M!_J^-52U;N$)^K\+ZW\!4$L#!!0 ("F#,UD!/TI-G D "-A-9
M>&PO=V]R:W-H965T3G,UR*3[RSR(N65?%HL M1^6Z$#RJ@]DY#G.9)3R.!O,+NK7;HO91;ZIDC@3MP4I-VG*B^1/EP-W M\/+"7;Q<5>]J%T>QBS9?B7E1?UK>%?
#;:4J(X%5D9YQDIQ.)R\,%]S\:."JB/ M^#463^7.8Z(^RD.>_ZZ>W$27 T>=D4C$O%((+O\\BFN1)(HDS^./%CK8EJD" M=Q^_T%G]X>6'>>"EN,Z3W^*H6ET.I@,2B07?)-5=_O1/T7Z@L>+-
\Z2L?Y.G M]EAG0.:;LLK3-EB>01IGS5_^M:V(G0#//1+@M0'>7H#O'0GPVP!_+T">:7=_MT 8$^P'3(P'C-F"\'Q-<"9BT 9.Z[IO*]FLZY!6?713Y$RG4T9*F'M1RU=&R M@N-
,M:S[JI#OQC*NFH7BH2(_DP]1%"NE>4)NLJ:]*MW?AJ+B<5+^=#&J9&$J M9#1OP=<-V#L"=LFG/*M6):%9)**.^->[[\63U\IW[_1K*6ME7EO535E63+?4C>ONFLE]7 YET2U$\BL'L;W]Q)\[?
NV1#PD(DC")A# 0SQ VVX@8UW;.25=61%^YD+ 0":-(&/!#%'/MJ*> M05/O&5)?)"Q$PB@2QD P0]_I5M_I=TN]5G)?K9&P$ FCT\[4.QV?&S][B1AT M!H:FYUM-
SZV:^L.S\5_)=9Y)2:OX(1'D65F)?+9&P$ FC M2!@#P0R-74=?@#O0S-SB0!)#:2&41J$TAJ*9,N_X+*ZU,]_L9F'REI>$D[4H MYE+R+A?ARH[K+;/;F?
S\L[V)9P@MEIY:+$,5:XKC:7$\^Y1W)\=F=8X57^;SF">%IOI&*YPL2J480E^7F2(:&VDDM;3=#-_FY(T5#W2(HC:%HIJ#: M5G+MOE+O&1#48VII)\R H ;2J<6R$PXTZUT[/Z[5>&@G-
\U7P;+FWY%LDSZ(M0O6BYCLG4N7D0;2]24E"WJCFK0XXZ'IOXZR-ZM8,ZANU--??[7AGSG \<=U] MU:"V$)3&4#13?^T,N79KZ'9?PTTI95[D19M$]4@Z-UI*G'(=CJW[*MS47?
0*$\27I1U5ZX[ZT_D?_;OF*_LQ?26 MM:%-=V0=#Z>3?5FAEA"4QE TY"MS\]ZG0IH MN11*8RB:J:#VFKR>7I/LC,C[D462\'NQ5RFU.AE)=,'*:)0:;A31*@7!:6%4!J%TAB*9BJM
MO2@/ZT5Y4"*2@NA-_JE,13-E%E[49[=BS*MBTC(9VF<-6MD'W@9=TZI[_M6D/7-$%I],_0SIV?(_Y,5$V2^W^S.](I^_=PK#SM6'EVQ^J5/"XOJEB2RP/N MCBRLL.-
[MP#H,BDHC4)I#$4S9=>&F8==*^5!32\H+832*)3&4#139NV+>79? M[%=>Q%S-PD_TH[WN!43.GI-[;2^VMX!0[PM*8RB:*:#VOCR[]_5Z>NZUF\!> M6N]N#%T\!:51*
(VA:.9^$6V5^=CU4S[4SH+20BB-0FD,13-EUL:7_XKQU73@ M1=N!R4->2(;JVG,NBSVV0^C0L0HZO[B]MA??6TBH_P6E,13-%%+[7[[=_WH] M,Y^T
<%>2N]NC*2%4!J%TAB*9]J_L[W/QV9K[!X_["8_["X_[#:_[^&+^=H7 M\ZV&S.P7=5F?+TB2\ZQ35GOXF#P+7G3U^VM[9&\)H9X7E,90-%-"[7GY=L_K M3PZXATNEID<&7*BA!:51*
(VA:*:0VL7RO]7%ZGCI9D%XDA-9=YL7M<\I>_-' MV9M+\B6+1$$^BR=2]W+UXO:ZBO!"D-M"K'G<^7VD_51[IW.H(P:E42B-H6AF M$]*.F(]UQ'RH(P:EA5 :A=(8BF;*K!TQW^Z(?
VU]V&FZ;J+7.$VK]B6-I"X)/\HA#RH(+^LY"1?'D7_V/!$ M[1?PAX[SWAVJ]][J.]@+UYJ"T$$JC4!I#T?6N\U S4 HC;:T@^4"^R,30Q5K-@?M\P5VG^^$L81_ M/3;/M[
[RPFU!*$T"J4Q%,W47%N"P02;Z:&V'9060FD42F,HFBFSMNT"^\[/ MWO-\J&T'I84M[6!_[.%$'^K(H6BF@MJ1"^R.W,G)^0=-]*&;0:&T$$JC4!I# MTV;2'_H1-]^;GW;#)060FFT MI1U,](/]
[I"3;_1SCW?4U$LZ[OSEU+L358UMW_?OKK]#P ?ZOO>C_3AS;\/ M^,2+99R5)!$+&>H,S^3DM&CNR-\[J?)U?0?YA[RJ]\K1^N!(\$H4Z0+Z_R/[J MY8DJ8/M_$6;_!U!+ P04 " I@S-9WWI7)KT$
#*&0 &0 'AL+W=O MQ*G?&IMA=C=V#9?;DF"^37=D53^LJ8LP4+>LHW-=XS@5>Z4Q#9R'-]. M<)1:LTG^[('-)C03<922!P9XEB28O7P@,3U,+6B]/GB,-ENA'MBSR0YOR(*(
MI]T#DW=VB;**$I+RB*: D?74>@]OYJZC''*+KQ$Y\-HU4*$\4_I-W=RMII:C M&)&8+(6"P/)K3^8DCA62Y/%/ 6J5[U2.]>M7](]Y\#*89\S)G,9_1BNQG5JA M!59DC;-8/-+#)U($-%)X2QKS_!,<"EO'
LN,"YH4SI)!$J7';_R]&(B:_3. M.*#" 75U<L'-P_TR"P/ZQ8+/)LP>@!,64LT=9&/3>XMHXE2E<:%8/+72/J) MV2UY%N *+&1YK+*8 +H&<\S82Y1NP%<<9X2K1^_C&.26;V^)P%',WTF?I\4M
M>/OF'7@#HA1\V=*,XW3%)[:0M!2XO2PH?#A20&]_!W@B3\;UUP1S1/CZ9FX0W? MX2696G*:<<+VQ)K]\A/TG=]TH0X$U@C<+0-W3>BS!Q:ERVB'8X 3FLG(9>+%
MEH#/5!!M6H]PHQQ.+1?[&0P\QW$F]KX>D\8L=.IF#;9>R=8SLGU*)4LFHG_) M2DY;F;(EY4)+\XCCU]Y_!4//.V&IL4(!#/0D1R7)D9'D9[D.+U^GTW%4=0Q' MK7?#_,&1?T)19Q:@T-
5S]$N.OK'>'\E.CJ,<1M[(+!&H$$9:&!, MQF(KX[P2A"5YP>AB#5HC' 2M-+2-1C);^B2$);?0R.V>IALSM;"=?-_S6I--M8Q;(2D)Z>N.2WGB(.AYWJV.=V?DZADXE98Z1Y2/9TWBO*,X9644"?,3+*
([$ MBU:3C%A]ZWHHM&;D-1&'@VI6 3=4\ .A-8.O]!H:5;&_;A5XC0)TVKIUT:S) MMY)9:-;9[LI5-49M$B:3)H$*V6%9FGM.-MA6S*UPWC)K,FRDE8X^B'=@D9I M[EWC Z$U@ZTT&AJ5L7-
*_&XIN6369%D)+#0KK'L=C'X& 9J;A/[KL*81<'3E M>M&NN=&K&@9D;ABZK\0%4',3@6!XPE1K%L(SS2&J]!T9);3K]"]0ZJ\?AT&(M3EGJS& X/L.RMG$V[YPOK7(M+.5?U);BGN+4V
N;07HG9B"T9LA57X#,?4'O\YM!^X2AT)K!5WT",O<)O==@ MU&X%?,T9CL8L,*S 5<> S!U#CQ6XO>V^\M'IUE)G-7;\,S0K74?F[7G7R=[> M??NN&YP>->G,QL[8.\.R$F T_K'UUZC?O2M]
(+3F666EW:Y9NSNFI$ 974B) MSDR3$KMVT*[^Y?@#LTV4&PO=V]R:W-H965TICVXR;6U<.S.=EJV7[]S$D))0X4F7A+;N>_S??V788; MJ>
[U$L"0AYP+/7*6QJQ.75>G2\BI/I(K$/AE+E5.#4[5PM4K!30K03EW?<^+ MW)PRX<3#3BZRD>-9AX!# M:BP#Q=<:)L"Y)4(W?M><3K.E!6Z/']G/2^VH948U3"3_P3*S'#DG#LE@3@MN
M;N3F*]1Z^I8OE5R73[*I;3V'I(4V,J_!Z$'.1/6F#W45E_X+ M7O9\3;31N&=^M45ZXHK[.:R=>94KV@*(P<+ MB0:U!B=^_ZX7>9^[XO269,D;D3V+8=C$,-S''E^TS[T"3@UDQ$B2XN&SX2PH
M?[H?J2Q64G0%N-JH7VYDZ^XZ[GG]/B9ZO1VY7:M!>!P\-TIVC8[]X,GHF=)^ MH[3_WTII+O$V_Z5E4<9JD-F3Q;0NJ$@!)6O3>7VK#:-M+?VHI;?#QF_9)!TV MWJ!;;=2HC?:JO96&\BZ?H]TL]?
K>2XZ$J2I7L]ITU+.RD;36Q]AIJ\;X1%.UZ4NJ%DQHPF&.E-[1,;JDJM97 M38Q"@ICA?SXY>D M%%&4:#K*W"""#8F++Y"%Y#T7><_FXV*7T9[8A)$>/<91DEX--GF_/A\-LN2$Q
MSD[3+4G8+ZN4QCAG7^EZF&TIP8'(%$=#>S2:#&,<)H.K"_'LAEY=I$4>A0FY MH2@KXAC3_4<2I;O+@35X>G ;KC%0E<95AO%S,[A5!K>5P;8.9)A4&2;"]J6QA*47.,=7%S3=
(GRY_H4[(D":<8W428T9T$R(NW4;HG M!)4I;@JZW# &RP0?T'40A+QKX(AE+CLX[RB_+$B.PRA[?S',6>UX&<-E59-Y M61/[0$TL&WU.DWR3(2\)2*
"#%FSZK;93VV;VT;$7XOD%#FC$V2/[#'Z=K= MO[Q[7S;@'1JB;(,IR:H_FOHNGH_NU.C/ ?:>#VSW O;-P%^6.0.VJAKK4!0S M.W47<@2LHF>X&[\7CZQVF M ?KQ'P:)/N4DSG[7=9RR_+&^?
#[VGF=;O"27 S:X9H0^D,'5/_YF34;_U+$* M">9!@OE 8 J)XYK$L0G]ZK]%?$\H2E8#@2D6=VN+NT:+UP-L:?#MTP"[/6!G(UK?EP 2 MS(,$\X' %$HF 263-Q[))I D0H)YD&
^$)A"XK0F<6I\KWX3SB1C!C\0RIQC MM"4T3 /$G!3F"B_3=2(<%S[4+9L<+],LUTVJA!&B M+U.08#X0F,+4K&9J9C3=MZ3BXW^,K0X7.BI*/+UN<^,YJY=^"T-
EP211UX&'\)PQM\1/M_SUX6]%RL<4B8RZ$^F;!]P M5)#J96$=O9RM=-R4A5M6@YS1ZB^B;F_12DS64 MJ]5OH!?=MNROOX0)"M(HPE3T[=)^[YDAI8S2&K,L<=9L^NGTK&U);2JW;<9N
M*OO4M=HV-+;QI3:TI0UMHPWGY4LM-/X)FN-MF#-%7W7&V[+ I ST_9)8^WZ#@>@:#X4FLJ,%-664>Y=?<:/85S$S,Y]A8(9 MN*^3"8KF@:+Y4&@qJ15(R6^,WE@L6I-
I=@*)YH&@^%)I*I=3BEEF,,UHHFRY0 M0()"A+RSKE>483:=A =&/%?G_5CMX0Y4=H.B^5!H*@%2>5M&3=B,/Y63#Y^U M*^56;%&>HMTF7&X0J0;#C/FG>SD6&F>C23="Y7:G(E
U#8KF0Z&IW$A!;9DE M[OYZ9 #*J!!T7PH-)4\"%,T#1?.AT-3U M0ZG*;;J_YIR.10F.0V3+%S*8$BZ+9T$\LAQ#/7M6_7AD)3 M+2N5OWU$^>-LP^/A)!0*GZ9QU:GK/JVWI/VL?
K,PE]Z[MW8#"I:M[:ZO(=IM M*=IMLV@W1[29N2/,>S'SGHKD@63\L%2,S1F^^0+4Z%)K*E]3J MMEFK=_@2DP.S9-X, 6LJ_O$(\ ]+ZVU5N8R31S>)X\XTL75S#7H3\1J:W9:: MW39K]G_I[-
[TCJI96VM4T)5P4#3/[@8,SK23S6O(_;&TL\&5?&@:!XHF@^%IE(I5;QM M7BV']PK,Y5DB1H8FE6^@90M4J(.B^5!HZ@Y4*=0=LU#OOY7$Z0I@2[L>OC 7 MW7O'*"2:#X6FFEW*]\9UGPI-6?
=QIA.-H6"WA,/N"7\-;>Q(;>R8 MM>H-H>)P!]_Q<<3)-"/UWJ4/JG]!T7PH-)43J7\=]XV=3 =TKSDHF@>*YD.A MJ51*!>V8%32XDWFD/%LXF5KGTIRS-TN@ZJ]0:"I+4F@[9J']
N=2LZRM#\L/T7?,M99^)WJ)Y]=S^YK7-\/$U"1^>M^N8VO=1F M4K0Z9A'Y5UW+LTXS=>98F&O1N]>""E$H-/44G12B8[,0[>FCCG6;LJ==BVO2 MM?OH\22^N>XOM8U4BV.S6F1J;
(JNF1\2\+U#(T=K?#.68%D_,>7M;&U3?0J&I%$A].S;KVY?Y9>SYYS#A9Y2T5($N M.8.B>:!H/A2:2IZ4R>.W7G(>@RXY@Z)YH&@^%)I*I53O8[-Z]ZJ-E]4![?HN MEJ?M-
)C].WY2.Q$>A@R6:"G5'-9N'U8R5[8W4: B'PI-O;A%BGS7+/*/#IA? MPYA\N!?OVNW=-ZTO82ZB[UL%BN:!HOE0:"I9,NK@6F\\0+J@T0A0-\4S8=" M4ZF4T0CWR,IYDG#UVG
4JZ%0RXK]++5D+K*WN4$C!E!HJKEEQ, URWU[9$T. M7OMESMN[TX-&#T#1?"@TE049/7#';SU^@:[<@Z)YH&@^%)I*9>/&-[,(JQQR MKET\7.2;E(H%1M-R@1F_-U.PM\#!7@/G=E8SW-
9F+I4$&7!PS5$"W8VG6EN# M[E '1?- T7PH-)40&7YPIV\]P($&(T#1/% T'PI-I5(&(USSFOWK7"?D=M?S M;=U&QH6Y=KV9 8TM0*&IS/#8@GK5I12Q$[.(_6']CK[RM8AZST#[G#,EHBI)
MGHF00BX.0[-''W+\V$Y\4MT'$69BATS!Q7 I@*N 1!"N5H02SO4]R7>$E(^) M&O/@8IH_7D9I)ES\ITC(]7)94+Q7;J'CS]\AZW1F(XQ8QG?(.9U->8&_%FP\ ML&?5S<\
<5#RI;VL^86W+MD3<:A[M3TH[Q&F1Y,U&[S8X1[NTB *TP0^\WB21 M1V;O]Z*FU:'931H%A&8L88!P%+4?U^?$>9Z0RI .JUK&T@BHRBFH2RBVC=.X
M//HC5H]P&=8YU76+8>,B\)C0M;BRG3/"6L9[0N-I?2W\1W$9>NOYW#KW+,WS M:_?LW&.]3O/+9'3NE3?,#V71Y?WTGS%=L[Z"(K)BU1B=3MGD3LLKW\LO>;H5 M5Y3?
IWF>QN+CAF!F.9Z_;Y*T_SI"R^@OGC_ZO]02P,$% @ *8,S6>A> M[2X&ULM9A=XX3V27.J;6+O/)79PII:*"4;7!7RCAU^)TU!H>(EK!#Z%QV:6,="224D*YMDZ$&9
MT_J('QLA.@E0Z'"""UR1XIPG!"PE^D^"_-B%H$@*M3%V*UB'&$B_GG!T05]% M4PTMILZ&\G.JQGTM.=S-(4\NUY(E#^@330A5 X!N"PR#05/TL=P5[(D05$?< M5CS)0 \ZX!*MZWF"V
:M,\S)I1(_12M6PHP46(_I"FYLB5#THDKA;DZ1S(@. MPO3I)P$M*EB1IUC"W;6$ TPI*13UCQWA&B-T=U0.)YF:<-!+(+*2H(LO3(CW MZ"(F$N<%M"
[1MW6,+MZ]1^_4P_[,6"4@6\QM"5JIBNVDT>6FUL5[01?70U\9 ME9E 'RETO0^P0>16:>]9Z1MOE/BYHE?(=WY&GN,% QU:O3[='TB/7Y_NC53C MM_/&USS_I7G3&?
2D.^CD4;7)H.0U,AA&JG^X:['#"5E8,-2"\#VQEC_^X$;. M+T-RF83%AF]*8-6RF",_I]2#BE9$T--5'_M^^4LF,*LVG<5.@]R'2?T^U'Q M4%3D.&U4KZ:PK2D9]%9F4 MTB0L-@3K23EII9P8]U5-
C+IF\"?AB:\&@@)_=F*K@:"PX]!>1=.VHNEH17>@ M$8;WL'XCIF"M@NW4"W.HDE'26^>$25AL" 93< 8J.#-OKYE)*4W"8D.PGI2N
M.C&,TF)3M+Z&WE%#S[S/&J8I/4W28E.TOI['U;8[N@+]/JOYY_:8 M.:7;IG4K)2-S."4\)5-S? M,":?3]0#VAW-Y;]02P,$% @ *8,S68,A'PXG! O14 !D !X;"]W M;W)K&ULQ5CO;Z,V&/Y7+';:[J1>,1<.1!!
(TB61DM!I M/>VDJ%FW#],^N. $5,"<;9IFVA]_MB$D$,JU.I_Z)?&/[WWL][[$?28[^3':$/ M+,*8@Z;6E6]YTD%9_!7C'3LI QG*/2$/LG(33@TH9X03 M'')@<3?(U[B))%(8AY?
E"C'E,ZGI8/Z+^IX$4P]XCA)4G^CD,>38V1-4*\ M047";\GN=UP%Y$J\@"1_8)=90L-$!2,D[1R%C-(XZS\1T\5$2<.(M!N![MR ML-L.@V<:G#H'(8&;*4!0//N)H-
J%D!ZBT%FBRH,A4WB+\.)/KON94 M],;"C_6G 0/X"8+<"87 *P2)!8C"\%UFB=DCS$H+58%#2+!;VGP$:S+?0+(M!JPC1/%'27X(EB05.Y(AM:9+T;'%3*(G12AZXPSP"""LCE.U_8>#Z2Q'S/9CO
M$ T9>.]CCN*$?21#X=VL?O'_W ;R33G]&I&I!B4FQB=$OH^7)WI\/=?[F[MW1.-4Z^_H_".VVT0GF:P)K4.O5U'IO+%=/)^\ZP7Q-8 W>AS7OPQ\FUQ+9:VC,A2VYGAN_MVY+V.X <..C6ZJ@.;-0?
F%(AR>4'NU.'O>ZOW0\ZP7Q-8 W:QC5MXS?6X5@G M[SK!?$U@#=XM>+ROPA^FQ KZ5$'#@=528H>1#:V6E=]EY7INMQBMD]NXU1O= M+6:@B7R>:KPNM2?[Q/6'U
M7IN_3Y_.N3X=.&P+M,,*PO;'LL/*T^(]#CM=WJO[>O,%7)%O%@_J9">Y%>MO4ETHOFZT)HL'A\(EOO6"M7Z?M"*YNM":Y)_?$)8O3?E[U.H=_9@=$9>6Z#G

M1NZ9/#MLAE9+G>9)7BO%=*OR@PP$<@>4"9NZM"$AX.10SHF6NL*QPDJOLV3WAG*2J&&$48BH-1/^&$'ZHR 'J MC.WL*U!+ P04 " I@S-9Y)53#O(#_#P% &0 'AL+W=O@%*M
ML;Q7R5JU6-JQ^;U3OU[$;P*YA4+>&#T-XGE:F9-+!3# N=4/K/-WU %5$PP M8E04OVA3V3H6BG(A65(YJQDD)"W_\7L%HN'@CHXX>)6#]]%A<,3!KQS\#P[> M\(C#H'(8%&3*4 H.
(98XF'*V05Q;*S5]4< LO%7X)-5Y?Y%_,,T+\U+PW\KA2AEB0L5G)?IAS-)D:DL5 MIYZM'54QW9"4=B U<%3?"C03FNP3&C00N M= +7NP2RTK0M,>7 @_:!]1YV*S(?L+HQ]6,
<^O"3V+^A)+:TD3\Z T#E WT5E4BPLQ5ROR?[:\<9N MG8 #9J.:V>A"9OC]3&:=_1E9E(L'+4R\[TCS,8ULW$GL\?W3!TEU-ZU9A1+ M0HGZ?.F)5(YNB;E(M-*5V2-W;4_?.*VZ-%5V1%&T!
<]%:R=U2O3&:5 M/A#DN MPT(^2LK/''>"8KP570SWWP9NYTDXJ/;"5F1&3_=&U4)3:H?4]@=\=_#'ZMW0 MZ;VB;E(M-*5V2'W_:>%V?UOTJG>C7Q%&U<(384ZJ>G?=7<$?KW>[T0I*@"^+
MEII $'ZOVWE%BVDO4_8"GS!?$K6L*2R4I',]5K/G M97NMO)$L*QI.KTQ*EA27*\ Q<&V@WB\8D[L;/4#=Y S^!U!+ P04 " I M@S-9[V1N@$8& !!'0 &0 'AL+W=O#K2" M&?
$]@(5<>R8:R@OG/_7+X^2FT=(100B>TB88_IO#&,)06\(X_LN--@J?6G'] M>67]#P,>P;PP"6,>_@@FRK]I#!ID E.6ANH+7_P).:"NMN?Q4)]_9)&/;36(METK%HUP9(XB"./O/7O-$K"FX[2T*
%>@%07:VZ+0SA7:587N%H5.KM QF?$E/!6ES!02_(MGH @ MR@8HB&=U M6+IO\%3!6-T="*97@.GM!09>07B!W VG]P;. MY; *R.KR0$#] E!_+T"X&T\AP/HX\)H$8C>P_EM@+JTBL_H^$-
F@0#9X3W,! M[@_O:*O!V[:B_2J\FD'KO;<1]K (>V@-^SM(W25PD/+E3M81]GI#VD%I3V,0V&NT1;7NKW],(0. M"WH[!X$$E>2XD5^(P(-:7.XQ]]IC6=O$3TO\]#C;W82'(1.2)$C)3-'K:YYY
M&Z[5O-WL5$MN#>E0R"6A<:W\H7;SVQ-=>^=&F_IU@[9#+AD)*Z=DM1O<'N& MG)G6758$1)N]:M2G("-NR4;<_>A(_8:W)]#,A=M97VZ:[K"*]!1,Q2VIBFOG M*GML@'O"
[;VM:TVG]:SMN FBI">NG9^4V^'#.[;#/7'U]\)U"A+CEBS&M=.8 M/??&/1%GO@:;@/M5Q-:(#D5<$B!W^+YM\@OHPR"]48SQ\UN. M(.YWV.KEMGJ%J5:-
J4V()4&B5@+R_F:O38;=Q_N2<0K"1$O"1.V$:7?OUR; M;G25@.X*/VUOQW*]D1+]D3MYT&WLYF &5- 'K'O@U@&'OG.PA3,DJ=6)VFU MO4^/>DIT+&N;B2A9&;6SLF))9/F2:/@DE@U3,V6!
(':=E9K [W88_L?]MS9Y M'0NSS#/R=DB[N^WCEY;TC-KIV3&6@+L=/K:!WGWT9#=\Z#0H&1VU,[J#UH.[M'4:W9:.W>PJCY)4ST5]78,)CXWV))A.08#FV"^@%@"9>/7I
MA'8#3;^Q0EKLA5QJ#I-)L6:WGI<*MM3&<24FTMPDH/R,N,T!)8R@XAEI-P=] M[?!C&@.A@^RHWA@UDM7I.[E ;%)W3#"'<'F1Y2'B*2X3:Z 7/LZ;!4_#"?%Q M+
<&X05^%>8!:B&YI(N79;8;/PPG@1N$S7'?"L"HNOQ!1!Y<@GG]8Z= DCC&F M\CN0PD.:H(4B04QF@#^/N5&PO=V]R:W-H965T6DMG#! M;3D-(G<@%%A8Q\#HM\$Y"N&(Z!@_>\Y@V-
(!]\=/[#=>.VE9,H-S);[QTE;3 M8!) B2O6"GNGMA^QUW/F^ HEC/_"ML^- BA:8U7=@^D$-9?=GSWV/NP!QJ$/\K(.D!WKFP.YF7=1!Z>/(>'9.S@;CRX&WN^
MY"5WG8R3*_*MA)SMJ/HMS+1F,O_OB0&]T6$[^%>YLVV7@TB=-PLZ_RSZ1D-+D8DKK3AWOMXIZJ MSTRON30@<$6P:'1Q%H#NVK\+K&I\!RV5I7[TPXI>3-0N@=972MFGP#7E\ 9G
MOP!02P,$% @ *8,S69<@30RJ!@ 9"P !D !X;"]W;W)K&ULS9IM;]LV$(#_"N$%0PNDMO@FR9UC(&D[K$.[!@FV8ACV M0;'I6*A>7(I.FF$_?
J1$BW(LT98BI\N'V++%N^/=B8_OR,E]RK]D2\8$^!9' M278V6 JQ>CT:9;,EBX-LF*Y8(K]9I#P.A+SDMZ-LQ5DPSP?%T0@YCCN*@S 9 M3"?
Y9Y=\.DG7(@H3=LE!MH[C@#]:#J_!V*=0'H^ED%=RR:R9^ M7UUR>34JIZ"FYT!F*TSD<9ZL+0@#I/B-?BF M'5$9@%'# *0'H-SN0E%NY=M !.,)3^\!5W=+:>I-/M5\M#0N3%14K@67WX9R
MG)A>BW3V!;Q/9BQ1[@&742!=E*.RS6?+>7LBQM>@>LBBB!= MR,%%4WD$;[UP@J\1? MU\D08.<4(<1<)&(%L&G&7ZQ:(!E_['N0;"""U0M23^SI; M!3-V-I"/9L;X'1M,?_P!NLY/%A-
):2*Q29_^MHYO&-*ZK^U#BA,+82YN3"U M)MQ-*?(<^3<9W=5804LKJ 6*S_GSQ>:OSN\8E^L%N&)JT5'6O)%!Y_+Q7@<1 M^! N&'CQ)PMX]K+..KL2!![42
AB(M,DCDU#QYLD7;+";CM)J"?"OE(\7 F MC0X3,$^C2.E?27_G'JZ=0Z%G7/$P'I)Z[WJE<=Y!:5AY4NLT>T=(0[\TT>\S M#?V=-
"3>&-5[:5R;'ZF$!9Z_.T0>O760<>LY8[5OA,X'+MR/3U!0\>O73^M MXSL&$%98 ZU9=JW\\4I!="X?VEC^LLAR;)R"ZV)9/5^+9"Q=G?M3.'QY@Y,C-'ULB4-J^4S:=_A@"3))1
MXI/G]A^>.EH3))7D47%O2!X#(FB%R(Z)2YGKG6W$._E=I&2MB09$D/0!2VCE M6==8&U!!.T1:+E1:6G6E\BAMY"4TO($M@=.-F'NT>#O(]/<1$QHJ02M1>EQP MM:)'&4D;?&R8!/T^N
FM:.N:D09;T,ZMMADYWLE([(_K784,G) =3OW%4BLZ M+);(T E9&3"5U'2=@IZN4ZOW&-Q!AB$(_5_IB:QTZSIS@R;4#DU/H*?6I'X(M59*G 9[(D G9:Z0^X:E5C0^RT%
)T3[8B:QLZQIIPRQDITG+E4I+JZY4D.!Q M(SR1(0]J29YN\-RC!>;P!-X&G8CL8RJG']=9OD9 &2FC.CAE;43JN6B:BE/4[$!E\9)%$[DGJ,)6X12X,D:B]J)"I)7F[2H5.+3/OX MKE&L'%6P]]J^(S+I,?
IWU_")M@/2$Y"I-6V5FRKN#11V A,UV#';8F=;L#I$*D&ULM9I_;Z,V',;?BI5-TYVT%C"$D"Z)U);K=I-N MBIJU]]>;. DZP)EQDNN[GPT4XN"XD#K_-/SP][']P7S]X'JT)_1'ML:8@9])
MG&;CWIJQS8UE9?,U3E!V338XY7>6A":(\5.ZLK(-Q6B1!R6Q!6W;MQ(4I;W) M*+\VI9,1V;(X2O&4@FR;)(B^WN&8[,<]I_=VX3%:K9FX8$U&&[3",\R>-E/*
MSZQ*91$E.,TBD@**E^/>K7,3PJ$(R$L\1WB?'1P#T9470GZ(DZ^+<<\6+<(Q MGC,A@?C/#M_C.!9*O!W_E:*]JDX1>'C\IOZ0=YYWY@5E^)[$WZ,%6X][00\L M\!)M8_9(]G_ALD-
]H3!S@G0APRP"W;8!7!G@YF:(K.8<0,3094;('5)3F:N(@AYE'\^Y'J7CN M,T;YW8C'L<48%"6F6SI?<[Y%@2LP M*\8)($MP*QY=Q/+CQ]E3EH=/Q<&G$#,4Q=EG'O
KL$"V1A1G(XOQAHOJK7G9 MR+NBD?!$(QT(OI&4K3/P)5W@A2Q@\1Y7W89OW;Z#6L6_M^DU<.W? ;2AIVC0 M??MP5Q$>M@^'FMZXU4-
T*D4FQT)"8Q,^K^'FYNGN"W[^$H1C\LTU>,!6C>):/ M4TYQ@6G\&J4K%4K/)$J38J$A,0EEOT+9UP[%IW3'!R,?B(@!ML;@!:^B-.4(M!5=QX14C"CY%:9D,/JO0%E7X>15BXMI-
^J[KV;8]LG:'U+1-Z4K-D)A$S:^H M^5IJ?U*4"FCOY*.N2@83,'#?UADY>BG"I7A=K&GHG"L6N79VMA3#'-OQ'XL'G/
M(NB5NDYL1M5"4VHRQ0.O[)CW":6F*9XFU4)3:C)/6/.$ES<+91V';R"T/<6; MJF],9W2&U&1TM>-W]): I6,H50[A.-!76"E]=9WA7,+-.[6==[06MZ5M*$6D M*=%Q%79*4?
XNVN+R+VHG;2CM])G3/).TSE?N;ZKZ))1ZVQ*3095FV='[YX_M.-,[35L- T<%35%0E6E"?7O/Y5&;9D?OFM7+ 4#R *=78DR:Y'NC;J$I-9EK M;;J=X +3OTE#?6]4+32E)O.L#;K3S:&?-_TW#?C
#51OKR$'7J*[A)^'M9^' M>C_?$/?:<+15]<5CBDU&4YMTZ'6MK:<_DL1>=F@K\K[^NHZP[F$ MYX:UYX9ZSWV&JX!-AWWE*"VVON[.I"YAL6%ML:'>8G_05L"F]0X&-51 :Q94
M9K!0W]YS>=2N&NI7R;_G_T/C/&YWF*(5!GD2 B%B&#R@B()G%&^QL!G%S*B$ M8G35W*A::$I-QEO;?6AJY7Q!XAC1#&PXZ7P JL=?45UPZ%:O!X/CP6?T0\"4 MFHRP_A" [9?
16T(J!!U/HN3#8TI&5]1-J'[9=87^0ILF6Q (5L<'PF)A1-V]*3296NWGX\?7VEO2&BLSE^\?P M5*6.\UNH;W17*-;!1HL$TU6^824#<[)-6;'YH+I.;8JYS;>"'%V_4FFQ>:4X8623;^=X(8R1)#]
<8\0_044!?G]) M"'L[$1546X@F_P-02P,$% @ *8,S69$^)/38 P VQ$!D !X;"]W M;W)K&ULQ5AM;^(X&/PK5DY:=.:7=YI4 /8BT;7JZ M/:D2:G6[G]WD :PF<DL**9 M?
K9@T8Q6(B,%+!CB59YCMKN'C&[GEFOM'SR3U5JH!W8T*_$*7D#\6RZ8O+-; ME93D4'!"""\1@.;>^N7>Q&RB"1OP@L.5'UTA9>:7T3=U\3^>6HRJ"#!*A)+#\ MMX$'R#*E).OXKQ&UVC85\?
AZK_Z7-B_-O&(.#S3[25*QGEL3"Z6PQ%4FGNGV M;V@,C91>0C.N_Z)M@W4LE%1@P-5O:)X7Z[B^"R;=$\D3T(FCR MAKX7"13J Z!%AN7'*%+TF)<9W0&@&K&H6+*6^=: K^CQ9;%-
S$(3#+^63W8 MX[G&EWM*?$S6\A258-VTI1U7Y?EG2G+]= 3+<2:H\ MZU7\IRIND>]\09[C!8:"'BZG^P9Z?#G=ZW'CMY_-UWK^&;V?NC]#BO &F!R? M"',Y(UE#3AZD;#LP-JVGH
MCI@87!"=&S3C/#7CWLH?WTOYLRD'^89F6)", MB-U'.N+8E*<_5A-3QYL9-YE.3@R:<:-@:G8Y:5U.KG!Y<2^"D^HDM\9&W"CP?;/+:>MRVNNR^6PF![W$C\[$0XK% XEU G.=PY+%^5T_?
DW+ M V4^J%H\E%HW]:.%HGO9<%2QHAM2H!U@QHUC[Q=2(%[9/VQ.*;WI??O+\ M7IU^M7*N1.75^N :? M%$"^7U(J]C>J@?8\)_H?4$L#!!0 ("F#,UGMLF<6W@, &(2-9
M>&PO=V]R:W-H965T,8C MH! K X'UWQKN@%*#I/WX4H,ZC4VCN-M^0?^]#%X'\X0EW"Z%TE4.G.N'93 M$A=4O>>;/Z .:&3P8DYE^8LVE>QHXJ"XD(IGM;+V(".L^L=?:R)V%/SQ$86@
M5@CV%89'% :UPN!4A6&M4%+M5J&4/$18X7 J^ 8)(ZW13*,DL]36X1-FYOU1 M"?V5:#T5ON6$*?01F"H$H-=HGB3$3 BFZ)Y5R\I,ST4$"A,J7VF1#X\1NOCY MU=15VKY!
<>/:UFUE*SABRP_0 V@-2R!I [C:\<;[X,7[V\"*^+9@EVC@ M_8H"+QAV.'1WNOJ@0STZ73VP1#-HYF)0X@V.X#WJ39T4%-"?2_3F2T'4,WH ME?)$3\4:I-+;34GT]SNMANX59/*?KCFH;
R[;9@TP%K?#AMNA#3V*X0 %C\C)3"3M%K5./E45+1V$5D!CDI MDS[7X>N)YWE3=[W+4(>4/SJ4BZSN_LJ1W5Y;54_=\GW"1;U!-:B[:JA M[>H'I).K/KGM$RSJ":S%[77#[;5U22Y
O)H^71F9'<4W#(1,28[T0@5M3>D& M^O2]95N9\/W=G7(YG.QM.*LCYW+6$UB+LTG#V<3*6436) &6Z+(LIECL%P 5 M)Y.#Y!&,/.\P[5I-G(N3>,NENR6SZ6I+[0V3SN5 MJF_E:1['A<#/:"X)
[B3%JGYNJNH5+>H+K4U=L*4N^ %'06VD+X+[1(OZ0FL3 MO*W /A9BG@&ZH%S*[AO4X*1#P>[. MV>3]'Y6YORW-?7MM?GIYZA]6VP!O?%;\X!27NJW,-7KRP,6*\(DHK#4D-[EE8Y.5 \:54?
QO+SB M/W&E>%8V4\ )"".@OR\Y5R\=8Z!Y5@J_5!+ P04 " I@S-9/5*>M(D# M Q#@ &0 'AL+W=O_AU14YWG#Q118 "GTK*9,3IU!J=>6Z4E7P'33Q9KH'RS<3QG>V-.[(L
ME+GAIN,57L(,U/WJ5NB1V[+DI 0F"6=(P&+BO/>O,M\S !OQ0& C=ZZ1D?+(M^1/1&\S4)A0^4ZG=C_+T-LW[] ;@_J]X)74,\FQJ[0-1HP[M;R1?UY*#YR17[!(-O)]0X 5A!WQZ.GS0 <].AP?
[<%>O7;N 0;N @>4;/,,W MTYT@KZCUMS'U$ZB"YSM+(M&?'S4,W2@HY5]=CM5SA-USF-YS)5=X#A-'-Q<) M8@U.^N,/?NS]W.7?.3MHO1WTL:=MF:^W94Z^E[DNPK]ML:[K8NVR
MM::/++WIP.MT- SBL;O>M>LXR(_\8+@?E25F^DH?PM:'L->'IJ[*NJZ6G.<; M0FF7X)HGWM$2)7$2'"CNC!KZ!XK#(U^B9!AZ;=2>E*B5$O5*^?!O2]8+?^F; M<$ZR[$QD>[;%K6WQ_]!EXG-
Z>TZR[$QD>]XFK;?)?]MEDJ/7J:/+' =U=9G> M3%_IP[#U8=CK0P8+$)RK5D)?*'UFC);";X@2F]YQ)*P+O7##O6#Z$#]<5"4 M#)(#\;WIO5+\J!4_.E.+'1U)N0B3P#L0?
%)4UIO3*Q7[WO>MI]>K>6^3*+>; M1-CN#%_T#C13[7U%PU%X\$V9=H7%?GA0+EE_XB\UQMW9GIO#U"=;RQ)16&AZ M[S+1Z8CZ?%(/%%_9'?
LC5WK_;R\+?:8#80+T\P7G:CLPAX#VE)C^ U!+ P04 M " I@S-9H0'6G7X$ "0& &0 'AL+W=O88,34GZ+8GY:JP--1"C!KNE-3/(X61$R1;0XFG!5AR4_I9HX4B"BU)\
MY%3<302.3SZ2!'/P%6&>4P3>@\>J) %9@"#!$$<)3,$-KFJ^J!UQHX5AX.SS M&M'R)@-%#.?@;(8X3%)V+@B_/,[V;MS\ XD&#RM2,X@CME(YR+X(@0]J@.]
MK@*U#@1J6N"68+YB8(YC%+<)=)%UD[KUFOJUU'5+ @^/5[=ZK+";*K1+/OL WZ-88>,\1>#S M LQ_Y E_;>(KT@L2F^#&!=K'V?@KT\"!FXXRMC?L@*J-!RY1K&F7[(UC-!8
M$XLV0W2#M,GOOYF>\4%FODJRF4JRN4JR0"59J(BL54).4T).'_OD-6T0SI&L M+BJ@6P*+K7DS<1S/=I:U2MRJE423=?V/:-CE4K-0*;I M^VZG/$)%FBVKO,8JK]>J.]$')S@BF?
0[Y>W5VGO3=9U. M->B5.-DFCZUK#K MDTK)0"+IVLZ@8Y,BR99-@\:F0:]-T[N[*;B*HIS"%W#VE$#\3X+/Q?89)Y%H MW9Y0M,(D)X*EUX>^MQZ;I^([57I!G
M*C7G$DU#=%6=32!0J1GN:XI^U7_;ZEHFF<;;CWWCE]JO?OBI9M5LNUV.99EV MY\7-E(K.9:*F:W4J)% J&DI$13]GN@?\VAG.F+_0@_6#3W;+W,O!'KA&URR5 MFG.)IKO7T05*-4.)IK-
3'FVGK#>GK".= I!SFCSG'#Z++943P%=(]%[9&N(7 MJ8N]Q">[:.VO5D-[V'51I>9%0/-/B,F_4$L#!!0 ("F#,UDE M8&$](P4 *@F 9 >&PO=V]R:W-H965T3AU+&QMH5LUN5+?=#ZO]0.QQC
J,RXSM]M_O\ @V,"98 M>[N*%/,ZYPRV)H2C[TFQ)99N,A,L"E,2JKFFVFH11JDS&Q;:';#*F6QY'*7G($-LF29C]N"4Q MW=\H6'G>\#%Z6O-\@SH9;\(G,B?\\^8A$VMJS;*,$I*RB*8H(ZL;Y3=\'6 W
M!Q1'?(G(GATMH_Q4'BG]F]_<+6\4+1\1BG,QCR,B4QG]%2[Z^45P%+R8=QB2YFA(=1S"X%Y^?Y#%V\OD2O492B3VNZ96&Z9&.5B_'GHU-7U5AO MR['JI\:Z3:^0H?V"=$TW)?!I/_P^S
0KZQ)X,!R. MFW!55$Q=-GI=-GK!9YS@FXN6N-S&!/VY0MZW;<1_H'O"UW0I:F5'&!?-BC/T M]P<).P?F=VEABG7R)OP-=N$"W*CB"[+2+8CRN3-*VQK[V3F0Y+-(,D\ M2#(?DBP (FN4D%&7D-
''/IENLTQ4"0H9(US:#4J\5>#S*74W,73Q9X_5W;'Q MO3+G&B_1-%S-,)J:'J2F#TD6)$U+#5K2\U>2S]1+F:+TX:6:/OHXIJV:^M. MR]!>D7,-E6@Z(QV;+4,A-7U(L@
(K&&H51MJ];;Y#U'X&,41C\0T+^9L-.=T M\75-XR7)V-NJ\K7/=EVFZMM'2]" U?4BR (BLX:M3^^KT^GIT\[/]EB)R\^9UN MQ[4TM]5PI[U:Y_K:E;0,VQJU;(64]W.@X)E8+R\ZS')[0Q,.A7W#N12;
9)YD&2^9!D 1!9HSJP=LAQM/_AC;P2 :HB M4+89*)L'RN:#L@50;,U2.HH$$\7]\,^\G.+M,<&=BP)IN:5IS8IB!JGH25=>Q M;;TIZH.*!E!L3627W044#*+:FNX>H#?=G;
<<3^DL.0P914RR)TK#1]A=2 MTI-(&B.W[2YHW ;%UG3W$+AAF,2MG^9L:[MIFF%96&^;"RGJR40-R^GO0)3OX-UWV8 M/44I0S%9"7KMRA%GEY6?194KG&Z*KW(>*>(_2M*^?-*_J%/
M_7':Y%]02P,$% @ *8,S67HB@-/^ P (X !D !X;"]W;W)K&ULO5?;CMLV$/V5@1H4"=!!=!=!77W;V:RMHMND"T6=!!--]M"/K M<86$$8ET2,J.^_492K+JB^IR7-BO^G3RZ YKE&4J8,PA(5-X^<B(9%KP_AT=XP*4VT
MDQBSO'-=/4LP8_I6+E'0SERJC!EZ50M7+Q6RN !EJ1MX7MO-&!?.L%^L/:EA M7^8FY0*?%.@\RYC:W&,JUP/'=[8+'_DB,7;!'?:7;(%3-)^63XK>W)HEYAD* MS:4
A?.!\\Z_F_@%H)!XYKC6.\]@37F1\HM]>8@'CF7RM2IS[3-G>?M^P_%\:3,2],XTBFO_/8) .GZT",]@E-6 '"0T!T M A!5@.A20*L"%*:[I>V%X\;,L&%?R34H*TUL]J'P?H$F?W%A+\K4*-KEA#/#
M]Y(+_\\H3*X0;F!*-S'.4P0YAS'.42F,X4$8Q6 B##<;>%)RS@T\,K7@ N9* M9C!E*6HP$DR"L,>HX?48#>.I?D/DGZ9C>/WJ#;P"0OZ6R%PS$>N^:\@0JXX[MJY0>E4H')Y3V WB4PB2:=
(HQWB=PR0.U&X*M&T;!6<;WN;B%T/L) B^(&A0: M7PX/&^"3R^'!&6O".JAAP1>>X-L-XN1K;J/VB":1-I(KU(82W6CX_(%@\& P MTW\TQ: \(VH^PQ:P.[UD,QPX5*$TJA4ZPQ]_\-O>VR;_79-
L;UNWUWMNNM8*.@& M^S*38YDP]+Q::,^Z5FU=ZZQU9?*NRN1MTOXL_)]>BFN23:Y$MN>V=NVV]O^0 M<.UK^O::9),KD>WYME/[MG/V2M9?(6Z_0C=8?H7V,T_A3"X$_Y.D+DO"\LCV
M3N[TO+9_D(3'0KX7A>V#-#R6BCROTYR&W=KF[K^V^3)#NT?:W?BAW^H=F-HD MYG7\@[(T:1#KA*>,[=7&]O[3BGI_GOZSWYALO:/]>=-0AQNDC@MQ@]#I2NS;
M1GE_9:=7_.E&W[A4P)6OH\O9 MJ6Q\-:0X)S6\VPX%7I7C2/EBY++HMU^DH>Z]>QHA-E!6A_+J79OM@#ZJ%P M^!U02P,$% @ *8,S6=P(W80& P O0@ !D
!X;"]W;W)K&ULK59M;]HP$/XK5E9-K;0VKZ2T@T@%-JW3JJ'2;I]-S+/<\]=V?Y,M@(^:1R $V>RX*KH9-K75V[KDIS M**FZ$!5P_+(0LJ0:MW+IJDH"S2RH+-S+\V*WI(P[R<#:IC(9B)4N&(>I)&I5
MEE2^C* 0FZ'C.UO#/5OFVAC<9%#1)'@40-H#PK8"H 42V,G4JM@X3JFDR MD&)#I/%&-K.PQ;1H3)]QT_:9EOB5(4XGMSP5)9 '^@R*G),9'JML50 1"S(6 M924X<*W,[H=0BHP
#QJ0J11K9AN/6[)'@3:= [E)T591_L+XDLPTU5!NB7Y6 M(*GIN2*49S:*A-PIQ-R.G)&3DAC).'7*P4@M3-U9B[MR*?.$99/L$+A:MK5RPK=PH.,KX?<4O2.A](H$7
M1!V"QF^'AQWPR=OAP9%LPO8TX(_.ZZ]5>UQL7;;K>-MU8XZ7-0=SEQFUZJB*0P=[+X"N08G^?C!C[W/7:5\3[+).Y'ME3EJRQP=8T\F
M6#.E6=I5L1K9LTAS6Z^3\Z#G]_%LK7=KT>'F7T;]JWVW29=;Y%T%K=N>_EZK MOW=4/]ZU>)/R+ODU,-X)Z(=A?*B^P\N[]/P#\1U>@7?E=6N/6^WQ4>T/0M." MF"/]?R*ZOJE:
M:SN#;^SH.;"/<#;7H_0?33W8[ZA<,KR+"U@@I7=QB9ID/2SKC1:5'1]SH7$8 MV66._Q<@C0-^7PBAMQL3H/UC2?X"4$L#!!0 ("F#,UE%/5EM:@,)0- M 9 >&PO=V]R:W-
H965TV4NYN7%>LME 0<,%D6K(-Z[8<2"I(16Y MBSTO<@N242>>F;E['L]8*?.,PCU'HBP*PG_?0LX.<\=W7B8>LLU6Z@DWGNW(M!I8@?^SNN1JYC4J:%4!%QBCBL)X[7_R;Q \TP2!^9G
01]=(A_+$V"\]^);. M'4\[@AQ64DL0];>'!>2Y5E(^_JM%G69-33R^?E&_,\&K8)Z(@ 7+_\U2N9T[M$P>EL"9E+A_8X6^H QIIO17+A?E%AQKK.6A5"LF*FJP<%!FM_LESG8@C@A^=
M(.":@+N$\ 0AJ G!N82P)H0F,U4H)@\)D22><79 7*.5FKXPR31L%7Y&]7-? M2J[N9HHGXV]TQ0I C^09!/J,ENJ]2LL<$%NC>\[VF7F^ZO5"+>#'!"3)UD]O*"3[AQ,?H.Z-R*]!7FD+:
M%G!56$UL^"6V6SRH^$])KU'@_8FPAT.+H<7Y],!"3\ZGXX%H@N9)!48O.*&W M*#D'*F]LF:V8H9VI2\>-V)$5S!U5&P3P/3CQ'Q_\R/O+EI5+BB47$FME+&PR M%@ZIQW>0
B>Y+6$5<62(NC3N8V_F[H^S\"8B&4*T_(X:OZ-!OTM))-C<5K3H M:"4_"#I^^YBNWSX"C^R&H\9P-)Q@QE5=I3;+47\Q?]K-L07D!5''=A_DCX(3 MQL>-\?
&@\4L!9<42RXDUDK9M$G9]+VU8/K6SEF\B4B&$"V_OO?Z8?;>5PUJWI#A MMR')(*1M^:B7\-];#VIF:Q^$'N[Z[J/"47='V:3&DQ,5P<>OYO$9-2&MMY8U M!GQ6#'V4)0:+U.D87EL$?_!
[6L>P:S5N6=6X2=VX6:,*>M^Q8'ST9:BCZJ-P M.,7=L"Q:0=@-RSUJ5PO@&]V"[1B)955=]?,-D>++Z:A[LS?ZB.':8-?9:KS MRG?"-QD5*(>UDO2NQ\H2KXX U4"RG6F*GYA4+;:YW*IC$W -4/?
7C,F7@5Z@ M.8C%_P-02P,$% @ *8,S6=*LZ&J8! 9@\ !D !X;"]W;W)K&ULK5=M;]LV$/XKA%<,*5!'$B6_9;:!Q%ZW#BL:Q,GV
MF9;.EE")]$C*3O[]CI2CV!*MYD._V"+UW.F>._)>I@Y1WQ]Z!_=R/A6E MSC,.]Y*HLBB8?+F#7!QFO:#WNO&0;5-M-KSY=,>VL_+]M+N7N/)]+4E6 %>9 MX$3"9M:[#6Z6060$+.*?#
[JY)D8*FLAOIO%EV36\XU%D$.LC0J&?WM80)X; M36C'?T>EO?J;1O#T^57[9TL>R:R9@H7(_\T2GLWR-QJ;0HCL)H09'QZI\]'QUQ(A,+PC0HP!M"D07!,*C0/A>
M@>@H8%WM552L'Y9,L_E4B@.1!HW:S(-UII5&^ADW<5]IB6\SE-/S+SP6!9!' M]@R*],D*SU52YD#$ACQ_+'BGU9)/'197>5R^@%EP64?!5^K\. GT-PAWM
MU/A7R:])Z'\BU*>1PZ#%^\5#A_CR_>*T@TU8'ZG0Z@LOZ'NZ7EV3S?$P:!O@ MJS5PV&3ZXXW+W96ZR*W.)+X;M6,QS'H8705R#[WYK[\$0_\WEZM^IK+E3U)V
MYL:H=F/4I7U^JVLGJOJ.X7$'EPLK50.KRJ3Z_;Q/HS%&G0$:MJP8TDF#2QL3!.,&:-D& M#2;4S6=4\QEU\GG L\MDG-HDFL >FX&=R;$DEI!DVIDB1RTS^M1O$G*_D%'0 M8.1
1<&%$(UK2N-.2M@38,7G5?IQV3]VF#8<->QW@J*&^0[0)!J[S9_4YD\Z MS5_"!B0ZWQ;1JF):A@FCC71R6C2LF,R:": -B;RQPT^;4PP"B]<_\!_:S/\ M3D9_Y&*-MSWCFO%MML8. SO.O@F/J?
JF%W 68M^5 @8-5@[4A#9BN72 :$"C M"[Q.VJ>@D]NRD%+3M"++Q-2FT4'43-3.U #?P+ MR2"@;Y1H)Z5OV())P@7O8W=38E]NHH6=5L&X20H9-F#NKHFVF84M8FU0, F; MO-
H@.KC$ZZTM"3K+=<7+:7CXHR*R^#%DZ8#T)Z,+1K\U 4%W%_H-%Z;W5GO M7-V7R[DM:%?P<$1;MZ:-HM&$-EDY=(51,SM[)P-(7)K!SF%Q;'DNFJ#Z]UZ M6+RU(U)C_\X,D7:P>5-33:!?
F=QFV.CGL$&5_O4(39+54%#[C1#Z=6$^4(_6_\!4$L#!!0 ("F#,UE\^J45O@0 '$1 M 9 >&PO=V]R:W-H965T=KG0,V]KS/[:]W6V93NJK^2>"7BSEFI'#=RJC:_WBM%5 MZ;3+?
1($B;^C7'CS:?GL3LVGLC Y%^Q.(5WL=E1]>\]R>9AYV'M]<,\W6V,? M^//IGF[8DIG'_9V".[^.LN()C27 BFVGGDW^'I!2H?2XC-G!WURC6PJ3U)^ ML3MX^GU:_0/9?*0S!/5;"'S MO_G*;&?
>Q$,KMJ9%;N[EX3=6)13;>)G,=?F)#I5MX*<$;N*F<@V'%Q_*8O M52%.''#4XT J!_)6A[!'R",M$CV1E6K?4T/E4R0-2UAJBV8NR-J4W9,.%'<:E M4?"6@Y^9?
Q29W#'T0%^81B.TA&FR*G*&Y!HM^4;P-<^H,&@A=WLIF##:OOD3 MIMWZ.+=)7J'N$ / M6UEH*E9ZZAM(P8+X687[_HA+>G!_+\05"H-?$ E(Y'!?O-T]/'?WH7!U]4A= M/5+&"WOBU44P4
1:%N':E=0Q2N2.8E?JM=[3C,T\6(J:J6?FS7_^"2?!KZX4 M?U"PLX3#.N%P*/K\ ULQ17,$HX>TH88A 7,!-A5%#1<;E$LH@G-K:)O+K:X\[-)&)(66]R&&]=PXT&X>QA-JK)M.;0K ,SE M'L3&H
R(N7&.\KC#09*D0^NRBD@/[J3&G0SB+K=4L9&5GQ6"_==.2UJJ6C5% M7;B3#@B.@KA%ZS *DY[ED]:PZ2#L@NZYH3G_EQU7C:O.+N"TRY)&2=0B=EB% M043M0NGL,
(2MR#V8@:'I20^;)JL7 27OQS"8IM&(R[$1#VK&C="@X>5YD'"0K%= M9+LK<%)V%02')$C;F[G3#OJ7H(>V$1LYD=%.\^\ MD3(\K&4+*8R"$P2<(KX67/-RNF=2]PQ45[%&F)!)>YQ<9DGO-
&^D#?^/MMF3 MB&V["^@-!J935ZE&,9ET*!UF41KU_>X430\+&EGDPFJ"2=,.$*!HE$EH#-T M(W?E:D2BM"W!+C,<1WW;<:-K>%C8'*OU9!4X@;MJ-4H#W%9AE]DD2'L6+&E$
MC0R+VF>:%\<^@>9P_J8B,%_CM",?;L,P/IG:YZ2-TI%AI;,GQ.\I M;!4N/IL)DY/.I0)VF.%PTL;U3\[#]L^(/ZC:<*%1SM;@%UR-(8-ZGN^/-T;N
MRR/RDS1PX"XOMXS"4<<:P/NUE.;UQIZZZW]9YO\!4$L#!!0 ("F#,UG0 M@,Y#F 4 $XF 9 >&PO=V]R:W-H965TZ%OC_U"LK%:'%1G?N@%A>R-#D7[(,BNBP*JA[>
MLESN+D?!Z/'$#5]OC#WA+2ZV=,UNF?FT_:#@R&LI&2^8T%P*HMCJ)V$ MD0VH6GSF;*?W/A,[E:647^S!=78Y\NV(6,Y28Q$4_MVQ*Y;GE@3C^*N!CMH^ M;>#^YT?
ZNVKR,)DEU>Q*YK_QS&PN1_,1R=B*EKFYD;N?6#.AB>6E,M?57[)K MVOHCDI;:R*()AA$47-3_Z7V3B+V 8'HD(&P"PJPR,]!R%Y+X79:)*(C&5]@ ?3:.<2/L[E;>@D_ER*,S+V MOR.A'T8#-[IZ?
OAX(#Q^?G@X$)X\/SQP)&/<"CNN>./G"/O[+_MN3:LT"\, M*56CHF&4K56O]9:F['$Q4@S=<=&BV^_":;^#T-9QH3%F+-$"=;3(VKUB%ST
MQ6>:E_5BHCE49RI21K9,I4P8*,B$:4.7.8>%G!%8=R0#\;3A*8'%94] P1-$ MP(V#:LW,X'*K^P_JE6YO$'<+N)#N]J5Q#O%4:3!A"1*L)\VDE6;BE.:3R+@V MBB]+-]EG5
DNUIK(59MX72XUSSA5G VFON9/]C,?S7S_2?:=HS@U^YBP! G6 MR_ZTS?[4F7VH4(3=;V'C ,DWDBQA75">$5@I9L-@,U)P8ZKE H*40K$M!:VH M;=W*!DO'MJR&-BA0/83IGD#AY$?
YSA/U0<3EB#!>OK,6GUF3GU^5%+K*O&I M7 O^MU4))%LRP59\N!+-#K,=^E'T) VS@T43!I/II-\J/FP5G,^#)](E ZWF MLSU6;^;S=N;SK]2%(W.&"Y,:V
&7>4:$A)J\6L'E"_NAZI9KF@M::#:4G/G MM*<'UZ)S9*=>BYBP! G64^2\5>3NH7!A,68L 0)ULM^ MX'=FPZN]L_Y9*]XSGM;?O@3[]@";'?UJ4#QWE^,Z=% H9^3)0F'2$BQ:7ZBP
M$RITER]Z?ZQ\N2-/7BR8M!B5EF#1^AITMCA],4!]C%&I<6HM 2+UE>E,\>! MVQW_+R7,W67@.VH8JE%&I258M+Y2G5<.W>Y'H=)B5%J"1>NKTOGDP&V4?V6&R"TL#L/%FN36-
:=4J8>5 M5#NJCCPB'S#!\^#\P ZZNSXY[9BT!(O63WMGT@.W2[?/CU+%LB//(IKHWL.(M>7288%3#C4I+L&C]!'>>.W";;GMO'GR2X8X[N;*@FFY46H)%Z_^LU=GN$-%V MAZBV&Y46H]

(2+%I?E-2HM1:0D6K2].YZY#1'<= MHKIK5%J,2DNP:'U5.G<=NJWN5[9(371O$QK.#VL2JBE&I258M#K!WM[[- 53 MZ^I%)JCNLA2F?K6F/=N^+/6F>D7(ZYK7;UJ]IVK-A28Y6T&H?
S:#+*OZY:7Z MP,AM]7;.4AHCB^KCAE'PV+8!?+^2TCP>V [:5\@6_P)02P,$% @ *8,S M62?&IW-, P :PH !D !X;"]W;W)K&ULK59M M;]LV$/XKA%8,+=!&$BW+2F8+B.V]=$"!
(&FVS[1TEHA*I$92<;I?7Y*2%5NF MO6#(%YLOSSV\YXX\W7S'Q3=9-BCT7%=,+KQ2J>;&]V560DWD%6^ Z9TM%S51 M>BH*7S8"2&Z-ZLK'01#[-:',2^=V[4ZD<]ZJBC*X$TBV=4W$]R54?
+?P0F^__M<$^+4ID%/YTWI('4(_G= S?V#):0U,4LZ0@.W"NPUOUHG!6\!?%';R8(R, MD@WGW\SD<[[P N,05) IPT#TWQ.LH*H,D7;CGY[3&XXTAH?C/?MO5KO6LB$2
M5KSZF^:J7'B)AW+8DK92]WSW!_1ZIH8OXY6TOVC78P,/9:U4O.Z-M0>[C<& 0QF<,<&^ QP;1&8-);S!YK4'4&T0V,IT4&XE\[;I\^9*2G=HY#[45*<;V9 ,%IXN/Q+$$WCISS^%WG*O]Q!PP])?
I#U!+ P04 " I@S-9 M/^?56+4# #U#P &0 'AL+W=O3S'._$&V^E>M!K $,>LU3HB;>!<>26#)BM3U7J @-+=Y"IMK]DFUE&WAD46@CL\H9=Y!Q M4?
ZSQTJ('8=P=,"!5@YTWV%PP"&J'*)C'0:5P\ I4U)Q.L3,L.E8R2U1UAK1 M[(,3TWDC?2YLW.^-PK<<_$2[(GVM9:"82/?8-[LCB^HMJ]5FY.CVP>DC)=RG, M6I//(H&D"> CE9H/?>8SHYV(?
Q3BC$3!!T(#.FC9T,WQ[E&+>WR\.^U@$]71 MB1Q>= OAB7.)&0& I\P1%7"_9BG?.7"TJ9YB3EHQ[2%Y$KG; $3#RN%!K4!
M;_K[;^$H^-2F5Y]@<4]@#2T'M9:#+O3IYRQ/Y1.H]YHL\,PI/B_/)RZ)&C3M,0>.FQ;2S=3&@;!V-_L:M5B1/>-XA:C:,>HP6U8Q:W! MK#4?2YS1SNHA'0WW> Q?;3&DEWM&
<9O1(1ZCFL>HF\=CCM\#//!&&BP_#38V M4$F5#_,J'_(J'W*,&L%2199<+]#Q"9@Z5 %FH]<;CUZ%LG.?;SWV/8$U)#VO M)3WOE/1&
(BCY(@N1'"P8G0AO+1A]@L4]@364NZB5N^@LOK84D&NMP;1FTD6? MHO4)%O<$UA#MLA;M\K@,YL(PANBF &7FQFS1U"J)[POUI<.S39UP-G3-KW+=4.ZD[?!61#NUZ[*+-
PSVRM>G21^4:(P>+ES!9TBQ1UEK/42 MU0GWUK/6*UK<%UI3RIWK:_@_W) JT+X$[1,M[@NM*2A]$93V=)6H@/[C0WJ4 M5=R]J;>2]G?
ZH0S4RO65]MI7"%.V$O5LW;M>NXYM;WYF>UK79[W E WQ=Z96 M'"\E*2P1,C@[1X*J[#'+@9&YZ[KFTF /YQ[7V)>#L@;X?BFE>1[8!>I.?_HO M4$L#!!0 ("F#,UECCM2N; 4 "0; 9
>&PO=V]R:W-H965T!&QVU_M?/>POUGC+Q4^Y)D2!QRQE99A\71#4KZ=]&#O^<8=7:U5<:,_'6_PBMP3]6-S*_15OXZRH!EA MDG(&!%E.>M?P*D9AX5!:_$W)5NY]!X64.>
<_BXMOBTG/*S(B*4E4$0+KCP](8]L"!+G*?JCF]_M)96@,L&$I[+\"[:5K=<#22X5SRIGG4%&V>X3/U:%V'. @P,.J') 78?@@(-? M.?
C'.@250U!69B>EK$.,%9Z.!=\"45CK:,67LIBEMY9/63'N]TKH7ZGV4],[MHJ@@>B 5N$TQD^ "_#E/Z0H7HR(!9@OP-6<+L@#W"JM<@H\Q49BF\I.V_'$? M@X_O/X'W@#+PUYKG4MO+
<5_IQ(KP_:1*XF:7!#J0!$3@.V=J+<&7XE'M 'VM MJ):%GF7=(&?$WW)V"7SO%X \%%@2FAWO[EO(8EX(+WIAW=PX'VVE>J< MP>(S!6N5,:C+&+BB3V^,XGUX-T00?
9Z3%66,LA7@2["D,L$I>")8V$J[>T18 M/J+85!^F<.0/A^/^PW[-+%91$/IMJ]B9[HG%".MBA,YBW.MX-"$@X5+9=.Z\ M!_L*4!!V9%J 8$=E:-8BA$TI6MD/ZNP'SNR_,45T3=3!]
=&9OZPD]C,8N,/ M.LF;-E%H3SVJ4X^6V:(C/?,.C. M/-,(!<.N*F>&)TZ\8:U_Z-1_G:@<"ZJ76,JE5>?0E("Z S,SC?SAJ"/3FUS)%3IJ82S1Q,]W A"$N>0%)NXE;!(T/+!2S:5DNP:021UUF0L3.G$Q5#
MKV$)[X4]1:FTA D[!'BF3A3X7:$V,SW144>J.Y=3M>YQ$SRJF12$1!XUADNB M5_738?'0,LC&EF2W\KK2G:F=*ATUTM%I?93H6KS<0:OH[2W*"T?=4IAFEDX; MV\Q:K;8MLD$N>"QS;8H-
&TM)E+3"%CPK;9TU6GRN:.TB-L %W<1UVY3N!-2J M@K>&=A@-C#5C,8O\T%@T;T%;L,$MZ.:M+]DFY4]$O-SFH8VJ!EWTLEJ-NOW
M:N5Y!Q9'0U_0C5]E#T_U__TJ%PSPUAJQ2C(Q*AA$746F$8RZ+=V=V*FCV+_; M?"MX@T?1F\7*@F_N)$\M0@-PT$UPKT$;:'+:Q<@8>=,(ZB7<5?T6. <;GH-N MH'L);BP09X,;BYD-;MX"Y%
#EIUI;78-NR(UNU;L\6;[+L\HP<>H"1;[7 ME6$Q&Z"HJ*9S*E#V2 <I=LQ#9\6\LT:+SQ6M7>@&\Y ;\W[G;'6AB,@ UY45(*5X
M3E.JJ+TG(!/8K'/,8F:98V^!=:C!.N3&NC^(WB7+>;8WS:RBS==@5M$6,XMH M9U*O%=W?.S[(B%B5QS!2+Q"M:O?*O;Y;'_5'=@T87;G1]^Q MT-
PO04J6.J1W&6D!8G4LRY4CPKOZX)7A!1&.C?EYRKYXOB ?7! MV/1_4$L#!!0 ("F#,UGX/C77*0, ,<) 9 >&PO=V]R:W-H965T M7_I:"/M11,@@:J-P6LY)%[K&*T/:E]87WSU^GO.=
[?%&R#M5 FAR7_%:39Q2Z]6IZZJB MA(JJ$[&"&F<60E94HRF7KEI)H/,VJ.)NX'F)6U%6._FX_3:5^5@TFK,:II*H MIJJH_'4.7&PFCN\|?
+AFRU*;#VX^7M$EW("^74TE6FZ/,F<5U(J)FDA83)PS M__1B9/Q;AV\,-FIG3(R2F1!WQO@XGSB>(00<"FT0*/ZMX0(X-T!(X^<6T^F7 M-(&[XP?TJU8[:IE1!1>"?V=S74Z:(FS#.-
T?@V:2&+E M3TU]0D+O+0F\(+*$7SP_/'P<[F(.^D0$?2*"%B]\ N]!M?RKFIDJ*YJJX52C M*70)DA2BPG8I31VO@7"A%#F: ;83$$WOCVUYZ!:.[N;-CU5*UK Q$%@!7(-
M3O[FE9]X[VU9>2&P1SD*^QR%A]#S+WBJ8-\U5#+*R1+/")O<#B-N,]TR-V4<\N.LAN*IG \PDULP)((6'.M(U?AY+LK.T'Z1X_ MB\|HMM.+>WKQ07I?
A<:D_5]YL1IM($>FS*RE%0]XQG&\IV7H$Z1Q9!>3]&*2 MP]VR0WP&-2R8)F+&V9*:PUD9;7!? #:'6) %99*L*6_6"L\9@A5"K0ZM4E* M7K);7@CL48[2/D?
I/^I1_,#+RIHAF_!TN$^1M],4G:*AES*L\R^G5E/-3M(M]?!VVLAF0[+>*$KVR Z]_"3S4CO944]V=)#LU5/E9.,Y&AXT?ACL)W7HY6=I
MXN_Q='>N6?/$^4SEDF&Q2(H#LG@V=H<6JO7EG0N,]W@Y+?&F!- XX MOQ!"/QCF,N_?;OD?4$L#!!0 ("F#,UFD&(37#0< &XL 9 >&PO M=V]R:W-H965T)XI)7$'
M=;N#3H*CM#6YRL9F;')%-R*.4C)C@&^2!+.OMR2F3]M&W@9H)%2R"1^C\@3W_D,E"D/E/ZC M'C[.KUM=-2,2DU H""S_/9(IB6.%).?Q;P':*G]3*>Y^WJ)_R(R7QCQ@3J8T
M_B.:B]5U:]0"<[+ FUC?2&&0I_!"&O/L+W@J9+LM$&ZXH$FA+&>01&G^ M'S\71+Q& 14*2%._3T*O4*A]UJ%?J'0?ZV"5RADIG=RVS/B?"SPY(K1)\"4
MM$13'S+V,VW)5Y0J1[D73'X;23TQN2,B8D2NO "S&*<<7(I3=8TE2,B3@%\HY:/M$X"CF9_+'OMS[H/WN#+Q3&I]7=,,E++_J"&F;FF$G+.RX MS>U >^R
'"RBJ5AQ$*1S,J\#="0I)3-HR\PMLB+^O$G?@U[W'* NZALF-'V] M>L^@[K]>'1G4@]>K>Q8R>J6;]#*\WAZ\O5[+TUKE8/US6!J][OD:QR2ZY9T M#4[8(VE-OO\.#KH_F'AV">:[!
L<@=56I%^N2-^&/KF7>%%(0"@7P;0$N;:7 M::O3XE&&2%^ZPN,NM48A6!?R#4(>[-6% NMDCZ3"*ZGPK%1\3 61J&(O%U[# M@MY(LW*:RPQV97H#C8FFS%!C-
+#.]$@>!B4/ RL/OHS*5.Z]V_A4&_JY90-O M3QF91^+L')0,JO%S<"^PR,\$>0!\3$.:$$#UK;P8_S-X%FKD(29RZ]TDA&&5 M ?QE6@?
[]$WG13O_E;/LX#@'9@OQ0LX>?,;/V9$D#Z$8US+# MDRO B-@PF2ZH7(]S(HQ']K 1=Q=HU-<";]@(J@LXU"//)-37D +KU(\D9E02 M,W(5>VT59&<@#
[YS4%)ZEU$*VLK5STX7A'8[WE806N=Z:!"Z! L<@=5\;5SZ MVMBZ1C+=9B+ZEA,KG6,M'4S6?CL) 6B'^=9N&JE.TP!5:W0UW M*FQX4+BFT@&7.$J-:PZ;P3E&6G 60O7H[
ZU\#1(=;7PM$_\6&)010PZT9FI M4_JCI//D!^<+UKRQ>+1.]N!X=(D6N$*KNUW5RH#6NGR2.8LD5F:M(LX@G0WDPX/A+O2Q+_IR"T&_+&@M!1
M5Z1P(Y=H@2NTNL=5+1MH[]DHWUIO?>NA6 J5NH[O\T.#H0#O84#F_V9@:=G MK08AV!^/]'@\11\'5HT<.+"V6X]IJQL;L=!EYV'J%,UWBA:X0JNO6-47@?;&
MB/+GMLKJSD"LWG%@%O$H78+YAJE_)C$(M7?0\O>42V&TYEJNJ50+M/8;98?5J@5;C1Z]77R'C&V0N].TAL$_]6&JJRAZ>
MM+2'S9J\JS/UHHAO$+D8#!M;Y"F*>U05]\A>_AY25150NP:-]AB25&0(%'ZBD%YO?6MHQ#LW=G*+Y3M$"5VCUU:AJ M$>19L^UMGAVI>TOA)MG$6+V/,?EREMN)%18RP2.
;%_=R"KP@>Q&"N:98G6- M9F_<;#/$1<1#&6TJ231ROHE4VO_<< M<%I2.47SG:(%!9IGS';JS%9U$K+720_4$L#!!0 ("F#,UE-S!JC M"0,)@+ 9 >&PO=V]R:W-H965TR">U
=#D.4VXFCH;K;.QZZIH RE5+9$!QR\K(5.J<2K7KLHDT-B" MTL3U/:_OH1Q)YC8M84,)F*K$\9A(8G:IBF5/V:0B/W4:3N'A25;;[19<(-) M1M?P /I+MI XVOPE<%>'8V)4?(HQ).9?
(BG MCF<<@@0B;1@HOG8PAR0Q1.C&]X+3*;GN&+1*+LD^QSVQ[N&&V5%FD!QGG*>/ZFST4&.!TL03,)>
(Z:+!+*%;DE=PKO0&9.19&;$#1EB7HU<37N9C!N5##/"ZXTB;WD,\2F!BVZ6OOH'7V=^+>/'+6^1CO>:^)[?K7!HWAS>J8"' MS>%^C9I.&?F.Y>M./0B9BL06+Z^D&L@-5822
M#&2$][GRRN9L[?R,34G[$YG]4F:_5N;;YPR+/\0D M$7Q]JT&F^!_16\F)^1\H!5HU$-NO=NY<:S.SL#!KGYE5"QV40@>UF7Y(]L^/ M"5O;TZS,\,$U,_R:9.&5R$Z"-RR#-
[QJA@^;9?@%L]\RO-:Y?Y0^*J6/_FL= ML PWMPEIO_S86[E'/DH)4M0KI;MY9WMJL[69]AVYEWB+YJ\ M9[VG:X"%3.9]8#[1(K.=T:/0V&?9X09;9Y#& +^OA-"'B=F@ M;,:#GU!+
P04 " I@S-9VFQ[@84" #I!@ &0 'AL+W=O-/[^D,2"/< M'^_<[VWMNI8EEG#+Z6]2J&KF) XJH,0M58]\^P!]/9'Q6W$J[2_:]FL]!ZU: MJ7C=BW6"FK#NBM_Z?=@3^/X1@=\+?)N[
]F4=UCA/!-\BX19K=W,P)9JU3H< M8>:E/"FAGQ*M4_DC*") [])""XJ91)_1-ZF(+A<*=,N9$F39FOV3"+,"W;>J M%8#FP* D6H+?C52BRSM0F%!YA2X08>BYXJW4ZV7F*AW2H-
Q5'VC>!?*/!/K1 MLFL4>)^0[_DA>GFZ0Y<75__:N+K&H5!_*-2WOL$1WR/)QP)V1N&XD3DE-[+! M*Y@Y^AA($!MP\H\?)K'WY43,8((@9G'+/==716*9.%5F5.6B;?#))@LS=C+#"
M@16>8\5CK$X5[[/"(!YG10,K.L>:CK&B0Y8?1^.L>&#%YUC)&"L^9 639)PU M'5C3Z[I0(Q1DP.B&D4':DN'8CI:2)7F"(8 M&D+9':)E?XB:$XYW+? 1^8K$FNM=0*+7.NYYJ
]$UUFZB M>&.;V9(KW1KML-+?(A!F@7Y>]D/>J!M#HH6%<);C6NET%@PD4EW3$/FX 2;Z!$_Q:6-/JUK;C2"- M6U+! ?2W=B?-*AA5"MH 5U1P)*%,\'JZVBRLO3/X3J%79W-
D,\F$N+>+VR+! MH04"!KFV"L0,1[@!QJR0P?@]:.(QI'4\GY_4/[G<32X947 CV]:Z#K![S$J MH"0=TWO1?X8A'P>8"Z;<%_7>=C''*.^4%LW@; @:ROU('H8ZG#E$T1,.T> 0 M.6X?
R%%NB29I+$6/I+4V:G;B4G7>!HYR^U,.6II3:OQT>H#*E%BC+54Y$ZJ3 M@-ZB=5%06S/"T"WW/]Y6\-46-*%,O8X#;4);@2 ?PFQ\F.B),-,(W0FN:X4^ M\@**?P4"PSR"1R?
P3715\4O')V@6OD%1&,W1D,85W=E8D)G3G3U3D#VT0FK* M*_1SG2DMS?7Y=2EOKS:_K&9;:J5:DD."3<\HD$? Z]2 MO]"B=9V1"6WZS$UK\["!M ;FO!1"GQ8VP/A4IG\ 4$L#!!0
("F#,UF' M6K5!+P0 !L7 : >&PO=V]R:W-H965TTB032R.6Y*PX]* MQON%%[J+97'!7"WV>$R1)2_X%C'6@8(K$:0TJ_[Q6RW$20)$9Q+L.L'N)
[AG$IPZP;DTP:T3W%*9JI12AP!+O%IP M=@2\B%:TXJ 4L\Q6Y=.LF/>-Y.HN57ERM2$[-8L2!%2$"1,Y)^ SV%2+ + M M>"$'DN4$O/X$?Q&VXW@?TU!=W163]C$@$M-$?%
(YWST'TU(/O,@* -GE@F8P$>LXA$78"IJFM*M-]+O+G.2'IP>;H]48W33)A3\IQ?3-B7K#*]FH7: 5PRL9Q7OSL')=Y'EP81Y.51D+FR'+ZX8%(V&V[UM^$]:IQ&LJ\28K
M6:>$TQ"/CG\R\]JYUPD+-,$ZBJ%&,:3#.$BG>#IA@2981[Q9(]Y,@W$J!CI9 MZKX%/=3SS3 *VK;C]'TS%H:L$WMU"IDWAJ9;M0JB"B^ 4\TBA("
M'K&00'VOP'I;N&JLMDGLM>M")RS0!.O(Z3=R^CI,Y>L43RMMOFR M--BJAG2L@.8(]C](8W&>-Y_Y/6>-Q3DN M#-E]#PW#YLAWSGR=8-
N@PND.]2O>X_$%,)EW]0+020MTT;J:M:TP]+182&M? MK)46Z*)U%6Q;8SC9/%YJ(318\YZ'Y@,'#<,0](<.&J$YS@R=<5#;J<+I5G4M M*_;/.*1;&MX \A8F>42S'3C_<9KD7;TN=-
("7;2NEFVS#.=:G*6U.=9*"W31 MN@JV_3&<["_O=98_V"2PU>?$ZCMK&.9 A&9]9XW1?,_I.Y"N3DJ7E84QP1'@1H.YO&9/O)\4#FOWPU?]02P,$% @ *8,S M69A0R]G5 P 210 !H
!X;"]W;W)K*7U2-^_3N>.IB*" 1"@$EA][6$)1*)*,XTL#==IG*L?SZR/] M=YV\3.81T M;)QE!&5.ZD_\M1'BS$$F:G8(&H>@[S!ZQB%L',)+'4:-PT@K4Z>B=8BQP-&, MT0-
BREK2U(464WO+]'.B]GTMF/PVEWXB6L-6[J) <M#@.@& M+>F.")8#1RN0!XM+6X[NJ#1[R#!!#T#0/;!$(;1U66'R[2=EO0>R_1S# +G M!?]%8INU-^CXT 60))-/>D*?
[Z!\!/;/M/H#Z);A*LL3B2.*S+ ^(JN7^X>#&03MB7;KI-6&P)UI%MTLHV>942FMA4TR8LM@3KJ#EMU9Q:**I_P^_=^5? M]ZK(:*5>VIU",EM-S+5TW:9Q/9C&,LL)-D4^Z/;27;
<)BRW!.G+=M'+=O$H- MW=A4TR8LM@3KJ.E[I_[.LU!%#:1_],->&9G-_&FOCIZAF>O(/VM5_<%4/F#9 M7!JC'_1[Z>9;I<6V:%W-@I-FP:N44X.U):E-6FR+UI7TU"?
[@XWCI145&DLE MZ%>4V:S_G^F[M&XNIR[5'VY35\#U#S?YX[Q(C6D,^K_X'-BDQ;9H7>U./;(_M?IW2LMH\6Z7%MFA=24_]LS_84%Y:6A-3,8RF_=(RFXW[I64VZY>6>S9CD;N\
MU;,JCA(U'ZE'!NUJ.P]|IZ= O?6%FI/IVFY5WPA:Z4G.(Q7RJ.G+#' *3!G([S>4BN.->D [/8S^ U!+ P04 " I M@S-9ZXIUV;\# E$@ &@ 'AL+W=O&UL MK5A=,5SG/-
I/+XT9):W3DU\/#XC?WW M6KP2\X0$7K'\&TEDMK"F%DCP%E6Y_,IV?^)64*#Y8I:+^A?LVEC' G$E)"M: ML,J@(+3Y1R_MA3@ 0/\,P&T![L\"O!;@U4*;S&I9MTBB:,[9#G
=K=CT07UM M:K120Z@NXT9RM4H43D8;G*JB2'!+1)PS47$,/H*-,DM2Y1BP+?@#LY2C,B,Q M6"J?"$ H^*9&&9 9!BM6E(B^@DPM/#":?GQ014G 4@@LQ158<^4W+E\!H@FX
M^U&1LC[97\J>>N9OM8@DH2EX4,P8U";2)WU4@X8#O+_%$I%78<2OZ4R/:/2/Z=< ==Q_0'XZN?A7A]N MJ\O?U<#M:N#6?-[_U.">-K>ELO>0IH;$'R;1M_N-
%&,%Y:ZGP7FS]B?OT% M3IS?AA0:(NOI]3J]WAA[I(T"\MHH$M&4/"FGH;K:0[(;KJ#FT@^EYRB8!GXX MMY\/]9Q&^9,PG'51O43]+E%_--%E@3F)T6!:H\A+JV&(K"
[Y5!.H[!+2V&(MK*=PVBFU*1>0V0]O;-.[\R@]68GHIY[O%S[S3('<5=6@M3;'V5!ZT/-&&_EL649D-L?3&L5=7]#;'V5^PX#^D8\:+3=,,76U[QO M..#H^_U2#P:G'O0<_]B#
U'.;'+&A/M> 8XW"TM!$%BCF&Q)? 7P2YQ7B?Y> M.?^ '.6[N%"&V/KJ]PT(#(V8TVA#8HJMKWG?DL#1#N!2V#;WB]@?(%\910 7*\52CG.E1PWNQ)- /)ROJS_HE)R8KZ,,,HP5P'
MJ/4M8_)MH'<*NIVAZ#]02P,$% @ *8,S65>@82A0 P KA4 T !X M;"]S='EL97,N>&ULW5C1;MHP%/V5*%VG5IH:0M9 5D#:D"I-VJ9*[*D,< ML.38F6,ZZ-?/-
PXA4%_6]F&%!='8]^2<>VS?)"Z#4J\XO9U3JKUESD4Y].=: M%Y^"H)S.:4[*"UE089!,JIQHTU6SH"P4)6D)I)P'W4XG#G+"A#\:B$5^G>O2
MF\J%T$._WX0\>_J:#OTP_NA[5FXL4SKT[_>_UI(??7.L^>3#R=#BX,("8>/T]\GS8FW7N6]!YE3+B_+;P1^ALQ<1!/&]XI M0NMUG/E:3.A@Y-!-[K3]KM!T:
@6E,EKDVGNK@*/H&\NGVW*HS#F2*KL'OI;PC5R2292)52U:0) M_75H-. T SN*S>9PUK((-1:YJ:1,C*3@E0>UHRZ862GE/-;>#K\S+:TEUEK
MY:I%%TW3&*J;5L9V0+^M9K7;LI>OTO4*]B#UEX49CJCZ<%_0&T4SMJSZRZPQ M@*F'N#HI"K[ZS-E,Y-0._MD)1P.RYGESJ=BCR0:E,C4!JGSO@2K-INW(;T6* M.
[K4ZW):9KCG[A%Z_K?S/*."*L+;IDWM'_(LO]IQ_3I]"_58V77L=-DU#M\ MC_46XM!-QL=@\BB6NW\,)I,C,-E[LZ?F2TR&AV\R.LS5#NKM6FM/N+4C;*(> M[+R'_@_8R?-
-4F^R8%PS4??F+$VI>+(Q-/*:3,P_HUOZYOJ49F3!]5T##OU- M^SM-V2)/FJMN8"+JJS;M;S"\,&ZV_287$RE=TG1<=]5L4C4]TS!9ZP,(N\AU M=;@1C&,Q-
P(8E@=S@'$L"\OS/XVGCX['8IBWOA/IHYP^RK$L%S*N/E@>-R'M6P[P! \L#F5XVU_AJXQ6ROPZP-=U7(=A(M\4K$1HK/-2#N>0-&DKA7&\L##&P5L-J!_.X\4%-
N3A3!JF+>L#L81Y($0Z 6 MW34:Q\CLQ/!QKP]VET11DK@1P-P.H@A#X&[$$,"0**K>@SOOHV#]G@HV MO]"._@!02P,$% @ *8,S69>*NQS $P(L !?3T\
M$MP>:4#M.*2VBZD8_1!2:5K5N %(MB6/:(7->=I3W;+T]!;X"O.DQQ0FE(2S,.\,W2?S+W\PPU1>5* M(Y5;&GC3Y?YVX$G1H2)8%H%R=.B':5_'M\5&UJ+]76]EX_:LM*F%=6_-
>MQNC11ENY'2UM4XFDS2<2U4,WKW M=G^NN1G3-]K*PBK=N(W]AELE']JG_?W;X%ZU:JDJ91\O1L/K2HZ"6C6J5C]E M>3&:C()VHQ_^U$;]U(T5U:
(PNJHN1N%NQZTT5A5'FQ<]Y(U8ML,6*Y;7PH%< MC-*).^%*F=8.1PSG%X[Q7KJ#=^\ZJS^JRDIS):S\9'2W5BW1#(#$!FO)!S\1C"],:)9[X))"&> <,9+>+.1P:6NMZ)Y M'+IQY:
[R0JT;Y3XO&DO[\ GJQ">\F-?R7C8=O:HA= JS5!;==EL-EU%4P4?5 MN,:GW*N]_"@F,DO(K)8O4K22-K00*21D=L@GKA3+N_*MM8,GZ282",ALT<^"F6"6U%U,OCJ+K/K\@Y[
ME1))&0W2%TKN[-&?[V=4:SK :4+I]\BD4!"9H-Z+V]\H%Y)!Q"P# MF-/Y5QEY(F+VQ"ZG.QD]Y(6(V0LPN?.B-T6FF#*; B9W/B:2QY19'L\D=_NK M3C&12Z;LI2N0Y
6O*":L73&+I4_S3MTP4R25*;-48+[GMT0DE2FS5+Q\[V00 MD4NFS"ZAB=])."24*;-0#C/ DX!()5/N(<=1*G@2$6EE>L[RU%U,Z\Y(*S&S
M5C!F0C&15F+V,FT362@]Y]R^WS:1A=+SS.WOAW 4$RX28[;0\YC# MP(UB(@NES!:"F)XL4V2AE-E"N)C^FF(B"Z7,%H*87C0S9*&,?:)G:9\K(#7>
MU$2&+)0Q6^@7)LV/+H4QCWVRZ9HLQ406RM@MM,-\JL>HQDHC6QO('UNZ@B!# M%LJXQT)P3H7*,D,6RLXZ]4-EF2$+9)C(0CFSA0!F/S:BF,A"^8LN0#C M]/+-
'%DH9[;0$2;)Z*[DBF(B"^7,%O(63!SDG;K>4DSXV S[8 MR$(YLX4 YL&=/D,6FKW@\N@#S'Z1 L5$%IHQ6^@ \W#H1C&1A6;,%@+1?+]>
M>YC(0C/VU0D'JX_\B%),9*$9^^J$(\QORTJM=T?2"9<9LM",?77"<31KW?5% MD,,['5EHQKZV^@BS[]9U,Y1K/$QDH=E+KXQST6S;KMX>7W1DH1FSA4Y@?FBM
MJH>G8B^]:,(G.+G'0L?+^.B]3C##"7Z&DWLT= KT*9_S0.'3G1/N\1 "]7+. M< *?[YR\^,,\GI$\4/CHYV2PT7@XO'WWMI0KUB*J8FZ#_,YPK MBI/^(;155U67;MNWYHL6Y?Y?
4.S_?<:[?P%02P,$% @ *8,S60I(4F[K M @ ACP !H !X;"]?T1;;1#X5&B,^3F$]0F;F M\5>_7TUOPW" MMJ?5^GVU[5O;=;$]W\]HGA[O9RY>/D_]_TP<-INW=?]S6/\^],?I'X;/\/Y M?
=SU_=0L7E;G;3\MF_9C?[L\MM<7\W"9W"R>7Y?-^?G5-.W<05:"[/Q!3H+< M_$%>@OS\04&"POQ!48+B_$%)@M+\05F"\OQ!18+*_$&F4QD[0%*%-4!KHUP; M@-=&P38
L8V2;0!F&T7; -0VRK8!N&T4;@.0VRC=!F"W4;P-0&^K>EN WE;U MM@"];?5C&Z"W5;TM0&^K>EN WE;UM@"]K>IM 7I;U=L"]+:JMP7H;55O"]#; MJ=X.H+=3O1U
;Z=Z.X#>KGI8 M#;J=X.H+=3O1U ;Z=Z.X#>3O5V +V=ZNT M>CO5VP'T]JJW!^CM56\/T-NKWAZ@MU>]/4!O7SWL!NCM56\/T-NKWAZ@MU>] M/4!OKWI[@-Y>]?8
O8/J'0!Z!]4[/0.JG< Z!U4[P#0.ZC> :!WJ/ZL!.@= M5.\ T#NHW@&@=U"] T#OH'H'@-Y1]8X O:/J'0%Z1]4[O2.JG<$Z!U5[PC0 M.ZK>$:!WK#:;
/2.JG<$Z!U5[PC0.ZK>$:!W4KT30.^D>B> WDGU3@"]D^J= M 'HGU3L!]$ZJ=P+HG53O!- [59L% 7HGU3L!]$ZJ=P+HG57O#- [J]X9H'=6 MO3- [ZQZ9X#>6?7. +VSZIT!>F?
5.P/TSJIW!NB=J\W> +VSZIT!>A?5NP#T M+JIW >A=5.\"T+NHW@6@=U&]"T#OHGH7@-Y%]2X O8OJ70!Z%]6[/0NU6$= M@-ZFJX_K /PV775@IP,(;KKJR$X',-QTU:&=
[CL5'Z?/?3_>BK[65YZ-6QV&?G2; M:.?]_"E)7+,S0^WB:39C6-E.=JA]^&H?DKEN]O6#262:ZJ291F]&O_;'&M'- M]9W9UH^]7WT^A)]=-
XV;R)K>1:O;T\9CUB:JY[GOFMJ']>1I;']+6;\DQ.'D MLL?MNME=A0U1\F["<>7/ 2_GOCX9:[O6K.YKZ[_40]B5'/K$^>?>N/A\B7=Z MG+;;KC'MU#P.X4CL9FOJUNV,\4,?
GXI>G4_VX8;-Z5-G_U/7[-.W_Z&U_SD^6? MI3<__5!+ 0(4 Q0 ("F#,UD'04UB@0 +$ 0 " M 0 !D;V-0&UL4$L! A0#% @ *8,S6<60@6[O M*P(!$ (!KP &1O8U!R;W!S+V-
O&UL4$L! A0# M% @ *8,S69E&PO=V]R:W-H965T&UL4$L! A0# M% @ *8,S642<'Z_" VB, !@ ("!N! 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ *8,S6;=HK6U_ M!0
*QD !@ ("!N"4 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ *8,S69+CKD=D @ A@8 !@ M ("!$3\ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ *8,S61'8&?)5# M=2 !D
("!-7D 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ *8,S6<21;[!R!0]@P !D M ("!C9 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ *8,S613QXWL$"P L1X !D ("!-J@
'AL M+W=O_D^)C$/ M "V+@ &0 @(%QLP >&PO=V]R:W-H965T&UL4$L! A0#% @ *8,S M6=RQ-7C##0 ,R0 !D ("!\&PO=V]R:W-H965T&UL4$L! A0#% @ *8,S62YR_317 P :0<
M !D ("!,>L 'AL+W=O&PO=V]R:W-H965T 0!X;"]W;W)K&UL4$L! A0#% @ *8,S6&PO=V]R:W-H965T M&UL4$L! A0# M% @ *8,S6>8KE#Z] P Z0D !D ("!_C,! 'AL+W=O
M&PO=V]R:W-H965T&UL4$L! A0#% @ *8,S644T MP1F2 P H0< !D ("!43\! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ *8,S6:0C^ &7!0 M@X !D M ("!QD\!
'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ *8,S61!6S6!^! C H !D ("! M#64! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ *8,S6006"F/ !0 :R !D ("!274!
'AL+W=O&UL4$L! A0#% @ *8,S6?)$QK:I M @ !0D !D ("!*H(! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ *8,S61D6TC.E @ D < !D M ("!#8X! 'AL+W=O&PO=V]R M:W-

H965TP, -4, M 9 " @<.3 0!X;"]W;W)K&UL M4$L! A0#% @ *8,S62YEKN\E! 4A8 !D ("!=9&PO=V]R:W-H965T 0!X;"]W;W)K&UL4$L! A0#% @ M*8,S61=UX0'H P /1(!D ("!BJ(! 'AL+W=O&UL4$L! A0#% @ *8,S67!%232Q P M70P !D ("!*;T! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ *8,S68&S.6V) @ O08 !D M ("!>+&PO=V]R:W-H M965T&UL4$L! M A0#% @ *8,S68&ZLQ&PO=V]R:W-H965T&UL4$L! A0#% @ *8,S M68V(M!"X @ J @ !D ("!U&PO=V]R:W-H965T&UL4$L! A0#% @ *8,S65[LIW;U P AA(M !D ("!"0! 'AL+W=OS*L# Z" &0 @($TV $ M>&PO=V]R:W-H965T;; 0!X;"]W;W)K&UL4$L! A0#% @ *8,S6=]Z5R:|! RAD !D M ("!N>4! 'AL+W=O&PO=V]R:W-H965T M3M 0!X;"]W;W)K&UL4$L! A0# M% @ *8,S6>A>[2X&PO=V]R:W-H965T&UL4$L! A0#% @ *8,S6>]D M;H!&!@ 01T !D ("!L 8" 'AL+W=O&PO=V]R:W-H965T$/ @!X;"]W;W)K&UL4$L! A0#% @ *8,S6:AVC6!L!0 3B0 !D M ("!PA8" 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ *8,S63U2GK2) P ,0X !D ("! MB20" 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ *8,S67HB@-/^ P (X !D ("!6#("! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ *8,S62?&IW-, P ;PH !D M ("!_DP" 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ *8,S6?@^-=&PO=V]R:W-H965T&UL4$L! A0#% @ M*8,S6=IL>X&% @ Z08 !D ("!|&<" 'AL+W=O&UL+G)E;'-02P$"% ,4 " I@S-9A'6;AV," !A.@ $P M @ $NB (6T-O;G1E;G1?5'EP97-=+GAM;%!+!08 ;P!O (0> (#"B@(! end XML 117 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 118 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 120 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html3055681true1030false7 falsefalseR1.htm100000 - Document - Document and Entity InformationSheethttp://www.accuray.com/20240630/taxonomy/role/Role_DocumentDocumentAndEntityInformationDocument and Entity InformationCover1 falsefalseR2.htm100010 - Statement - Consolidated Balance SheetsSheethttp://www.accuray.com/20240630/taxonomy/role/Role_StatementConsolidatedBalanceSheetsConsolidated Balance SheetsStatements2 falsefalseR3.htm100020 - Statement - Consolidated Balance Sheets (Parenthetical)Sheethttp://www.accuray.com/20240630/taxonomy/role/Role_StatementConsolidatedBalanceSheetsParentheticalConsolidated Balance Sheets (Parenthetical)Statements3 falsefalseR4.htm100030 - Statement - Consolidated Statements of Operations and Comprehensive LossSheethttp://www.accuray.com/20240630/taxonomy/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveLossConsolidated Statements of Operations and Comprehensive LossStatements4 falsefalseR5.htm100040 - Statement - Consolidated Statements of Operations and Comprehensive Loss (Parenthetical)Sheethttp://www.accuray.com/20240630/taxonomy/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveLossParentheticalConsolidated Statements of Operations and Comprehensive Loss (Parenthetical)Statements5 falsefalseR6.htm100050 - Statement - Consolidated Statement of Stockholders' EquitySheethttp://www.accuray.com/20240630/taxonomy/role/Role_StatementConsolidatedStatementOfStockholdersEquityConsolidated Statement of Stockholders' EquityStatements6 falsefalseR7.htm100060 - Statement - Consolidated Statements of Cash FlowsSheethttp://www.accuray.com/20240630/taxonomy/role/Role_StatementConsolidatedStatementsOfCashFlowsConsolidated Statements of Cash FlowsStatements7 falsefalseR8.htm995410 - Disclosure - Pay vs Performance DisclosureSheethttp://xbrl.sec.gov/ecd/role/PvpDisclosurePay vs Performance DisclosureNotes8 falsefalseR9.htm995445 - Disclosure - Insider Trading ArrangementsSheethttp://xbrl.sec.gov/ecd/role/InsiderTradingArrangementsInsider Trading ArrangementsNotes9 falsefalseR10.htm995455 - Disclosure - The Company and its Significant Accounting PoliciesSheethttp://www.accuray.com/20240630/taxonomy/role/Role_DisclosureTheCompanyAndItsSignificantAccountingPoliciesThe Company and its Significant Accounting PoliciesNotes10 falsefalseR11.htm995465 - 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(Details)Sheethttp://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSegmentDisclosureSummaryOfRevenueByGeographicRegionDetailsSegment Disclosure -
Summary of Revenue by Geographic Region (Details)Details101 falsefalseR102.htm996465 - Disclosure - Segment Disclosure - Summary of Countries Represents More
Than Ten Percent of Company's Revenue
(Details)Sheethttp://www.accuray.com/20240630/taxonomy/role/DisclosureSegmentDisclosureSummaryOfCountriesRepresentsMoreThanTenPercentOfCompanysRevenueDe
Disclosure - Summary of Countries Represents More Than Ten Percent of Company's Revenue (Details)Details102 falsefalseR103.htm996475 - Disclosure - Segment
Disclosure - Schedule of Geographic Areas in Which the Company has Long-Lived Assets, Property and Equipment Net and Operating Lease Right of Use Assets
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Disclosure - Schedule of Geographic Areas in Which the Company has Long-Lived Assets, Property and Equipment Net and Operating Lease Right of Use Assets
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exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a
partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting
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"http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureCommitmentsAndContingenciesAdditionalInformationDetails",
"http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetails",
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of the deferred compensation arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r18", "r61"] }, "us-gaap_DeferredCostsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredCostsCurrent", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Deferred Costs, Current", "terseLabel": "Deferred cost of revenue", "totalLabel": "Deferred Costs, Current, Total", "documentation": "Sum of the carrying amounts as of the balance sheet date of deferred costs capitalized at the end of the reporting period that are expected to be charged against earnings within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r1240"] }, "us-gaap_DeferredFederalIncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredFederalIncomeTaxExpenseBenefit", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureIncomeTaxesScheduleOfProvisionForIncomeTaxesDetails"], "lang": { "en-us": { "role": { "label": "Deferred Federal Income Tax Expense (Benefit)", "terseLabel": "Federal", "documentation": "Amount of deferred federal tax expense (benefit) attributable to income (loss) from continuing operations. 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comprehensive income from prior service cost (credit) of defined benefit plan." } } }, "auth_ref": ["r4", "r119", "r154"] }, "us-gaap_DefinedBenefitPlanAmountsThatWillBeAmortizedFromAccumulatedOtherComprehensiveIncomeLossInNextFiscalYearAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanAmountsThatWillBeAmortizedFromAccumulatedOtherComprehensiveIncomeLossInNextFiscalYearAbstract", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansComponentsOfNetPeriodicBenefitCostAndOtherAmountsRecognizedInOtherComprehensiveLo], "lang": { "en-us": { "role": { "terseLabel": "Amounts in accumulated other comprehensive loss that are expected to be recognized as components of net periodic benefit cost during fiscal year 2025", "label": "Defined Benefit Plan, Expected Amortization, Next Fiscal Year [Abstract]" } } }, "auth_ref": [] }, "us-gaap_DefinedBenefitPlanAssumptionsUsedCalculatingBenefitObligationDiscountRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanAssumptionsUsedCalculatingBenefitObligationDiscountRate", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansAssumptionsDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Assumptions Used Calculating Benefit Obligation, Discount Rate", "terseLabel": "Discount rate (as a percent)", "documentation": "Weighted average rate for present value of future retirement benefits cash flows, used to determine benefit obligation of defined benefit plan." } } }, "auth_ref": ["r580"] }, "us-gaap_DefinedBenefitPlanAssumptionsUsedCalculatingBenefitObligationRateOfCompensationIncrease": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanAssumptionsUsedCalculatingBenefitObligationRateOfCompensationIncrease", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansAssumptionsDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Assumptions Used Calculating Benefit Obligation, Rate of Compensation Increase", "terseLabel": "Rate of compensation increase (as a percent)", "documentation": "Weighted average rate increase of compensation, used to determine benefit obligation of defined benefit plan. Plan includes, but is not limited to, pay-related defined benefit plan." } } }, "auth_ref": ["r581"] }, "us-gaap_DefinedBenefitPlanAssumptionsUsedCalculatingNetPeriodicBenefitCostDiscountRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanAssumptionsUsedCalculatingNetPeriodicBenefitCostDiscountRate", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansAssumptionsDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Discount Rate", "terseLabel": "Discount rate (as a percent)", "documentation": "Weighted average rate for present value of future retirement benefits cash flows, used to determine net periodic benefit cost of defined benefit plan." } } }, "auth_ref": ["r580"] }, "us-gaap_DefinedBenefitPlanAssumptionsUsedCalculatingNetPeriodicBenefitCostExpectedLongTermReturnOnAssets": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanAssumptionsUsedCalculatingNetPeriodicBenefitCostExpectedLongTermReturnOnAssets", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansAssumptionsDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Expected Long-Term Rate of Return on Plan Assets", "terseLabel": "Expected long-term return on assets (as a percent)", "documentation": "Weighted average rate of return on plan assets, reflecting average rate of earnings expected on existing plan assets and expected contributions, used to determine net periodic benefit cost of defined benefit plan." } } }, "auth_ref": ["r582", "r603"] }, "us-gaap_DefinedBenefitPlanAssumptionsUsedCalculatingNetPeriodicBenefitCostRateOfCompensationIncrease": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanAssumptionsUsedCalculatingNetPeriodicBenefitCostRateOfCompensationIncrease", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansAssumptionsDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Assumptions Used Calculating Net Periodic Benefit Cost, Rate of Compensation Increase", "terseLabel": "Rate of compensation increase (as a percent)", "documentation": "Weighted average rate of compensation increase used to determine net periodic benefit cost of defined benefit plan. Plan includes, but is not limited to, pay-related defined benefit plan." } } }, "auth_ref": ["r581"] }, "us-gaap_DefinedBenefitPlanBenefitObligation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanBenefitObligation", "crdr": "credit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansObligationsAndFundedStatusDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Benefit Obligation", "periodEndLabel": "Benefit obligation\u2014end of fiscal year", "periodStartLabel": "Benefit obligation\u2014beginning of fiscal year", "documentation": "Amount of actuarial present value of benefits attributed to service rendered by employee for defined benefit plan." } } }, "auth_ref": ["r536"] }, "us-gaap_DefinedBenefitPlanBenefitObligationBenefitsPaid": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanBenefitObligationBenefitsPaid", "crdr": "credit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansObligationsAndFundedStatusDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Benefit Obligation, Benefits Paid", "negatedLabel": "Benefit and expense payments", "documentation": "Amount of payment to participant of defined benefit plan which decreases benefit obligation. For pension plan, payment includes, but is not limited to, pension benefits and death benefits. For other postretirement plan, payment includes, but is not limited to, prescription drug benefits, health care benefits, life insurance benefits, and legal, educational and advisory services." } } }, "auth_ref": ["r543", "r606"] }, "us-gaap_DefinedBenefitPlanBenefitObligationContributionsByPlanParticipant": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanBenefitObligationContributionsByPlanParticipant", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansObligationsAndFundedStatusDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Benefit Obligation, Contributions by Plan Participant", "terseLabel": "Plan participants\u2019 contributions", "documentation": "Amount of contributions received by defined benefit plan from participant which increase benefit obligation." } } }, "auth_ref": ["r540"] }, "us-gaap_DefinedBenefitPlanBenefitObligationPaymentForSettlement": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanBenefitObligationPaymentForSettlement", "crdr": "credit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansObligationsAndFundedStatusDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Benefit Obligation, Payment for Settlement", "terseLabel": "Settlements", "documentation": "Amount of payment, which decreases benefit obligation of defined benefit plan, for irrevocable action relieving primary responsibility for benefit obligation and eliminating risk for obligation and assets used to effect settlement. Transaction constituting settlement includes, but is not limited to, making lump-sum cash payment to participant in exchange for their rights to receive specified benefits and purchasing nonparticipating annuity contract. Excludes decreases to benefit obligation for remeasurement due to settlement." } } }, "auth_ref": ["r1321"] }, "us-gaap_DefinedBenefitPlanChangeInBenefitObligationRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanChangeInBenefitObligationRollForward", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansObligationsAndFundedStatusDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Change in Benefit Obligation [Roll Forward]", "terseLabel": "Change in benefit obligation:", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "us-gaap_DefinedBenefitPlanChangeInFairValueOfPlanAssetsRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanChangeInFairValueOfPlanAssetsRollForward", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansObligationsAndFundedStatusDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Change in Fair Value of Plan Assets [Roll Forward]", "terseLabel": "Change in plan assets:", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "us-gaap_DefinedBenefitPlanContributionsByEmployer": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanContributionsByEmployer", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansAdditionalInformationDetails", "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansObligationsAndFundedStatusDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Plan Assets, Contributions by Employer", "terseLabel": "Employer contributions", "documentation": "Amount of contribution received by defined benefit plan from employer which increases plan assets." } } }, "auth_ref": ["r550", "r560", "r602", "r1073", "r1074", "r1075", "r1076"] }, "us-gaap_DefinedBenefitPlanDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanDisclosureLineItems", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansAdditionalInformationDetails", "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansAmountsRecognizedDetails", "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansAssumptionsDetails", "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansComponentsOfNetPeriodicBenefitCostAndOtherAmountsRecognizedInOtherComprehensiveLo "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansEstimatedContributionsAndFutureBenefitPaymentsDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan Disclosure [Line Items]", "terseLabel": "Defined Benefit Pension Obligation", "documentation": "Line items represent financial concepts included in a table. 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Asset includes, but is not limited to, stock, bond, other investment, earning from investment, and contribution by employer and employee." } } }, "auth_ref": ["r547", "r558", "r560", "r561", "r1073", "r1074", "r1075"] }, "us-gaap_DefinedBenefitPlanForeignCurrencyExchangeRateChangesBenefitObligation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanForeignCurrencyExchangeRateChangesBenefitObligation", "crdr": "credit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansObligationsAndFundedStatusDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Benefit Obligation, Foreign Currency Translation Gain (Loss)", "terseLabel": "Foreign currency changes", "documentation": "Amount of foreign currency translation gain (loss) which (increases) decreases benefit obligation of defined benefit plan." } } }, "auth_ref": ["r542"] }, "us-gaap_DefinedBenefitPlanFundedStatusOfPlan": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanFundedStatusOfPlan", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansObligationsAndFundedStatusDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Funded (Unfunded) Status of Plan", "negatedTotalLabel": "Funded status", "totalLabel": "Defined Benefit Plan, Funded (Unfunded) Status of Plan, Total", "documentation": "Amount of funded (unfunded) status of defined benefit plan, measured as difference between fair value of plan assets and benefit obligation. Includes, but is not limited to, overfunded (underfunded) status." } } }, "auth_ref": ["r532", "r556", "r1075"] }, "us-gaap_DefinedBenefitPlanInformationAboutPlanAssetsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanInformationAboutPlanAssetsAbstract", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Information about Plan Assets [Abstract]", "terseLabel": "Plan Assets" } } }, "auth_ref": [] }, "us-gaap_DefinedBenefitPlanInterestCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanInterestCost", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansComponentsOfNetPeriodicBenefitCostAndOtherAmountsRecognizedInOtherComprehensiveLo "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansObligationsAndFundedStatusDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Interest Cost", "terseLabel", "Interest cost", "documentation", "Amount of cost recognized for passage of time related to defined benefit plan." } } }, "auth_ref": ["r535", "r539", "r571", "r596", "r1075", "r1076"] }, "us-gaap_DefinedBenefitPlanNetPeriodicBenefitCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanNetPeriodicBenefitCost", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansComponentsOfNetPeriodicBenefitCostAndOtherAmountsRecognizedInOtherComprehensiveLo], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Net Periodic Benefit Cost (Credit)", "totalLabel": "Net periodic benefit costs", "documentation": "Amount of net periodic benefit cost (credit) for defined benefit plan." } } }, "auth_ref": ["r569", "r594", "r1075", "r1076"] }, "us-gaap_DefinedBenefitPlanNetPeriodicBenefitCostAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanNetPeriodicBenefitCostAbstract", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansComponentsOfNetPeriodicBenefitCostAndOtherAmountsRecognizedInOtherComprehensiveLo], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Net Periodic Benefit Cost (Credit) [Abstract]", "terseLabel": "Net Periodic Benefit Costs:" } } }, "auth_ref": [] }, "aray_DefinedBenefitPlanNetPeriodicBenefitCostAndOtherComprehensiveIncomeLossPensionAndOtherPostretirementBenefitPlansAdjustmentBeforeTax": { "xbrltype": "monetaryItemType", "nsuri": "http://www.accuray.com/20240630", "localname": "DefinedBenefitPlanNetPeriodicBenefitCostAndOtherComprehensiveIncomeLossPensionAndOtherPostretirementBenefitPlansAdjustmentBeforeTax", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansComponentsOfNetPeriodicBenefitCostAndOtherAmountsRecognizedInOtherComprehensiveLo], "lang": { "en-us": { "role": { "documentation": "The total amount of net periodic benefit cost for defined benefit plans for the period. Periodic benefit costs include the following components: service cost, interest cost, expected return on plan assets, gain (loss), prior service cost or credit, transition asset or obligation, and gain (loss) due to settlements or curtailments and amount before tax, after reclassification adjustments, of (increase) decrease in accumulated other comprehensive (income) loss related to pension and other postretirement defined benefit plans.", "label": "Defined Benefit Plan Net Periodic Benefit Cost And Other Comprehensive Income Loss Pension And Other Postretirement Benefit Plans Adjustment Before Tax", "totalLabel": "Total recognized in net periodic benefit costs and other comprehensive income (loss)" } } }, "auth_ref": [] }, "us-gaap_DefinedBenefitPlanNetPeriodicBenefitCostCreditAmortizationOfGainLossStatementOfIncomeOrComprehensiveIncomeExtensibleList": { "xbrltype": "enumerationSetItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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For pension plan, payment includes, but is not limited to, pension benefits and death benefits. For other postretirement plan, payment includes, but is not limited to, prescription drug benefits, health care benefits, life insurance benefits, and legal, educational and advisory services." } } }, "auth_ref": [ "r552", "r1379" ] }, "us-gaap_DefinedBenefitPlanPlanAssetsContributionsByPlanParticipant": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanPlanAssetsContributionsByPlanParticipant", "crdr": "debit", "presentation": [ "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansObligationsAndFundedStatusDetails" ], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Plan Assets, Contributions by Plan Participant", "terseLabel": "Plan participants\u2019 contributions", "documentation": "Amount of contributions received by defined benefit plan from participant which increases plan assets." } } }, "auth_ref": [ "r551" ] }, "us-gaap_DefinedBenefitPlanPlanAssetsForeignCurrencyTranslationGainLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanPlanAssetsForeignCurrencyTranslationGainLoss", "crdr": "credit", "presentation": [ "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansObligationsAndFundedStatusDetails" ], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Plan Assets, Foreign Currency Translation Gain (Loss)", "terseLabel": "Foreign currency changes", "documentation": "Amount of foreign currency translation gain (loss) which increases (decreases) plan assets of defined benefit plan." } } }, "auth_ref": [ "r549" ] }, "us-gaap_DefinedBenefitPlanRecognizedNetGainLossDueToSettlements1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanRecognizedNetGainLossDueToSettlements1", "crdr": "credit", "presentation": [ "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansComponentsOfNetPeriodicBenefitCostAndOtherAmountsRecognizedInOtherComprehensiveLo ], "lang": { "en-us": { "role": { "negatedLabel": "Gain on settlement", "label": "Defined Benefit Plan, Net Periodic Benefit Cost (Credit), Gain (Loss) Due to Settlement", "terseLabel": "Gain on settlement", "documentation": "Amount of gain (loss) recognized in net periodic benefit (cost) credit from irrevocable action relieving primary responsibility for benefit obligation and eliminating risk related to obligation and assets used to effect settlement." } } }, "auth_ref": [ "r534", "r576", "r601" ] }, "us-gaap_DefinedBenefitPlanServiceCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanServiceCost", "crdr": "debit", "presentation": [ "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansComponentsOfNetPeriodicBenefitCostAndOtherAmountsRecognizedInOtherComprehensiveLo "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansObligationsAndFundedStatusDetails" ], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Service Cost", "terseLabel": "Service cost", "documentation": "Amount of cost for actuarial present value of benefits attributed to service rendered by employee for defined benefit plan." } } }, "auth_ref": [ "r537", "r570", "r595", "r1075", "r1076" ] }, "us-gaap_DefinedBenefitPlanSettlementsPlanAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanSettlementsPlanAssets", "crdr": "credit", "presentation": [ "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansObligationsAndFundedStatusDetails" ], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Plan Assets, Payment for Settlement", "negatedLabel": "Settlements", "documentation": "Amount of payment, which decreases plan assets of defined benefit plan, for irrevocable action relieving primary responsibility for benefit obligation and eliminating risk for obligation and assets used to effect settlement. Transaction constituting settlement includes, but is not limited to, making lump-sum cash payment to participant in exchange for their rights to receive specified benefits and purchasing nonparticipating annuity contract." } } }, "auth_ref": [ "r555" ] }, "aray_DefinedBenefitPlanUnfundedLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://www.accuray.com/20240630", "localname": "DefinedBenefitPlanUnfundedLiability", "crdr": "debit", "presentation": [ "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "documentation": "Defined benefit plan unfunded liability.", "label": "Defined Benefit Plan Unfunded Liability", "terseLabel": "Unfunded liability" } } }, "auth_ref": [] }, "us-gaap_DefinedBenefitPlanWeightedAverageAssumptionsUsedInCalculatingBenefitObligationAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanWeightedAverageAssumptionsUsedInCalculatingBenefitObligationAbstract", "presentation": [ "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansAssumptionsDetails" ], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Weighted Average Assumptions Used in Calculating Benefit Obligation [Abstract]", "terseLabel": "Benefit Obligation:" } } }, "auth_ref": [] }, "us-gaap_DefinedBenefitPlanWeightedAverageAssumptionsUsedInCalculatingNetPeriodicBenefitCostAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanWeightedAverageAssumptionsUsedInCalculatingNetPeriodicBenefitCostAbstract", "presentation": [ "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansAssumptionsDetails" ], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Weighted Average Assumptions Used in Calculating Net Periodic Benefit Cost [Abstract]", "terseLabel": "Net Periodic Benefit Costs:" } } }, "auth_ref": [] }, "us-gaap_DefinedContributionPlanEmployerDiscretionaryContributionAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedContributionPlanEmployerDiscretionaryContributionAmount", "crdr": "debit", "presentation": [ "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Defined Contribution Plan, Employer Discretionary Contribution Amount", "terseLabel": "Employer's contribution to the 401(k) Plan", "documentation": "Amount of discretionary contributions made by an employer to a defined contribution plan." } } }, "auth_ref": [] }, "us-gaap_DepreciationDepletionAndAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DepreciationDepletionAndAmortization", "crdr": "debit", "presentation": [ "http://www.accuray.com/20240630/taxonomy/role/Role_StatementConsolidatedStatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Depreciation, Depletion and Amortization", "terseLabel": "Depreciation and amortization", "totalLabel": "Depreciation, Depletion and Amortization, Total", "documentation": "The aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets." } } }, "auth_ref": [ "r10", "r330", "r342", "r353", "r1053", "r1054" ] }, "aray_DepreciationDepletionAndAmortizationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://www.accuray.com/20240630", "localname": "DepreciationDepletionAndAmortizationExpense", "crdr": "debit", "presentation": [ "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSupplementalFinancialInformationAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "documentation": "The amount of depreciation, depletion and amortization (related to property, plant and equipment, but not including land) that has been recognized in the income statement in the current period.", "label": "Depreciation Depletion And Amortization Expense", "terseLabel": "Depreciation expense" } } }, "auth_ref": [] }, "us-gaap_DerivativeContractTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DerivativeContractTypeDomain", "presentation": [
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Equity method investments are investments that give the investor the ability to exercise significant influence over the operating and financial policies of an investee. Joint ventures are entities owned and operated by a small group of businesses as a separate and specific business or project for the mutual benefit of the members of the group." } } }, "auth_ref": [ "r208", "r369", "r372", "r1221" ] }, "us-gaap_EquityMethodInvestmentsPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityMethodInvestmentsPolicy", "presentation": [ "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureTheCompanyAndItsSignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "Equity Method Investments [Policy Text Block]", "terseLabel": "Equity Method Investment", "documentation": "Disclosure of accounting policy for equity method of accounting for investments and other interests. 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Information includes, but is not limited to, ownership percentage, reason equity method is or is not considered appropriate, and accounting policy election for distribution received." } } }, "auth_ref": [ "r8", "r88", "r368" ] }, "us-gaap_EquityMethodInvestmentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityMethodInvestmentsTextBlock", "presentation": [ "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureJointVentureTables" ], "lang": { "en-us": { "role": { "label": "Equity Method Investments [Table Text Block]", "terseLabel": "Summary of Reconciliation Between the Carrying Value of Investment and Proportional Share of Underlying Equity in Net Assets of Joint Ventures", "documentation": "Tabular disclosure of equity method investments including, but not limited to, name of each investee or group of investments, percentage ownership, difference between recorded amount of an investment and the value of the underlying equity in the net assets, and summarized financial information." } } }, "auth_ref": [ "r366" ] }, "ecd_EquityValuationAssumptionDifferenceFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EquityValuationAssumptionDifferenceFnTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Equity Valuation Assumption Difference, Footnote [Text Block]", "terseLabel": "Equity Valuation Assumption Difference, Footnote" } } }, "auth_ref": [ "r1179" ] }, "ecd_ErrCompAnalysisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompAnalysisTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "label": "Erroneous Compensation Analysis [Text Block]", "terseLabel": "Erroneous Compensation Analysis" } } }, "auth_ref": [ "r1136", "r1147", "r1157", "r1190" ] }, "ecd_ErrCompRecoveryTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompRecoveryTable", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "label": "Erroneously Awarded Compensation Recovery [Table]", "terseLabel": "Erroneously Awarded Compensation Recovery" } } }, "auth_ref": [ "r1133", "r1144", "r1154", "r1187" ] }, "us-gaap_EstimateOfFairValueFairValueDisclosureMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EstimateOfFairValueFairValueDisclosureMember", "presentation": [ "http://www.accuray.com/20240630/taxonomy/role/DisclosureFairValueMeasurementsSummaryOfCarryingValueNetOfDebtCostsAndEstimatedFairValueOfAllDebtDetails" ], "lang": { "en-us": { "role": { "label": "Estimate of Fair Value Measurement [Member]", "terseLabel": "Fair Value", "documentation": "Measured as an estimate of fair value." } } }, "auth_ref": [ "r475", "r780", "r1065", "r1066" ] }, "aray_EuropeIndiaMiddleEastAndAfricaMember": { "xbrltype": "domainItemType", "nsuri": "http://www.accuray.com/20240630", "localname": "EuropeIndiaMiddleEastAndAfricaMember", "presentation": [ "http://www.accuray.com/20240630/taxonomy/role/DisclosureSegmentDisclosureScheduleOfGeographicAreasInWhichTheCompanyHasLonglivedAssetsPropertyAndEquipme "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSegmentDisclosureSummaryOfRevenueByGeographicRegionDetails" ], "lang": { "en-us": { "role": { "verboseLabel": "EIMEA", "documentation": "Regions of Europe, India, Middle East and Africa.", "label": "Europe India Middle East And Africa [Member]", "terseLabel": "Europe, India, Middle East and Africa" } } }, "auth_ref": [] }, "ecd_ExecutiveCategoryAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ExecutiveCategoryAxis", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Executive Category [Axis]", "terseLabel": "Executive Category:" } } }, "auth_ref": [ "r1185" ] }, "aray_ExercisePriceRangeFiveMember": { "xbrltype": "domainItemType", "nsuri": "http://www.accuray.com/20240630", "localname": "ExercisePriceRangeFiveMember", "presentation": [ "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureStockIncentivePlanAndEmployeeStockPurchasePlanSummaryOfInformationAboutOutstandingAndExercis ], "lang": { "en-us": { "role": { "terseLabel": "$4.46 - 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Value Hierarchy and NAV [Axis]", "terseLabel": "Fair Value Hierarchy and NAV", "documentation": "Information by level within fair value hierarchy and fair value measured at net asset value per share as practical expedient." } } }, "auth_ref": ["r475", "r560", "r561", "r562", "r563", "r564", "r565", "r758", "r760", "r761", "r762", "r763", "r769", "r770", "r772", "r824", "r825", "r826", "r1065", "r1066", "r1073", "r1074", "r1075", "r1089", "r1092"] }, "us-gaap_FairValueByMeasurementBasisAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByMeasurementBasisAxis", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureFairValueMeasurementsSummaryOfCarryingValueNetOfDebtCostsAndEstimatedFairValueOfAllDebtDetails"], "lang": { "en-us": { "role": { "label": "Measurement Basis [Axis]", "terseLabel": "Measurement Basis", "documentation": "Information by measurement basis." } } }, "auth_ref": ["r475", "r1065", "r1066"] }, "us-gaap_FairValueByMeasurementFrequencyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByMeasurementFrequencyAxis", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureFairValueMeasurementsSummaryOfCarryingValueNetOfDebtCostsAndEstimatedFairValueOfAllDebtDetails"], "lang": { "en-us": { "role": { "label": "Measurement Frequency [Axis]", "terseLabel": "Measurement Frequency", "documentation": "Information by measurement frequency." } } }, "auth_ref": ["r759", "r760", "r761", "r763", "r1089", "r1422", "r1431"] }, "us-gaap_FairValueDisclosureItemAmountsDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueDisclosureItemAmountsDomain", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureFairValueMeasurementsSummaryOfCarryingValueNetOfDebtCostsAndEstimatedFairValueOfAllDebtDetails"], "lang": { "en-us": { "role": { "label": "Fair Value Measurement [Domain]", "terseLabel": "Fair Value Measurement", "documentation": "Measurement basis, for example, but not limited to, reported value, fair value, portion at fair value, portion at other than fair value." } } }, "auth_ref": ["r475", "r1065", "r1066"] }, "us-gaap_FairValueDisclosuresAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueDisclosuresAbstract", "lang": { "en-us": { "role": { "label": "Fair Value Disclosures [Abstract]" } } }, "auth_ref": [] }, "us-gaap_FairValueDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueDisclosuresTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureFairValueMeasurements"], "lang": { "en-us": { "role": { "label": "Fair Value Disclosures [Text Block]", "terseLabel": "Fair Value Measurements", "documentation": "The entire disclosure for the fair value of financial instruments (as defined), including financial assets and financial liabilities (collectively, as defined), and the measurements of those instruments as well as disclosures related to the fair value of non-financial assets and liabilities. Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } }, "auth_ref": ["r765", "r767", "r768", "r769", "r772", "r773", "r774", "r775", "r776", "r869", "r1089", "r1093"] }, "us-gaap_FairValueInputsLevel2Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel2Member", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureFairValueMeasurementsSummaryOfCarryingValueNetOfDebtCostsAndEstimatedFairValueOfAllDebtDetails", "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureFairValueMeasurementsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Fair Value, Inputs, Level 2 [Member]", "terseLabel": "Level 2", "documentation": "Inputs other than quoted prices included within level 1 that are observable for an asset or liability, either directly or indirectly, including, but not limited to, quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets." } } }, "auth_ref": ["r475", "r560", "r565", "r760", "r761", "r770", "r825", "r1065", "r1066", "r1073", "r1074", "r1075", "r1089"] }, "us-gaap_FairValueLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTableTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureFairValueMeasurementsTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Carrying Values, Net of Debt Costs and Estimated Fair Values of Short-Term and Long-Term Debt", "label": "Fair Value, Liabilities Measured on Recurring and Nonrecurring Basis [Table Text Block]", "documentation": "Tabular disclosure of liabilities measured at fair value measured on a recurring or nonrecurring basis. 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Excludes allowance for financing receivable covered under loss sharing agreement." } } }, "auth_ref": ["r185", "r210", "r212", "r213", "r270", "r383", "r384", "r387", "r1454"] }, "us-gaap_FinancingReceivableAllowanceForCreditLossesWriteOffs": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FinancingReceivableAllowanceForCreditLossesWriteOffs", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSupplementalFinancialInformationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Wrote-off in financing receivables", "label": "Financing Receivable, Allowance for Credit Loss, Writeoff", "totalLabel": "Financing Receivable, Allowance for Credit Loss, Writeoff, Total", "documentation": "Amount of writeoff of financing receivable, charged against allowance for credit loss." } } }, "auth_ref": ["r186", "r386", "r390", "r1059"] }, "us-gaap_FiniteLivedIntangibleAssetUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetUsefulLife", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureGoodwillAndPurchasedIntangibleAssetsScheduleOfCarryingAmountOfAcquiredIntangibleAssetsNetDetails", "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureTheCompanyAndItsSignificantAccountingPoliciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Finite-Lived Intangible Asset, Useful Life", "terseLabel": "Estimated useful lives of purchased intangible assets", "verboseLabel": "Useful Lives", "documentation": "Useful life of finite-lived intangible assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": [] }, "us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAccumulatedAmortization", "crdr": "credit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureGoodwillAndPurchasedIntangibleAssetsScheduleOfCarryingAmountOfAcquiredIntangibleAssetsNetDetails"], "lang": { "en-us": { "role": { "label": "Finite-Lived Intangible Assets, Accumulated Amortization", "negatedLabel": "Accumulated Amortization", "documentation": "Accumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r259", "r397", "r409", "r1062"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureGoodwillAndPurchasedIntangibleAssetsScheduleOfEstimatedFutureAmortizationExpenseOfPurchasedInt], "lang": { "en-us": { "role": { "terseLabel": "2025", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year One", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in next fiscal year following current fiscal year. 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Deferred charges differ from prepaid expenses in that they usually extend over a long period of time and may or may not be regularly recurring costs of operation." } } }, "auth_ref": ["r9"] }, "us-gaap_IncreaseDecreaseInInventories": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInInventories", "crdr": "credit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Increase (Decrease) in Inventories", "negatedLabel": "Inventories", "totalLabel": "Increase (Decrease) in Inventories, Total", "documentation": "The increase (decrease) during the reporting period in the aggregate value of all inventory held by the reporting entity, associated with underlying transactions that are classified as operating activities." } } }, "auth_ref": ["r9"] }, "us-gaap_IncreaseDecreaseInOperatingCapitalAbstract": { "xbrltype": "stringItemType", 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Includes, but is not limited to, cost of borrowing accounted for as interest expense." } } }, "auth_ref": ["r330", "r338", "r341", "r345", "r353", "r794", "r1053", "r1054"] }, "us-gaap_InterestExpenseDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpenseDebt", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureDebtSummaryOfInterestExpenseOnNewCreditFacilitiesAndConvertibleNotesDetails"], "lang": { "en-us": { "role": { "label": "Interest Expense, Debt", "totalLabel": "Total", "documentation": "Amount of the cost of borrowed funds accounted for as interest expense for debt." } } }, "auth_ref": ["r127", "r481", "r490", "r1067", "r1068"] }, "us-gaap_InterestExpenseDebtExcludingAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpenseDebtExcludingAmortization", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureDebtSummaryOfInterestExpenseOnNewCreditFacilitiesAndConvertibleNotesDetails"], "lang": { "en-us": { "role": { "label": "Interest Expense, Debt, Excluding Amortization", "terseLabel": "Interest expense related to contractual interest coupon", "documentation": "Represents the portion of interest incurred in the period on debt arrangements that was charged against earnings, excluding amortization of debt discount (premium) and financing costs." } } }, "auth_ref": ["r127", "r482", "r1067", "r1068"] }, "aray_InterestExpenseRelatedToExtinguishmentOfDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://www.accuray.com/20240630", "localname": "InterestExpenseRelatedToExtinguishmentOfDebt", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureDebtSummaryOfInterestExpenseOnNewCreditFacilitiesAndConvertibleNotesDetails"], "lang": { "en-us": { "role": { "documentation": "Interest expense related to extinguishment of debt.", "label": "Interest Expense Related To Extinguishment Of Debt", "terseLabel": "Interest expense related to extinguishment of debt" } } }, "auth_ref": [] }, "us-gaap_InterestPaidNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPaidNet", "crdr": "credit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Interest Paid, Excluding Capitalized Interest, Operating Activities", "terseLabel": "Cash paid for interest", "documentation": "Amount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount." } } }, "auth_ref": ["r287", "r290", "r291"] }, "us-gaap_InterestPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPayableCurrent", "crdr": "credit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureSupplementalFinancialInformationScheduleOfOtherAccruedLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Interest payable", "label": "Interest Payable, Current", "documentation": "Carrying value as of the balance sheet date of [accrued] interest payable on all forms of debt, including trade payables, that has been incurred and is unpaid. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r95"] }, "us-gaap_InterestReceivableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestReceivableCurrent", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRevenueSummaryOfContractWithCustomerAssetAndLiabilityDetails"], "lang": { "en-us": { "role": { "label": "Interest Receivable, Current", "terseLabel": "Interest receivable \u2013 current", "documentation": "Carrying amount as of the balance sheet date of current interest earned but not received. Also called accrued interest or accrued interest receivable. 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maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. An
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May be provided in more than one note to the financial statements, as long as users are provided with an understanding of (1) the significant judgments and assumptions made by an enterprise in determining whether it must consolidate a VIE and/or disclose information about its involvement with a VIE, (2) the nature of restrictions on a consolidated VIE's assets reported by an enterprise in its statement of financial position, including the carrying amounts of such assets, (3) the nature of, and changes in, the risks associated with an enterprise's involvement with the VIE, and (4) how an enterprise's involvement with the VIE affects the enterprise's financial position, financial performance, and cash flows. Describes procedure if disclosures are provided in more than one note to the financial statements." } } }, "auth_ref": ["r91", "r134", "r136", "r163"] }, "us-gaap_OtherAccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherAccruedLiabilitiesCurrent", "crdr": "credit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureSupplementalFinancialInformationScheduleOfOtherAccruedLiabilitiesDetails", "http://www.accuray.com/20240630/taxonomy/role/Role_StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Other Accrued Liabilities, Current", "terseLabel": "Other accrued liabilities", "totalLabel": "Total other accrued liabilities", "documentation": "Amount of expenses incurred but not yet paid classified as other, due within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r95"] }, "us-gaap_OtherAssets": { "xbrltype": "monetaryItemType", "nsuri": 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Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r143", "r256", "r889"] }, "us-gaap_PropertyPlantAndEquipmentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentLineItems", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSupplementalFinancialInformationScheduleOfPropertyAndEquipmentNetDetails"], "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment [Line Items]", "terseLabel": "Property Plant And Equipment [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r812"] }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentNet", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSupplementalFinancialInformationScheduleOfPropertyAndEquipmentNetDetails", "http://www.accuray.com/20240630/taxonomy/role/Role_StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment, Net", "terseLabel": "Property and equipment, net", "totalLabel": "Property and equipment, net", "periodStartLabel": "Property, Plant and Equipment, Net, Beginning Balance", "periodEndLabel": "Property, Plant and Equipment, Net, Ending Balance", "verboseLabel": "Total property and equipment, net", "documentation": "Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. 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Examples include, but not limited to, land, buildings, machinery and equipment, office equipment, furniture and fixtures, and computer equipment." } } }, "auth_ref": [] }, "aray_ProportionOfRecognizingJointVentureIncomeOrLoss": { "xbrltype": "percentItemType", "nsuri": "http://www.accuray.com/20240630", "localname": "ProportionOfRecognizingJointVentureIncomeOrLoss", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureJointVentureAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Proportion of recognizing joint venture income (loss)", "documentation": "Proportion of recognizing joint venture income or loss.", "label": "Proportion Of Recognizing Joint Venture Income Or Loss" } } }, "auth_ref": [] }, "us-gaap_ProvisionForDoubtfulAccounts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProvisionForDoubtfulAccounts", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_StatementConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Provision for (recovery from) credit losses", "label": "Accounts Receivable, Credit Loss Expense (Reversal)", "documentation": "Amount of expense (reversal of expense) for expected credit loss on accounts receivable." } } }, "auth_ref": ["r285", "r385"] }, "ecd_PvpTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTable", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pay vs Performance Disclosure [Table]", "terseLabel": "Pay vs Performance Disclosure" } } }, "auth_ref": ["r1166"] }, "ecd_PvpTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pay vs Performance [Table Text Block]", "terseLabel": "Pay vs Performance Disclosure, Table" } } }, "auth_ref": ["r1166"] }, "us-gaap_QuarterlyFinancialDataAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "QuarterlyFinancialDataAbstract", "lang": { "en-us": { "role": { "label": "Quarterly Financial Data [Abstract]" } } }, "auth_ref": [] }, "us-gaap_QuarterlyFinancialInformationTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "QuarterlyFinancialInformationTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureQuarterlyFinancialDataUnaudited"], "lang": { "en-us": { "role": { "label": "Quarterly Financial Information [Text Block]", "terseLabel": "Quarterly Financial Data (unaudited)", "documentation": "The entire disclosure for quarterly financial data. 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"http://www.accuray.com/20240630/taxonomy/role/StatementConsolidatedStatementsOfOperationsAndComprehensiveLossParenthetical"], "lang": { "en-us": { "role": {
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limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of
immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } },
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"http://www.accuray.com/20240630/taxonomy/role/DisclosureJointVentureSummaryOfReconciliationBetweenTheCarryingValueOfInvestmentAndProportionalShareOfUnderl
"http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureCommitmentsAndContingenciesAdditionalInformationDetails",
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but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and
member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } }
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obligation from a lender, including but not limited to, letter of credit, standby letter of credit and revolving credit arrangements." } } }, "auth_ref": ["r130", "r1250"] },
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promise to pay an obligation." } } }, "auth_ref": ["r130"] }, "srt_RepurchaseAgreementCounterpartyNameDomain": { "xbrltype": "domainItemType", "nsuri":
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"label": "Research and Development Expense", "terseLabel": "Research and development", "totalLabel": "Research and Development Expense, Total", "documentation":
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writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of
intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r659", "r1032",
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costs it has incurred (1) in a planned search or critical investigation aimed at discovery of new knowledge with the hope that such knowledge will be useful in developing

a new product or service, a new process or technique, or in bringing about a significant improvement to an existing product or process; or (2) to translate research findings or other knowledge into a plan or design for a new product or process or for a significant improvement to an existing product or process." } } }, "auth_ref": ["r658"] }, "us-gaap_ResearchMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchMember", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureIncomeTaxesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Research Tax Credit Carryforward [Member]", "terseLabel": "Research and development", "documentation": "Research tax credit carryforwards arising from certain qualifying expenditures incurred to develop new products and processes." } } }, "auth_ref": ["r1412"] }, "aray_RestOfWorldMember": { "xbrltype": "domainItemType", "nsuri": "http://www.accuray.com/20240630", "localname": "RestOfWorldMember", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureSegmentDisclosureSummaryOfCountriesRepresentsMoreThanTenPercentOfCompanysRevenueDetails"], "lang": { "en-us": { "role": { "documentation": "Rest of World.", "label": "Rest of World [Member]", "terseLabel": "Rest of world" } } }, "auth_ref": [] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDateAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Determination Date [Axis]", "terseLabel": "Restatement Determination Date:" } } }, "auth_ref": ["r1134", "r1145", "r1155", "r1188"] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Determination Date", "terseLabel": "Restatement Determination Date" } } }, "auth_ref": ["r1135", "r1146", "r1156", "r1189"] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Does Not Require Recovery [Text Block]", "terseLabel": "Restatement does not require Recovery" } } }, "auth_ref": ["r1142", "r1153", "r1163", "r1196"] }, "us-gaap_RestrictedCashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Restricted Cash and Cash Equivalents, Current", "terseLabel": "Restricted cash", "totalLabel": "Restricted Cash and Cash Equivalents, Current, Total", "documentation": "Amount of cash and cash equivalents restricted as to withdrawal or usage, classified as current. 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": ["r31", "r255", "r293"] }, "us-gaap_RestrictedCashAndCashEquivalentsNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashAndCashEquivalentsNoncurrent", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_StatementConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Restricted Cash and Cash Equivalents, Noncurrent", "terseLabel": "Restricted cash", "totalLabel": "Restricted Cash and Cash Equivalents, Noncurrent, Total", "documentation": "Amount of cash and cash equivalents restricted as to withdrawal or usage, classified as noncurrent. 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": ["r31", "r194", "r293"] }, "aray_RestrictedStockUnitsPerformanceSharesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.accuray.com/20240630", "localname": "RestrictedStockUnitsPerformanceSharesMember", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureStockIncentivePlanAndEmployeeStockPurchasePlanSummaryOfActivityOfRsusAndPsusDetails"], "lang": { "en-us": { "role": { "documentation": "Restricted stock units performance shares.", "label": "Restricted Stock Units Performance Shares [Member]", "terseLabel": "Restricted Stock Units Performance Shares" } } }, "auth_ref": [] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureStockIncentivePlanAndEmployeeStockPurchasePlanSummaryOfActivityOfRsusAndPsusDetails", "http://www.accuray.com/20240630/taxonomy/role/DisclosureStockIncentivePlanAndEmployeeStockPurchasePlanSummaryOfSharebasedCompensationChargesIncludedInTa "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureStockIncentivePlanAndEmployeeStockPurchasePlanAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Restricted Stock Units (RSUs) [Member]", "terseLabel": "Restricted Stock Units", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "us-gaap_RestructuringAndRelatedActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedActivitiesAbstract", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSupplementalFinancialInformationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Restructuring and Related Activities [Abstract]", "terseLabel": "Restructuring" } } }, "auth_ref": [] }, "us-gaap_RestructuringAndRelatedActivitiesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedActivitiesDisclosureTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureRestructuringCharges"], "lang": { "en-us": { "role": { "label": "Restructuring and Related Activities Disclosure [Text Block]", "terseLabel": "Restructuring Charges", "documentation": "The entire disclosure for restructuring and related activities. Description of restructuring activities such as exit and disposal activities, include facts and circumstances leading to the plan, the expected plan completion date, the major types of costs associated with the plan activities, total expected costs, the accrual balance at the end of the period, and the periods over which the remaining accrual will be settled." } } }, "auth_ref": ["r426", "r427", "r429", "r432", "r437"] }, "us-gaap_RestructuringAndRelatedCostNumberOfPositionsEliminatedPeriodPercent": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedCostNumberOfPositionsEliminatedPeriodPercent", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSupplementalFinancialInformationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Restructuring and Related Cost, Number of Positions Eliminated, Period Percent", "terseLabel": "Workforce affected by cost saving initiative (as a percent)", "documentation": "The number of positions eliminated during the period as a percentage of total positions eliminated during the period in connection with the restructuring plan(s)." } } }, "auth_ref": [] }, "us-gaap_RestructuringCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCharges", "crdr": "debit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSupplementalFinancialInformationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Restructuring Charges", "terseLabel": "Restructuring charges", "totalLabel": "Restructuring Charges, Total", "documentation": "Amount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r10", "r433", "r434", "r1303"] }, "us-gaap_RestructuringCostAndReserveLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCostAndReserveLineItems", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSupplementalFinancialInformationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Restructuring Cost and Reserve [Line Items]", "terseLabel": "Restructuring and Severance Charges", "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": ["r428", "r429", "r430", "r431", "r434", "r435", "r436"] }, "us-gaap_RestructuringIncurredCostStatementOfIncomeOrComprehensiveIncomeExtensibleEnumeration": { "xbrltype": "enumerationSetItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringIncurredCostStatementOfIncomeOrComprehensiveIncomeExtensibleEnumeration", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSupplementalFinancialInformationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Restructuring Charges, Statement of Income or Comprehensive Income [Extensible Enumeration]", "documentation": "Indicates line item in statement of income or comprehensive income that includes restructuring charges." } } }, "auth_ref": ["r1218", "r1219"] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": 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"http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansAssumptionsDetails", "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansComponentsOfNetPeriodicBenefitCostAndOtherAmountsRecognizedInOtherComprehensiveLo "http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansEstimatedContributionsAndFutureBenefitPaymentsDetails"], "lang": { "en-us": { "role": { "label": "Defined Benefit Plan, Funding Status [Axis]", "terseLabel": "Defined Benefit Plan, Funding Status", "documentation": "Information by status of funding for defined benefit plan designed to provide retirement benefits." } } }, "auth_ref": ["r1223", "r1319", "r1320", "r1321", "r1322", "r1323", "r1324", "r1325", "r1326", "r1327", "r1328", "r1329", "r1330", "r1331", "r1332", "r1333", "r1334", "r1335", "r1336", "r1337", "r1338", "r1339", "r1340", "r1341", "r1342", "r1343", "r1344", "r1345", "r1346", "r1347", "r1348", "r1349", "r1350", "r1351", "r1352", "r1353", "r1354", "r1355", 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"Revenue from Contract with Customer, Excluding Assessed Tax, Total", "terseLabel": "Revenue", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and

concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r180", "r181", "r330", "r339", "r340", "r349", "r353", "r356", "r358", "r360", "r526", "r527", "r833"] }, "us-gaap_RevenueFromContractWithCustomerPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerPolicyTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureTheCompanyAndItsSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Revenue from Contract with Customer [Policy Text Block]", "terseLabel": "Revenue Recognition", "documentation": "Disclosure of accounting policy for revenue from contract with customer." } } }, "auth_ref": ["r209", "r518", "r519", "r520", "r521", "r522", "r523", "r524", "r525", "r1033"] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureRevenue"], "lang": { "en-us": { "role": { "label": "Revenue from Contract with Customer [Text Block]", "terseLabel": "Revenue", "documentation": "The entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts." } } }, "auth_ref": ["r209", "r510", "r511", "r512", "r513", "r514", "r515", "r516", "r517", "r530"] }, "us-gaap_RevenueFromExternalCustomersByGeographicAreasTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromExternalCustomersByGeographicAreasTableTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSegmentDisclosureTables"], "lang": { "en-us": { "role": { "label": "Revenue from External Customers by Geographic Areas [Table Text Block]", "terseLabel": "Summary of Revenue by Geographic Region", "documentation": "Tabular disclosure of revenue from external customers by geographic areas attributed to the entity's country of domicile and to foreign countries from which the entity derives revenue." } } }, "auth_ref": ["r138"] }, "us-gaap_RevenueRemainingPerformanceObligation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligation", "crdr": "credit", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureRevenueAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Revenue, Remaining Performance Obligation, Amount", "terseLabel": "Remaining performance obligations amount", "documentation": "Amount of transaction price allocated to performance obligation that has not been recognized as revenue." } } }, "auth_ref": ["r203"] }, "us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionLineItems", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureRevenueAdditionalInformationDetails", "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureRevenueAdditionalInformationDetails1"], "lang": { "en-us": { "role": { "label": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]", "terseLabel": "Revenue Remaining Performance Obligation Expected Timing Of Satisfaction [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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from specified business segment, when it serves as benchmark in concentration of risk calculation. Includes, but is not limited to, revenue from contract with customer and other sources." } } }, "auth_ref": ["r1225"] }, "srt_ScenarioForecastMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ScenarioForecastMember", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansComponentsOfNetPeriodicBenefitCostAndOtherAmountsRecognizedInOtherComprehensiveLo], "lang": { "en-us": { "role": { "label": "Forecast [Member]", "terseLabel": "Scenario Forecast", "documentation": "Information reported for future period. Excludes information expected to be reported in future period for effect on historical fact." } } }, "auth_ref": ["r610", "r1229", "r1257"] }, "srt_ScenarioUnspecifiedDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ScenarioUnspecifiedDomain", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansComponentsOfNetPeriodicBenefitCostAndOtherAmountsRecognizedInOtherComprehensiveLo], "lang": { "en-us": { "role": { "label": "Scenario [Domain]", "terseLabel": "Scenario", "documentation": "Scenario reported, distinguishing information from actual fact. Includes, but is not limited to, pro forma and forecast. Excludes actual facts." } } }, "auth_ref": ["r242", "r319", "r610", "r1220", "r1257"] }, "us-gaap_ScheduleOfAccruedLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAccruedLiabilitiesTableTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSupplementalFinancialInformationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Other Accrued Liabilities", "label": "Schedule of Accrued Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the components of accrued liabilities." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfAccumulatedBenefitObligationsInExcessOfFairValueOfPlanAssetsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAccumulatedBenefitObligationsInExcessOfFairValueOfPlanAssetsTableTextBlock", "presentation": 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comprehensive loss that are expected to be recognized", "documentation": "Tabular disclosure of the amounts related to pension plans and/or other employee benefit plans in accumulated other comprehensive income (loss) expected to be recognized as components of net periodic benefit cost over the next fiscal year, including the net gain (loss), net prior service cost or credit, and net transition asset or obligation." } } }, "auth_ref": ["r1318"] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureTheCompanyAndItsSignificantAccountingPoliciesTables"], "lang": { "en-us": { "role": { "label": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]", 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Includes, but is not limited to, discount rate, rate of compensation increase, expected long-term rate of return on plan assets and interest crediting rate." } } }, "auth_ref": ["r579"] }, "us-gaap_ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureIncomeTaxesTables"], "lang": { "en-us": { "role": { "label": "Schedule of Components of Income Tax Expense (Benefit) [Table Text Block]", "terseLabel": "Schedule of provision for income taxes", "documentation": "Tabular disclosure of the components of income tax expense attributable to continuing operations for each year presented including, but not limited to: current tax expense (benefit), deferred tax expense (benefit), investment tax credits, government grants, the benefits of operating loss carryforwards, tax expense that results from allocating certain tax benefits either directly to contributed capital or to reduce goodwill or other noncurrent intangible assets of an acquired entity, adjustments of a deferred tax liability or asset for enacted changes in tax laws or rates or a change in the tax status of the entity, and adjustments of the beginning-of-the-year balances of a valuation allowance because of a change in circumstances that causes a change in judgment about the realizability of the related deferred tax asset in future years." } } }, "auth_ref": ["r1414"] }, "srt_ScheduleOfCondensedBalanceSheetTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ScheduleOfCondensedBalanceSheetTableTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureJointVentureTables"], "lang": { "en-us": { "role": { "label": "Condensed Balance Sheet [Table Text Block]", "terseLabel": "Summary of Financial 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It may be appropriate to group certain similar plans. Also includes schedule for fair value of plan assets by major categories of plan assets by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets or liabilities (Level 1), Significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": ["r13", "r64", "r65", "r66", "r67"] }, "us-gaap_ScheduleOfDerivativeInstrumentsGainLossInStatementOfFinancialPerformanceTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDerivativeInstrumentsGainLossInStatementOfFinancialPerformanceTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureDerivativeFinancialInstrumentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Gain (loss) Associated With the Company's Derivative Financial Instruments", "label": "Derivative Instruments, Gain (Loss) [Table Text Block]", "documentation": "Tabular disclosure of the location and amount of derivative instruments and nonderivative instruments designated as hedging instruments reported before netting adjustments, and the amount of gain (loss) on derivative instruments and nonderivative instruments designated and qualified as hedging instruments." } } }, "auth_ref": ["r80", "r82", "r732"] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureTheCompanyAndItsSignificantAccountingPoliciesTables"], "lang": { "en-us": { "role": { "label": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "terseLabel": "Schedule of reconciliation of the numerator and denominator used in the calculation of basic and diluted net loss per common share", "documentation": "Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations." } } }, "auth_ref": ["r1259"] }, "us-gaap_ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureIncomeTaxesTables"], "lang": { "en-us": { "role": { "label": "Schedule of Effective Income Tax Rate Reconciliation [Table Text Block]", "terseLabel": "Schedule of reconciliation of income taxes at the statutory federal income tax rate to the provision for income taxes included in the accompanying consolidated statements of operations and comprehensive loss", "documentation": "Tabular disclosure of the reconciliation using

percentage or dollar amounts of the reported amount of income tax expense attributable to continuing operations for the year to the amount of income tax expense that would result from applying domestic federal statutory tax rates to pretax income from continuing operations." } } }, "auth_ref": ["r672", "r1086", "r1408"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureStockIncentivePlanAndEmployeeStockPurchasePlanSummaryOfSharebasedCompensationChargesIncludedInTa "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureStockIncentivePlanAndEmployeeStockPurchasePlanSummaryOfShareBasedCompensationChargesIncluded], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table]", "terseLabel": "Schedule Of Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Table]", "documentation": "Disclosure of information about amount recognized for award under share-based payment arrangement. Includes, but is not limited to, amount expensed in statement of income or comprehensive income, amount capitalized in statement of financial position, and corresponding reporting line item in financial statements." } } }, "auth_ref": ["r73"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureStockIncentivePlanAndEmployeeStockPurchasePlanTables"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]", "terseLabel": "Summary of share-based compensation charges included in the Company's consolidated statements of operations and comprehensive income (loss)", "documentation": "Tabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement." } } }, "auth_ref": ["r73"] }, "us-gaap_ScheduleOfEntityWideRevenueByMajorCustomersByReportingSegmentsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEntityWideRevenueByMajorCustomersByReportingSegmentsTable", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureSegmentDisclosureSummaryOfCountriesRepresentsMoreThanTenPercentOfCompanysRevenueDetails"], "lang": { "en-us": { "role": { "label": "Schedule of Revenue by Major Customers, by Reporting Segments [Table]", "documentation": "Disclosure of information about the extent of the entity's reliance on its major customers." } } }, "auth_ref": ["r140"] }, "us-gaap_ScheduleOfEquityMethodInvestmentsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEquityMethodInvestmentsLineItems", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureJointVentureScheduleOfDeferredIntraEntityProfitMarginFromSalesToTheJointVenturesDetails", "http://www.accuray.com/20240630/taxonomy/role/DisclosureJointVentureSummaryOfReconciliationBetweenTheCarryingValueOfInvestmentAndProportionalShareOfUnderl "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureJointVentureAdditionalInformationDetails", "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureJointVentureSummaryOfFinancialInformationOfJointVenturesBalanceSheetDataDetails", "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureJointVentureSummaryOfFinancialInformationOfJointVenturesOperationsDataDetails"], "lang": { "en-us": { "role": { "label": "Schedule of Equity Method Investments [Line Items]", "terseLabel": "Schedule Of Equity Method Investments [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": ["r296", "r367", "r368", "r370", "r371", "r781"] }, "us-gaap_ScheduleOfEquityMethodInvestmentsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEquityMethodInvestmentsTable", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureJointVentureScheduleOfDeferredIntraEntityProfitMarginFromSalesToTheJointVenturesDetails", "http://www.accuray.com/20240630/taxonomy/role/DisclosureJointVentureSummaryOfReconciliationBetweenTheCarryingValueOfInvestmentAndProportionalShareOfUnderl "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureJointVentureAdditionalInformationDetails", "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureJointVentureSummaryOfFinancialInformationOfJointVenturesBalanceSheetDataDetails", "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureJointVentureSummaryOfFinancialInformationOfJointVenturesOperationsDataDetails"], "lang": { "en-us": { "role": { "label": "Equity Method Investment [Table]", "terseLabel": "Schedule Of Equity Method Investments [Table]", "documentation": "Disclosure of information about equity method investment. Includes, but is not limited to, name of investee or group of investees, percentage ownership, difference between investment and value of underlying equity in net assets." } } }, "auth_ref": ["r251", "r296", "r367", "r368", "r370", "r371", "r781"] }, "us-gaap_ScheduleOfExpectedBenefitPaymentsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfExpectedBenefitPaymentsTableTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureRetirementPlansTables"], "lang": { "en-us": { "role": { "label": "Schedule of Expected Benefit Payments [Table Text Block]", "terseLabel": "Schedule of estimated future benefit payments", "documentation": "Tabular disclosure of benefits expected to be paid by pension plans and/or other employee benefit plans in each of the next five fiscal years and in the aggregate for the five fiscal years thereafter." } } }, "auth_ref": ["r155"] }, "aray_ScheduleOfFinancingReceivableTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.accuray.com/20240630", "localname": "ScheduleOfFinancingReceivableTableTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSupplementalFinancialInformationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Financing Receivables", "documentation": "Tabular disclosure of the financial receivable and for each the gross carrying value, allowance, and net carrying value as of the balance sheet date. Presentation is categorized by current, noncurrent and unclassified receivables.", "label": "Schedule Of Financing Receivable Table [Text Block]" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTable", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureGoodwillAndPurchasedIntangibleAssetsScheduleOfCarryingAmountOfAcquiredIntangibleAssetsNetDetails", "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureGoodwillAndPurchasedIntangibleAssetsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Intangible Asset, Finite-Lived [Table]", "terseLabel": "Schedule Of Finite Lived Intangible Assets [Table]", "documentation": "Disclosure of information about finite-lived intangible asset. Excludes indefinite-lived intangible asset." } } }, "auth_ref": ["r403", "r409", "r412", "r413", "r414", "r834", "r1032", "r1062"] }, "us-gaap_ScheduleOfForeignExchangeContractsStatementOfFinancialPositionTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfForeignExchangeContractsStatementOfFinancialPositionTableTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureDerivativeFinancialInstrumentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Outstanding Forward Currency Exchange Contracts", "label": "Schedule of Foreign Exchange Contracts, Statement of Financial Position [Table Text Block]", "documentation": "Tabular disclosure of the presentation of foreign exchange contracts on the statement of financial position, including the fair value amounts and location of such amounts." } } }, "auth_ref": ["r167"] }, 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Goodwill", "label": "Schedule of Goodwill [Table Text Block]", "documentation": "Tabular disclosure of goodwill by reportable segment and in total which includes a rollforward schedule." } } }, "auth_ref": ["r1061", "r1275", "r1276", "r1277", "r1278", "r1279", "r1280", "r1281", "r1282", "r1283", "r1284", "r1285"] }, "us-gaap_ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureIncomeTaxesTables"], "lang": { "en-us": { "role": { "label": "Schedule of Income before Income Tax, Domestic and Foreign [Table Text Block]", "terseLabel": "Schedule of components of loss before provision for income taxes on the accompanying statements of operations and comprehensive loss", "documentation": "Tabular disclosure of income before income tax between domestic and foreign jurisdictions." } } }, "auth_ref": ["r1252"] }, "us-gaap_ScheduleOfIntangibleAssetsAndGoodwillTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfIntangibleAssetsAndGoodwillTableTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureGoodwillAndPurchasedIntangibleAssetsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Carrying Amount of Acquired Intangible Assets, Net", "label": "Schedule of Intangible Assets and Goodwill [Table Text Block]", "documentation": "Tabular disclosure of goodwill and intangible assets, which may be broken down by segment or major class." } } }, "auth_ref": ["r1274", "r1286"] }, "aray_ScheduleOfInterestOnConvertibleDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.accuray.com/20240630", "localname": "ScheduleOfInterestOnConvertibleDebtTableTextBlock", "presentation": 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future sale or to be used in manufacturing, servicing or production process." } } }, "auth_ref": ["r25", "r113", "r114", "r115"] }, "aray_ScheduleOfLesseeOperatingLeaseRightOfUseAssetsAndOperatingLeaseObligationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.accuray.com/20240630", "localname": "ScheduleOfLesseeOperatingLeaseRightOfUseAssetsAndOperatingLeaseObligationTableTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureLeasesTables"], "lang": { "en-us": { "role": { "documentation": "Schedule of lessee operating lease right-of-use assets and operating lease obligation.", "label": "Schedule Of Lessee Operating Lease Right Of Use Assets And Operating Lease Obligation Table [Text Block]", "terseLabel": "Schedule of Operating Lease Right-of-use Assets and Operating Lease Obligation" } } }, "auth_ref": [] }, "aray_ScheduleOfNetBenefitCostsAndOtherAmountsRecognizedInOtherComprehensiveIncomeLossTableTextBlock": { "xbrltype": 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This disclosure includes other current assets and other noncurrent assets." } } }, "auth_ref": [] }, "aray_ScheduleOfPrepaidAndOtherCurrentAssetsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.accuray.com/20240630", "localname": "ScheduleOfPrepaidAndOtherCurrentAssetsTableTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSupplementalFinancialInformationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of

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Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": ["r11", "r812"] }, "us-gaap_ScheduleOfQuarterlyFinancialInformationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfQuarterlyFinancialInformationTableTextBlock", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureQuarterlyFinancialDataUnauditedTables"], "lang": { "en-us": { "role": { "label": "Quarterly Financial Information [Table Text Block]", "terseLabel": "Schedule of selected quarterly financial data (unaudited)", "documentation": "Tabular disclosure of quarterly financial data. Includes, but is not limited to, financial information for fiscal quarters, cumulative effect of a change in accounting principle and earnings per share data." } } }, "auth_ref": ["r196"] }, "us-gaap_ScheduleOfRestructuringAndRelatedCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestructuringAndRelatedCostsTable", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSupplementalFinancialInformationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Restructuring Cost [Table]", "terseLabel": "Schedule Of Restructuring And Related Costs [Table]", "documentation": "Disclosure of information about restructuring cost. Includes, but is not limited to, expected cost, cost incurred, statement of income caption that includes restructuring cost recognized, and amount of restructuring reserve." } } }, "auth_ref": ["r428", "r429", "r430", "r431", "r434", "r435", "r436"] }, "us-gaap_ScheduleOfRevenuesFromExternalCustomersAndLongLivedAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRevenuesFromExternalCustomersAndLongLivedAssetsTable", "presentation": ["http://www.accuray.com/20240630/taxonomy/role/DisclosureSegmentDisclosureScheduleOfGeographicAreasInWhichTheCompanyHasLonglivedAssetsPropertyAndEquipme "http://www.accuray.com/20240630/taxonomy/role/Role_DisclosureSegmentDisclosureSummaryOfRevenueByGeographicRegionDetails"], "lang": { "en-us": { "role": { "label": "Schedule of Revenues from External Customers and Long-Lived Assets [Table]", "terseLabel": "Schedule Of Revenues From External Customers And Long Lived Assets [Table]", "documentation": "Disclosure of information about revenue from external customer and long-lived asset by geographical area. 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MWW!.L(X]==[M'\3DY/I$DEK=; MF1GP3;?G;WA7?7;X7*L0-0.R1-$R;S$$SK4P%;W=_WFSGQ_3KC\S_N%,!W^R5/JSK MF07LR31Z2,9)%-
F3SVZEC"*CJL)AM2V9XG5_WGN/LZEZL!V^.A^X:#$/(=BESOWUE?Q<(L6S3_?N88_?_L3*4KPM08EA<($1'='UBCH*K0) MSN1?;=83=4M0[D3MB91'5!1)?Y4% U2A4L &5-
"GK[I3P[|VE M!) M&B.BRD- C0=JY\:Z-Q95BTRZNV$]-T]WV;#7>M??X!OH&J@0R,44'B&1 MKJ$39U.]J$FK5%%:U;K-_>FW*NDNU+D3E4CK- #%)I!%"V4:R5%S/ A,<_-H
MK.B##+:W7J!&*"UT6LO#8W"QRDQG;))LG@DB>]J$=*:4D"5"V/'^YU_N!/'7 MH\GQ+G<_+UA]QD9$JUQLG(B+8\PHBF^:_F?<^NV/+7K)- M>?^M6E\-BF:9 MG"VAR-
J1F:^ZNE)XR$^W=KTW]7==L09X*[5H2O$V0@P:J:"]ANP?)K>'_2+Y]ZK8* MC%_,R%L@^YWK8IQ54CQ=>.]H^78V_ZT[S6"!+ OW3YC\]6@^7M1QV7BA\SHM MC%7-
UF8%U^8(JR&)!$X*8UOPA6Q-,=W%ZT_)& (IS?,XL@P&75(A[OZ&P>^[MM5"?"82[V$QS4UH<Q<*!)NZ#5EUHM$Y>=EN*<.T*K?UGS_:YPH=>OQ[#]#_'!$LJ][&]QO)V
M.IO,WASOSWX:DQW%#2087#1-]NJFR:RI;RS3U'I/9RP8.(/1BN0*F:8(M4-3=QNC=QFA_=0:0TW1>.$+SW0%<_)<2P)UM25F9:3I+GWJ0WCNFT_>WE;# MJ75:<.
[K7XOASE]F K62>S8+BW'*YC'='YR-*T$\EB%'5T MT2]6OQQJ2\^7F][*[(9:+%I9JP@Z-6&MY5T0\$Q365)!\K"[LSYWOO6F,R0K M*@_-
:I%+S8+@N18I[U6LSG5=GFJ%O*RRP,K_0MP-T&SY=G(15_QOK+].*\S-7'XS$ MC\>/WY.#/E[@BSEIG3/;2JN\^M]\24[\K<2#J%25$JT@3!A9:1@!!!F$#U9F
MV531MKMJZ;L.)MMG&XU>&V.$"H'5)PWZR!/<#1B17 .1; G>I0(W6T&W\1U MW)_-#V=S^O(:0.#*-_0C3)A;7KU%_1XA6M/!NS&A\6 8"KW[='!"1LY/ F^ MB ">C%!K)LJ=;
3S=0V==A1-1&R@/6D^4W@B4$LB->-%D3*41&8K0W=VZ^JR M]6*.AS"NCU?#2Q9[TY..ET-![W)OL<#M1JV^1O7T8R=B0ZQ9BY8#!S9+%CFH M)CPHLA/@9%:
[#D0W/UM^0YHY!56;<2*H2#X"6A1)^R0:0$&/Q^$16S]<67(*IB*B9L(CIOA4_HFFF.-'!W.Z)7S-+: M?W9S37R7I?5E\["=S'?,WI5*$)O^5ZQ^)"$'1QZUJZ88E;QRW6VOW&V6?9J:
M8!1J$+85-O:RB&BB$RY$G0&:DOW-T_R"&N*O]PZ0N\SMCI-4O&W2%9&!*Y/! M9Y%L)ENC?<5F?874K5!=JS*9="3CLD'LGD[HV_(E=T=,E4%O!LI/(D_)4K
M#Q270A$B"QI\0]>=M-R&1'I]]41ZL[Y$>FS.#7,QI76L&WT5T3#JE>_[]B4Y$Q?YR!.K:ZYL9JLC+B(EWSP6)-;6(78WA^D+ MU-C96"3!F0BJ).$,V5JKBA')
(Y(F5Q&,"U)&W1LM;NYT=;3\,01NIMX*Y_NK MC"(E(!?8.0\F595@U[=0MC]M;CM^1--0'+<^)OWFA0V81,8JA4NARA*LE]"M MK;R+-?3+53EKYYLP0YM_9ZP
AM_<^M^9F"*!LMZX:O.[%)TV=KDJ0E=KY \; M2Y6!W&:N_K:5]$_2-8@637-L4'1_,R[/=UGY8%8NS^@8;,A)/L?:(#;=>AU/ MCGB79."5\7*,B\?OR^2H8GTRGQVPT3I:#K?SO)TF
Q#H6SD5QY>?X#=;+(P= M24V1CBH;STW>3BBTV90R9">R0DWLQQW_I$D-%',)U]4=]M@NU,"O"74YF0US1BADS0D>'0/62GRMTV-
M)3@HOG47S/[,&)2__+B&KA._A\2$YE/! $1RS/17X$E&P27.E70.9?'T5V]T M[S33:YU4"83J##JA%;=)0A)) ,?#,II%G3"TU!U(Z8DJ/>#,; FRH!2AMF$F
M(0_XUB"B:R4:EQKT5PC[]7&S[=4I/2[(&!*%2CCS-+PI()0@G;0*K M'2)V&Q;>I@WK0HRP!>N3"!*RL-I($=EY@::SR:Z&I+OU(;2S7=>;:=E@]M
MQGF2'GS4!K@GBN4^GQS#+$WDXE34M:58NPTV7\D>[L\62VY;-;FM2#QD%=$X M4;B>U"*E, #!<:(G?5[08>O.A;IY__]N0K8R J16O4"%I. ,9@'6C_!S7
MY:YVUBIC2ZH6/!E$2WQ:'3F0,221&_!TG2)-S!"*ZG8>95>SMM;?G^YKUJ&C M,5]7GM'V>+$<'Q#_/F\??G+] 6W]@$_("3!4(4U%8:%Q;Q-.W'0^(,F3M*'; M)O-
W8_7N1+U+0)I5\MDZH;7A(AJO12RMT5O4QNJH7;_3W_:'S?NGTY.NL1RZ M/-%WET7'_T:"1:MT_+%9\<[D0>HXYB:AY#QF:1QNS-/TV=?K+ M$?"RXYDFT8L?
CY_!D))^7J;&4YB6,4P^_&0=NQ8_PW_.YOM'BR7Y+O/%&>C[M'T $.%I\^&IGK&")&%TD#\1B$E:F1!Z(#D*[&B$I75+H;H;2[]X#V:?X?7^P/-5[ZK'6\DN4ZPT!J6 $T4QQ9
2Y[K[*6 4!K$7&K(N[;? MO<,)VTJJ:-70[9H[%G@L(@T)H2V56!L&+[N%;ET,B=@06;156=DL0')6@0=" MU)9>H0HMU9PARFXS0J_F Z]&#E\VL&^&Z0>5=M:
[:S+:2,'$:BBNR0L+ U/,C<-F$A%A=+#+EV MZY3=-0Z\(*N>@)!=I(X,/+JCSJD+K#'9\I%/OWEW^[M.4MT6RBV3AMIO ;+PQI@4#"!@(VFMXK^>&VM=+Y;8+/] -YF/#)EDE&>?
"N MU6,?@'"+)=\L&:BNR.1:[FZBX%9[:O=@LFW2.LHF9+$\W$\[01_P)HR1)K<< M3.LVDZ.KK/$MF3_O@@[D)7B(I ;19!&YSZNT)I1:$5SKKK'K*9WNYOIM5UL' M4Y-
V27C9M+#9!F*=I$2!J%.I,LN0>F.=JS1QVUN,X044ND)9[6QP\.;M>+J! M_FT=;$2HF)O+B51*Q^VY]0Z\6_B"33-"Y=Y MJUP3^R7%
(+@J5YJL+;AN$\:VF3=Q>N8A=^*TV^#^!!;?-G_BG.:P0LDK0P>" MU^N9\J# <'#&"F\-MXDDZ)"4]J(BPS[; '#C32=U^6)XYN=MK\X./T+Q*QWY;;J4J35:S^*-Y?92*?K*
MV!=%XBFP!HR3KH*ON-NU2G_!*+8>N!"/A-"N"W!(4KIM1T M$QBXA8IKCD?[%A&J+S$43T"I6S6] T3=DG9%3_J5\)%J$80-F7!N1&Y\GT&A M#-G&
[G!N9U[J9L('=#9(,BGA$DM;4T9PYJ6(@"ZFG'/KKUQZ\R,JNL%"VXDF M:Q6*B617F^22BV) Y.I 2).CYHGK2G;)%%^25@XI/V]_F]&I-IA <)?%T 6. MT*KDZ""
(2.B=W#UG!103!$ALK5534^FNC\ U.[&\Q"5P_Y73#.];"1VT0JN< MT4)EQWC0>@'@I9#.2F-T]A6ZVQOI9<3O.H&"H05OR?/L6"*#XF&_M? HV=9*
M<:FZW%U;@2^W=#WY]G9:<6.#,P5$C54+*ZT60,:;D)YTTD=EK.PVC:NS3AY; MLF!.25^E%55S=8K118"V501O@BY8JU;=)6+L9B^Q;=$W&=7 BY(-T3=S+[%F
MO)"M64+84$GG]D;?WVW2VSI-:0@.O2*?FV283&G0@EQN*[(O*4??+/37'?W. MW^G>W$=32B&&(L_=L[^#Y.\T+UK!9"&$%G-
W.'D;6=O/I[NS8<3I;=Z;U3G&Z%H4RBCNV:$XF884@P\1 MFW-:DDKHE:17 HVK\N"U#R>X/GH^J98E %V0'*(\N9W[PAJM;#I+45)J#%JC M@$C.L&N$-I(S2H:.8U1#L3*3\L?C?
5J!-[/Y\?/&+1U.FJJ<5?=$^L5L,JYL M"D[Z.N"26UW,X0T!4SK+T\5?YDA?#[7.S^>/_^L()J]GANY=RK4QX"4U\JO; M&[[8>S-'7(>G]M4(Z1J!@KS\&"(X\R2KQ1TH0.
[$M1YK5V7(0S,M"/J?VVU) M*W)K4GBO+/V1W%"[5QGZ=IA]&Z[FZW>SG7"\,-GB$C;0 M7Y D"$R^*=5\QGZKXS>L$C8-40FEN3.5;C>C8E8I>RFJ;&3[N+,6F.2$KD3M26&*#J!
%"5\J M&J2QI5N9NRJU:ATSVH3)"QC7I]-].!PO8;)1"NEU4LBG;((4Q;?,<0.NA]1N ML&HQ!1M:Z;9ZJIL$V4T)3]:),UV#)W!OB4XB$[@7%4&7Y@RV?@?S=+81MC$"
M&8F&K%N42+8(M<@I-&&\B:JJG*OJKFMM/SV2MN,[&T,Z#@(YR\X683/AAPS< M;AA4]=F2?-7N*GS[%RHBD%D7P#,>($8@YTKR, !N/JRR$S5AJ1)CJ-BMUKO=
M@>PGLZ/YK=P[,:::V$B%FU(CL5S((@9TG&<-U03LL7O2B>]W<# >4J,O"XK^ M1(2CHZ=O/NQ\;;7!UE/R4Q?+V2UE(:<@AI $N356V.BT(!UFN*V(-3S#)$._MFP>?:9E^LH/*
<8<-! WO(L!W<=6S0L13N[E6R2M#>-HKIVZ M2XGOI;IL2VB:A\/Z4$2P7)RD08F8K10^^)0::)5HW5:4K3,<53 X).T+O#=I)0EMTL4+-.BYTM<;U9T; M\|5$OM/J(T!
<GH[1AN7DZ;C,E687)@#T]'D;B@R")Y?J!L M"OVV]/D]S1;8$NP, -Z#$M"P".M\%M$1=P25@Z_!<[.>7KGCQN.;3W;&"*<1 M2"M?5"O]B'0H1J7I3]O>9/)_F(V
MYQ\|;QQT70R)0_PW<4H[-X<3^:YK0WP?Z.:])XKQXFOHI_1*"F="$-:8(*L5F#.SF49,]HN6V9U-.^B"RH6J1"S\"GS=.I,J+[6 M((+,-A 5%7W>(Q4_GY5T\N$VW+O?1^,S6Y4+8'F
MD>>Y@LBEJ)%0^F5#:'Z MVEVP;A<*%3O(>K.M% ZV\AR")&RT3<0$3FB;D>NR#&P^T6)'A*!50BA!"Y1* M"ZL4BERS%RI(KW/5TM;N*J3.Y&T.
T4Y#++S=KR'XT6']5;N!SE52JP.1:@A M$N5R$CEG\MR@) E>EY*[H]Q5\.7C(Q:]I],ZAI_'M4[P,2Q8 O<:9YK<2I/B MC/%.)R6J=W(5',RJ)E&"5-9 4*;?K-L=F'>X'>OG3 +T%H2+
[/\E9]G_JR+* M1"0 %[+MEJC?O$_,C73^7;G2!LJ5^D$H%AO])X5'KK-/!"5!9R=,4 VU<\FV M[B81?KTK-;C/$]CT,.8>C)XCF)(3N5#H"OTELTC&-)&*,T&G6K"_[,IU159V MU*
(%:0)$*1)PB8%I4:10G&@8#6(Q4K7N(IIWK;][5@'1^BI-%"%RZV]2ZR*2 M/A>F0,-@I):AV_W52U(F?B8ZXO)#2M.ZV.;545Z,R1N:'W/*Y?,V7. S612W MT]N-#M 0
"!VJ<)F'H3GR&08)54%F5+NS]O=@5YB:]R;=+%467P4VGJRY]Q< M,;>8B59DT9L/LK;N$JN[QVF;:?OF(OK0,OFBK3DRY&"Y,9\5%:4+T&2VI=LB MM**S-
)QE\1H>7CHS@S?)9I5HA0*-$PSX('L.K/=CER#'[WJ;^N_!_"UE1[E MZX)U-W!(5NE3)U567QYXMZ.H(*&S-3D1H)"EX<*(0:4U9[(FP."J[X5?*[8 M_=^>W)P=NZV)6*A?
3A;\:4P,B!NP+3VHA9ICB*4(2-Z0;K!:Q.0)A=B6 M:HVMR-*=6OB$1A_(=EEEWIF:CI65NJ64;*%)+06THL@GMER^5:20-8&6X%KJ MM\RRT\8L?WWQZ=Y-
_82M,*9FJQ6V&L*30'@RINA%";'R,)>22G?;BY]S(?8> MW6(78IUT;U9)B^ZD3UHQ).\:K0#P+0=3C.RO\&7S(S4[VVO8#E#SVGHD-$96 MP''>:@*1I>?&OA)*E
3U4W<9OB09]ML;3:^+SBYK$<@_(@U:D-/<@Z@*"!?Y M)#-T:S2[:8JSF1B_U[5878T(F3=A3+(B5J.%:B'IVBQ*U9U^ZV8&7C>!+F^,
M(O\BBF!Y0$]5320OR87TJ2G3JM)9]T;%N_*CK3LSWD9L-9$%:TA_H:TB\F1? MUTS6TOO2;'?-0+\:W.PJB8J+SCAAHC'L;V:1))W=>_3!-"]-GWUZ[R1[N]C4 M:0<&I
#DGNNID&1G544+A3@F +36;1^1;K80MI,^Z;TJ-4I'6MAY)ET0J2B2 M_1I5T;:5JKM-G^PJ#_YS-0 O\=?9Y%R3,9A,X.]OTV%(\(C99D\E"Q>B$+SK\BJ\&R!

MCVQR^@EO5!98;#8]WZU12H?)ZY[6OIA*ML,:D;Q+HB&6Z'-4M=_T_&UW?.[! M]$.(*C8EU+#DD:+UP!0J(94"106O@:7?1-)=^?S=^&SSKL M(=YE2Z]%!0;I+$%-
(U!SW@2&)D@E>J%Y&EU-'K7MKO-7+[-3I1$D583@8!L&)>\6)52 M,$YE';K#Y^=[1+V&]RCI&R, M0LM2/5@?,W9;\?P)_4-C9,EU, 9$2;Y@2S'*/B,-^ZO5Y[9UK6%9OAB>^7G;
MJ[/#CRWOKG3D56FV;A;ZILF,:ITL$S.Y:H1.$A>_YP B%]]$P*QEB*$$W6V> MZ=?MT3S#&_/&5BK?+ZGK/ZE!_];[/MM)\@B^.A[3)W1!PM&-0PTZHH@Y@Y8Q
MJ6^0._ZUG'JMUAH_0WE+JF1^?/; 74FK#:1.9)4H6N.NQY&\G:P3:9:H@O.I M>I.[\T^[3,7I,Q]FZ_GC-UR_6Y^Y$Q+6P#WT,7,W+VQ5 "JRYPFE1(Q!^6YG MY6W/<^HA3
0Q@,XH=*R*W*P01;(V"&@52\E-NMKMWL8GAWY=;!=/,O\S'.]R MV4C(UNIHB?#-$)FD-"*ACP*J2ZU56]NVZK*6)#CU7M%GR[:*NCWZE0.5O3]?C,GOE]G?)Z3?=^5'&[V2A]X
M[LP"]J30S94ZV+_"R83;I$SKJLLG M#\&\Q)=M/Y]E0B+,DDK*6A1Q MD[=&Q$+NBP'EB@Y9@^Y.QGZWS<[6J5NK+"!=$I4]5NLYE;3J(DI-Z(@?BJS=
M;3/4LN;T5GF(!%:9[CTY!*=+! MU45CT9$[5;J-%:Z_4JX?X6K:EB:C\(IG9AGE1 *IA4G*^63)&7'=U4]_5:#] M>6OC@CL08C^:CE?$^>4?)Q5&'];_8!7;/-4@PY>G9SG]
[O0]G^:24Q[2,;\Y MW\EMT$9*=@[+V?SB_8P7,ZM5>/C+JT>?NYW?_)X_?(33V<%X>MEIK_J8 MYT[QX/S=?V$U7CWZS>)>\6$N.=OI%N+E_'3Z[35/RL)W^0GYF\^?;/S^X1Q7
M^1>+M^/#T60_>?+V>2\(N$?W)_-WSS04IH'<_KZ 1]W;P3S,O_\P2='/."(MD&BSV7(Z6^*]T7+V$MOBS_>>/'O]#R3?#SQOB0-4'D/K"-L!D/06;[5K.DI_
M;]3FLX.3W_PCU0P@0Q"^<1_;&KR XCA'DP2_.NV52:,G_[#&.(>0A"K<_:I& M^\]'48.A2Y=Z#+M; $KK"4(W0JGIA+=UE#/1*:1V]JT$K:V2%HC @F+5[*9VEQRN9U?*D =
M&H(G&6F%G)U&BUL-"$F+)+,/I%T4K4%5-F9KZ4P\|XG$CE94-TU_56*8;()N M2(=%\)*$T0L)F:ZO#;(2(K 'E=;?&.V+[F2I>*X-9WL*!.:10)*4./2=5?"9 MWFGC+G!5-36CBN07-
M8N*A ?6));7RTQ6VZ8!\DB52LA^2R,RR19WC41O6\" MLD[<%0QH(8<53866.(J,FG/MK1(1-9*OY$A79YFT=ITL52B65B0%,CD<52;U M(F)66=1L."01% G;!:Z"6*3RY'P922B_!-
):F5O^&\[7L&3.:N0UP !1F2IP M:.:IB5UI':V(3A9=FR39 I93#%*3"1 EI4RZ*DI:>-)K+6>;FT-)AS/S55=:17DR)@C+55NB;)K85.5C25(-$F*8@Q2*5@Y:S*2HP2B*.(S1SH
M"Q:PRD#ZCAXZQJI/2H!Y=G1%,G/>5, 6: T*+:+DE?:9D 69&%*3D(-@C>=< M"]":I\,,\:@J1!K)/K?E]=75.66(-'*%V1=!3SF/A+S M08RZ*BBR#-K?%8W6%
[(*D63:%"39)72*%I,8GL6!?A S-B'Y&MDW[2,O?,2B'09ZD&BX%I$G M/479!%EF)C6A(5L'^:F$]HC%"]9$CT >=0;'.\>!U*YQ!*J&BQ*@\&3ZZ3!; M^&R1#"@9?/HV5@32],-AU66?
T!A1!P3I/=T;<':'R7SQXBSV8N=(>@A#&P8_MAM._2))(+J(HI(H:@RFM+E!;ZUQE)3.?)1?G:I.XSE-R<]C4O")E7%@P*JFR MP&N0]% $ZLF 9A(X%WTBZH*-
);..]V@\DA6(I3(6JZRXM"(A)KM!JZZ;Z\7. M196YET4A#$!<:YTB]X&X3!!J)-FNI&4OVCFIR UIR0IZ$&YX1; (3"3'@EG9 MD!K%Q.HV%]+P%$A("D"DS*T/(Q=)J\NRKQ$/22=4H
MP@75*#X!4:OULE39):)]=4)EPDS61&!,3FY*UJ590@5>A0N8O*A:;?;"))X- MH249GT8@-9)V)6L4Z'^V]5B+(O2D!&9F%U(!9.*")%5CG:R2_)G,RMO2ZUQ) MIFD-
*6^23R44Z7Y"Z2E(8'-(OA)Q/5&%]"_QJ$*B#_(^4R$@W(C6#54G M*UJ3K&3AR @ITB:6D0XA![H1YJG9&>;NX!"70DV.T7LTGC&L&?W!8/CONXV MD<7,M;(DO,B,5E-/@$W?
$Z5-1_I9XFD_I-$:0,[0ZV"([M UM7985AQ8QX% M,KN!3""A_YP'D/5@6*O%[&A><+%Z^Q:A#I&Y.O[UA_\Q&GW/_WY_.%HLCWE5 MVFRZ%(OQ?^-#)0^7WQW_,UX*I:SPX?
RN^&[!@?CR?'#U^,#7(R>X;O1R]D! M3$\/S+/E3>KJQ.3NS%:9VP^/N-J6 M2(O?U?'B< +'#\=3?BOR9%;^^=V%Y_GL(]#]OQO7Y=N';;P40S1QRC?^FB>C MC69MM+_Z:/']
[YM6D*@_P_/+^7IPQQ"Y78LJY6[[\;3[_Y;C.E6WS\49KC2 MV]4SR?N6OCN<+8:-O1/&_A6_R[/W?-MT"GKL.3TB+>U[7L5O0:FK4>5FJ_J_ M_Z"_.[#4IY=QK4_XH<5'-
ZK^^YP.:JS(R+K#9]>K^OA-_+89YZ-O5Z[_7C5[_717CU>/^7ET]? M/WW\:K3W[-'H\?_=_[>]9W]Y/-I__O//3U^]>OK\V:ZOC/K*E?D;D%F?OEG. MIO\Z>G1___Y(2V?3]5?
CB\+YC=?#?N5Z/'G^\N?1Z>.?O9]KG/O>)NFL^FP M-S,NPZ8#N=4ID/_,O9X-AP E.>W9$JRHL1ERC10W([PW.ME8>\G&>_\?"@P0 MP+'"6\.Y>.0X)L513'(W<[-
DM38'W,2N.'SZ:E6'3GK<2^UA0@0?98MQ74Q]=YT>@23EW@XFR\)\'-B]?+/]\;TD LL M1)_9),-D,EL2>.M#N?[O/Y!KZ[_[OMW<*.CX<\&;NAKA63OV;-?]GX:O7S\
MXOG+UZ,7O[Q\]L]>CU\]'9,I?D[T>*3-Z_G*DW!_KGT;/GXQ>_]OCT1DK M_\'"[^V_YJ]5,G;GC5KZ6ILVFX^6;W'4QHL"D]$QPGR$Y![5+QFZ+U'O$SHA MN:84M_XR<
M_&/!CRYP^FDM^)5/"%354>HJ4DF>:TJMB!S?K;*HIJN&:-+M>F+0.K1$CPB5 M@U;6>1&U*D+:$",$Q:\J=S=36G\]FN*(M,ZC6KNYO=E__NBDYST!RSD-F3*O"YEA$QDAB'Z-
3B?--%*R+ZS\RP1/Z9+$5 M^G)NZ9>@[/4^_KU9HMG\FS[Z9:C_YI#7N&B,XTUWX+F_:)2 4GEK0TFE9?36
MKTW9#\U^AFCE)F'O&E"NW03*O66@]O7+O6>OG@[H]0[8KA/8+C](R6B5ICSL M!GTMZ3^]Z?'QCN.->/+\G_5SZ->NYW)V8VE=Y\+<:&5N=C?]T.2R]?C="?K^
M[.!@O.!""G)B)SB:'@WE%9^'M5^ZV"?,>_7>6AX&'SWW3-8E"D*R1;CFD_;* MFJ+J3/'VT_.'\S37,CGO_CX_=0E@/M..E@_H%F(UB,%H?(\UZPCL;3T7BY M&)6W,*
<[_9:!^Z_8)__:G9I+]\F70S[&R85/[I/OZ2$<+6>G>_U*YP\07?. MAXL)',^.EG3Z]UB_6UU*27E?_J_3'Q2NC3I'I[T\.HJ/JA\49+F?3__KNWH-/?*D_\]V9'W[_8#F_M>
\GB22!EOA2*KRCYQ-YCO#/A\/?@C^XA)X7+SX#'\X#0'9B#.1Q?E4F[\HD=UCA_YZ&MHYL 9'Y\TKJ4V[Z,6VFJN
MA9!6Q%2#*+%JE<"'*&_L.Z_4+W=VF1^>8/BA-.^DP_3^K.)OW>@%'W$XG_W* MY_E-_'!X_,'+X-\]/#HD-Z, \=_7Z/%/R5_%";P#+F?\DD(FSJR_8:$O<,Q% M
FV6'2Y=B6MD)]WD^?KA=HW.NX1-I,2)]*TED3,ACH+6.PTVX;J@Y&MX__2D M.'G5P6AMN/+3P5"N!I/27@$N?J#G[5&IWT*(KD"N3^*:0>.-9O/1\^5;\I3^ M>C0?
+^IXZ#%&0.WC_ISM=VM'SW83-G]Y_>?_5 M_=%)3Z_YI7R],T]S7H./GLWN7\JHITJ4_F6T?>M=D&_O>MXXAN1MB:"K%T$9 MKC:&*J!X@KE*>BYM:3[Y]1C^O5KGN%B<_//3>
(JJBV"2TE:.'B%WN!S]#8Y[M#3+OE_GKV[FMS'-9+ MYY^ACA>SZ3=+9X)H01+<=: MDO4 94U^X F7O)@1&TS^O_'A$.SH86&="2KT:@6^3:CYA#8<9WXQ)^$='\)D
M]/@]EB,N0ANM>GTM_C3Z(]%MQ(3[EG'F+2[,QXV2Q?_^0]0]?#=:X@0/W\ZF MISM]_SJB]5K-7!_!'(%DI>+#CG9I_[@1O5$<>IN-$XKSZJTCPY(L%H%-:VR@A3H:;02FC8
M;DIO;G$^><&RU='6<]16Z"B_E#I[=3WX10>T2TTX=%8=+\=T\&HG$N=81X=' M\\41;TDN9R-">$-L0.D_YC^Q)>'TI[VR?'BW)=G[EJ31]^UG-A[5??.9;^G'
MYG/;ENI^^/RO==S*ON:%0./!N-8)7B@1ET.)^&(V&==/12&[#E7V15Y/5ZN MVA<\AO)VM#^!Q>*:L=@O+='H#VWX(\TG%LMO=+$V'XR^_3PRAP'(OCH^H./^
MN+CN;L2-.62S2W7'(3?FD&; &Z]L? MXBQ88H)A<,V_COX?0B]2C0BLC'[E28"<^CX:^CJO)X'DL\2\)4:F7TY5-CK% M ^6C!N3&:$%D%4'4FD$K!=$K=5-./3%$*SNT/C;=>
[GW]V_@K?$BO7+@E 4 MEJH=>>8V*\"-HT^GRO+4R VITK_9TT#Z]FNW,SZ)PLAQ M?@:+"O^U4JBCU6RWT4_[7]%0M/O;B_^;+(0>9>>W,]//^X7VS:=>V!_/LWB
M)JU;;E0$=*UHS)MST9@-1*:_]BF>S:;X.R;BTVGE?!H-1>8LDYP?\ MHM69?/_Q8@2C=SB9\!Z$3-_]*L* %K/3UXHCW(6 QJMC&TU51P,LC M\O:M=*>T/\,RQ ;W1W^G%R?
EL9=7LUW] 3^54)VC;]9:H61UA!,@B2R!%6[Y M_]E[U^:XC:1=\/O^"H3/SJX=V^3P3EWVO!$T)=FJPIH-$5)%$F)^#!CD>P&ZI*5E9R)B>T)/>QJ;\57R%#\&4%@UVJG^&D77?
2\J*.L$]\BAH5%"D5]954 MX5ZU-.R9:MA=Q'"ZGZ@XVNO;NSAHUL;8N@UI>9_L;NP]B9%YUYJ-_=CN/MT! M3VSKRW,S?-#^*+(FKTU)]8'E%U%=# ?L^S]@5S-+$._.*?
MQ^Z=H!K<5'JTD M,EGFSE=X\,96/@#/;)^UUAD+[C47CH)SAW]& H(H@;_F4_HH3#BV%-_*?H3G@4T?54T\BZI9@45T6JE?STS='?N5J5;5 WU9YO 37,1Y$OVXPW,< M@V< ?
Q__!3,@NPP_"E_"4P?[>S&V M.)E@OXEDC)HCWMY_N\G.WMFO/W4WHZ^$)HD)@A!?[XV]9UM[R-
F_;39VQ@=@6#QY[=5%>FV"W=+5,>@*P9=\:6Z@OSG#"9B(Q/'H"L00Y'0N4&W.>_]+3@"N1SW MWC]7*@WFR>7 =$&9O<__@FC_OPVF[\=>OR84^^;1X+! M3^X[#
[WNP+_N/QFW5DQX6Q/_3(UX4_ZZFT_S9OM]9[F<)]=4HL>[3PZVP5 P MU'9P,MG>>+)]N(]E!)W[*0OY6Y!N#1KQEC?A@=_MLG4WWU$O+!$]H8)> SK4S ?[%G,Q-
=%U%26/@6SY,XP/93: M14GORI;X\JL47@VOC7(8=H$6TV5:D7VZ'W8RL90WR*6&';^9XHV5PV;C.,LBBPJX/ (9\'8TD:B[MG=[;V@OJ%\],.3;PV(VW'S*[I,3RC]O[T>^;9]B0\'#G
(L=?*)^UD*%F^< MP5T02-HD+>>((!4<14@J^M@IF=KBG[7JOQ0*?C#2,PPC(,H5D%9Q*_J$;^FJ G)AF! M*N!7<5&65AD$Z28J2\13%'C6+M.BJ;*E'K6^MWZEXP8FX'@,?
NO&WN'^UL;> M+K;G?FH/-L;[6_N[\=;.]N0VNQ#E9_6\?HD3/W;+L7+LOLP4O*4#=Q.C\9$= MN.M/"UHS=#_*,(98MKW(ZP$-#A%=,PXO@/=L7! F J[3;%FE?$OFZ-;!M;DQ M-
F@?H05E\XKO7\0LP)\(?>7>'AY+=Q];1Q-3$$U,687@AQ*LN4L\Q6X(8K.% M6H3!%#M[6YO;6R\VMD&5W*Y9]1U*1%^*NYK9+%.C._JQ!P_^D2SN3QVTZF_% MU]&+)K%;^X?
6;#S=?;H/OC&HMR?V<+SQY&!_:_M@?[P5?WD71HGSX9+P#'V&[M[3[=L7O[9B5!$,=[3\U6 MO+.QO3MY"C[/_OZ&&>\|V=C;LHD].-PZW-LY7%4<[\A_>Y45IOX!/,24G_;[
MQ>]G+WZ(<(?@T[L_@(*-TSGHD/_YP\9N6[_DS7PC*:A;%W[BA__:?KHWVM[; M&NUCI\;V[.X/5[89G=W;N[$>O.=(7G^L+?(.K)@W2T<@E&SEQQN M;3P9"\
(CGC[9CW=A8$^2O1YT/BT.E1B?T4*^]4O;4GJ\S*&V._GMU%G6.W;V_;0QO'VQL'.4Q1, MLX.7;[RQM36.#Y[$NSMP!]]6-*/R31)L\O,2GF9+"_[J.3SZYPP$]H?(PBV\ M0*U8-O;VDX
WVLK[*9M^\?;X]S)U2__\%_A8?@/7:,?GFWL M/I]D]L,&6P_8416VM)GGSY.T6F1F^0S_2J,1Z,76YEZ:/_\+[J=TLM1GTZ+'[_W"\P;__-VZB.7-0#YH @SC,!%;XFZXOS[<
M!S;A[DY>CT_GGSW.\P=2O$&FI[ORN+#,CK3"*RKYCQ=-4G1IHV.\KP!+_^- MM90;A*<$#DO5*G_%=':*&1:N"643N-0XP=*",6NQX!1?)S4=](K.D*2@HY\>
M^$[6#*/4:7"MHSM7ZL6.'MD[4];1R+(U6/>$E>O3U]$]S4CW@ECG[][?>CU^"*PSDYOY]UH'C-FJOKGE;E M_.CGUR^CMZ^BXR\Q/V]Y4&[_.\.T7-W>^0JWV)_-6LQ3=?
GG'@V_O^NW/;=BZ;Y3^^&MNW/K. '=*X_\. M+ /LXON)E8=T$7Y1Z>'7;7U^]Q?U/17V?64_\SN?JHOO@+527Z1KSMG^P6Z\ M?<-
SMC[6L_8$'IV>1RG\Q,0AMOA.=>@KOBU[Q^P:]^BCTZL[!H%CO4K'^ M/"C6>U>LXXLF+VU59)]4Y1X/*O?>56Y\$2_'MA1>D>5=J-GC\(6#:AU4ZZ!:;UNU[@R:];XU MZ\
[%HBP6.!A[)\;K._>V0:4^#I4Z! CN4J7N#BKUOE7J[D5FIR9#Q1I;ZMUU M)YKU-;X4"[?TI8."'13LH&!O6\'N#0KVOA7LW@7,PUY49F+O)A3P!OX8G='K
MHA=I%6=%U92#!3LHV$'!#DC7[W>J':3K?4)=!ZSK-Z1K!ZSKPS9A]P<3]KY- MV/V+.='37DR*\L)3#U87S#EX8?_=W(EARQRY2#C30S;#%'_1RW\W:;T_W;T^)?8S(>#
M1K]#C7XP:/3[UN@'%Y7TGKIP34(N$E.;N]#C_^_IR[.7IW^\?/'_#?KU<>C7 M)X-^O4/]>CCHU_O6KX<7OIU;=9&D5=Q4%6C'"^U*MN<_%O M;->5UL3[B#]D^F_4Y-E=:.[_#D9
2OB__2B"K%YT-"Z:.I+("%:T#7KY4>CE MPZ>#7KY#O?QD4,OWK9:?!)$*W__QHFH6BXS^;2#[S32A109\% UE& M+TQM!E7*%3QD^U!%=^A*GXZJ.+[5L5/+
[B1:G61YF@2FVEI11UC"X<+$\=W M4O/&@\!^"JB 7X0#H5X2T1'WI#?4;3O7'[$-!7[!JW)O4 \Z^U'H[.V=W4%I
MWZ72'N(:]Z^US04.O2RRBJL]$H0%WXFBEM>2UGWG7CWHVD'7#KKV]G7MP+IS M_[IV?%&48!USWUC0DG>A9M]2;^43_])!P3X2!3L00=RI@ATX=NY?P<:]B&\/;68 C?
MMR&\O77!':R+LKJP'VS<$%!MDL:VQ *]KEH3_0_>OE[4 ;Q\5\8?/JSB+!7@4? M!V\>M.V@;0=M>_O:=B &OG]MNW.AY.<7Q54.-N2;V= M,$6MV+0WX/^'O3W]>OO@87X
M_O7WKE/6)2I 3(R!]JSX)YM2SE--?1J.H:66STL#UC1G[D8".^;(1W0" MCP=;&\[$$-@85/6@JK^&JA[XC.]?5>]=+,HTC].%R;#20RHJ+B;65F"$EY?I MG11_O-,Q!$4>T2L8 Q?
CT3@&B/&@AP<]/(KON.I=L 5E_>(K?AC4+;?CK(= MH!4/W-(=:(_OW]+=O[?9NDXK:L^[HF+*I[=33*/Q]"I67;T$]%9/+-)DPW6 M[K>D@+_(VAU(V>Y4%WO"XEMZ+&
[60]6!CT6Y'V"M".'GWE]4S1P><"?=F5[! M2Z/MK8U_1F?\TD%I/PZEO?N]T00-FN?13\RIU I^:^J[XI,X8&,[(_FF3(L&_EF:Q,+0W[.G3#_F!A_>5#9!EK"B*:-Q M4X%JJ8@UK)
[9Z/<\9;@5>-,5/KT@%@5**96IK4;PP3AKJ+ 7/S\ILJRX@I^> M8>*I*]W+,XY\6\.(?[S2P>[/*,[F]]HG]5:%4\U)5Y"!?ZN]+&:144$PV+ M%"Q24Q=G=DH-E9_^)7_@1 E-B]?
O#D;%G-U,4_RX[1R MJW92H5;3F<\16\..JNI+RCS\S.]UY:I+T@XD'NZ9GB=_FI4D>WL)$ M][T^]?(KW1P'FX??K'@=9]:47\O@^-*%N4'"'_U
RX,.SC=WGD\Q^V&"6($RPP4R:>?X\2:M%9I;/*\NT:LQ_\W] ME >IR6CX\:^FJM/)4E]'7]RP>?)\4534+?09U^Y=VN?CX@,N!(;)QT69V!(> M_.&&6:>/YT<^%0-^-
UO73E'!3LC_X[;-7'*?=HVS]F8"8WUFLBNSK)[_\'?= MWSM.W=9%?(&#NG$2ZV98<96N-,/<%&S<]K*$8WL(:G+U[>7QR]#KZ M[>WYR^CTY2]'IR].?
OLE>O7V]$_XI^0C7K]]^T_\[=GYT?G+-R]_.S_KJ.?/ MR\9^B<;[^@E9_B@^^5E:PTOC]6=SEE;149Z#(Q*=VD51UMAU21!OLH3_E'PJ
MO&)2E%>F3.0/65&\1[_:]_:C'DZ2HU;0UXW'/PSOL:BG<,C_!'_*KP;*3ST M**[QM]M/=W?A+JTB,\>2[&0D98'RU>V7/5]]^8';6@7/V&L_PZ6"1]&XJ:.\ MJ*,LG5,"N2Y&X= =
(W5D/R#3,Y>3TR#&8$;;2?@1'(>=3"R_=F[BL@"5FA?S M-(YB;<5-F>@)UZ5S@AN^U2QB^!0\XO?-L\T(=K=*4>00'VXSF6S!B>_"M>ZF M;SM .XR#VWO#1*]LEN%_:<6HRQ_&
09[OYRB4GSJSA,(IV#V-.J4I_(900[#'-(P46VU7/Z=F4R'"_<5W69PJ[J\O+\:0F#>Q: :M7VG\W8(61A'17 M""G"LI3F2*W+# P7+%R\[.0).#VWZG0/^37OF3Z- LX4:)B-
<0K[2KO_G)8% M?-Z4!:F6X '/]OEU:^E$TB]JC.,M91UK7)#IDG]:E$72Q"(^!:Q-"8_I@BE2 MF+99&!@='T ^'4B2(U_$'LA8Y(L'S/VA+B+X36JU\>9BMJR050=7AQ :AH@H
MF7"=.A[AMEK\'OXY*] 0L*"3JB:.$0D"$PF'+--!>4EUC4'X&GQN@]/ -\B0 M^;,I*, ,CQLJ/G@,"&R]%(0*CXF7%5$H?NU\][K,7/%K@IT.ERH0(3KXY@-] MY?EUTH_CXX,"@R?
ZH&L_+F(%VX$ZOB6IUWX/_Y2E\.$$0T\X.O^("OX8ZQJ! M'XP*/(#8K&B@:U^4PWW4$JJ)90C@1X?W5P'[$R'M/LZ0#M?Q;[\=1[_"_D0O M09E-E]%+F,&"3O6/YR!)?
Z7Y3V!@;HZBUW42_8@[B+?4SM;S?_Q!_]A^_M-' MWYO8<=T]Y453PR61T\|@FN3&XA&'FT3D/RXM+*6*V/+:M_A[@X18>A]$<*&5 M-H^7T21K4"9%<]!)I)4/[BE44],(\
<,5GH<9:G^9JC]\U4@FK7^B*^QR]?>@ M#U9^5319TOVE!4=RWO=@GNC*KW%FL:E6_X G+T]6?CTWR^ZOP!G)5SX' O57 MW_LJ:]^O_&[6-
Y,KT*SZ*UQ@_77KL_@'7F*\B.#.RTR)F@ -)+W)G7&XL8/6J:2/KR3]39WK1*]3UHFMXU"7N761(@AV^SOW963ZJ MH/5.W8S.4%)EU!L]XS7PRJH9XUA0[9=I]1X4:I,+QY"
[;/@X\$X@?T3GZH] M!"76P H9UNW.5))-_:+/%DG"B]-4KSU4/G"W6'Y!8O2U."BX /-"2<<*V";0AV"N^YV-0U>1 &M!\\;+P<1>""P'1H3FM>
M1:^AQ\Y0LR0PP9Z]:%WF]#A>9:1S O82^\8TM.04K=!# M<@I"HB_58P0;^L[(3T915P))AY'BEH8A68S.K_9":H6UKR'\P.+9]PZ);A^ M^L"/^DUD$+4%VX%9R0Y4^XS$?
3/ZT_($:_,>ER(PG?&KS8+?CEMPF:*(Y\N/ M3P,/DYV@J4.?YV8V\(PX+>-FCE<;;"OM& A*A4*,:[5R?+J@?3'=E'CBHC! M0;(?F+Y@Y@P1T&\F KH[1$"'".@0 ?
WTPQJE"6X1,K@\C&CHNZ/3+\F!W?)H MSJ.3=7'6KQE4I5WA8N$+O6D?QO:P,;(9?5$&]Y;']//O9R>_O3Q;&Q%_>.'O MVY;2&=/M&P\]_XZS NM6H==I3='Q6 TZQKQ:;#
F8$QFQ0+\-!]LP\!L93/I M'(XA.0S$2K!R@R)H9*"".1@<#Y*0I 9RS'O MHJHY$FL_@.='@6Q8J RCX>\Y9C.?DQ%/3Z"+F#[&CY@7:)[7I4&Y$EMZA".8 M6UNS=]N
FT.M'\MFCG>X1#+!N[()V^P26T'?@]8'[&BVV"E>E./XP4U D*4 MZ(79#./ZU'D'G60W-9TVN%\+P2QR$@0,<8-KK*SC?O7 ?;],$QP"!@S%Q8OA M 6CGIA2F7?(SR!,K,
E@KVP9KB?%U\#W+.OP]^P2/O>.LXUG.8 M0[_+@@*(Z*>/=,E3 H,P$8T'.GAK4 ?'+9L.L/8$ F"DQ#8-@PPL'R9FI\! M'N74JKO,@A%\Y2\0^-RB?&)DA>
(1V/.$$@19ELI/3@PVH_:4)%[P;+V#B9?_M1I96]0:<,GP&+>["EC_H5K1#?%>V@;JW=>Y61N#57-MI'X["^!BSK$+;3:^9X%(WE1A(?"'AUQ=E M"D=I96QPE JQ'#!-C!<)/X@M-
F<3T)63F.$X#,?A6L,(IE-,-LP&V*>8T3F_=F3@^IV>A\?GO)HW?9Y)/+U#(.$<& M-](@G(-P7NM_L\E!XE=DH>L#XLC@L,F2L5$8>YR4W,S$P5'0%N%T'0S*:5)P MX-
7SHO2?:V1%&5W&*J"2)Q/':-*V;;(DF'RC,T&5A@C&*G+,!3KMS7K8F3%U M_^IY$/=!W*\1]Q>P[>#'D:?7-D5<:$1R_6*+BW$2"K=XGA2HP5PI_,W;)R#&
M!D7V$CF&0&;3DB7:4C+6L 5AL=$QV2=X?!9TIF)YKWZ]3=_0 R.0;8'V;Y. ME7.(!04MQE=01-0)-
T8B$Y'GM$PB3!\A;J0$=6RC:9,F%)]A+6_8*$_5(BW%J42IGT78==#AC%Z<_/RK PZA*(=CZ:)XC\8]T,JG1Y0 MU:V0RQH1?VR!M#3/BTL)2&GLDP@+4!E];3:H;[<EW9T=I\DE']
[/5=N N8/[!%3;8 MF<$%*.43)HO,%PE0-4*[@$$\0?;YA)]>FO1=/0Z M"U-9E/D#2R++(A"G=,Z!6/5C9M9D]0Q*:HF&9&31:>OD# 8&YH(*R38;^+! MVASD-4LM!U"#4%P?%Q*
[V6P6IO12XQ,L4<%+]<8,W9;\QF81;'0X@&>!:/I MW K-;4*+B.E'<-TPE>?WKLAC2L>-I/I$13NLSUC91-TTRN]F5<%$F_#.W#8E M2SL.1E[(JY?F[;. OA^%XEP4CO<5?
3]'TCDN$5M+.6!88LL22"_!:S3&'_^. M>=P*>(2/H 83ZZ0V8Q.X(N) (G9T:RLJR2 Z5H>NF8-*^DGH1W \$%:[1(!K6B3N.6P?X9?=)_1/='3!*LVDJ,N_&E/(/F'+ M*&48X 2\%
(XAZ402''/<$KW:\8N@.)Y!09%V]%F6. C0)WJSBW_K"P%8FJ>?6'XE"AZ$FHRBS M!@TX0<';9/HQ+ G=6(Q.0")J+'JP.59B\2U&91#!;=5_4XUN"DE!787UR.82 MT\:%EDPPL)
[6"FY@AM2H,^_,J&+!>H\<>;)?$+>AEQ\.PEDQ,SOGPDV^@6U5 M]P&H&#^%UHF:(83D60?S)$,!5*JBH7#S+XEM4K9? M@$(T)45[B+4WZ3%$,>
(]QX%83!;.$6I&2XD_P95<8>E="W,%-N/#4;Q#H<.# M+738&PH=AD*'1UCH\&W:$%JN&@9>'7F$5$!J?+80>(AF3,/+=3,Z Y]/$YOO M[3*2G(RC$% .!.-PLPBD"R+2/.
M*=_#P15X6X%#F*-J-%Q6FC0<<8,O(HZ=2!P".+XW+JL:7JBPK=;_6<'FVJCUJ"^T_&HL5XS17:@V#[#P1+$=EZI3Q96BDAZO)ENP*
MH[6!CO%I#+#52/2D4[@PG#0:K.STYP9]B8WL3^D4Z+!H)4J""N!E=X$'J4(M(=K,?GWA>=$8-@4+D@TN(]5'3T(?)C@#&(HKW :T1 BD+F0S";E7,-0%1F]5 M=V*CM-
BG8'!'CR7 QPIL=3,FYS96EI&/NT(&_@,._&^FB?2Z8I3;& O0"]] MXV&LKZX9CUG,;,<%:L51>97O4_MU@L.<9Y'2GP+6O)L%X:/)$6:V\TB-D31Q M]+=3*X!)$8I!XWV-YP$6@S(?
E_PW.B_-.$NK&:@#T_,8YFNH8IX.BGK#2.@@ MEWC/>/-.70)\TG688HQVJ%S9ZX=?K7K\DR:/'>2O0LT/Q_8T7 %:&U=21,%S
MPJ(D.&@#OYVV(^FC:T/I&+$NM)">)D&0VPR/(2V-MFX BZ0A9@>LU-'O+E'C M(@<&R)AS^^'$<^B=IA70+D5YD<.YO#2T^'R=@5;$)[)*G<'N[&[!4TU):LE= M
!8##;!FWW];HRNH?9]8D(R(WT2VNWC=9-O+) Z5L M0/2.8V+@?)LL'4@54A^%(?_SK%E1A#Y(NS7!V286#KN"Q%=Q#VGE$*53:(4 M'<&4ZK+AXK:5/)#![$&%C2,$
L>Y%XID"'$&S@U.D@J70*H3A9V8L/O%]:U]OB?4SFZ'" M42H?!L$A^8HKK_)3H:QB6><@C+-T@;R G):5V6,.13.I&0)^$C@4B>U:;"-\ M@47PDM*H>?/E3SHZ1C#-*+;OD1Q+6-
"8:B@F$[(1W)RU"05'J=9+[@XXB'S6 MD&8[!_T'QPGFB.%#CBO:?":4)&'-X69T1+=2,'T$N+;GK^5H5VV#O@3S->?H
M<;.88H_!T,X<,7O3>"F!QY#=#VP@"5ARU$%5UJK)28NP>KG#LOW.KZ0YMYR% ME>J\!&F%?)Z2(JKZ1J?Z_"#)DA:MV;2BX_'27;K99BI[Z3M:Q_:."6 M49S8Q7?
KY<*R[B5M.6BF:S732S;YB*@2MY @?;GSR40V[M?O92(V*5,.]*BX MO(YHD]W:D&NSQ0")_'B8A1>5U,ZHXBV'^%QG$NC'2*=UEJ4@DP]]%:ZO"_4@
M9A;6OX>//,>,X,!SMU$[E_^Q908S&T6_HM'VSP)3]\=P M(QOX,P+K9R:57PCRY?VR&$7_,+A7O"(8L9 ;I!Q=.I'B;_ZTF +* MHY<-
LDS*$[!74B+>^K')30)O!84S3E$9D$YV"RZ8"OWZ:0/^H&%3[$V:)&"& MOP1]/HJ.)B5<)/R'(XP$O#-\+:ARBY;$[R8^$2VFL55JK\VV_+5DKBT3 MRBH[1I&

*(R=Y6:$C%QF2P"VR)Y38CK4F6OV"^21(G3TZ]XI=A9[{K27K37-M]<%HTD535HU=(Q] T>]l9E,XM,S&'B.&O9&'**.!'5:%E?H_DG ->N2/C;MF-M0J;'D Q:(A#P9K0S_C)Q|*
(&1!+'XVT%>7KZQ2L,KGAER04[A0/$7.1\#IY*M-M3U1AK9#5 X+'?%*MAIP=/"?/IC;W=Y{\|?FZ]HV#6ZW>@)?M'MY;]<;>YN$^-M^+-/#O:>[NP>[AWN[#^V4HX3,
(#3"EVSG:WM-[(PQ%A'-V!:6CZ9).FG9GE&-M7A-^,QB;#MU8C/,7-M<$12U;>V$9Y#_9Z_U:'HT.&AQV@1O!7D*1@Q1-Q*K^D\|^W)F4<2-MM],R\/JU?#$B-MT_VU,.
Z6'[P1X_)S2-U6#5I2/F9HLR_?CDI#@Z%pU7AK8# MT'Q6?\-&B#I=S:-5DU&R@-/1&7(:\:Q=1_O[%Q_'Q]OG\Z]-M"$G:.EEHXVDT\,V?7J"-_0QHBO2J8P->
(1S(_ROZ]04MPL?/X@"V?%A@R_T!-M;#F-+,\WL.5P]W_>W8-E)P3?S9+D\3FMV,-/'PSP+GJXG\:17"\QIYD571T
M$OV8%U=H(SLW^B=*\393%_5K%>T6CH8WO)#'2T'.E$QJQ0-7LM1U9(C.LSC1-M>WA#^!&1=-7G4#-OJ,FF10F#GM\.]&MG=\4FGF;%V&0C+ODL&7OI-M0^=\;'YY&?
Wf"]"DAMZ!!N@NA'V?"46UH%H=YRVEAA"&996NF/AO?;.[%B5U-M"\3&]59@QO\UNT-'2[+,\-5H^#7/5$]!@<+?;CCU'?E>78)0E!00<9Q8==>R^-M/)RXX<3=THG;^X@7VG'Z,,*
[*.]$'6<(;8;+ZM1.X5_1CR>_'Y]OZ)]_PHC) MJ](0.!_"_'@M\68!.SK#6!%693*$FR-LMBQHE]XWZ2C$'*/G>3US;\O/7-M/>Y!UKH9!684]*QBZ#
<2!@337YGO>=G8WXH2_]6QIG>$XZZBUZ^/0_>W)WR4-M6-15-9DZT3MM*+T31_,=NX-CO&\S9B@^W_^&HN[(7&$R[-6VU-;75*PI,,)U
M*N(!5P9]A1+P=X(2^:;3Z5^V#*_P7G(2B>4*8>#'<-5S&-K?=7)SMHLVM/!: MF@*,A'0WN$-'?41Y*[SM3X:@VV6&N^;D;[$[(HR1-:-M;"
(\>3R.DR)+"_]R/(EG6OD#;$2!B.!LS$H+!=@%,/B=$[\V)W5X+;-<+M70M;$:VK^>I)'&X.-&4J]#^D-*$;&]4NV2"<.-GI&7.7-M_'QZWCV#6I6EP>%S@N?
5R!X0'+AT]80>,F(N3G(+@(W8@TA#J(@[4W!6LN>3#\DI&IS\&/M5&MR;6(O3&.#EUQG1">PO8^D4$YM-MO$CAZH507&8W\NP0TN3;%XOTE;F,PM1YF^BHG^7HW-
>UM&;@2++Z]MF-;OU-MJ%F^W7&M]4%,'B"')$;*=6EF$-.R7(C.O/-MF3?S,?,X^,VIF.^HBC80,2SDP]L,;Y&R%O/$EZI-5ZI#//7$K(#=-OU"-$32
MI5=$6&D=51:ME+M;N)@&@8;20'5:%.3K)2K)Y\,2!A\,#CN.WH!5)VD#+BM.]7X$2U;50*#QG&GGDJA+DV:T3]2VIK,.&SLW/Q5$-M5C*-.:*6
M&>PFJ^1.$-I1.A:&34_2:5-VI;@LBODH2-^UC@IFJ2KFJW'UK%!\3NV(@+B-M.GQP/WG="K,;WQ@_W09+/1D-$D_6"Y\P1[>]#<66<,?.BEA'\P94K;>(0-M/YS1L?
NL,K6=Y,=X_.9-5J<;,/Y)ZWD:3WSS^MC#?OY43>;8W 2\+<^"#Z_6-ME(7R%2KE=0J#D.2EUX>@&XEC+"" !B^J046"\&;M>9T1\M&1DW(*^N'2'] M"D8?R^&"V6X%AXR0-
KV2V8:MEAV9;U>%F76]7CD)B>'4A \[P=A*A^3/OR]MT@JA,!%/EDR0&G;N(>RY5V:,.Z%_F'GL]^R!@&VN+N]?!%FS2]0TQ@uJ"%.R^T ME=LZPZ!S6E8;Z%'@TL!0$]PF0G@-B"?
U)#+Y5,L\,/B?@VO%QP:'C\5#M8VU M=*XDN'VK U^5X2V-YB*7G(;$#M\]K82-BZ5MH;82E37E,1K M^PC%TDXK2-MJB_>>XV5I-N E0OR5E*D?D&DF';|
=L/>LS6CFG,$3VX;GILX(IBQAO+$&Z0-M6IJ?U- .M[FMH?D&0&,I=Q5V6--%]^<*<;'ZE>C'T')+Y[S16H!:5FOGC)HQ$ M3:QHL'>Z-
W+5OYC[>OWT9OX<++#_2F]!R^^3>\%PT)4M2EG.R:S<)$Y M_DDLAQ8G/UYB'(YX8W'S*?=02_TF2GPl83QD(XR'7+,8OMD"'V%8$!O4>6,% M)W[*=)M&55'#Q#IY!*<\Y58E3[?
06R!O@DGNN(!\3#5 ,EY.UVFIM7MPSR/W-MKWTDV1%L;Z.9J]X&O>#0NH_XG 2$>.MTHE3I!X&^L+RW37L4<+YXQH+]&)+
MEUE>WT,)U[1J'%!;#PNU=3"@M@;4UO>&VOJV;H$]B:A+-^S&AXJ1*:,.M!#\<8B)WB4VLX;I)PZ$:\$56VVJ#UP&>O@0QM7097F<;#++@Z=-I&-05M'MK
MJS5UB69)0*S%C07:G\-4)7JZI+)@8E;Q.UF1#-'1[H)1,4N'L M4S+,,%)1P;U.MFU-;I6!=.*XW<.:D72"IS_1W#X;SK,"1W^%I:5K&HKAB%P M-
4$>)D2MABG)]N(E_;9MP]^O#<) 6IJ3ET.W$P?*Q2M@G,*'+O/'U(+PBY M] !$.<'AER D&"/V@[("R(.2+=L!N)!.T"9(I&,\ET0KR$212PJ*<$MD.T8ZWR*F((D.)OAUC%8OXVF8>
MK@I$HV9JU7%5&"O17#4O$.6QL%<>+93J!L/A&.H_0FYIV$?E!F&/X+(5?P$ M:*HU0$DJRY6PW6JGHO:3O:RAR9=.KJ'I9S">QK_I^R.%$RF4CFPD/R\#DM%1
M2QU0#$Y&@J#'I(\1D7.!'(Y!C:D94LW6DDOM6?D$!E(A-3%7^68'JNC@RU^ M.I-L11@6*5.$Q7+\$3F[EN*3.^(5C)&F&))"8BQ).@F.A4A+85WCU6Q1>!&/ M+3$_51*:7$W)EK
=DB !(\%@5@V3=#P5Y?^1M>7 E/JZV9?";G>Z9.N&7 M8_J9XKVBQTQOO0@H<)!*C@ M&MM26VO9%MY;?M3<4#AY3#PINM5C/7,E/Q43
4)@DV(.IS^;H&Y$8K/C7U7/61((<\M+'S[\Y)N\UD-&-#KVO0JJEOO\2$>6=2UMN!11O8!\LISUSFU-5#,%%;>*"/B2 MV6DTFB;G-FKT"AFN1J]XQ &H$J-
45;LNE3+Q>/2QA4R^C!S83)O!B\<;.O\4 MY>]Q^*=@X3-IHLL9N!]26-,!5'$DGPFP!'0!8>29,_BP"40>+PJAO918?R(U M[LK0*OG'"'?W5.^!@GJ"IP[2Z \G.C> A\L*/!P
4.H,#O%A3X\.R<+YNS M$!.PRQ\$I!*\]RI036NX]U(JI'8=V@.4 M&8>^'V^0.#AZB:2*PHK/*)W!E(GK%C3CFU"Y$S8%=BL8 =2,5.IV(ESRIKE@ 3P.M5C*-.:*6
RY59.FS:,T6+XWR.)^A1C#?02$ TO-)2!<]0.3VTM_W:@(LZ+T ME[)9L,'G4[/]]:C!6@0\7NUE8,*BGBRR%B,'_"!ON"#N@K+@OK2R4BP L^T MY),RC;W;K*"RD$9!=
X1=A9!]Y*C2E*GY-[TKXT2P27<679.W1O#$EKSWCHS M]/@\JK",->R?*/Q%'A4F&6)2/N0GT,Q(T;241MC*-N2*H.; 39A\"HQO6!_
M!^TSSQ0N(4/JH;3TO&2^PRHD!PA6ZSD;===*[:YEWQBC6I6IR?`6)RI0@*3]N M+5"LR/8,=)C345XY%%*X<)6'/Q+2V?<3RU;]F(Y@Y%;.M89R(I.C=9I,Q&P)W#T;Y//6
7_U@Q=>ZF++!#30Z;N0#7!`>DH6@70L:#380# MX1U$GC1G;JSGP;[JTT<8E3=T@B,%B4RG^)*;G/+C2`T'8%5 MM3)&S?-.21.1_B,5=.(\[7AOZJ&?&QVO!!_FXB?URY_P
P^WQ/N>%@*H]81H+B?%"56@*B M0H37G@IBO_+7QM"H^O2SS*SHN[^&E"Y]H:(U9DB'J1WTVYZ]P2AQ,$7!V;>+/PVY;R+R8O;:%[>)0)TR'J+K#UC M6"]F-T6.3]
<(/:AF[L_@/HM>X\VM=?*);Y3U/# 37HG"@K^&2$QFL3FW\.!(MCQLGEYY'F$DX+AI0;H+RBMX%$6G]U+_B&<7D->\0,.XJ6I(=5Z/F70R<<;]Z<\.5WI/MNYA'UWYB/E*):.;>?
U_Q&5W0G\P&>.NWK=.^NHRMTTCW*4M'N>M9 M2"V_A-.5.;#(1'3^DW%=.O>2I$&GU!'K*GVM/Y3T+)B!QJJ>9.B=(E2E\E+[5 M87PEJ%!1^].(KK.5TG:<8;M>0B,99&"TZ"/+U
M@OPQL^C>9?JCI(!]H4D.B,$-NKVCH(:*U)_V64N1"2"@750?NLU911A(6W4A MD)YKJL B@ZG!>?!QM M9\ <_MEZB?]>D!&??
UQO=;YWQRF9%8B;L>4<_!G"^U\+Y\KJ&_6]HW+1FMX;.3<<'MF4O^,B;@{"\- M2G_K!N1K%Y)V+FZKD9V? H-*[NXUQ=*&;!#F3Q7F7PB$##E8BV[%NRG7%72'1P*?
XNG>8IRDJP?:8R/:Q"#KL81RAL<-M@ &V_+!@RT\&V/(-6 X^C//APATNW,'5'NVEYEDP<^Z2+5?=&$ M=*S,Q"!)KG 6B'-2N?)&=/K>"ZT.?6J+=|_P)!9P %
M>C#2LE4 DC;LK\2UO@ZOAGT%;%'3YY@D<)7{GN) $AM"H&M%_6(SK,05M1#K MJ47JH&\^:"#9(J2#5M=^A7W(Q3YJ3\|_%B&MS$M2FVF D,;'OE7 CW%-D&N0
MV4%F/U]F3VULTP41!++.:\;>]1.8"Y=-D+1N B)$H/,_QOYPIX"B]"C73L*PT M,NYS^X.6<3G&!3K AP=IT_FX*2MN:K8H,DP5*<4X M\?+VFL3>-$"5/,CDO-?
U:X^*.5E#]/4>I4\JW;TGV*2(TY ERPA?HRQ+_VD/3&(RA M]H]/3Z78]\ ]"WV?:0!<-)D_>.@K]"<<4C9TB@>2?L%IUCPM!>7U/W$Y% M==??@JFW.]*
(#YX&3+FQRU:A;&W,RX>7(>&LA77"L=T%%;#4TRP:ISGV M6A$L9F!XN,B')^"#AV'Q-5VU!WMTVX*J!25)5!^@U\}3'4^33RLDIX52?-J0 MH\#$95%5@K@PE+JQ*:=[,$-
,3.M4$\; *HRT58QQJC%EH] M[C.N7"9V3C27O)PQ^"<-3[/K(!#@AJ?66A<(6TM97'B1(GX!H*">P8$^T> M,+48$]V]IU1[JQ2(3C(H7? CQZVN,!A 1:98 Q(.3C_UF6/>A-
+*3%\UM58U_ML1PEV/WH4DX4=,;IS=F2?,"L-3V*F",?V@=]OT%[IT-RB"84%W.Q8PG96ZVO MK%YQ.%P GN'IGV09$?H:A?^U'*;#.4R_EX>X+S\'"P3[-PZB9 9\XG6&QB@Z
M^67CY,WL.5$+M/(YG3-(&RY[$]DX"4N6D,_J?/6X8GM;$8Z#F3'(0X9)2V<@ MD +N4KV[N]_]5&;S.3T33D5RPKGCDWMESMRS73K!D3^3NDBY:A#W5D/71[G MT*3?>J?
Z.^'9VOA8GZ3H_J[&<]^;"$_LHDQMC7>1,Y;!^SO<>QfT*"K]C#H\ M8!]K5X37@*'B$[\(\OU.9Z9,KHP@]+2YN_^JB]>ZZSBT>/V(R%!'80T59)_W M[AI&5KZ5$R-@,;/.W1O&RX!
237O_5/+6U<]IDO0H@A+))Q !QN[MIMIT=[5]!+009_W1-00_GE#,M&%&!A:Q(CPAT"938TD)!+VV%/?]{-"!?!-U#!QPW&;B*1>']+ &V(QBEN4!UB*FMC\@H1B&-96;B=<;.98U2
3:T[7+Z0GN0'C2<3) M^-H_;TBZBT1)EOLHZU8783,Z\4S3$1-=K.[T]'<,;*.@Z/(K^=O7L'?=+E=6 M?__CT<'5/(^./I53P?0\0 Z_MY QP\X__:%7,E]=(=X:85W*;+?5:V6@_ZV
M<_X05[5@=UPE1Z,[Y%HB4-?X.ZVU?5CEVN]]#H."/C^,.8M5SE$%!Z%5(Z[!ML?I[>'#(KG/(7]S)+V!:0^GD)*QMA@=BBY3K(/X*3]QM.&8R!^(@DOR49M M:&
[P/AV[/V4F09&$J!:.TCB3R7l-$9DQQYVTH%LF. LS76M8H_J=E#I9"1J2IV(0=A_8M[-06\B^"2 KE-L.H5ULM M:1215#'UEBL0LH+6 SJ7L*0:$CS^,<@\.M$A?IH/K?
WF=,,W;V^>#O5OO%-]/ M$\T]"ALLW24,+ O]LM,YK2&FMS M.LOA#KT@VKJ&0O)/(@5C#_ZCQ72#X%4HK=>U4:BWEAI$D0IXH;_F,F8MF-@?.
MMG(9\5(OF.X)E_5^ZB(FV)SVWIG*AMON>@(2ETL* B2\L410+VFMGKC_P^CK MRJ$)GD10$Q^&*E>OL%%/3H?3[\(5]:C8.75=D_"BT,5KF"Z("_0X MZ*7D =IA"+@%,
(]3<5H/YPS3J23BYSCU$3V7!\F1C0KC\J2)L*UQS"R?5.!% M':/* @U55NKM8!CJT/4Y PD5YD&(L!8J?*Z#%K,FFQ8E7,;<+41@;&\<4#(Z
MU3K673|_M9DK;B9/S[O6)0@2W)?PR/2<>,.HZ"OK MZ5+,5#22[_=P+PXN5>!1FK7M -L0PD-JD4'#KI3K)N@>X/NEX$TX7G9F6[']-MT%3,;QM\#=L+RIR&E.OU.N^E2\^[\D?
L-CM1HE,D';0;OS0I7H^G;B?U;-#Y MTSS"ZF%,@"B&T/*F/NH^;2AV8Y;I[?[>+B/!EU>.S:LUPQ:W2_<4>W]H%E, MT!4\(,I>]3BG(V>>FTKQI:T%IZZ3$
MIM2NR3AQZ7<<$V:9Z))-DF@O172XP39%$Z>%QPKT?-MNI3"_*]EE=6\H+48O MAL\NL*%+?86MNI%\G)>H=3WYMV!'0U$_FQCS0K/-*JX@ (CT+U"WS6W7I.N] MF7!,/!
[_M!6*UI HRS/I5%>J,%61&,QUB#LM!C;J3[Y4+776*.V\J&E2'8PL#)QFX1A1H)+R)\(T&/0_2BDUMIJ9,,B%STFS;B"\IND=.V<.$5.IH
M>MS>]I1E@#JT.)Pf+'00!LQ_F+4X\-J>I+359Y*C6D9^4K&_*3(7-)J#A3N M(9V>?Z;&A(E0ID:NF*I9V#@)0FP>;A\)?YSS< M>WZ/>EO2JK#M"'(LK71+*HJ^3)6]-
%F#2B>=R"%$Y2@>8=%DV+E-C!24C0XT MB$##3K?1X*Z@QF [74G&#B3 V)7@6)6U%FL.QR3(?W"/$%)X]<]^MSA"5A7B= M$NY,K_]3:Y7'I[RIT .
(9@4EMN'$ED6A5Q85]50+2_HE^.X,8U-21^\"1'E8 M,H^50&9<%>68HTHA=>S'X4DX,$Y\14VPf%N.\3(H*D[6D60!!CG&#_-V<[1S[91EVI'A"09-
S!QM:0971=Q7^>^,!+1#+HLT&;%Y@*I](4) MOL0!OZ,A@$L&"=]1Y'K"E@11UX<]RDO)]YO1HI$65GN&%;'' >"6,C]P2Z MNP3.7#ML(OQE?S&)C*F*Z+8EB>;B%!X@(U1=
MSV.>$>8Z:,Z88Z&1B7O8TUT:L2)Y7)2+@EWNY"\3A]'$0?"H!QZS4_#2I_D#]9,[X<.5@+8BFQ A)7JHU=Z3 MP5/KY^,;4"E:[M3,]"GHF_X>?)' MQ3R'T=%G=@^VI-
:@"B'L!%EG;T+,9;:RC)'D#%:(HO#9<\|WEG$5<1^!:Z. M=S>),JHI0YVZ)A#;"B^ZB.E5BMXC7?V->'_,B]+-8G2YU-D%6;L1:5UW0N+5E M;..*P=,5DZGN:8*.)
f@05Z*787]6[(:#"3;UM\"7E0P-"(_UF+I:G'G".I8I MZ 7HO!29-SV2W=X>T&@WWF MP]PL*9JI A7H^\S>;.# ?.SJD$ 3+E:.O"O0Q*-?SVE=#3VA?YYJ14U9/9=
MFG*ID3YZC1H7OF5+|)>Y6L7=!QD8Q2E*@KF3?P05%9D5N3C%>.>%A,_2(&K%C M= 0,(.1*2K#(_2&YG+-ZW!9J6QG,3J0=690P2=5N_D%+-2M*6$(RA;TO3U,L
M%E:R0Q>"*I2:S"_BZ"Q$<6P8+_EL[M\-MEJ*NE)ZG1W=48DPZ3<5S:,.(*23TTH/(@=LX18\/ROY;19,DK^OSPM_;W26H M6I?<-I]!&+_TI+Y8#
<.Q.Q"SI"B==*X/D8IDLL1N2J/Q-5U5^C/5'V^KTNUM M,?15&;C3ODI?E7X>]+;PK1!"K:1.87:#H6_*(*RW(*R?TS=%2B:[[5/;"MS3 MMW],ZJEWRCHVE%8-
=E\=+'$8F'=V!#T!&95$,]6"Z5!N<:UB+0*"T1'])0I@X M"V$77Z%,8#C7P[G^_'-]+58O?M.\R"]@ZA^O2M(Z9[@'S7O=9TL#MS'@SQ^ M3>[C!9IF_?$>]XYG(#
[^6+@6=_I,4\%G4M)6?=,A[B\]7_3:\ENH4WIUQSB%] M\>8L>H%\PV\WF"SNQO&CP'$@-%)-5"LZ)@\_%B$? M*E.NE_">S72[\4X1;/<)G&$.RPIE9)X1'I-KWG=+?FE M
CB=%XGQZ'TX)30#$O:PM#"Q1%&(0L\?#/'YOBQN1",H[458\XAB$6\#]>]3 ML#?XF$=-79S9J8,0$$@\0,"IS7?-R'0C^%/RW$N)?A2-2Y/F(RE)!"\5UG)$
MR15YREC+X2CATEY&P12F5,&E'E4SGWMXLT#/J48.%K=]%HL"V[=UGX(_$E)I M95-X#0-F5%&8_$0&1WH1LSOZ_;+]2P1>(HS5>?F:)M7+|*Q%.)E\7 W2+ @C
MZ:,B7MDS=AA 3\^"5D3Z56GFEM"<)SD2WY4F1_ST:=`O9A2]2A,JVY"->(41 MD-<-?/N\197W0JCRWC#?W)EC69/RCl.?D>]28Q_5>U#EL-,+.)>P_>.D@)FR M&-
CL,JU:5&&XT#Y5]LR.8(+=46MDNE"MF_>38=(Y.%CC,"$0/VK<0(U!O1.M2FS0AYELKC)O[0$X]),DQEL^:P5.868/H#I>RU:,]PE!QODI&X1\T^JA\ W&<$"'VOTJ'Q
8M15.6<&MJDC0Q%?FLX)9XTC8?%%<=1(OB%HC%T]+B!G$SFS]M'9U&G*((F04%6*9F(K[%3+LPR.I(FTK]$<)VOF ,/74;12Y214O)4-V;!E).L&-DV%*30B*_99.VI
/.8ERF5#D!VW,U M0#BNQR2[JK+H2+&=]R6[;Q?W78V#LA*,==T0F6$WJ=K@8I?&;Q'K.J9$-M&% M/00.=FZ1YQL.-[6V5)(.3Y% =)M:*R4G]*36ZJ3D[!]%VQ@[+L[=K,I29U2
MK\DWAWNL#HH<__1LR*#N:$)&WDX"3^,>1'@1JN(T*I'+EV<7W+%%_6>%)K M:MS7X 7Z'@G:7;&JH%AZD<(Z&QR+R[]P#1=-L74!GO-7 ^8Z^\#M_9-
MQ'F_,Y.>2M,"W!UN# -NN%AEEYYS0).\"DFK:F4J4+Z(4*B*DX328$1$QN\ M+:=&&TX1!^0#]@Q/6\M+VQ. [*.06@Q5;@0)><^2TCD-1FA(%Y7%:BHL12 K5 MPNTP(BQ
M0=)J2-UJ>'I>Y!M!G*G%K3/R'0DT%.L ?*HB)*RI/&L,?!0Z67KL\?DU3PPX M SRI%W.A^8>V'A7TE'19\8U.J%1M75%R_HVNZZ$C,7#4.SXFVZI/S[?PBN))=GE#;F5UA#L$U
VKU8^&(/)..8@:"6@I*UA% MLUADOADH<@_!C#1X&5'-^/%W&2L+Y[+E0IW(!]9]QN',DQPNJ3GNY$R 1
MG+)0P[6;*S'[I1YY]]N<4OB\Y*LI3Q<)YUKEL6=GMZ[U\3HZA'A+.XP;[L(E3#,[M:Z]NBR\6-"2\Q9T MTC[8?@.$"A_VAZ$^)HN09Q;?59D)]8%38VYI#:.$;!Z72^KN$;
[`9V2T9D'"_MX53-TN*+,XK5P43;W&0AE2DMP2E_^2C!0B27!#OR(M@A!PG9]UKR'^N3DUCA MYBAE6Y\$8+27IK.@/L)G,HL\YAR&)\]ML.Z(M]YR@%R.ZI4#@7]_;O+ 9*9D
M"N-DO.$?QG>&&/+!UN)*3_ 1J<4O\$+M/I8fI4S@B1WX@<ZIBWEE2$=%"S>/!+#I2 MPWK6NI;Y\ ]D5FAR<907!#J.01VIE4=[^6 81XZ<\]?S_5IBK.Q/H(AC
M;"YZWZ<'1A0:%]f+N=+]L3>/LB,Q?]{%#5F^P#3&MH[8B!+Y/:7#(S,X4F![M,5M6]|%_1/AP*'CL"QP96NV(INT_A6AD2*6/7 M?T*A"+WPSE9EC#45(9"W6.T3E;/ M"/Z,]NP-
%2/"9GW3VN:+23U04G_/];'Q&2+BD($0XV1##@E]X1]|#E;EW'S M$R67#$%-LZ):H.(2]Q8M*)A>D;>Z_#)''J7H'?4?5O4(*!T#T [#14I_'X1+9HRGC'O?/C<"GL.U
SPZYUYWZO2]MN:?^*:<-.&J&?<4W M:9* F?O25."+'DVP'$"<2/A(].YPUA\1HKKQKS'T&AW!ZL-GOVU[X(M/:&L?-MI82:UM_.%UFQ9.N_13%GRS(EVUZ_@T&-DAM $+V.D-
?"UB'S=2D$,,%O WH-MBK'+$^#N7?-L1=5V'I5IMBD%8X>^3IT:V"#+DE VA$CPJ1+-1Z1<(M1%9'M2M%^O4+]IU @
M:A\PQ^4HI50L36M2P!T5%7D@_R20.%?!)4\F'(ZD%C',1+HR?+**P>UUAR8 M:_K8,IL=7:8SQ/%_.0]MH);==+9T">#V< '&HI3>PG-BA:9.$6@SPUP+1';' M1?DX5;+PB:.X?=X-
1QLIK(X#D+1:.',.>@]UN<=<%4/%U>U M,^"J!ES5=XNK>@3&P>\HO&RF*9]@\V.4,'+?2DCU'9K:8 NC^+19%BAB3T.OA M3X41\N^"7 M(YICRT/SD]$Z5V;RS#*?
K$8X6"KMI=C*#W-F(^P6.B,7F-QE_Z25GA_Z($F+ M8*[M/+U 8YX6YOG M@=C/-5!?:.&,3MWF7>K-42, XI6;3Y(]U/PTG"9U:5VJ'#X$;T
M*!9A89@TR0*CC5OM1IS/TG)&#&2,*?MF)3>126B7'XOO2BL/JZ!P G6GB/=>_M_BTJKD#6J1.#Q5NHC3./"Q=Z_;C-8SMM.<#XB M;+:**\;FE\SD#(0W
DTOP2GT;H7.T+XKKU@.M#+=90[XY!SV+?/\D\ MOS&D.?F5VMBCE;)-+"'I1 M'9.H=7&!LO57@)4 SDW'YBCEDXF!Z*F=LUP:91,8UF0E@?U)6UR>$YT,YW9
M!8P*F3YVMG9VZ5IU8$FX5>$",9F+G>B8>>(>[_>;!DS?2"\)G6Y9![FB62W?-MWKPJA5(?5>(7:R4 4V K&$01>@6;>W H2+B@>IX(
CO2*51#AF^V'6HQ69.198F!/V:P#;GU-V+BNHI$O9X4TOQ-MPKY CUE96TW"H)GX%Q4=S!=@SFB4H6!1)3^'_]D$\0U-5VW+-S33'+FC"[\NU^Q30QN2,!*LT1:QOU=SS
M*.!K"4 ,_*#<_>SH$VOG#'#*]9W+XK2PGYK#%8H34'L.HA?"<7=:L\I!%]D M9\M_'[_=?89M:!VENY,SPH>-!69*LL4P4RTYA46- SG3!M?!$S2B*.9L/ ND
MB>]WU(.1+KGJ%.S$/:GR2&(_TL9QST4?W$'H][VS1S6Q(^CW:,S8XO74 M2$.FPM7^UV)C4+WXVR751_?\8RFX.9.I?N9Q8R^38-$7"DL0^6*P/'-OK.Q
M!NT3:7LHK7.QSUKJN@Q*UPHBN>R@=%U?0'ZP2:2I<60(Q4W?@6DI&PF[2OAR M?N+'"G<:2*,DQF"R4PFZ5]QS@ 4B!^NPQAX&9-EI>W@F*:?9DJHRJ*E)4X[A M22L?Y9
XMY\#"P2$E#4915RN.WZ^)W?OR?ZSG:WM-PJ7123K"H0+J.;JD+5'[;P2AQ-F M;Z5]D3R/6C,::@??C M#;BG:=-"[\7U26LB8;$E8YVE.%3OZ0*E<<*%;E*_NE&$YPV4M4
MXE'(C05/BKV']^K-4W=\E""<$D5PO^BBG31T M=E#"5D;:%2+!%,IPM^MWU6$-J[K]#F*ZK;]T45>%-0"Q5#_,+2K;]T45>%-0"Q5#_,+2K;]T 7 W(TUO!QJN
M&Y<43ALCWP[XXG%387#.C/'Y/B&!_3!P.93.$9ZE$*I-R3X\8J%_2UE4U05> M4C$1P:"3@2P2X)&//<4S 1-YRXG_2VC1&Z%?@[!/B& MSU*

^(*!Y6DVXH;VF).EB58P\2P'SXHS@CA%B1EX&18@2$-OADXYQ ')
MYF6173*EF=A=Q/":91YUPJ,FN#1QQA62_O(:Q=6UBEU6N2)X5"KCCS#>'TPY[1.'771H03^>'TJ4NB$WR7D20D>4@V0'E)/(N5JDC\/#;>
ML=H>E#H589[,U1X0S:/Z)&Y^9(SZ=0V2-YY8!-XV,V5"/[2V)&GQ_HFN)BQ+ MN\UH(!NC5J-2;I_B6\K$RY#YLTWX/[=8PTHFGML+Q+0\ZK-XQ$QNZCKJ8I>A
M)1>>/Y<"J\2"SC*X&T.:+?=5^2@E%"LBWX*M.@$[]*K1EZ6;.0 MMX /BDNN;T$D64-638KAI.!FW8Q^T=%3[()Q>LAK*T_R00RW5AHO8@(U. Q4 MR_P?ZP!/#BW>L\F>D8@"
(IT:H5+)$+"^.D@FL?/IU1C_QMT,8HK HRY)\+6 MR#,[U63D+",@K5B:K%ZZU;-N$ X#N&C*15&YQFA@>.K&!1+EBFS6'0/6H#Q\
M:7LD_9,DF,@C&I>%08M18T4LGNZA[5F[XZ+V/%$JP!_<5:=-/JJV1F7DI.C: M8)!L7KMBIW0)%]@#P3F>8L73B>26X- M+:.A1$G6.G.:JP@^YZ#L7!;48_P/Z(2'BT[8&])
SIA0"=\JR'I8TT>><;E M1WCW4\2E!>S5ZQS[K\!##13,05HQUGCQ%N:!T[.B- (01$+$2]5 M-@S%ZC4M>R*,6XLT 3N. B\.6BB7]6;TLXU-4W6BN^Q#D4&#-1/MV#@YBJYV
MQE7%QLLX4V["ANJ]8. I9M\0_YE/K4NTL75 U2UN4=Q5V^Y"0":-MTLH)J/1 M!8$B4[$(3]I%^*DG.A?78 !%:VM"6Z3+Z.1RGU6OL=VR<"@QC!@$]?^J&C1L
M6LTP6I()P.-2NK0D&$T:K7^:RP? YF +\[4*M;=J9H;\LZX_I#9B_5S2JL>DG'X+D@!,DD*G M,*U:F7^AQ^ "$:5438HYLC5*I<&54,'GV(\@^@,^8G)7X7ZFX<.3/(;=CLY2
MW,$J^I4$5U#B_/6EJR7A9[0*WU]F]GUMHJ.?W8?X-_HA23 %M2%\!%R1!9%[M!-%,5XTK _8O&;%^\Y1[&!>1>JRF(A>N15A)$J=,HC;PH
MAFF3)N2_!^R1XM8S/T&I7<4YCR@$B;Y=K#MN'-R0^&J06-=PQJD%U^)?.$[= M$MB)S5'T_QR]$Q*&,WU+N%>;X=%TV^M"!KVC:^- A.CS,1^Q5]PE&DD,1DQ% M/\4;
(I=8EH9;R9,6E!SU!.&L C$?7'+I!J5*$*.64OL$+6>E)N!K0L88:NM8 M#RVY]]N'%[7A/JYS Z 5%/7< M!WY8<+;=[=WV^NEH^C)5C![XK[G@H[>>_)IHA2MW_L-
[LJZEP7HN_=/:A@\& M$#4//8*9/4!N^(Q2_?;%?P$&U6)1= 6=;A'^B:R5#&@BNL95#T[VZB-E6P# MS]1_))TKN R* ?-[V];+*>7MVC9B>"(0X^4W\8;EG&R&IF7'T-/];^$:0OU+
M=P@6]AFAS)Y2FRG\D.#X1IYV9.1KG/&'RG&\>YY0=^BES)Z:!GY U!7Q3EVG M">"4Y$IW'<+RL,)J;GV16+[T #5"$%*;ME2D[-R?J,6UQ*!V[MF$E#$QGG1GG $ M5;E?
@B66*C?X):UQG5:DP67&HS;;GC!N8.:\E1>N^]V/-JQP(.*Z-^75JVBD M5RVJ,#QJE-IW ,5\2CS*W:Y;02 91CO?0&[B#6]7-:Q U\9?
4,4Z,4*^PNMU^!WWS_"!X!T8S!JBH3&B9,NB=H0\(>RDI0>EJ'LUS>-3 M^G)[X6,\&WCI3'$?E&S'TP?Q'<3W1A5G&FZ3FSU$!+G+G:SGX#;F5HIM,)%R MX 1@O5:QE<
4R=+&=&22E.0:@<5 .#H Z"^@6"^JZ1M-D(]*$M1>5RHWML2(AMJ\7G=MT*'6_*B/^-J&1F M@)]8;X(,JG20T-N0T-JB!R*:Z@![@HI >709'5.+.&C-
5!'0Y2>'O,=E898IETNAO*HO8O M,N6/1FNT*N*4\ B4BV\1ICF& M2*FQO3(E%@DL?=;)YD%+;S?(X3P,Y^$+\PM!LE,R7(*1HT2G<$O;Q',PWD#F M!J#Z P.J[P]
]0&H_KT!U8=+;KCD;FCTP=H'!J=:"ZC"GCR=<"Z!5W*Q]2*P/ OC% MG7^PLPM#<4H\U.Z9[,A]N#7"HJD1\4]]/84I!1LWSSOM:'Q/ MKTM]9ZLER95U$-
F)N01_$OL1,"E!!Y!,5!W:U)DIDY@-AKF#6RS&8(U.J!AL MO&SG_)B9V=&AN0[2(60\0ZHR"J%WD@.& M:8^^YA\9OQ-
"Q@5H0Q=O"J\Q6,Z0Q\)Z5+4E9]0NG^4^B&E5^RJ3#/,P-G$W M-^Y)#F/!:/BX2::V]@2H>HR9I,=^,%C9.&J_D9#J>CCX2! ,V9\MEW $,3<] MHI=8Q"@Y_C8!NL-
T/:%BA45JZT>L;=O24(_(1#>C(Z=TRI&C]S...:RIB=MX^ MLJF1\NVZ*1)"#J.V'/D"ED@Z4A?%1'9 5RY(\/TO:XZIKNNEF,[IWY&[5YS M5AC2G;
[4NEFNN&*=@N4#2DLN2JZB(MQV_2P51=IYVLP5$U92_RDMZDNXHICK M1_"4(RD1&F>4%Q99,WV\/H^7S)88ND]##-[CUF".B> M%7<^5RN?$(O87_P4 ?
Y5UJWW"=*Y9<\K_29.0&RF\-,)K$KLA>DORM ME1,,.MVY'I9N/DRKCGT["8?D^VIJUCTH>@QZ$U"$V2;A"NB<.Y*/]9](BEE) M_S1/%O;,_5/Q8DK4^!9+[/O7'OQ1?-4SE/,TOH:)A-
?I$6N1<^X2@A0*VDDS MR@O?C5Z7*'IAT827NG9*TS,7!]L+>J[X"'L;5HYH@OK!!+IE%&H5(N=U7>!] M'V#W4 >T1HIN[-*V\AJ'B_[T]S!O9IU1$V68UNLBOF;>V!]&:O3,N+
("#J ! MS3&LC2C8ENN42D\(9/FHF!@%_IO*']@=HR"-J8K<-6IQGC&WO^1VR,5\3M6N M2;O;!!MY;K$^.@72NR&^UQ,X*"U<;;#I:!I'=3-G]4DS'I>@_\#<6!ARY@>N"C2:I
MOSNNW++]LK6[^Y0F#O_:VV)E[ZF^]&5GIV=_/_OY]'S-,A/C++JTH-+H!N&/ M:2EY.-G"TC@><;>O?=\C#Q=QWRE9QNO/S2@Z>0/[XT^=DQJVC^"LT*[@
MCCW9EX.!/@M_3_;RR0']A'.]/GG<<2',$0 M?WQW].;=T4\@-\5B88FKX^$0*@RXO8>+VSL8<'L#;N][P^T]8#_B"V]JO4'E MEG27,%^4E-P96RJ_5I)
(:5""'B+_U(Y#$O67BW.L&%&LF\"&JJ6VAAO"@\]M MD4\PHA8M<&,]W8R.,O'XJ'Q [O:(GL&WWC'; MJ&0>N.O.WWUI$IUI:-29YV_.G)TYX[:G
@@ABR$NICFVEI!XJ<5NK>@"HX%Z M%OT2VI!H7.E'"DG%"G >0E[GW077+LVNG>0#QRW/&_*;[T5 L$UYLQJNZ91 ME,"1GMNZ;(58PC9/GB,N*)N7NCJL%W&!(A=!
(@*MT)KONOIB[:U/GCZ\ _75 M'?-W+,I?8DY]]3$^9@JK_N00A1&#<^'-_+41T[4VOS])-W*0-B,1F:@DB(_W M WSHV-H->.2&^J9PSF=%(MTJD",N($SF5"PVG< I2)
[60CSK>AIM1J ' M4>.@#H/!<-G8A-J\QJ"H!#FL*Y*V00+:M!M-SV,N9 MS8G]V,#%(@@FO0#(]D\G+E1(L9TQ+ GFL-S[N(G,W 8C=?FO(+*BD9"^F,IC M=N!5WEJI
@[BW(S=4:,JOH7ZQXT!\EHY;L %@QQ5[XG+B7&"ETU?2$EB\K'P M*%,KGBFG9-R!.4J0;)OHR%'0T(S&N%E15IUAK,21.J,08NW8/4!?+?0SDD9> MH)WA#VX=$()?
452(V!2,'+)T8GM!TGV4:V3@#<.6-1%/ICF2?,0] M^(">S'C(7-Q.;"DUMIPJ"N:YJT'F:I5WVQ]I MCQ(6*['3-50I**_8CR-E)+ M
9>*%I+GSA+D2KNA!0[:G3LVIM+7W)NQ=J48*CR$#K^B#LXUTY/]5/K MUM_D_[;%H+NH[EY)\?[A;"%FT.!##79-0Q>%FG+BHUPK-N=[H'T>P,%:%_62 MOQ1EYBKL L')O*
Q!:LX0GSQ42=Z#!;AGN\.QGA)2Y8Z0$9I<:O-(C JRFC M!MBAP'L\#\.DY'928!XE@DD%,NF5H ?YG](VA;!$;'\Y9-,2H0'^E#DE@+ZI MA_T%9J+^"DXM'QW5?X)9PG=]]'D$-
(U0.6L;3.VU6!$TZL2UDE&+A+41HDT= M-M^EHSW$'B,&U'"[RHHK(E6N\8&:Z.ZHF&Y%>SPC!'>7K]2;08X GI-^[D:0 M_%#?7MB\0Y6D.O7ASUP'N" M J!QD1"7/WPP-
5$2;)K5F@3\:#'O3:OU28J.$Q2(&%K)_TCFCJ(/6#=]-S MQ.[(,B=20 A8PNE+@C-M7S[LT1CQ-#TKHL Q4BZ+SA/20+8:V,.',KO/B75(MKR9NWMXM]!Q*D ?A^@+A>E'$C4?U-
)$O\JR#VUSUK1\!W)/FI]OXVXEJRW>INM3V2N[VQ_TR M9)'$7!!@XW$ISJ??//FH!PA>7>G*U@L1.]NR1 "%0E965N;)<[Z><:,S;O1# MPXW.F]>\>=V*J PEY-
MM7+,=S79TON6S;35"D&T^3]#DH"Q%,!-9%OZSVJV MNMGJ[GJ0<[[SC@RSR_')!Y:%I^-;#:RNZ@)@FZJ+SN?CFJ;7<,J/S/1YFQ; M;R@3Y>E<8QGR#X,C\
[<'TCV^1,!Q;B=@V*QN!0E6\6WJM/^CKJ0/.G,OW$[@ M5@7S:G:Y@#93$: $(>RVRHGGO9D5<<(W3")(Q7$A+YUYDH&9WQY_]XG5Y^F
MF^7)!/HI4YE41GH(U0$FW)HAZ!%CN A3:S>UHLZX]QT_1I/;DSQ[PO_WY-/H M5C303=/2A';^'KY3I"V[*[R9#IWOE#W!B'$CP9(Q :)QAO(O!#47J1>UVF@B
M;&D\TTM.2)R\=TV^W7H\#.$JT)5_#<". !L,I*VT;]SP.:0+!:\C; Z]"=Y M+:3#[($MM%W,XGKB%[CAZ3JCG(#-F\<<<-6Y2IUG$C8&3V%]EC_>W* MN5U -6- -0TG0Q]]2?]:
<[M\%-LBJ7'OH-?E@P2+FZ5][%4=Z;71O%G7/ MDZVC9$:G53H*FO81#RN&?(WF3 8>%9X8J#K*1-%%.F_^M@P,!;\5PPMMPI_D M^OZ"ZSYCY^CZK
=IW"I),20=C_]'#7\0=\S]L8?G.7?6+P^Z+?'HKCVW3) MOX)#M#A=BV'YK+B=8(<&#/$F8I4W^(^5VS6UM/IPRU[1&U85ZVQESKWL7MWV MX1$JM^&?RZ/'"T
(#/7/@J8K.I$%]DV]L4\QK_.T.&8/OLFS^P^_%F83P3F; MDP#&&*OUB%VV8+848RGB6>E,C?C\EF+-SC_O?3-SNJ3I4T@^TX:$(;>Y)+Z&#[T0[AKC> M1]XV
IUF7UPY(8JC^RLI)^X-AC#;?M=#RYM863/OG*C7A288SQ"-QLA$MZ#IV=& ^/-'+'+ 7Q:M4 H%>PO6=@-+ M[7OAM^[9;?S+IN6>(H'4^[M9S_R)VB+WWMFO B*?2931C\0] Y?
#!LZ)1O_- M+48/F\+H'W.%44?-]_G+0-';@WOWO^*[@/L+VZ!P\82^XE_*![;0'\V=D9N M 1P_U7@("IF5V][+F!I@L@C"Z$O6XE[FKV];;:,K/2!<,T] M']HU.$E_')AS])DG?[-
E9=O%\Q^?>>ZZUVCS>#]+>J_OA=_H^_Y^+GB@W?3^ MPX M:C#B740R9:O1U*_:H;MIFX.TZ)Y.'6\GF!:V#M#*320QY%,]____7;//O,SO0#=*:_)J$;;!-Z=Z?\3!)K@HPE4#*%5L]7
ML6=>IN7CI\^SQ[C=TW"[^ >G_K*,0LYW<1F\%X>?WYX]ZNGENY"GN2?5 WX>COI]2P=P<#S% O>2VS$(/,M-61K) MQ93S#@POT=8G[^N)'M"_J#HT#BJ$Q?
(835+TL[[LU@+3N# 6:?3?UTU4?. M M6KO3-/L4TDC,%K1XHQI'# M!4(=3)8F![>!13-_=[;8&1?_[N+BOYEQ\3,N_L,X]WT$?,JZ>75#!9&Q9!.B MK<2YE<:2G7-7HSVQ'CB?
33:8;'F2QY(-$]J5*R?)CE'-4:OA86LROKKQ7N@C M3F-8W*+ MIV+-VE$2[3Q;IDA@2E GN4B.5F+Z%F\.4M6PHX" E5;*R;I26JK;)$:%NCK]
MO!P0'5S,8L=XD^C2@VN#N&@PMEVH?.*M]9%D57@=,S25TZ!/1%Z\V "2Y!6) M[9630FEZ?]1V$TGK9="?#1@0K!UYKE:C_DOE0!&+42ALC^["LU>IQ!=.CV&%
MXGY3478<8Y^NE/=[2?SVYRO77A>=M2DHDY!0-UI$_PZ=MLK.X$P*;A.GF\-C MNQ:$GI%5)C2,6)ZB0M,]65'/T5LP+1@&1!*%(+41I2$M!H#,2$L("0WA>\Q$OHQ$UTG
MXQZBW)ZP!VHLL3]E7U*D03.,#_(1(^S<33*OIC?!;!)3X<'V!,7>;,N%5E"+ M#05476_\GXI185R=@E*Q^5.,(8# G/XH88'DV9KU6I<79Y*9IV[N6)GM]X[V M^S1M2Q#1EY$]CS-
9<'(.5;8JSV3(\-B5ZY M),U,V,QOCJ!;M&!V1;76^%O0X$5V0"@?4L15>051";Y]>O>;;Z[%I>@!_RXB1<6.(TVV%Z M95NGGV\5N8QR'+JJZ3M@3M3DJ>>!MCXYCBF^>X+=
RXS_0% XHX=$],0B*9;#1PK)(? MK^MFT+?C4SUO"%&CA@0KX_?\#K?<6C7P$1D!O6]=%MGCH!1+_RBZIT%ZB@N, M>NZ6[@?FO.>PR0-O*,:+XJMDL>M@^*
11HOU:XC,TV!*$SEH'X*N*7I9-&]! M$Q$4+92D^FE!K@\G;DW_P,%@R1V2 %.H9*&M 0K[L03F":@(;HJ^"*OK(/" ME29]@[0M)L8LWO]:K"3ZB^BU-0$G9EDW6;,
1[^!VG]%8T_%'-L'^>KTJQB(M?6;B+[(?BK(:Q,?P;U3S.NIC.G<01-(C9 7C1:99C)C&5]QV_.4BE>Q TML5 MXO=FWMLYAGB=W>$'%$'S*$-&_X&"K1SQEIPCX_1,>5U6V1YZ]/
4\\EKMKJ[M\;1!_) #NO*_X4UUQ['SU&Q?LWW=A5.?S$!U*1U25N;9$'IA<^^&#@TE?(AO M:2>'Z%ZW'?H5PY[]L1[$$K,ASH9X%T>W#K(HVK8NR:)7:_S7>K!/-S4"($Z4
M#V93G4WU+D5L.L6LVN(PU4-_HW%J@XFH/=)LK8[9AJZBD]>H_>7:3X%$V,.CMVS04V4+0"S&B*F] 4:-6%6BQ_.Q'G>YOH MB>^<)O-O"W_"M9#091U3VA>
<8)G^C^XY:'M"NJVI8522Z%SH,Y# ZSJW0^Y- M3"_\TBK,ITT=)K0;9*YR2P7RHM(LGHL%>[^OR##;IBZ7F74'A!9I5@]N*OS+ M-4.=NDFMO^P'U>1$PCCG;+&\SJ.FVSET?
EXN>R0VRXYE.ST&?7I2?$@XRD>. M:YHQSY((=?'&SI*M1;O2*4TK0WXI)P]!+_R:>W6M;%_%$A%23NKB>I+!\#AW!(PMP3,+0'O2;SNU8M#>*'MF>F6>KI[YLP)
MM9=BO&C'<4&>$>!<>@U;.T/U1"VG+0R7$7; M$=W]WP4@3A/@AM$.Y<63.9KWP=?.25H@%$(CAL]SA5.),-)"*1\/7K%4NF0R M)RF5IN6LM'3EB^3+8GDE-V-RENVQ
M*Y#K/3_9/.J!I1.XC:[D!N#('@"5XV9!M)VVRE@()=5A? M]8_&ES."H6'1;\31S,+I7M"_=KY#@NL?RW(OZY]^?SH]L:Y[VVS:8I> ?P1S MULI)3OZCI+#6'_<4GU"T?
@H@98Z6C*+7.E]X<;H1<+G".[YI2D<=#_72T'5 M*"N1'J9P"VF3DHK=W#7S,M=[><8+O4WW"UQ8^(!C5RR@0W9>Z%]DR-F)VSGG M7"41\!,X,[QW>2(8+
[+,'X7ST_YA$EN'9_QYH/$'E)TA#G]Z\J/G/$5_#SE: MVC:JXTG,) &(<5'9Z*-/\5<;\W-A2N6G!D92W /\((CR^/U'^V 3\2 M4?:=;1P*TA-?3?
4^K4S.>B+A#LM3OLO[KH#VY&QA6/B_'[(J6;^.=UR #^% M.M?UT&(;M'& U:26S0V]C>PA>3AT/V>34:IY%KZ_F(^!:YVHQ=@8OZF8BFU6$X>NW^@;7134D 08_
MOI1C0I=MRC726'2PI>N;@L%,"1;RT18(1.=I1 + $5QJC M&V1V-!(.W_5D< #1,C<^;2! ?):M=KW)/[_?GOJ.:A%VG&"KT]WS%?R#&80/
M[M;,1D(S/^QA,']X\&5.X[=S6+DCYT3+F*V:>TWVDMRD&.'HBE:&P6(%?B>W MD\^.]OD>3+K1$4B/3*-S5M\ZYB8L0$J(?D<$T*-Q?7F/QS7U.+:FIA.W>=O(M?-DZ?(JHJ9-
DNM20$)(QTU'4L]/1Q%9%:R?I6WR4W(.?97H\KGSLN_6 M'*9A%J(7Z&R#:5VY6PQM)]AE'B[%0?!1B)R:FFZK!]C)5XPB;^:#:_@R;S(4 MS!9MH9/L]A]
U'3W6BAMY3$/#ZB)Z+_;Q3A\Y0_;.5Y$"*WE')ALP*@L:GP-@U:WHH?8_KB7-9AZ].CH MAW,"6B69\,Q6O[Y;65^[3](BWI4 0=OJU$"(# F?UJ*<@8 ZT)P.(/
M3>3P+BP+>\!*TTD\1AD>3"US88#KO M(^G/?9]4(V5*V3)9D!HZ,6?;4;QA ME/R*7U&8$U[Q$UJ42 MF8?FB/1(#=L+"53+ E),@U1ISS%7@[VN+41@;-_@64S!
5D7!$6VU_D\Q\LM M<.[+F"%/KV'?CS7L9S-=@R6%CSNGO@@;!YP1=$Q<*[)'RZK1-LV"&6-[QV=: M91>2C%J>Z3Z9G/U*P-K:#I#&@(!-#$2Y*).;J_)#LX(?&);;C$:X68H
M&./J/C6JS'K-NPH%%K6C.;%S@]]QYH4U+ZP[+*SOR80+)?-B>'47DNEBTH=M M4SE)PW%4;D1%9H%8&%&2"+P4,/M#R=W"C.;>MZ5L%EXB@ ^P01(SJ.!AB98K
MR_G.QCT;]YW:9#K'Q %)(\C]SPZ8Y)IGK 7:)N7W"!&<_KXB%[L"NR(9U/5 MXV5B*,4WO4INUP\Q0^W>+:C=@WLSU&Z&VGUH4+MY:YZWYMNT4O/1B$].G>A% M1<5?
B!2'C)K?;]T+&D'7Z4Z[8W9:SD!(/P53.F&WY.HM[YK7V+EZO^R[!?MPTJXU;+M-_(48XS)IQ;9L4=(S=L<;Q#(J6+"L=6!]4[M2?8:I5)T1?$[ZS-I4E@(L-
[8PSCW7X@^85_V3>!5#A%$$KP(8),SX*Y2GHE M6S)Z1L32!F8-XMF^1M'.I\QEBC(N"Z V2^/R*6I!&J +:VZ-\VS,!==/6*%B M'4&0TI*.9(4]I J'*&,#*C+;,& 2-
L5ATKD,VXF@N'M10-,A']_*9-0ZVHNO M!/AK&A769U>LKLNN48TWL5Y-?RCP@F:M*A:Z#WNCO2X$3\C"'J5=>E9SN M@&[Q5/TH4!][?!D#RK@?4.-@!F\U+?V;D-
_&8)108$K*1L.>_G%E)-'ZLBM? MH(HHJ ;#J_=;_;QUR[>:(XS0)-I]Q8 MSG1#(P39NAGJ58!POD[MA9V\P@"B\EI<<*3[2TWXP+].K"@&LN71#QI&H[6= MP8LBK%N_=6FG'1
7C)!OEB4;3O#G 3@108!BW"^C-Q@WYYN@ X)#01JY #3R M!"$B&]H(@?%RM(%4=^E&4 '6;F#>C\+; "GY\C6/$
M'EOCA!T:3K;LHKJN@CO05BA1D0%+1J!O&ELMX5#DMT(@5_*'7 M M EL;/A+[Y3\WW[\"*/L7BB+HP4#6']\Z&AL.[&??CO*S0F&?#XAX:R>4JS!5 M4_*._F%,'7]@=M?"2#@?
4;S3LH5V6F$0H_]9\'#H?->&,EYSEVM:N2LVST>P MZ4NQJ\=N*:+M][_(0=IY/P_]W6,03=SO;8-2'%PW9JI@7%S->XL=(U4PE=OB M6%$^[N$> 0.C
(";TWC%)^2;P>*R9\00Z3>X\/;T5C.9>SS9 #3[X$'_^/B M^45&_PA_&K=T""K%>F:V3;>'Y?&$'QP- 1/O/RT=+NC)=(P1*/#Y)WK/C&D& M92MZZ@KNF>L21^$C>HZ?F HX(
S)A.@2EMHT!!4#JPLX2&M'^%=#5KNO;N90+ WO%5Z=2C+CX1_"QZ95Z4NV&'G__A MOJ)I]\SC:V^V!\GUZE.%?O!P[D7C&0U((?T>E2=D+S#PZ4=F.Y3?<=Z:>NBH
MI^APTEAG\;2U;;#LD(-J T%7T0E-W6^)1X[/12R&Z^S^P^_>9BS?C##TN%-:L.8TC&ZO(,F >,L^+X\S1TY#T\%.U!,?'J"7%'J"QBNC#L(,1M^!S3Y:1'8?A M#(*CH'Z'8 %3*-
^&8@<.00 ?Q3%W.CT8MB(9F$RNGQ6?8=).J_##2,8MZ1U@ M;^[A3_5QW,-D[3V("0!.QHJ7F1EJ^KITAO/W>K\7_!T32/$6Q8+U]$4?W+OW M39X]>OK<>@ *4=W-VJ&*-
H!QEJ5 AYE/_,O7"NFA@.7W7UU7F+]U$BN;#G+V MT[)O.,9%B'OO8:XA2AB[V<0$,;R MZDL@"B:M24 4 EM7<._178YD>[D^<+\ZAE7BT#:7! #CBA<[_HD!O'KR9)
M<#Z#6U5D#WMT_#DO-,RI8"('%) ME"2VI##'7MP2CKA<9K=S830,@>"'PB>/>]B8+N#DTW,H&Q_*I@QA[#_& MNPA9,, N- #=WZ5 PC7&NO/]&@OI@"[#K(JZEOP0%
[^BT8ESZVQC34E3)>+B1-5$ M_I/?8F+D4K<*O_,_N,@>V='5UV.<=E+Q D3(2&?N146A4G9=2DJ5-J-*"F_G M)]7B &;C06HL1P9RZ2H_J*EK/?
B89:F5,.UR">)1#CSSTZW;O[07N9+G1#0^ MMWQ2%/TH-1T3=W!TTW/C+WD)KDQ-A33'. 1*PMR;'D_7!Q/ N__:BBVS< ; MS>JP4?
G>/E,2YIR=%8K;\^BM5%M:THGT[SFG]Y6J*"UX&;%K '-"W)4%/M0 M.8SNYG@NM9^<3P6NWC"5!,.INN66#(]S1F6[";7EH_U9VM?J/ 9DXC2P0J; M:]:D5SJ*DW2XU$'"68"-
B!\\"#JFCLDOR:.>J$H%WX_Z7OE* DUVB: AK[FC$G1UPY9I^ M"Q1DS]^-%_...TKY)=SJ9KZ..]!S&!5RS-!!C@PHME:JHS:#47XQ> WY ?8* M._>EF1#K;QWE[7S6PM? X%:,7H-
KL;K(,HHXW#8.LM:\DZ3G&2%1(OO$X"Y$"DH-YY7FLUGPC<2V:H[&+E5)1?L%&XS.5S8+# M%RM'>]3-:3G[(OL5=AW2Z^1[O,CHRO9$H]90,=/1R]$"]6Q:,0GCGG5\1VZ&
M(BQ4Y95%J*, L. GG92'1TP?QFZ0V_5RB7HV/ 0+XF,/_]-5\S4.K#/1Z65_L/.K<$\D*M>*" MA>E[8_8)+&:(#Q9N6U1K_=1)9R+.$SPY7^OV1>9N?$@^'1&$;K'M;>Y,#5: MJ2:/?
DP&W_65HT,HB_7:-?A@W=;@S$"1\0X \$;I/X<:A;KD:,0@:1+R)\,^ MB35-AOFQLS?$"'L_#IJQ>2(9D%CHR<+._D,FWF9<[A:QI82T?:5DR3@S" %6 M[M?7!BEK>E8](+_-1A2Y?
X\2\8;/FKL"BTO68J'4R+!Q/Q$+W2F!/>8U9YM@ M'F(#PTXH0:=VDV+-&U7&&&/@ALHEBE50:P/._%GQG4'6!!6,\=,!1#PJG"T4'WAEY%*'COHAC?WK,% 1:2(N,
M)'$T3H#B69%Y6S)8Q(OU]I#%X!*_L >,$+MLL^Q:A0]#/J7LR,D3%"(+P!^ MZ1L-',/\=,;RPX%6;S=*EGCR['P$^3SX4$-/*>'>X1/)^<2]0&U(J_U1@$MFE+&_\O7_AU]Y0E1^DP
"7+(G)3,Y M- G5,?#HKOO3-&_V2; B><83INU=(4SK//B3.W4G/*;GJ$O="^;U0@4H.F&2 M1]<1'>.;&SF'[V$)YXY]6UXSQJ(XLMCYY1A=779^5 $TFQ4C:[-E-]K I'/ MR-
TA!7MM$PVV[1N#,4_FS[=-:U\J:'B-[Q"MMV72MD+V#YR'_3<]FQH.?#PM:4 M0%$#R:/:5"3FN$=/T@VHM%\OYW:'7,TG6?N*_>%?+4^789@[^WZ]IB*8D4Y M"WH/2.A>NW,
<^Y(="YDYDYNP^C'6VU(^%P[OF]: #PI5LDQC6;-:U;A5)KX> MU"Y\N1>0"J<4B?S%1XNCQ!_]Y78%XS<8#!).*MZE^@%DOX2T)VSW>YK39B=Z
M&13*EC6/6*]CI+7WK+]_^C/P;5:C#Q"4E_2KHT -WOF>)W*ZSUS$8>C^FV@ M2BXRN>U)9"P1LQS'0FXI3BPEW2-=/.TV,2UV3?_5QA-Y66G8I-;!B7/Q+59E
M/\97A/Z]%,40DM!"=>]#T.A&&*_K$LD+MX:/8PH[#H4$K?5=V8DH?0>F M:SKYK;?X^* ; *1[ILJ&@_<-BV;K!6@T%Y7D@R*JD&"?._H-7R A-68V.A#B MVRF7(=]&,6[1
L#0!%NF0//Q1%UD/PPM#A\[SEB?OIVTEWCRDVA!G^*>9*6D MN!7$ 7%+CFRY^91*16IM]FF#U>6Z]IG-'2^7Z,6\U^[YM\^.*>CZ4=.VPQZM M%R9Z\9939.QBT]I=#!
(_;VED>V(G<-=^-](CHV^Y3[J$DD M;&O!K,.#TW"?0RH%>&3RK$QLG]]S,W?@S-PH)B=J&PR.D_S!2>3A/7D15T1 MQTGGBQTPS?-.2)R,>L-&.A[:(A,_: 8!S2"@EX. 'LP@H!D$-(.
WI-S7K1W M, *<$$/=U FVHXJW$=IG)%JQ)B:!0O+>NP= XV)H583CK+&9U& M&<,G89 TS.!W8VL"3_U@)Y21JL'+PISI5 $'/7_-OJ-QXDC+1;>31G2C ME>B%@Z()ED_#CNS!
M"'2?/T&]>U[N-S\N/4'(5!MH\9D/A-_K0^9=FZCB*1'3CO!]XGM.Q-S.G^-B M?@F&O-!52*[UFD&6; 4\C@J$\!\E)8<2>))N472#WX?XE(2$RC4Z\H]9,7)B MGO6B:NH-
>K'))6S1>*V-03&>B ^CK$L_>?O0 9-HTC+0BV+9.O!JO=\IBKOK M;XA>WC$.'%Q]7;:-QP]\/Z *B^P\?P!UN?*W-&(Z" >TK.)(HO*G-J@IM&!\
ML4^]7I)W]GG6[[^_')-8)!)1ME%,9JCYX SM/S7VT5H06QV-GMOG].;UL',M MBB/Q3;GD*N?2ZP I#;=Y1"%)V?=..K2>:SK:FG9P>[++W5!) 3=.<,LS-"\G MK;%Y'!
[D9.":D>ZQOT#UIT A75O/_79S+1X-1E95G<0G(D=/!!TK/L_^W_>_#YY]_*=,F?7>W\ MYW[TO1=P7-H51^9?5D5;80_GEH4^N \I0.X-.7B;(IZ;?,(;$1 M4-KJA3C,;)?
B^4*$AB_/X"%@.20Y-67AWU]^[)YEYRBHYI!80G^ETK;OB\)! MK#(>[3_AZ^16C]+ULG(XY?A.6W B2BB&3),7C3"I"/I<68VL.R?EI=VS$ZK/ M15G[(F34AA\A<+5\E)"^\(*3@-
S82"4L3RXKD,Z37HQ%LSKF @>2H1N*K'9# MWW*^4PYF[$/W>T#G56]N[*-B,Y.]5V2NY+SAIS4,!9ZN[,(2C@8)"^?*BQU3 MZ 0$L4E+MT[1SOQK*#@"%M7X[!.55::9??
+\I^S^YU]\\^6GN:!ENCAW^U2= MD/F>$+=Y!_#T\3/O ?A[JS)(UKO.J$;.CDMWFGH5;E(R><,Y@B@)S\MT/E^_VL]XW)O,HJS%[5URYE#D%XL-2>?.]47;-
!4UQ]*YR>$Y6HB(*KDOPM\!] MH XL_*WL0W2?Y9Q(I= [.P(NN'T$'QH;O6\ U[%CMQV/?V+?+E> 6NC[X>Z+KXD-KI>D]1UDQO$YBQC7)>^1]FHR(QK5^.]F(_$D MT:JD&=

8A*L4J*F1_=M%>?;TV1/=LF"1 M;F1ET;[8]%,+AW^])S>TH_D=F/_JW]/_3$8(]^-O\HDGH99"C\7_8 8M.Y98 M6!PU,AMSHLQMV]3KX=ZJ2L?CU*F2=G9L=89QUF)XEE4._&-
Y7Q M,[RNO%;=X!T=E9>J%A>"&1[O>"T*F;*N8:'D'4:?B 7J_"73^2)^?\-1\%=B MC$I<&K=)YWNS2?&L]V7'^XB^<9Y(*INO0V6%3A9B],H_/G7\3]4OIJ*F"0,3 MWF*YV>
(HB0O5KV(UZ)+!L+MFQ7S^?.QI#JXUB:N8#;^,]1FF4H!^=0;LBJ1A M(!KMR_V:KSN?,\>0-07'J@NOXS9>YB@\(#CQ#1^QFXZ,*=A?&:C\DT6C(2W' M)"4]HH"+KU5?
H^AD'9ISS-,$'LZQ?&X,.Z\I3DW(9%"4M=JX_I2^8:03D#PQ M,7KYTAPKA#.I5Z1CYI+3(P19&=F5Y"UC9L1(UJJCT/^&$4=B'/UQ#X]0'=^= MD'[&R[R[>)DO9KS,C)?
Y8/$R']J^J7O717;IQ:+:@,6GU=%TLD68;%)<$Q,_ MDQME6:R32B$3JF(+UQ\L[]@?FHR1[G) U9W']K1);6IL@ ECUT@)W*F4D@W= M%V-BK"MB8J3.]XV*B-'[E:87GI
3T,3NRF%GNF#X[QA6R44;+SO-#2NU'H.CCM(8 M"S$I>6\9NSP1AZ[M"*6'8T-3A1M_S(I&O\(GM%PN4!GJ^/!VBV^BR"W:Q.ND M8LV=Q5Z2TR=3&2H6WVM4-Y@_'HI+#H,-
$?GD)/=0,@&5SW[-SHC?/LX3RDD M:& KE(.Y8,XW&?VSG+&QN>/^=AX*8) G%KURM7G3*%,SYAV=)1E?N"N M'Z^'RN#-9&V+>X@Y)TU2(8]6=F"(0DY$LF:\G7@A!
[_B18W*&C8!WVQ'54HV MN*:JFD/,2?E.'=_>:+?=5W.SW0?3;/=2%1/SJ%Q*UG[0")LE]%"=Y%QU;01Y M0EJ-JR9:=NF:T&JS_Y<[(HN7)U[M-6PIW 7MV>_ 0',$FX7.SP'TK.DP+R:
[K*:RAT' M S.=ZVQ);ZZ1WV*/JE"F' U>V.*[D BU8A6<%?T0N3'T+G*%2U.R'E K89X M%8#'!,,[&^YLN':!"F]@.23= MM;,ISJ;X^H>C6$LM&%O04>-
H@!7_)OJL(NJJ<*TQMA_^6<>B[K5 MOH7; "6A4^&EU/#%=5%67!,NM9F8L=M6%YOCE7FMO)FTG %TN* M.E9%7S TVP7ZX++F8BC_MW+L'/G^ZFT.YD=(9>-ZV:]:Q
,)O@&\O7B4(3,]7J;O"^@=0K%Z6 M+NH"HAA3PF9M1:!',9(0_VL%X'W3=:6!']EX3[)]P(6AC@>&D96GB^B+%]RX M4[3E>MT%G@<*&>@R'5,3BC4\]GD)S$O@]2GCV?H3^[J-
J<>I$$4Y-%LR^0H88//T1W7$=>R3+K/)SR9_)Y6$H>:+RJ+53"'D_9& M\"14*J&O.RAV:2#=:G&'35\LVX2C-1$2T+]@Z A8\Z%&YR]J+9J#3T8CCY5
M\MM+_WF,:7_9F@#M^+Z4-LVMEP,$50AW.[IV5_8X9TK7&/\(0YV7TKR4[K24 M0L)]E&-'\XBN#0#Z!+3D<]Q-&Y+NM[#!N3/P'>L,_'+N#)P[S^,3J=YTYLW MO5?1'.
<6$5DOP)@W)T);\>EHK#-S(LKE7@@*,VN965QR!Y4P.O,-W 'Q&J,H M0]LBO3)=OJ$_U9'N)\>CCYNJ*MHYKIM-_/5[?"(5.1PRH"7+1P^FA&%:/VYZ MBLI7?
R4S7#4[SQZ/\]&J+0Y%I=F#DXKPM]ELHK.)OCX"6/C=M1YUK9WB@ND1 MZXPA[;->W&QO=[*W&CH.Z%XHNZ*3K@<#NSAZE>V_AN)*DT;KLC7.LTW5+(1O M05K8Z,_"-
IVAX1CTC7P2=OM2_B/<]-%/_WSR^+/[#SDW)" !;B S MLA+>0\[:>N:V N-$F9;.W'AL;\QES$JG::2-4SI6UT4]<(G:U+2OF/27PV"@Y0T02YFQ('R)W#7Q8D((#_M]"T]/JTZ?LQ]
[0F]P%VF MWYCRFC:]#1=[=C1N[657?DBY7"F9\]4O,%;^+%(M-&?MP MYOBV!1.+*RS2KS71Q'?FPF+O8<:3VZBXBB "986G_W="A2>U5VAA?R1F0:MG=A@O> O3S!*0)U9
MU\GRX7TI::P(WNSL&IN4?%JM6BZI\J85H@VZLJH]_MZB\:"U6BZ%>24T'4H[DF 4>,,DTHOXBLP MRE^!*F&IQVS+\$I-S05PU5:,?Y%;'R6C7Q9%VY;L(A
M+"HFX@#\EV=%BYNHOL8.:"*$^MAW:)U\/V,^=JS=II"EF[NC3Y@@&R$WB[) M#T50TQU]QD%/Z+POB[=2P0VSO6Y8T63K9QUJ57DD;W,/X7F =Q
0B4935KYUPJ8P411="_[K9\,U%9$LX8K$)W$N:3U[V$,3F6)>E$ M[;(U_4AIY2C:\^/P=,L\#F&@]ESK3?L_NY@9TR229#]B75*,7*,[S@;Y[W&1 ML18>KBW:8YA&!(S*3X3@B
DV*XF-BEK([/O,*K/F@/RO<*=7UXCU26O4$<.%K_FL11]@2;V**HKR(1W%] Z]3L=@/8]ONXV>WY MKT]^^,7WK%E_M+"02@^;F9F-V5P?RV?
I.XLY\:$P#I+#ZVD:#1T>"I^T#T1! M.R?U^DC$$-+UL:(K1WAK\+G0CGF4"5 K0 XJ]0G,=DCKB7;7SIE08AQOZH=3 M?>-.2?'7WNU*Q,XKX+\%,FWLAGR4D1/8U#<4M)N&A)[?
('!TT6%YZ+^>PA9]L2+I=C_,73%\EAW()+8ZCR,('8M$^<[M*T61F-N%-QSEF5R!^D\.(M'*CX MFP.,NWHM,C':TD(]EOR\[X(I[1/V<_2/E*8W"4SC_V/,LO3 !6ZCEQ M:?6*)%
(.@"_Z# L*\"*^\!!PAF-R+ K!26!\6@M43ZR,>=M3>6*C)4,VB^WU+A(6]S2\Y>BK-8:0(_M7U#X5EL^_L&]^]]PB-FZ(,Y;T2\ZK;YPNL@M!_X/R8?D$O/Z&?-8)=;SQ9%A
M4[0KP6/HT35*D%J$:5=))20H/'P]>0HVB**C&56N1[:@HDBE:UK\- M;Y&MW8H6:*)]DD"Y"M*2,7NG_OC_AZ#[[\(PXZ!5N"D_*7#9)_MQU^=(WN<(NVUQ.?
8*X0<[IC3&;MK(9QW%3Q'P[KJ['WE_7 -+I MPEPY.<5?IC/,68F6RR-"YR!'0Y_&D!?1C!3/HO,S/$JLH9)$)^AALTV7LPP< MRY83+72;DE>&K-
&5XP1+]A>:6J2E'MQ[<,^J9BI02*Y@3=]+*MIZX-16(7E% MK(_=7A8RJU,K5^SIA^YTOJ6>,)YQ=2:]N;BZ$9'(0A9NT:M,MCX,,WC3HUCE MSWL,+^+H1O] P_@7G=JP3:T;
[:WSS^#C=OJ=[4*NV27MW[H.6C9>U$R:>ORQ M(@MLDHI&RW>KC^*?615^P,G@LW PA?YH<44?87&,IDKU#2:"@CMLY):,/2V-
M\7&>'8K<(G(E&H1@7SI3;QD5J[F"JK739ESC"9%$5#W0& *OK> V\QQ1>EGD M=:W.("%.G#;QFJ(>+R7U6I\V"I$*/@@;A*]W19HE^4AM.%,=11/7K%+LN>
(*C09XDT^-62<>&1#G%"F=_Z:'50C*JR&*^P$K"LND; MR7X>@M*03;*<5#"&U WX%5=$J4'OL<]$WG>*K54W=\'J6*AG2=*3@V9IZZ]% M&HQ5T5+?\+]6>D!7NG_L?
=^36X;6?;@ M\WX+QL1TK!T!ZR?)5ML>/ZDE>UON\5ACR>V-?4.1R2(L$N 8)7I3[]YS_V3 M-Q-
@54FVQU(7'V;:JBJ"0"+S_CWW'(6HJ%XV#N:JV]_\\8DA31C0_:::;D_V4/TI8%8'V^D!=C(*B M>\4&Z@;1 "M[50XDK,9YYC+9UFN67JE&]W52[X@O0OY^+C'D/S\RA":+_05L
ME&^6IS/H0UF 5=@#Y)&JW"Q\=*RLPEV0(>?XX]L?^S<K#I[>QWF[0&>9$Z2*&Y +SCZ0 MB.67HA9SS*]6@V&M"F"%,5 L&^T6S?LAVHF!$L(Z:9I-;V]:*KDN3*0@V&B?
M;BG=UC;*_0X6[L+5R'$$N%##+UFXR40'8[CDM8?G<3&&B\F1A@"@06TC$;>G MQCOE@4=6;S\0"L4EHMPI'<(.J1'LGMZ$"E9R.BQJ\Y1MM*/T.=L)>>LIZ0-\
M#8G(P3[N1V1B%%JS7.=,4NV>JP;@9*1K;8]V>^*DLK7R[LF$YP7EKX]L4GP, M0-2S:FUI>3*"A4#I>J_1N28,^0N-MSK[/KV'U9//:X1\;4R=8'D%!U$PL0>7
M]T;HE1A$7HK3EDD8I"55^AW=&2>"38!HZ-"U;=ARV$,_;! M3(H'ADT3ME0N<(:)@HG]H:>:#)=B O?U>.K173=]Q-0D@E1E@NPN>9-GCL[T)1[\/.9>2-%QQ MFMJ\CI_<0=D/:
[RED".^@+YB* TZK?3]Z?C #="9H$ ^OBUW)++GJ7-I01[. MTCP[:^\GLO!K)W>+RE\X E0CH"6^;XMEIK90\@^)[M2,M?<0RSKN(J ML'=AP/+0>-Z"C*J(I2#OK:R.4<"28T:
[IA_+1E(<-.;.$E;)9\N3Y=9JTR+> M4NL#3HV4BX@K RHP,)]2'1C1K8MFGP$W, # &YWWJ01>9]4$ +!N?M'#.CD MX1=$BB=6*1ZZ^2&[[-W_7ZR!<%T/
PN!S[U>XEQ8@;:KU2J.<8^QU0WA>?Q MUA(VZYC45;YY_M0PE_\M9OT5W*8C$A\,DO7?KQ*)..T<2OC29O:U11B'(0:J M
B%VQ3(**.*%T$4Q9^A,X[",ED@JCN"1YC&&71@WW8I79=4M#\"G>I^V"N0] M*S7HE7=[LFB2#S+Z9*(4&\T(S1''_U(/Y[Q:?/-O,-5'%KXS;FOC/IN4@R5O MWW5]
DJZ5_'^)#QGB,C["Q'Y_P1.4-$SA"1#\291U_%<(MZS/N7T=-$ITB- MJ)2(5%[3P#4OC$;6^VJZFCJE/'7X2>2T*5)V57RNKC!CH*(6E0^Y2&N3= [= M[=+-
E6O&V<]I4%H:>E.,\2(#.'_?7]9M\RM[;8H?7DF11W^F<<:+5]]KG)&< M,:?SJ3"4"_S [P;7PY4)"/HKYL[A=JR \%U1.P=MEVQ(:JL5W<>.%__Y_)8#K*:>/:[EG%"V]GIKTC>QG5>(<
M\+/JC+2(26*\EB8?*0_63-V1O4C0](VDJ=]T7C MIB3RCE/S?DU8\SXP,L&'E)7?2H,;D<&D^_[5*-FQY]?4I#NW@&Z%[V03'-^:"! M%"H/+76+J'VVPA'-A]
(I@UXV>SJADL5*WXSY9OTQ/B 7M*][@"=S/U@"CI3G.]Q QB[S%_Z9@WD\/"5B>7-"G?90DHRGN2 M:RHW5+ZNHZ;&S3#('(",Y%3X]$63)D)(2+&&S8,]K1_K ?9:JK
MF!VYA&@8\5S7B0F'/D1M#S)55(Y0)1RR(+0U^&%%CWIL!FXKVK,G7!Z/I*7I M)BJ62Y,PK836W=RWG+ &R=&7C>SI9LVJU?5B?[B(5RD,1D7M7[?
%;NX/4WQU,N@\Y&%BU:3E5WF'L3CYR@P M*R??HA,4! 6**M$O=8>$*J-OLJ7+YH_]7!HO80WY)0N+,4.W)T2"=9=N/3X> MCB;[\:8J&KPWU6JW6^?
IF&R"NP!:$J6_R+X^J_*O;)G#/)*4^6^I$8?$T M8\G\F#4UVL!!$(W^H<>990D@GCG2BYI+WNH>:%6'&*^U<'':&HZL."2-7%- MFY-=>AG#9!?Q=BW1C 2-
MUYZ(GK&L"H>S)&EI&>S4S\]@/YA*P9:J2J-,P?O!H$/3TA%I=6SZR$*S,E'-6300_?,F*D_FT?B)+C-ZOIZ=G*@> MIL:;;0J/.'7-GFBCFV2%@/#!55WP5I;J8T
1H_]DJ!4#;"WODU_#9M.;[)LZ M#E/P:.[!C#AO2HMW9B0KS$4^)JRM:I)>]7PK@4E>THBIURT!:"9+G*5A@S.F M'0VBD0JL\T8T&YI6,H[,(V@0-I49;7Z*#8=$R64-Z8X%&T]!6-
!NT+B="U1).BSB2%*K 6KK_) MWF&'@)@;P(6!\+D DNC%9S87 B"R.K?M,97 ;#OR<.M =*[A3EN/JS%W@0\9 M_1@%,C97Q9$W4;7NZZU;#:#Q3?5J66\=K@;H"
()Y:W[C$2#O$E[*8EP.HMI M2D DGQ>B]>8LN*KD(0X4$[37L5%/D<5X* *^+3HN_;D;NZ'C5[W0G0O3MCTU+:H$)CIR,NP.Z)/*>4P0^?6 :<*-
"&OSX*ZM4F/D"D:XCD!$0S#FKDH M)W8 VWV4TC,!:.)BT>&W"\:X?7)?"12AR/!$EI=Q]DR/K#() JNS91,U-#VW MKU#]:ZEJT<6$EY=I+I 3.+NC'HS)*U?IK[2L/VR:-;Y:$-C1PJXI?
EH&EP1F MD*,TT*&3 ?-OIM@;O+LRXE[96=7BDN60)FDN@U9Z#;?\DWC/F:P05?GCJUZ^ M$4HJ1V:G(]?^S$N:15@CNP"#_F#8"T(ESI9RXL??R8'^2<'1[\BX>QW$B<+H
MM+9Z*7T%C 1<0F/-,Z/"NZU_:N,^6K[?4L3?K1E^EAE)O :M1,FILF%"KNGI M%^=3 ;>DRW(+\R-&Y W.8(XSF.-V,,<79S#'&"SS&,*Q M15-4F'O$O#Y%9!0S4E$73:PVV-
2(QK.3=&P5@\7IR=H66\/_0QYAT*I#$UK[;;B@-C_0N6 MQ_()8<.<-]\X;CNH@U)#<;XX# M,:02GLZ8R ! *?9?CK8[[WSWOL-XI*I;RW\UMOI0%490TH#6DR@%&D9O;] MGO?
C>3^^\WY,^GBTNQ1.0WD'*LQ 47 Y=P9/EP'GSMOPO W?>1O6A/)C9(^2 M0[EAU!-Y,'4E6VQ)ZL3VA]8+2.^I\B+-Y6;::(-A=7]"[I\V_-9R]O.&/F_H MWY+4-
$6)R'=BST[[O+E^F]/.&'X4;5FR9SB,ZQ5U+9G*T@ <[V1T"U8 /WA6 MT4A!# ;&HW"P4(#;*BS 8XG.N_^\^]]]]RL>3XOK'FP5[ZZ5P=!#2WP^@LPZ M;[GSEOL-
%:.$S5^2$NE%IRC4Z91!(>)7YS13";%P/&=J.1WG0#L)#,R;J$%*5VIAC?0IE M,MG"%\]^=3=#Y%[WR*FAV7^O/YBB.1T TYU^%7M!?/6^V\U7YC6W0=:O4':CJ#JQ_>
[3M(>.L+EQ2B!])YCE.9A#E<,9 M=*QV"#G>V\2P+56AZ2VG4>YA_B;RSQ.. M=NQXPE%HOOU$A7@FFI=DRH458]W7\P&$INF.>/ 2)W#+:@)XG8/AR O[K8,OH'W3% M-
0TY'*H>^47F>5_U>'RQ'+!%]$_T8'S!XO7W=R.N1:J;_<]GCJM/ES:\J1Y MMRIQ%2CSLM$;V-3DH&:XDBJWYXW>I9^FFBTM85RV-]$&2S3YVE9]'F1 #MZ
MJVP!JH60C,@@GK@L@(HSI>D8F, 9##P.CC\(\0?=,83!Z461Z^OZ-]#D1N43 M<M2K*F*=?IR2;"EG:C-DHY6@JQC0D*)K'6E*;MP,-EN'M^;, 1:0
MI_<)9=>;WX!9!:',,86QO*L=!Y1(Q[#3H!#7*Z+(JNRZ%;0$;/]DHZGN9BH? M%?CQ/TS52?9FL[39V7,L&(LLXA"%G/<'TWP> 7I_1X"^/(\ G4> [N,(T <9 MDAGWBX\'-(XHV%L-
ZF;B]I9]*CT,TH@]F.\0SS#GHR-Q8V[((T<1@YN!]6"Y M(K"C:#H7]F.*@$+IRH(7>-?.8>/YSWC17 MKA"BKB7QN3FV3RTRQ8Q?4N#HQQO9;,Q3"DXZ2GV9K)8JRZ;
A@A,^]/\29]A M7W#.$#?65:AB;!D#N-&]<],!H"FMUIA*C.['E"3N^0B5[6]FFAKDU.T[K!K$ M4/7M,?64,4=Z#J])KD.5$H8*65.)/& !$:.Q,$M2$C,["8*?C.IB$\!H +](
MREUI$O\.2D!*D3=TZS'NKU 2@+Z,NQ)4N8O75O9ZN:U9XUG4)!C.]OR[5XOG M]5@OODNF1OX@71S%'(9>DBFEI"D,S-'Q\Z%'36<5OV:#^AL5O _*(?
TPHNWJ]AMBVEB*\FO2;9(LXD"]4;U!X=4@ M?2GY"40?Z5XIGPQ]W_5EBGV]"6T\K/TP.FJ0@N3Q5@85_0:*GT9NA?*7H3X=
M>GI76@IDM2;:>151A.P;DOW7HPXUXLDN]%9TIT M?NR:)ARQ7EDX/7#IM2["L9,RRJ0@P(I(XI0<829S P?J#K.2S_=:C[*BKL"5GA-=/K2RL&RNRZ0'KH+
M8@[2VCU(8)EWB)S-< !,'47L>*V5&7*\T8LL9) %6W<:I$)/G.PD@@92D#LN M5O4.45N?Q#]!HJ(B7"+7DT1:J63$S+#)PKB]D_/ARI#["6]5.JO)9T5#:$U[M"K=O)Z:GB?
D>@D)D_'X^,*/N]/C$UUN^?TE(M9PXX@ MQN@]]B\DLTNA6:9KVR8Y,3LK-,:/C;&5VIK3YW:6RJG6&3M3UA:94]!R#1(B M9^Y(;ZY$3 Y4J,T7B:C8L/]H,X#>R*BFTE[<=[2 (2?
M0-:0\E KH5JU+VHI-$.*JP25F.0'R6VAFGK:_CLZT'2N5^H^86;8?ONLM$O!D;VV@:C/A.W8 M^]I3EMNBZD0^S)Y\%9;@G4/;\O<48_T@$Y L8FS6SO]>N[LWS K"@9X5R'S
MTUVGK.(D3#*ST3@18=);AOZQO;;HP*(QU,VCI]')4H>#3N>"-2)/JOE&2T,# M^+XS[8B_A=6220DIS'!?46F,Y*.;2!+U MIC5J<3*31(-2X!Y)S:>A[@;X783/Y?K4MU'*)3?O7!-
=^H?H57ZA)KOOR7"F!3WBO_6=PRMM=MW;+5W0&;0K<\=C"/_$19PD@&U MPFC97/+U+TZ>K4E,YLVURI"F*]OM6RDJDW!5JMQZ.QF)2+;@!@4%CE(F 7P1
MF^8\^OJ.3V)!Z+5*2]O*-/%P$B-K_';&LS0]GTNZTJ;9"^[YP#<$!0NWG.#/ M3#;"W@.EI@C\<'VRSVC:UFW#(?^A59Y<]VR5)7BIP*&W)EO#L1:V ,0,TTPD
MAEJ'7C1^IFB'C'<)\!+0[G@JQ H3#)'5=\/%-'.O?;MY8!WS^7^X>7=+_' M @I.BV2GXZH::$ 8\1-]_)HW_HC2B"=NGTASGR1++H,IEQ!@=N24N&^)T\(4
MM%7P!:QUG^.KGSSY=&(NY1>ZF'V56E&"NYMYK5PNJ7O&LSFE^CO28ENMM;+A MB+W3?7,72?$#8POCTL),R Q&/.TM 8,1<,]?[,0ML">/UZ'ZV;99B;K@+NXJ M.)3\|C?+?
U]NNPM*\H6[=T,9G4@3-!H?(N)(LM\K&]I3L7,G">X^"Q=.<:JU MS=R7J%\C(3*9H180HGAH:$/M<8\"Z7 S+7S9R7GR>@E,9\T)5&#]"&P/6GZ)
MGE/9O%Q\OK[2Z:T2:RWOO$_*G5=-"@-JR+T@ACU;2P$J^93*W[+6[ZE-8>'5 M$$Z^&[$Z&J.=K$G !!7]/>(\^^,CWEO\3&?/3SC8\[XF/N(C_D@HZ5,XK[P
M\Q!:77,I4_ZYJY=]9QT(TQO+'&/3KK6%H(T#&_MT^CYCL/%K(A[%];\=Q69DX2;5"PTXDXENK2>KI^2M\1L-J9=96UQB-L.E=WV ML!@V70STL)^X2F]/FRD)9 AOJ?
CH^#:>ZJNA5K/MKM&J-MU]DP7[%$W\7Q M9-R6%< M>,I*$J8@>%-^B:HA]6G0=I&F.G#J,UO>-$M%X(843>Z:#LV)EZ&9=_4LPY4PMAN1$56O,;V2F SN<<
M^KI1+ME1+9-G[M(EL+-=25 D8YKM-LL_D$!4R5C1D;*H7[9_=G*![\"N$@J0S M)B$Z5TJ[]61)4N*"#+V(O2TY0NG+W>)LX_#$@2LE.V2TQ![/RKE=>]EQA6G6
M+#,M17<),,V@'7 3BL&T?SUL)+OQ$^4,=O)2B.:+Q)#-:7 MVJ.-I3(K22R)8BJ>*K"[3@S&M)YB(%4+35?=@WQ!N ;V&Q)GCV^& MAUQ$@,?G7?0F47 ^#*4&.ZZC#JY"*W4T
(R[_L1ZR"N:?E^F *?S#X(&P(8P MQX&R8=8P?=@-#I[L!A83B'G2K9(K/7F%&\ M1E:7S?0V5\7KS4H#)V9<>+SIR!X$1:'IAW7MKT4"Z0T9$!>QU LZZ>/F*/.5 M
@8YI2<)A1[$'.I+,SU45U^>C(92Z!6=WD[FI:D0%VUN?Z.2<"J8G*J]9A/! M)LMX*UL6,FX $9J+_GU= $<)%)3X-A;$FD+;%NK1-98<)XO6%X+.!ZW#@[M#,#3R-'"B4 ;>
[["B@!%QWE! ':;GNJU+QQ:*,BA7PJ$W57X,*G"LWL&(_@2 M*TA;@V"B70^3#K7?_+E16T2CM)1XX^[/- <*[573=Y"ZGI#JV!ID#Y'U*S"YA5E?-FO LK;"5KK0"NTDC-
7)G+D@Q)VXLLM:':R@@CR)BF M!?L:;YEY(*MOJC7APR@(F;B2(,O(4:3#BA:EA EF@B8 1 32 M]^K7I"S"L,3\[RU"%K#KU-*J YI6# HKZ^XK6E5PT!#])9W'AA#+USHCM@R4
M!/CT'I!P=NN*W2? 0K^2D(AA$7GZGYN?%+8Q5+!.^A8^W MG+-J!I5+$QJ>MD10M@21IFB@9JB-N% B5 M%P>-FS0>A.O3$&J#L(*:34;E \SRIL5\J7?/(W) -T16#M2?
Y*..97*]Y/$S, MBNJ_(T*4[2;8 JWNND8^X.K]-&/-X&5BTXU?1KIJA M);$)PGSR+VZ1:$]Z2A4PCTQC*,*"LM)1#/YJ^M?<=1F>F1(H,USIPIC1,L.+ M=)P P0'D(]3CJ%$#I>-
FK9@TCD5WHM4JUJ3PGI.HY0N(3]DCIB*^,QUBNMS3%71MZ!42H2O'&&XQKUS1I MG(T;I%T<34G?$I,8G%8T95+3+26[BQU<[LNT6)9E22N@@(=;K;?264G19<_* MRW,5-
ITL,:UY.T-6!$T'J>OY%BFC2#]51>_0H@0H)9PSSN2,,[D=9_+HC#,Y MXTS..),/)#@DMP 5S@>+[[H^T(Q>PHFNRY07((/#DD=\I-G 1?:Z M/4E"25K:]9?1??^JC"B)8H4](R?
W#*?/I\B![""U*G&& B*56#7Y5$9/D#>. MH66->1J*4J[J7F9/,"@U'3;Z?CEV%$6Q9/0U/0FE[&&5ZJ_.9?(\R4 3D#1> M/^@HDHZR\O,DKDL9FAK=9GO-_:,,A317G2*-
"K)Q@3V(E@;"L)5 M#\1H;7PTE16L]=<4@>*_*^4)%(Z?2Y3ILDA$)FNE#>X)$VFT7;:(T=&A!$GM M[#&%93F!#X^:Y 0^;D25.NC@&HR?.^-CO&0 MENDPS.17,_&
[//BRCPMR"Z&CT11J QW@ZZ/_5+D*;B_2NZ&M'E.87P/#K>+/ M?NX8FQ7/_S&-#?T4RI89VP7Y81HS0*:V2O2\5;;F,8=:!S?AC(J4)40N;*/FKYZX_L4Z&B^VU[*N4-QJC6,'LQ4B
L<:@'/4K MXC&OEV_<'-T0XBXB&T QZG(3%,:(BL.D@9$AS&8@>?>;?'?VU6S"=H\.-CL9 M95U-RJ05\[[!CS%!=V*GMDYY6FO6HUKF)-GRSTRKBCG%\T(_AFYV#-;)R)>C
MWP&>2:]:,C%SB471/]D\TL6AV:YHS'L8UT7/$&B 3H\Z M[BW)QQ"7B]&B&'C('Z_%1RDRH*?H=BC[)(LII_#CD\?0'\+H!C!J[:CUF$XW M#6YK>5 +=,Q"BP%
[NGV[N)*)\3UWJ"\1W)+&][,_O#@RL=>F">N%W]BO]"^^ MI]4/O7X=4TU;@*>!*%X[#!?-E5\>ZG[E6MT(EXHFM7*'E)PZ^0:D3K_?L0DI M'G>M, ?&DV2!4]K%N\KJ?
35/+=&&\:;1 84GME$FG]@X%":];25@;*P-X,_XY'L7P.XHI?QT\+U88AO/3VHHKK/ M*IL(@1$N4]_7F)]2&],',U71>\+7##H?YF>=E6YJ&3,P9!(G9\GCHO:8:6_@
M[>C,-9>H(W_T;T]?_-O'R9(HP8RRAV$F5J?NBI?"41>W2Q%Y]DQ-GMX;L9!4'F,E?SA$%]?_E3 M68"?,Q%B9XKT0[XFML5M6U=IKQEG@L)3*2*.678C+\ ^S/:6/2#EP%;07RM5
MTZ11KNPVE/ >M@1Z4")T ^-JI;US##-\&:B0?4(Y\W$1UV_5":)73N!:&_O6 MM2@I61$0T_ET]M@)9Z2=4@*X;A]HJ.:[MWSH 7K>=M>)P0QIWPP93O1Z/280
M;A@#N,]Q&F\$.#SW#AT3431&0YC;,#+C$+?,C&8%B= %@BT1OB]8L"(9%+C+ MXCL(5Y0TX\L52&1O6K_2]7^%9V8_.EL*V#O!SL3W453G$1>0(;8)A\,M#FI,5/7-8$L@:
M<>8O\0:$=-\"-=.F](@WAW CBD)94R4[2YA<.FG42J\H4=W4^\%-.["[AGWD M/V.UO\D\|BFLQMLBJ34 M%ON4WW!! />2E!G\W;M()24.1-DI/)_,DN@V 0415#I=<8#)0"
(;4*>ZKX?4 M*%=*9A^S>$A?VHET&X7D639./) V--\O](1HLHG9*\7($]*XDN)*%RYT]8X MUD26P&\>8%+K@NOZ7JL!B2;GL+\D?D') EA(1'''<[LC%Q%Q[P5-U'7\@# 9
M4HKG';X@-97SJ_30LM!V(]@S>MV9#<,OZ0_8,V884IG)")G\A*2BR13C+?1+ M1*I7$)6]GF%_](?*BDAR/?R3%/R@?P;@AO#B+MZS'&JZ1P*:%!*;KSJ/"1) MK^9>>W%?D=
[WS9661&Y)VG*B1"TLD#N-QH*KH_UB1\S&: !12._S'>%.$CY3 M3GAXA^X)0HR$O%ZJ-(W?[A2Q(<2L'5G&@,2#^BD4$>1#S IRH0"2\WO&(_)? M2KK 82NL6Y;_\:;1W
>%&'!%6?#HXG%&0\FJR>W>:JE ["H6 @GV&ZZ#\QSQ MHKXD@+M,7NGKZ6[-BQ-/7->?41AG%,;M*(S'9Q3&&85Q'U$8'Z37+M54U5W@ M:*ZZ:_98\[Y!&[]WR--
M(L+R]=OHL!.6^[67J4]U%E(TV>W1F5CW]6%UV&KG M%6V6#&B8JJ*(E*46RY "RNUVF/>*_H3DIK.BL48#63+BBX],I>D$$R38*"/\ M:6^P (,@PK>;%LX"C'?
82/M>\W09J)I0&.@\" 2O'WY%"AB;^)3XYZ.O%N&3 M'48O9>ED($063!O?<;Y%P30T_R9;01>A4JF;DN/XQQ]<%YD_?:3)ZBU&43BA MT61?Z41$9J.5*P@;RFHW?C#.
[E9P_LS$#)-1G+3,$E0W.Y5*Q71)CB;^2:N" MTO9T/E?$7-Z64OQ!;/G^,*:EN>'4N&NF=C9 ';PN%1][*IN>:)WQ!J.VM-,4 M I"+?P'OV Q2#E_%+[QN\3^]]CVVW-VJW=
(?/_;F3\F+\IU09)DS2JBF(D8V M-?4?+L5E%7&8,TG]>0]U1.VG"/<-!,P6G^.7!.I2JD@)\)-% R; D S^QL1%T0>C M-\>@LG5S*>UM@9O,?E=JF8A.3%8'I259+4[=IPLU:UT:@
[\$&LS*#9A'W_: M.!B)OR3/AKEV>2_X78FGL&$/^U3I;?HBP+'RMO6-\K<.DZWLKXH948"S(32" M*Y#9>GHM+JV1@ZKBYLV&"MKL=L3VV+U1_9;0XZ>&&,"KZ)*T6TQ(E
MDFE HI?,%,.7=K5G+YHV-"A8O8U3KJ1F-L0#0:-1"5MWVCV+[XV!0'?9XEH\ MA+RM#VTT."LKAT7[290G(Z%;8SP*D>W4"D^1P 0.M#:#);5FML?)+4,(1E;QLD))X=TPFV%
[JB5%M7$S4S4_F"@]1* *UB&ELOW)-"" MCF"(BIDTLUAVU&&43J@#7:'=^0Z$DI5G7G&MUGO<9GG.";6S>=;A% !3,JY$ MF-$XJVX#'MZ3+9M^>=A= M<9.?
P3OQ#J^Z9B7ID[UQJ*0P4.YB?1B *B2@0MQOA'1@ @YZNFW:;!NPPPTE MXB$-:B< 7-!O$=TS'QK_.D3WD@<#O6$#G;H+"CTJZF8U=OJS3H3+). M3LUY+NG
X75\?/X(#8I$$R2A4)]-((4>];>\[Y!Q"])63ILNS6F8T)[F9SSF M(;&V2!%IDEU#"&"88GF1YE8"?)E>6\H+]!LC:!Q5HX^V//EAX>$CU2S-!;PX M-
$I1U"L_3W"DEPN95X:+\^R>5%>568W#("QU CHQL@6TT_-$7D[X2]JJ56D? M=.9#41@R--5R:YL&\V(RL/@Y_O6P:C+=HV0D'%:W\DJ$+HZ0D/9PK_WC:Z.K

M;.#ZRF&PXQ%C"_"BE@/%Q)7!0+*$';M\L_ULLLL2:!62-2MX/_WQE*E-_-_MS#P(H"'<%X74\117/"ZQ;S_C5RU_+9S"WLJ'|P+%UJU!;?U,!<.5Z3A@1IJV_MC!XB^4",(.3TU>!9=66XM!0I:2H%Q)8C[JZ:SZ_^-0+F&_^*C:$=_>]@K?/,2_(@OS_["T(P"YOJE@(P_M8W^/SQ%=^J=__>RKQP\7.ZK6B9X>XHM_L+-[3H_P,KE2B@KB11_?/2%^>,?_M_\$^4>/-*ZE+1LE09Q^5]N>G_M7SWZ_,$3?1)(C@AM@3*&I*50<=+[G)+@U2+R7,M\+O6LML)*4TS<_MJTWT/-MK^,Z@%7<4)2-%AXUV!TW#^GM__)@\5,>9.FW#?H**8R=\AE3),Q9-S@(B\N4_M3Y."JK];7'123?SZOT!PV9<2T;W:-&&]4N{ZM(^LYT[GG49+-.,$D'LC3[CL[#O_[*%5\O7/OOVZQ=(+[ELFEMZ:%:D5?+Z/QWP^+%"XB4+#X]M#W)Z+)KTBDE&W%X77?=F\8*\&MDCN<3'V6/3]R^>RY?IC2_IW=;;9COU!IKV_MJB9%3QD%9Z2;QT$YBSBO^NU5W^4%4%]@9(I4QBSJ$_;&I46V7DRZ*K_O77EOT\6#R-B0FS_*:[$!V0^"'+X&2DM'?R.G]OA^/S7_M3V4?T,*RB5^]W:(T##C_.^MH?[5A\5E%6^Q1=7(KRV8GM6KZ0GT,'7C)*H;Q_M.^_)]M-M\HHHK@W\67]1WR1*U+*VD%3.TH8U;GIR/F=%,U(=]!P*]&L0.?&_M.KK?@=F2GBP^WV.!-'(4#+Z7V3=;!P]^3_^*^"^/!H^JRB7Q%3I"E-4S?P(5MN*@$3X4P:$#0(^GVEB/%>_R;/MXH^K2Z:9Z__"9MFA<9IY9\/ZXB:T6SD1AS M;-!A6&'23"GWU?!(|_\!N^9GYK%*$Z]Y7K5]4=*Y]%5<&[I1LQ1SHKSQXO2U M;]_^K1@D@IK,.)0$#NB->E(,CHV$FE2,?&P'&V$_2X=OWNSC41[$_>4]Q(M1 M#ABQ=H/@OUILNNO $!B9?1VIET'O9VVOPF#$>X,,2 M>AOWPHH)PU90H7/#+Z0 MTV?\9Q;F9JQ@(M92X]3/MR[[:$7:([\Y T3X9S_QK&VX[,#;9TO];OP$Y_9X&6M_MCRV;%Y(9@" 6>K8 +8[8U?:KLG)=Y4T\SZQ1]/E\E5_)/_ +`_47Q6;:H"]# MMV>1*]BG'X(,"%*!91/?O?F!E5_2=-3*L(OR8,2@3PFCI3OQYO%H60G MC%O<6+\&MC\7P9]@ 1!Q/ &S>_)<*_)5N8UR_E>_S^6_Q;4VB:=<&_MHR&.I\J36$@0#HC<^(5+R)\6C5GW%^J/?!T2"[P_L_Z.BW9BY?_;6LFIB(N MX^*:@P!C1]"'_*_N"L3T"XY!'K&%I2LLADU-*"!+*_,8@87,E&/[NG<\#@1& M[N/?=:RHRIP);C?%74S.VQ_(;QCV#?M#CWI$<@Y9RBBFVD6O8]+^U%6.D7NC MX\L!U=>XSZGO.JV(>U@$)&Q^B_+'$RMCQ%W:QH>X:.AM/_F+,I1> 0[`Y-BJD M@B5ST+13Y[\K :#1@C2[XPXP.Q3Y$B]/6F4/L8!X82!*0L_=G;1N*$.O769 MU<\TK&_+]*Z5NBO9G R&"EPG_V!*)QQ1!Z3@VUZQ6=/@P,<)ZVB&sD@>T7^]E \;@;B%F&T>#!_5&IVP;@7+W%+8Q/-//E["D))9QO24EP;9-WTM5)?P MY=4(^;=X-?@$>>62C'ZIR:@4!0#\CL_[-_]?A0"Q9O,?T2^ +FB*ZNGH$S*+ MI+C "#%Y;GY(,A^)'% <3!SSW?8J>*LWY.#T2[(3[4XQ_SO:UW7?")I%+)=V MZCDXDE_W.CZ(.]@#M\ID.5@+-;5;R=,GCAX^^K.86@@SB#<\IAFL.6RK"!0ZM M/5?\PU%@E9(44Y-%OUOS--S/O0$M,7]IT?!\LJ/6ZM\/75H\"[_O]=?&U(3 ME)",:*:05>[2!UYGS5IRCTO?_XFL4A!3]2&)2F(TA#5WS5-[JI9\^TIZ6-EB MRXYYN"'\V@(8WGFU^M2H=!'80 %AY7AY%%"CD/1F0\.EY3T)@5(7MA&2$NT%L^P=,-.>%1T(1*Y_OJ3S6 M@RC6,;46N&Y,WK=^O))K::M$\Z$5OS*FX<-2^(/R]ZP0K*,9)L\"EG9A[TH M=)1%)AP?NZZE@M),69XSCU$>2@;]$NG C7=0!C"X@H]@:*VB!U\;3V5;&THF M=,6D4<&KVA 5[&137CY;YX7*E M^R!DZW'*#)6FX;ZH#['H>%813H=P9-"5>+%]UU_*+OX@G@MQLAW37R2H2.H^?^%B[X>WN"_KA=_CPLQD-8(_-;BJ5Y=[\)&8OVZ$P^_X%5\O57,3]+%1U!\(IZ$P_*.Q.<_;&*4M7@QT*VJR\7_BATZ!&V%ZVM Q?9$MP99W+V15H')S/\Y)2<5Q5Y\L/C>[\SL[?/?N=E\MFWNLJDA\%,-9IJ1-22_ M.PITO*+_1,_[*5&**+0?.7^X(0*>]Y$C0=?!AU1OT4$!@OUP>6KF9F%^HD6DM66]HP1!GR:H12+FVJ-;3I,3$G%Z%D(A@*?WZ%M.?^) KCO60=^?J&O7 Z)S-!Q2#0N=SSIT2.+]HBR,@9FKKO#H(M_"I5I%I<;,]6:O/PBX(%2+0Z&FD^9XNQ9RFO:\1@+M,%9O0)/HZ(3I1_M(]:N9N=Q2\:6:PZU3QUV[VZ:SM0Y0O,'RP/^1)FZEP0T$FH.]!F+/9WI&!X(^R MM(O]H=06W8]%_X)Q9):^9D$$=@IFT9:$1)@02>>&)VOD5=D]N9G,:6\OOK7D M?>/S7L2%5?>V@2TO:"E[R]#ZO&4/#^\A>+-$,DDMQ:5 MXP3?[QU<06ON*$7 2P%4L#(0&U>3SEIO$354SK.2(S[QKLQ?:+B3K5K^4ZI MKC+2!\A,D)$5@K+"!Q9*$<6T;>KKFQR]DPWPF"F/<+_S)M/9[E?EW'1A9#C0 M]^))\YKY976Q4K6E:3?-14-4@UNQ7+=0E=+T;)HP)V3BI9IOWWEA)N>W?))W MM3UI+KP02%4Z>X89+0,-K :5GN+F+!/2(@/)B*BR5)&I=V=T64 ;1X/#.NHGWD#?A) ^4L M:Y==OZ6#3Y$W&[4]?GM@MR2.NV$Y.S;3(M"V80=P=6 M[*;_ZW?)8?Z4M?F-W#)VC$1P>K5X^L*;Y'*K9L/$]TD7/2FG#XIAGXIKS"FN M'<;H$'\-\8[N<&JX_MTRN72Z$3A3I,_P;Z!T2)}ICL=RVNU+7'!]*A/H&*:; MIAB@?^$IPMG;(F"3;,:0W7I2@<C_"),)[:411[.V'FA;.5L%95^X^*/Z>XM ?=UQ0R2]_2%U@?RS%_2:AHT)-J,8NYYIC!Z.*G_0Q$< MM.VX9T+O5>".071KI9S!$#!M"L4)A3^$57<@ZU*/,;3!P? IGGLH6 M3%M#7&-*9:5)A4A4>+N55?5$,Z*D\9NK)?_96=S_VN:]5YG9:Z89T)KM6+^A M<8DQH"7F81Z"D<0JA9K>=2Q!+==PPB;=C,(^-3J1/4QG$19]1<=XCI0(K;65M M3&^-]HI<_)EC+QD"S-5VY+C?!GG@LW=C-S:&%-O8Z4#@=4)+Q5M*ZHFTUFB5E*B=)>.=V_WFP":(I=AA:1:XS0?\"?+CGP(]P"M_1!RQCO"1?& M89-LQ-3-*;YE#4@N9]?$ZUTOG91XRKV0_7"RY""(?W$P+S><$)C?OS2^2-&^LON%S7270H21^/:%]*9E+LZ!X^6+RB M=@*_':Z$LI:G.O7OG_/9\Z4?3?G'+>7^HY)!_!$Z.ERVOI\&^CVSQG]X#?&9 M%)Y77I YPGV>KWQ]8KFM"9LI9DM=K+ ^L6QEQ'K(FM00KCH,H3/^JE+QK%+S:J9Q+(3.B^"5?\'"]E!&Y(HZ'MZ1>1(81?2[%-"BB]CN(^;N!/]^KMHLIWY!'-CU)KV-H M+S#>Z/\1EAVAXTI/D:.0!0K)_FNLZS:/[X'/;^R+-S# 0WI-ON^=]QG,B)+ M_.!$]P PD]^$\B_0KA#$3N5QGJE$6$TW;Z^%E=`-M/04!%4\#_1+_2A)2?&P(_AA&/+UN@PFL7;1\#*<%IL"9#5QL,"WA9^?)D\N$M7TC+3/^,%$?]OF5WLNA:V70WHJ.LV60'D]@V0$H'\/;+23GX.5?*AY(0*; M!/Q^^.57F3<1*Z9VV"E W'!626LT'12GK=CUGL?0&64>_VB;-5_C=;?K7A/E MV?Y(#;$1'0]*+*_E^^,Q?:*:/$H#X8WTF,'HQ-7;G?&51I\BOS<$I. MK)@<949Y1F$VOU.<^2?!5'XCKU.F:@5"N7QF"[/+_E3 IP]VB<%#/#4Q$\/1M2[G#Z7#4,P+U2KZ>^"!"3X:>NNC9&TZBN2)09WA,|=NDV[8?Y[)R=I.KL _X M6 :P9.ECH3+ ^911#P(IO;H^M5D:1@3?9F+6R..U8\%'UG:2FH&-CDZT]>W=Z M<.P[(V:W5$O7<$"'!?AIH.6J^+* \+ _#V;=%V, /-(%&=/!4T*,^0# M %6CR MC=>TZRT@/UQCT9B/P*XW7!I|_/E8RRO6#AQUU0U'8$9NY*M^2ED3ST:\!%&< MWZ-8(2,!T9=,;Y1C2R]@^59OV,PB(ZE1*2?%,4RZT)^XI'S&<(9H5!J11XX MO0OL5FYX_U5F1*% &ZA@JL+J4T"ARD3:'CMP.:IX/KD4'!C12&G]3.I^4XGYG+,S^C/<;^F.#=Z8TF=LML- GF1O!2(.@E MMK,B>R0AH/@RZ43:+H7AMK)QVK/BTZP^@ "OW+4.^-4=1FC_2@3(.[2%T;') M#!+;*>S&A0)KC@!HC'IY#\D M-2+F,6E[2=.WLG@YVW4)!0BXDOB3+?;;'VK:#/[-Q809/.XZUQ3W*:]_\Y1 M13/>UV@NWA% M;,+,OJ#1&"W5+YIHH_(N3I-\GHY"(8H(8N7$E%*4(S:A@L[*44YU_:+C<_P M-6FZ(2MOSN"A0J^4MV96UTI@H8G#X5*5]KKGV#C7L:C%LNVNN99QBT8BWLM\< M!X5FSE5>&5GI9O&"7&^18!J=0F3S!)@,GVK-X4%YHX,D4G'Q*&0H\IIFD14H M>"65WTU.56I8\S(I&$V:!EHPE75#)\>;#%>9II%,&MXC9@,!&TH:PA"+Q3?/MGZ8)I4CAP*20J)17.)L?9^(:U,;+-TG.PK_X$"%IZF!V+\MT$.SW/=V4_] M&FGP'PV/(JC"QB.*WK^D N5R, #J8(B'L*FW:U*W],NE*Z0V-:?C2Y#SK]P!P(]*4@Q?:,U1+^<^@_*>2<%8FTU2K2# ^.M.[C:K;'HT(HQNP4]*^'R*(TT0=?.O2|65])\)R U7V,,.QD|@>>B-+FZ;Z2-PE M[#LZP"4'$\RU!+ Z(V1&C^.^,K+]RNA?TT6QC4N5#1F_,/"1%4",$C $;0.KB M*.\$78B-#Q%DF"%)/#2IA[5X9>^"Z-*)KXPY;I9]%U3><%TO&3]8=@TE@E@:M*5Y9IQ%TGYV$16ZX-Y)P9P)%@]HP&]?0^+/]#PK>2!TL^/*&YT37C' E,;X MD9#G:?ITW<,]%N;(:$Q7PI$Z]PJT'VUH+0TV#+RH'))RB[Y7OQ)^)]US%N$; M%N:2]- 6;!'XTVT^Q(..GU$S",'S!Q05W97H,'F]19Y]?*O^7"'^+5A"[F[*VA;A$ 7G9KJ M(8?;'ZLRO[EK#VZ4GVL3W%I3F*J%>T@CY[4IGLZ Y?Q*+,"MNQBX>NE]-AKC2M@:&W,"#O86#P.HL&,.DP7*&C%TV[HM*S9(%-+Z0K0?"JF)#AR0QE4Z-/I6:U M=B617T'>D%ZH,?Z#*SC>]'UHQ[%B6]&%I,Z[H?RI&3?O+&0H\IIZD14H3]O^]NA89%N^\?BJ4/^)"DD&./DFE4V979H&]+-59C/(/8 /*%RI&Y=%C3 ME]=8_ S]?-ULI<(IC5E09711SSWLE*GDIF+0Q3^"Z->

/8J,7K'.O:4\I;C>@Q,'[CZA5F;90E)^:--0+CB_M%1=T6QUJVD>;5N4QO!TWFUW7I09R V#P3:UTBOH'5@4=-ZHAJ+]U:. S>/;# M <\^/H-GS^#9,WCV7PH\BXA^C%'E?F24#Y=P*
(=-A<8J=4ZI[:@JW075"Z$G MZ'_+2E*NMYRFX#.:%-]3))]']Z$3)EW/T7KT4D@ZY"97LW=89?>'D994H3+= M[QQ3.^,W^QN0N?=Y-
!AL_SBE$V'4*Y5$B/K)C+M##/+))$2N2@/KI5X6("W MAWU'177*[VB^"$C6;.\YNNPDIN=%6Z !0KLP,F1$ MSVD[,G4P;5;(W?7'.YV31=RXC$3"C"=?V8!!4B/56:@81T,V>NW&-
H=#PRSQ M_E:6-*NT C=LV;BH9G6551!/N&9NXRZR0ZGW ^V5=#(?++X7^&%,0-I&"@2J M&HQL_&!0A<&34G7@*J+)[R:4&CW4[1>#,7\WQ$*3[N)4J3K[;#(>T;(14E1- M2-
=?QCO_UOT6H8]/G2/[%+%"&!]UA5-TQ,LD[JQ[4Q63 B-/S5;EO[B:$ = MJUE7W*-I\)\9F\RD34-SI#+KDLND@TU:*.=)&SXL9H9QB@_1_F6$LO?^;A S M82'\-/6J(0E&JCZ(O
T6@G;L>/2\ET)0!$!ZSZ=S'4WO!8F?=J(;D>11=>6D MM>N>/;Z^_C+,RUU:T)!-=LPJZAJU>"]0M)K'O566@8^OX]XCH]*US%'B9"J] M0QCISL9[4Z<5\0VKLO$COV>EMNG[^>-
*:/-TL[]# 2D+@/ZX8A"""T6 3Z,1 M_L^644D&D=8K=9: 3 MC=Z2$,*8],R<6]A'N.65GMH7Q:0G_RJ8*G1^.SD9H'Y*P;)L/./ML>YT.@HW MW#S3-7C7)&H556G .>)/NZMH4]
(1VKBVF:8^W0B(3-5E?$&(0:S5CUF?W>EY)Y M/(E*-)\T]6R G_+=& .H^%T1.^WKP^JP#22IU&Q!/HCX*X:[#*XEK^(-O1X; M80:V/9\V?+I5CNQQ6V[GGK[#:F973&B72B)
VM&@1,C)/P9E@\;5N*+'[@]+^_X;XR1X]_.0?G#$^XZP 1&"D8[82 M#.\W)="9I#>57E"1'8W7W:SQ5;4T^0*3CT5<85)X5&@BTGZD75MB M=\2#_AR7CFXO,#?
U(L&.XSL*;5P7FJX:8H@0+JW:LCK(K"BOL@KZ>F9A^RXE M$>944?,*RH);)KX=<2L4>O$'KN/)85%4U;H7<9 MTZZTS^0V;MV0E3(#]H$?JNV\GD+L9JS
5[:T!='C\ZFN8945)0_4_^A@5HNVBK">$S7 MOBRZ)#-?;H* /*#-)//N%BRUS:H_:J"1VQNI'[@489*$)Y=\$/VN=(;B:>#& MDT5VFBS\0YC]J^AQNL/@TD?-
AUW=7W4O#ZVMR\E8^LY.@PF>US+FGG0K&5KL M"(W3 &!'9O34G*PS>E;/$='UQ4?7&Y:SF_ELHIAW%>!*%APTEQNJ/(EIV\6? M:?%^41(\LZ6Q&$IY:ZC:CE<0F5?
L2PXQN,:=I4>8\:MH/))F M*?*_0!"7A%-9]*"BF&NM>I>$PB77[^1 *PH=8T2O;EFK>RF/TDJ9#_QL=PO7 M8A&O@ I!2F)>L,\7M;.W+2[O_7%<9[3-^XNV^?2,MCFC;
(H1T_P=J_K0G]*-TI=". (!F#78$,ND\/B&XNK=XXLL7+Y1[#&J>VY8BSZ G M%4WW.V XT"SD6IL6?XW$QL5@&85-%@I-"&)N[C56'.1(N!,7:$4K*J5?I800
M)BP339E]&RFN<@++*I7"?260VLG3N6Z?216:OCN_*LZH+%/*D0C*&1R?B<5, M4B-,N[KG(L*?8BTSO$]CQ"W9V+44:ATRZU1B,F9?$#.
[L(4@W8P@/96Q:TJU6%LBZTHFPWL'K8&I_AY+"MQ1IZ"W9T@ %1%1 M9P\3-\.&CN"*$T+ZFFX]XA\RR23?ER_%6XE^S"\=$M7F[(E51)/8QZ",M-
O=T&!CUJ;X6Q@^$HGV"]DK=Z MC@P?QA [%%_)E310_HZ87ND(Z/!"O_MH4F>>*G>05\4V 9R8%[=?KX@[G=
M936X:V<.J^C"GYMT/#1DT17MSK>+I$R"9H]C./+$/KIRU$,)?=_))"C]$SVZ M>!KLNGQ6*RK>[PA%WB\VW377?E:!P()AY9IG)'M#R#NMXG0MSDX]="AJ5BP< M=C%TV\-
(#%F#2C!;BR7_7FMG=(@:X@9QHK!A?+ H=(R:EMH-P'C%>":11]6. ME]D*:_&1PE6]/5A1SLZK?P2]V_)F\Y!.8FVL)LC,:!W3VG/%$J%T/69W@]Z'
M.C'!+,/>I0N0V\0+.TN1E3AU%_SW-=7X'"TMLZ+IF2AS"C5H4MU+%$H^6*3"ADHNP!83%VA>)H*&6)!G_M05XF'DU)W/@,>'EH<^: M+;F8LD@C-\,;D[N,IG;9-Q>6E-.]0
G^/N\J$7V^Z"EG9.@FY9"O_,(XXS*\V=U0@I;AC' M-P_8J/(L=XF7?9=NCCMN(O^0A@OX#XZFA)C6"^>T;F%'XB91\?/4<(KKR/X& MKXO^U*L/^+I3-)/C0]%W-5%X
M#L8F\)WI)],;1"3S-.<"78 MJRC 2<=]E/2G/HJWKU#0\?/Q(7V:&I%Y:6XWM]ON2]JF3.+ MAK6=(!.U%N5E>8O!(M[O,>X(@"9HNH^[\E\2_0*?+HA!Q319L5[XLS>2H67%
MBCP8T &OT*133@>"342:?T6 J34O= M!-F) M!R%*Q"C829Z.Q'^FJ2:I&02'3^/\8X^)KLV[TNG\PA6Z]90S:77_SWQU\\>O!ES.VW M6QWM^/='CS][\,1^1!EE3 %
[<>X<1[64BUCH-%W\RHW_;(\R S.Y2O812C$: MGBN@? (IBIBZBQ"7N!4K'Q_F2R0[_GKQAT_P0[[P_M#'P'(RA3L+^)5EF=X=
M22W7_7(CPDFTG%$O[R_JY;,SZN6,>CFC7CX0WYD[)4H?2H?Y MX+/<7SY^_. +_/*,!Y]#D2/\6@@(5A\<5#:&['BTA. M2?(%KH&T^*BF<&Y+]1H>G%Y#T9MU(;BT/'-_0'*+?/?',?
+",(657Y"1: M(5]DS&FY)75#"#7Q4"06'!3 KX6Z4%7'?3=/^G(HS[T2 /^G7SS6S[[0QN@/ M CIXUJT$!$O0A!OB8GI,H.J^1T2,X6.*#6^ VUWE+%A'00(*,6>K,AJDTY.
MM:A0BY468#6!C9%4?+D$B!CN_, S93'IDLZ_R9!IGL8=1DS7T'^TLH%[G_QG M_J7PW$P@#"'=DGK'^A4!A:\-;#I$-%69&M!IAUW]M=*TZ;/1:F>QN?<
MS<;'60P;KD=WHX(6TJQS4(TBN+SY L1)8> M\J@$1L&R7IE4C^OMN!'BK49/BHTC3@O&."LR/7Z'J4,!FTVO4XQ04?K+Q!QW MN'&^W$4(K7_OVC \C>=\'R.']R],^-
^HGQ6.'YT"JI01LXP?@)OCT,DLNV,X M^;'%9-"KD3LC21?\R%=^*M%:'*S#OA5NPPPWHX-U#&NF([HO_JW22Z9\/J]QT^-HS]@0?D;#5K=BJ"TP;H 0G.B_9@IN RHO$
M$DE:A0:3/;470/LF@[3NM2H/FSVEO>*!XDA$/&YE9:/HKBKXM.PQ-*I'5MH* MH!XT#-.7%2])[<0@7NP@7 6C$JBY&[Q] ABI9BH7&P.9K6]AW-
BJKOW6]P[Y;H/.ML9A>GZ7DJ4%?6;*-+/'KR%P4=Q-W:[X[W)O(M58*/D3[/T<.JVX_-$M;^B<#,IOV MJHW8PUZLF/S042482"J9O)[OD)C!0$!"O6<)],&KB-MC0/BD5T=7<=,B/
RM MMWDM? U$D>IY$/U,BD1LM)PD8';B7.>[0F.F?%O,\6:]2]_O3_)H[QBWG')R M/S3#FX'R>_+^,%H\S1]>^DI*?\FJWT.]FP9O_.S^95-YE.7X,O MDF8S/!,KW>TWSY\NGCQZ^-
&;C[TR,&A) \-9C+IFR(H<+/BKG*OV)XF8P8;U M!$8#:[7+5XX^"@UCIHD@%P;(=Y5-]T-#BX"=&-1*]\^V@O30MT!;+6& ^ N- MW4BQ5HXMP18CFJ1FZVZ>KI$6
92D%XPXN^^1\=U&=G($X(T;%K"G78L=FU8 M8>AC%9B=5R5A?:2 B?Q'3L>T,5L0![C,6B"5U+:,52=5(,O:=2A9<^> V?C M:>'HD(X-MHK4+^A(#S%4V]4\;1-
XA%=HJQ<_U*OF%W))KP0O]XP^^\/K=\S= M@9Z*#R!;(T8?H7=O^J\//G_75_W=GU=-J*3L] \JY#UZ3-F0%8T>?8&BT<.T
M^/*.XY6OFIZ8.@AMA+VW5\:9NM@V9EM6/G2C]R83H(E?JS*#0WLD)E,4@O+X M[H*DIY@,76D KWALU :DJ0B'*=]=Q]713*821G33[/>@IOD;U_IK&./\?MD\ MBD^17 4ER=
[Y&+99=;-C/+ICK!:'4RGJE.UBHEIU;GG*FL84=HW5Q=]$9?*W7[9;*I9U3EG-*P8C7 M0[NG%L 2@#O; I9]3&Y#KWH96CK/6TJ_W@3#!/>!6P,Y4A_]OQ%WLB5$_S:F
M0J'G;W.'TG:Q+C\QU[.8Q/$D^^/(!!IV3^[O1-PY./_?>M=+4H$= MG97H8GLGN^W2N\ X^=E_R/>X;K9AE5B)())*\>_K(LPLU&LUTY MSWIQ?'_*E&?HSOL+W7ERANZ
MM,S,Q@1N\)Z9/\ER1]">! Y+!$#/62=GJ,F[J,^+P='LK>2%(B491 Y0#&@1 MI3[-*^C01HH/D5_VH\]>>3X*D4LIE'-QB$_90BPH"P >Q)AVV#?"CL.#4\P%
ML%!MG4H83>7*;5?.!=>>3DY"6T2*/KGF %A^:W,-6#$NYFGV0L5IB:DE&S_] M5H_<>Q#&@G4=PUB0;Z39AZ^3[@Z%!I?QMBEVD&B=AAGR*H.]PXI9"3"+(N_' MC1UD4
#ISDL,S$'QX+K8'/6F 2%FGN$Z-G8<9V4TXY-8 5&2[:Z+G^M+X%C^ M?IFTR4XI M$3?1@'3;AD\Z5_=W(]3!1$9FRL:#+$*?M]J.-M%GHL&:W!EGA470Z4 GBI
MG;K<39\\G7P_S35;.=Q%WD>(F5H;LL?AQRKH9MRS,.KN% MSTMX\^:]6>>F6V@2!'4$: ^3@ZU"39U)LE!#X'Y7T_Y\Z(\5DX%LU]$\:K6F M1L&?A:4\B\?;7YV7#-
V/:6/^OU_]8'DP3332H[]X]?WBT:>???$D-_1,L]4> MY^N:%1.EL.:MD[L!PD>)[;E*B83ZIG4^81K==IGH565?D_CSW0B/GPG3?-4V MEWU-6)FLWFS)[/]G[UV8V[:R-
=&_@LHD,\X4Q!;UEGW.5"FRG"@=/\9R.M7W MUBT72&R2:(, &P_)[%]_UW/O#1"49%NV)1&GZJ1EB03V<[W7]\$'.:>%-;8G M5-$3N6^4& 0MUVL-OKI_7%3;8CS25?
MY44:7Z'_WD6,M,D:[(3N:IX9!\&@V!FX(:W+(EF=3T"L^AKA[T'PI^(^>WCV M;484*SQI%)I;%".-EN5:*_@DEP5!'CF21-F6_) M+QRRH-1D8HK%G[H4S',E5BF43 M@Q-
P$EA..;%N#5Q.R/L/;3WL6C:Y398 +GL@N'!B-GG9QD+T[0 M6==*8=[S@NN*FKZ7?3S6"G6=,._HJ_9#3P,O.,PA:HS'QKECE2?X1KX2Z-A0 MW-^9NVNRF0P0YEUK=_J66+,-7-
IL+%%G&:,1".<0<0H;]XW\9(2 MN 37-/\K+]1ZQW2QN/TVOZ$0 "Q!(C%Z;I. Z$!6.:UJQ?#N9*@BJ880;=J M7U>VM$N+ "WK\L*XX*L>^ I>OY*C.G0AGUCBNCQ"V34W?
F_S+3=XXQM\T962 M3?/W';DJ\50]U6ZA,_5OE57&%0[ZS@N(6 M,O!\8N5 G)0D!3#U1Z84"E8X5UACS_23TSJ)K1'50A)=14;YI&LU9\,A:L8UXBLO+
?)ZP5L_:3ODCALL[UX)Q:;>/34O$6^_4W/$NG M3_+"J]DI74F0^P07Y5SI[? 45-M,DX7H,!:]R*'GTDV8?AFDMX$=(];P#1:1 M?KA-0_7-2$^SN%B(BVT=IU]UK2>?
P(:Q&,MW84F.D-,N#Y2 "%_;BEAQN(1K MTDX&,/C5I<@FVQ731LB]??T85@>[2>*GN-&'1R 5%Y=Y"I/$B(H,C+PL[:)C MI,T6C8MS+ 7=L0Q;5T-@4 5N:)KIH!MX^FX>MN"-/)?
2%,)%)X:<#$Q FVUA,"'7H-U!U#]'UQPWYIV=*.2& 5(R^T#>D$3BD?;7=J,H+? MX^]@^9+.6ZGC]LN[-9/F4&8 M@7%4&(4,*:B0I$I@OH7B$^,#L1@\N<2X*#^5TH+8%
(ED4EA6@Q]J%T<)DU<[MO)-KXT5DM)'HMR)5BO#H*K()QR(=/2UC_R1FPQ?#MU;"-+_B"0<#T? M,P&.Q?
5U6'W>PJ++'>=@=1N/2=IW\"PT\;H)W^Z.,3SJQMZTVTO*/_30F&I& M12.?=\;_)^($!BVX$$F:VOD?2:RP0W@Z\,?MXVR:[Y4?C"'.HM$/K5-0E+\,O$2"2M
MR&S@DA(PFY*XYL@6NNIL7$C;!=C;V"0!C]+;B<&KNH#K6U*/1,35 R0U.'C! M/?449*1:)*&EOZF==\D(NWF3MO,HG)'>55<2HDF<3>*$'/KSBJF9_.I($SF
MGJSMW$AI%"0!YY5.4> @](*+KHC&UG[@F['1F?7#:,D0P1J)K)8++A/TP--] M! ()"5"TRF$IN+C&(J=8"M;IN%^Z\5 B.D7IY",=R?)YEP>/\-++'[EV9::] M\4 ;
[+Q]!"@O6H2$B8@.LZ [2W&-55)CS3>G>40%;O /U\0.2DB34+HYB]FR MA/,?93HC.OX6PX8J.KMFV 24>-F(D=C&?D)E1[:* EU9YO6A-DN0YES.Y1%R MM6 4<+$)$ WN:
,WW0%#,'\5ZC<+0:^)6DW]-[:"@X4-=D8?",:'IMM&_%!:SS%,6O_A":^M;K&% M..=\DCF7J:LJEU!F$N/08?O1K\!F(0%:X&)@O;?>$DC9BT@D$C>%Y 146/@@
M#1%"&Y7<=";"RD)K*+0WXQHP>?:'++]*33QU7*:TJB1YL$^/:JA(--)&ZG8D MI.RM*23P%?-Y4M&9<=;X(/B'_EBV3IL6[M994L[(H*'# 788CE\8*Z1^FZ*
MSLH8%TC8PHCQ7%&*. Y<,X,C 0:L,KW'#T#6FY(M"_U%Z/ MGS4^<"QUM"V$E&&0F.H&M/?3NRF\39),E>_+-AU_F/1LPE#%4(4R;&I2^%K4(:N80S0W6\=
LMM)Q>U&3BRL)C M@R2(^#Q9.DI:Z)J1 ,$1<$6HG5W'H27MSSJ7[5IET@U&"!LKJYK+'QWA+J8U MG7*G)646#E4?K/.'K8[%#7.MM*16Y[&CY)?&V?YTJ5;3ZQGG #7' A F:
M'2?X%_=A;^.8(3J\]H*J!_T?O/3*<$E.WX@F2E!S(S.+TDG[KGMO(O)+X-7 MA=M7^1B!39+R?'DNJ@V5V8B*%[$'A]IS%%:5/-8)?"3B9Y/*CPAK0 ?M5UU1J"S>TE
MV66>7AKI8L?B$__1J-B7"_3R8)RDJU-+FDJ%Z*3+,?T1N=.)^;UR\? (D1U O7SER1F)751^,ACN81QB@!F6H4IE.5APQ8?@C^C*12W(
MJW9M^**MX'B;A3A/;HR>F3]9$TSQ0PY."CB%JB\0,Q(%QYZQ'4SJ OT(3.[415E'F4)[UQGL+LI_?1:X)V;?%> MBCQ-L:)$8=U:^^BL" >LIG41=M'HB^CUI^C3-=?'N@WI@-
XF)/\3GL:Y=J%YAJ,%9\)@HI&N3SZT@;&>L%6184,N1X30V$WG@@% C)*UEO5*2MLO&.F&*O9J86\"^+9$\9[UNS'X[+=/ M9Y\X#3, A%8;R,W1H;KKNTWR*1
MOY.!M#PK2QM"*3N,]G$R&R\F?E>22S;ZO(KI@=G-A-E,J/PCRX2#QIJ#+C;6 MM584-LRI!Y@V*XD*S03&#CY;5SW))D7DVV:"%L<"S3 I_W!5 W%T#)L?
2DFT]2UT.K&EE&-1M69. M.$94,>"VOYJ8SG(E+ZK*+A -#7^MS:>_\=#PT;_5L$;!A2:[GTB,XK??+I1/ MCH*$F'.KTRD))AUZL];2";+?SM^<,'PS(7SY'U)1J&A*,GN_R(@*'UPNP,\:
MPLAMK&PD>&.R5$G1L5AA,.4@I(NP8302'2 E1\>^J(@*M[BG#MO1F>E/M*## M)N@8$'['CF*.Q.FU$K"Y49!DZ?BR1&J4NT(8J+!\-$*H,&E1SD3< M29V;5 RPV4
K;Y?)8AF=;R7+1$]X:D,IPO.D(6H-J^[B9_[:I6IN8 MQB? .SBNK&$R/FLT6PM^I(P;?MK36?H:^[*!-G=?&Z\0G4XL)FAUV,?;)+QG M:\H
_.*1LM'+5HYG9J[@,,R>V@),"6UIEI^S%^. @&'_M7;*$$K>XL[1]])EFF4VIQ))S>!0]OLKM/75:%Y!*V M%Y81ER:N%%G?TO$L>9 D#&VM0-
!1J,V'WMH+7)74MA+0$ECU=YT9)I?1,Y;I M@TV#03_5/)0=K(\"6.XU='90@C7<4/224SD OUPH;!)REFUHP['U9]4U/J&B'CC%>/X+ MK&UC8\7'-
>RH7J'A!T(9.XI*3,YSOGO>4N$H8X-):)(AB+71- U],IHU MU<9^_H[<.%P$E,JSO"32RX;@]#*DEJ 5.4BO>:.M",%5QDN-F5]7>D MA5UMJTO:V2I/A-9"7M#@];C*<1N9P109&-[
%I*P#=X5]7Q!43LR]#B^X5>R M7G"G!FS;GZ79>IZ47,WYAC&M;&7\&\%5#5XODCR)FZK9P::AWG^CMA+I_7P^ MKS-6BXYBV#70T>E](IRQ7HC"%L+(,%^@S:56K8SA; %S1
.#I+A>&VMU$LU(M+";;1=MAIH(]1":4[!>+#O;%;_4:/GG])21/9CX"ED%#O"W;8UR3%J>H; MUY*\U;&:0OQ7*J\%"5421"7C63(0+V(>HI;@ST4@ZF$P%7^0U('],']BGL17
MH/*4P8=@UO#*:!5T1R4:WC#1,FB94.4XU^":49E@,,EK_/$#*E2;A2\ P9AZ MHL8M=(-6;,Y(:#* QN(QG)8MZ;4UNP3KX$J%L!+:EM#^. Q!#..8?AQNTX^V
MDDB+):TZMYQV5C)HJP=CTN!X86A/N,0)4:\^DCD-'_]QN,]/7U"+A\Z,66-_ MYG9%'LZV-Y[6@&R1J%M($7S=KX1M3%-BV\O9O<4LAB@5DC;C\Q5/.I.-%K^S&[*0QO<0[8
.V@%?1"+SYJ16_L^ ;& MJ7!+HM.(VK;\?K8..YS/\S@.7L#!^A#\A;K]HBJ,H2HKQ,]B#8*XD:22K%%# M];'2*V7C C:\H%+F[%2K3TDGCUVACK50?-_+-U)L[0Z5)'TD]-
FQHH@E'O*- MYP;.347'WE: 60^TM>9A4PLR;1:9%URU:8EAGIMY/D8O:PP+PE+:0J[YK*:A%0A3<"A)B0F FI&%Z/WP!@:+*V1Z\!D#<]D.Q96
MT\.!N!;=+Q%77AYR1X;Q=]K0+Q0,^:>LVIH-Z-ILP?1P?K(7">I$M-%LG&X* MNGX=67TA0045!"'?88B8GB4A &^ZW$[V=#UHL5PT$M<[0+C7"0 M8W-1DO)3UPV>VE)
*XS&7W^4N."9AXD/3S)XJZ& M["DZ:U9+/[IV0>Z:E#$+'NG$[6.3YP@Q@=5B[H:<:5++K@2,/&HD=4JHC MY(>E0&(2(>9KUH[E6G+?D<509C:N-,JF-8R)D;PM,8YT'O"#$9?
7J.%.F)@A MK#8V=T<+@@-:V(9LC"$5><9M<&'WJXCYDTZ(O@7DQEDVI9RF_1 :T5YK=7.& M@^"UU[W7)6]+QVW*NPD[:6O7+&N8 -H*@CFLC4<;NO98DL36!-;$Y
MEH(OJV9)$GK2XNY0BJ1UO@%?>M0H:N,GFUE\)!GCI<)[] M::T1>TY=X8\RUSUGY?.Q/5,\)A9!X(#:Q[YE[L0Z> ME$I,C-""4>#U;X$_G$:%"UO#1^'DL(V"S?
M81^C,MB;=&1HNH>O4?Y5+-N@7 M^KW71']ZQBN@4"M, 2;LC$I;]YKK4]VG,76$:^ZR!0M$/_.+NA Q\A0W'/$1RFHA]-2>#FRNU;2 MJM.0M4=10L?VW7]FN-#N!'#'=7X%
MZ@EN6N?CH81$%UI2<=S5\O'BO"G\T% M07SB<8)=@C4K!*)GJ64>%*,?51N)Q..L$ M!1[[<30WSHW!D_82E.O.]LZ0K6IX26!*I*C'1N&2:F-6**BH9)WJ_";>XJL+
M($O'S].B>$=#H::.(G90Z)Z:DBWKIM9G^3! I5D=!X4(;&FI?^G(=,;<7X5W MCXH(A9NSL#V=B$V@FBNQK$5H9$R*:&[+X/UWEFRA-^%A*,_@(7IFT257RO.H
MVRO8>0SH(1=P=/YCBI3RDE$B2!=V-T"*O:P)4P+K"Z89HZJ<(/L'W3-[3MZ> M6-E.^]/R@SA)00U+_AN]V Z!QM5KK*,:6CSY338T_K26Q!M,"<'C
MZXKVZV0"IPW6D'8/E^CV!HA))6J+G=)JUJU,ZB% S].!$&.(K*,6N2N7HQ M P<6&2TP"#3R2(-L0N\EUTTN70EU"$,:4;-##,Y2.L$;;4_Y;W_\Y<2A;K-S M]7YA#8_N!
[D)SL;';Y+73SPJGH;0SH388*.<]6BPQE<.KGADH64("WWGK$UM MU[P/ N] RX#F@Y)*YR@4:4QL-#DJ3\H-\J,I#*!2F]N&^&5=[UB-K]B-(UQ"
M1,42@CYU'/!OX]OK.'=*&HSDG13!*Q[!UX2X?9 7LP62M<8(TYZ[ECCO*G-I MX$^:[#(I<@V4=2.'%PS1,#-,N^I'T=IMH7ZX+R\%J8G^F6M(*?3X*Y%L)8M3
MB@N5(+&C*9K(5&(&,D(^XJB[Q)N'^\-1R5GT'Y@VXI!XZ6$^M5AOOPM[[I;"VOF]1X&3$DA]3/-.(,X9%08$YJPL!*J;B:K)GS%K$0SD\>JJ#QN4.SM35?GCWL MFRU4/<
]PK1VM27K+)WW+N74&#'BMSD;UL>]/&$=!_&Q)2-IO.PRCY?L*1 MRL8%0_Q2=4+)2?TXQZ5V#71_W0(MG-_GHF>KHU,:VK[F+TS]>D0X:OZR,<(MEP!?
8T1CH0E'9,+U).O-6 S?OZF+_DE/#)V5- 8Q+)O@J'X4>\.CXY@BP1\ MRW/4Z0U^1[GMIZ)T1V9[JKRR'W=_2RVE;6!,T_*9V/^KANG;I1UEGDKS:(AX M17C@:&(^QW0/L-
+7E]Q<7W+)28<11[W.<+;L?E M#+S'J]I5U>CK!_ERN)",*TCSB:N)53IFK:H6 MXXPX<+Z]Y6@(V?)*NFA=N,G7[\IA8^4V^#$KKM_WU]KW^!)]]2*MWURK0L$%
MYBD&X"2"MV8?8S/WHVPNG3?#7F24.X'%A4(XF58&0 MK9:4*E$,;UD$3T^=$"U6G0^%=6A'4)?D02 M3-2(2>0+X@ZW7M0D,1'&$M:+Q NR M,Y0%R3"30^P/!AL-D:_DPD],L
MP2U[8)C[4VY!O1[=G7B.P^2!'_3@6.-H-'<'"*J9^U%'0&;3UT%\0/ MM<(FR$&TV-9L%@O2$L=]+$R*?\X5Y=ZB0 C:5N@2B_@]SE)ZU:L6D04+ZLK6 MI]L/PPYL/F6-
L332I*ZUVN=:+DLBG*%* M"Z0VPAI(; TGFU:26RX;;A'$(^;@0RJ%MX(BLU+SO#05M?[1=S&2[<2V$"KT MV^(2/^85Z+)\"UXI>.HE!O!HF31IXR43!#=1\:*;#^GH@&-BA-
M*W;#+VKZF M/8X*E;D"!P0@UM=S.%=80C0Q&:**$.(9?3%#C\ZN=1]<98>@E3H:NL;',LS" M;+#">,&9$KLFEY3"(9BBI59<4#">0P%8VE:YBRDIDL*A9A$.!5&C% *!)5?9
M/]D. Z%]FIUE8'FBZ8U"[%AYR"2YY:'$'$G8=70S(^VU>@RTQJ[3AY16B$*R MG!8ZDM+Z>W&:[QUW7SDS8J4>9W8#>+U!#MH*.#5* MM1Y6 6M48C7L6KQ=:6FN.-
M!HY0UPY>M'UX;P<";&JO"1D!(AT %[1P;DM%(MPFY.-5Y= CG4&^V$ /9<$V57YF@+B7.-.K.)I8<10J.1T &5RBE4-B4_%5$P M;Q_7,'K6XB M^>4,.U3H=-F":+@N'/9H8U+KA-
];@HY]ZXXP IJ=$G<,7(Q_.'1K\PG '-1 MH1&6V;GF?5RG$M>)"J4)6D2 ZRBW[[683%+$#2;.4/]P-J6VIGD1OE7HJ.CI
MZ%;?'5#:@\Q)X.KS2DMN'N2FT"!2]AQ[:NBVH_=LT5'2D!/(^X?[M(X:B;@MKFF8O"N$ +> /TAPR+G);#HE.%I$=KE268N$UQUV2L:O1YZ%;YW,< M^:@?>J!PA2A#XN: J%$4;
[EVY)JM\'\'#X6E\R*$=::JBN0KVX18.%?XZ)TN M!^&7@MMZ#CMFQC[D:?'8$(/8O^68(QI@%E\QDU[#(KZA(N_Q"Q+>R MQ8WI6*HS6\CFO7Q
4^\:]U?;@,:ZJJZ@:D>7GO#FS=5@9:Q7P)C;_)M=J0[MOCT(3BAH).:82U"QYD6%;>O2/<7MZAM=M-8=&[(L&(O:U?LZT%.BH4I3CB3K MWR59Y-?\@'-?G-
K34.I@$NE]I%*9)AA;PVK0%^!<6\K, ZV^PJ,O@+CT59@ M;(!U"I9)EW-)7U8W2KV",CRYO6-N$?<&^[MP&K[3%NX-#O:&1_O'!]M'^_N'N\.?GEW! M'64)^Q0K9F%,:5L:T8IK/
MUV>?+\R?H]23 JZ)"_&2:$S@SY>:P,#LJR;P.?Y+/X,].HOT$=BHBK5$4Z3" M2KEGD3_L<>E&BG'A$2 *]A;&G\$:P%A"?Z[[^V&;WY::8_J/U!O1-KE@"[K2U*'0E*#8[DUA&5
MU@?@O%-1(O[IDA0[J>G^$/:'\',/H90(V4B_S4YIUT*HS6LJ!MMUL*[?@T+^ M2PX_7ZN20J!A^!D20](DV"7S*"AF3K MI-IEF?=R$=8VW&] ;P?6W.GN$S
;\9SZ+N+*GE^[TQ[KL< G55R5;CO);E52 M87'H":F]8U3-G@!"X?#Z%YDBNPD,EXMD: !)Y-+!9^'"1-DN@R>-*LQV1C,: MPXBXSJ@1+<(>=D2'=%E3KY=0-/?/(;?BH:)@2 +\-(&
(F1$U+"O9+!8EPM]* MX07P^3GKA?0DF(]@IR:EK&)EFX-SET&=>-A6M"Z;W,QT[L"%":50J "0!72P M;9D\H^D42SLKJG8%;;+ WC9J55)GX%5>&6[?
T393H6+_2!$1./$_'NT,AK=_M8K;E;]_NX'#_)ZR1NT0 <2R9NS!9 AM)[PUBN!0PA1T'I.E>>WSX*:^5!S*2 M.2U%ZW$[@^-/?IH'HL 'CS!*F?C67+F(%0U_')6S0?
NE^/,4*.R,4WU0X=^ M3&NBA"'8>N2OV]A;L2RG^)C0]AO77VI$NL[/:C7P-J&7!&BRSLQ$94D-4X$ MM:B!G3B=(C]RR*7J70U'ZQI$5XJB-ER&.8S-ZA.W@H
MO*U0Q=W<+C36+22G MWR H)-\$-DI7C7&A,GXT]P(2UF],I1$>@9-V.W!O=5*(BB*H?>1:0%1P;*/4 M 5$I3_>++-@BR G[,5]5^D+":DV,?] M+Z',8JQ64ZL8FA2LX-'SP&?
^W.CD(#H!:C5)BL)66CTN16;U/ MH\%S"SBM-($1PM%2T?^M5M^PQ)FX*[2NE^S?!RB:Z^><-E[M"+1C0B$C:4.$O 0303&39,UBDA[Q])#3C_FD<4/0"5:D%5A$>[X0.4VP'Q"M
MQJ$ -U?9->AX7?<-7 A<=ER+JYS9-B1(U'>B/)Q.E&'?B=)WHCS:3I0--)?? M.(0Q"5RP@:JQ"_P(G,.D2"\"A/;[W_*?W@1(70>E_>1%K(@@JLB)RP"U1#$WZ[#78XVV-
D,B,L.C*E?)%D MG@[JV[)7]EZ-KINVJ[%59-@AWR#:QG&"F$]H 7#(:Y7ECRHW&' =08-T&QF? MOLP_=P.E?7KA'^2^Z:G/+GUFBE.X(&T"R(M "Z[E*(VR#\%X9L8?%- 21C Q
M!5KL[)XI[Z. 7'T2DKP&#,,8ZIDK0HOJ,42KAHD7;[A+NX@)Z^NHL*7B@$" MP\QASGUFM3_[GPT=[F,61H%XE<0>N7)FF[Z?I[3[,]F?R;ML(RGR63(2=+9Z

M7@O*VV6NP*H4;I36NLX3>N4QO5#42!+T\%D*U%&, T,6_T)JGR77M7AI0\QZ M4?!'GXPH+W$2]\6E_='^HJ-M40=;I()]^I"4EX/5"$%MJ)FO;'^P/XG]2;P3
M(>L=JH"S!FBX7H%H1$0JQ#PWELU+D8O)W*53NO+EDG"RP2+(* 6CY[?+D^LK M_MC?(?V:WQ)?EL&EL*X18:,$0KL]<]\LERU(02?I<--DX(5)BQEQ&Z&XV1W
MC]EQ&".4LCO8T-(H0*H:%T1%^8W5?QL0BFJDX"YD)W:V=S6!]=RDT15FT'X5 MV,!3+S"%1+R8MG=>2"A\K8T(HN"V$0H;PO.F?J%]E"T'^G!$=O3'H.*Q;&[G
MU2QG7B&*5%;YE!D<%%!+RE=L81A\U'=- MKI^0'=E;7!!@<3[Q"TL:515X29VCR"6@=$-<61AC/(.&2[WF_C/UK;4-(^R M1H4LX;)+:4<6_XT:"\&X13(-
J=\@B/1&!0<]!&LQ):7B!X:OF4,#9 -7>3PN M*!9=XX(ND!E%93P/BY!PQT)3!R<=4]28?Z!=U M@0N'NIS1[C5-,(%MB83:FL^\9@N>1,+%2^4TQ(T23(')^_5^[ADK%\$][,]
MV%TEP)2 MFU'P-0\'5>)9Q.56,5XCS]2JFO.?+5X0'ZB2JL)BK,KDNFCWO8X.!!K]+6;L MG9Q/6!]8$7>:HB_>VPX0*X5+IO%$)Y+4)?K3?2Y*::&'4>_+4-*1$,L4,<3 M):5VZ
N&X@,4E\DE,5EA52LVJ)7$C[#2:V$E/Q?]/_HZ\'526-U"XD1X]*MP M^_*>UWZEJ\M(.RN9&QPY.ZT42V[=)IOLL8_J9AI<7>;F!;W0B[^ MC8,?#XX&![8C!>4 %CU3VQG^@%
(8G&*,0+$_XXB$UGZ02N*)H'9@YF2"$87 M37G/?(XMMTN)8Z;4OK>L3$I22EH@W@1TM<^VHV"?AQ4/R"FSM.#\('5*:HN) MN=1:2I]]_H L]VN 8.6E.(0PD!X(7$D
MD]A<,>$"^8 Q\5*CG"RX791CTNL?WKW<9#H):_4=78V^G/G^EC/O].7,?3GS MHRUGW@1=S)PFY'&A2+[,TTMNQ6/R/27W0^VC9E"HX2'$W,NSK0;TCO8CJ\!O
MH.RR3A$J]WR.&&-CP=P!L< A>!C-&CULG^U(8%9TB 6&L!2LT7'KCV9&@<>%&SSL9 ME/!2FDP\9:]D7"&*N!R'?O'!M$N',0H18>P M%0570V048<6&?&U(8<'B5C]G/
M)CZ1F,2+Y^>G$G3XV:-N)G&"[?4S9(O#2$N>(487&,,)1A=F8LV/HI0-T>M- M;0%;6/T:M[D6^0))&$RH%%Z-S[@*8S55$X&A)YU.;:%KU@;A% D7%$$87=81 M+>6&_+N-
P7NC*X"&?[?-?[TS\OCC&9_FR?O0(,B:6:K##FS81;#ZD)P;H\G"A, DJ:S+E-4"!"/.A[B1.#5C MO<,LJROD0V1T>'KH*D(_4@H\3_PRP72$L,H(,-!#X3O%DX/3PV#\:.%8C9
M4M&&%HK[R63 3= >K!<"BZ/.L%N*KJ3]E)IL#K$6"^#@,,-#B42T,@M:>:S_MG$:"]9$F'TR:S/(\9@YK94AV$&2TT+S=H2(9-9YY/8@TKM;
<>7^>_@E75/O9$@^-.HW>]&J#Q,%_*>S/?;2-"7X'EP/ZEH MO:9^7 $UT)Q.M5RPA%B1A)S;I&-/;LT$;XVABYE+61C]'A4U\M(R%[C$@I7I M:$51BW-&'8T.AZ,@[N.EL,
CC@@7DRM9ZI6)Q/=4>^[G4&DY\#NS M>HX%%#PD]^!%OE#V;YAGFJNL@PD1E2M<4;$0\"'(!+8U,K "/X?DY3) /3.#
MA0PUQM>/QA^BM)F0WZZQY0KSC'*KFX:H7:T+')HNEY3]D=0C F!G\C&"4Z"/_MA36*L HL@4YG(3C.H0?0$:%H"!A;K!K+"J3DM70HDWL@P8^..,,ZIMGZM+[
MO.LT'<$NF2/C"I4,@OU=+]8/="*U)_*LM9]3Y#;XS/F[AC3&-EX,FG!]3&8G MQ,O/V"*M%XJ"%P)@NR'Z+6OM-6,-5^R:H!*+&N0'/HP,'R!K5C0,HA@$0T+P M>*H.P(6)F).^+
(DZ*6J,E0X_IT-.$3(,+)LD\JU9W^FA;B+?WA$ T,(%?18@ M-1K\>3S<%;$R6#DE5U0W076G-VQ48H<=TA#)V;Y^G-[H_#,TCHIBZ7W0><2#
M0$I@0A=ZXH"3FG9S#@VI<*'"",_LJZH(BS8<81#,8YXG4@EES5.TWR@(+Z*9 M[FKD:)F-J/ZL=;$MVJO/&3=Q(B*QV) K^+#:E(,67 &O2YM&C"6S_CQ3 W;V
M!5G7$0A*]O"#T]?_.'^^-3RV=CB'%^&;=O6RFTCKNK*[O*5(0E[)%&C6FV2+%,,H(B MCHJ$XI^6)TZ+L3\GFM+;L??>CFUH138+;9]!S%9GRZ D(#(7[Y.*, ;A&"<&
M+G78.#]8YVEE\R2'2Z#'D$@N\>\LC=*EAD5;XKXU /EV!MIDBTJN<\SS8;E; MU,X&+#!Y,*Y\2U$MV04UWV#AMV/Z7)VH#9.T:]^LR1Q:>YD\][AV]H?>++5!
M5XUHFOTM8R(V%A+Z"I<0#&.R#,!1IVP'VLIJMV,'/8JFFOZ.AA=&5L@\\64E M1_G(O?"-(=LC0FZ!3V7J1POQQ=$E4$*-2(F*6'.B)323;%+ A(MZK$6(M("PI;P-
/Q&)A/#!CW(6VPRYY,&>/:[X.H>' LAK;XA@!FG/HZ\PRC#$LZOKA M&A,ML"O,%W0%<'V3"*N]?,",2VSU+V6ZPW5) H(M$*%U/LDBLY%/YVHB$&T*9HU&8O4F-
GK88H,;+9Z!'T=:>^]\/2E/Q1\1RBF; MY7A^IFC%SA/"L\?%2B6KB>N1F6*ZM*1XH9RH$N^'@[R'<=#'T1Y(L1=HRA2[M%V>G%L,7@]-8M9B@[L2Y,-H$/(D<#
[1UT(JR#OF6:E$LP4_S$H\:81^&4D#, MAB#7NIK,!_?&502OE6? 9E@W?2JF#UMOH^$V7 ;N^T-3VDXE=K/ DZ9O4Z,/ M1CF//E""DG)15[+17'7MTL!5?
G^2DGVYTOTM5]KMRY7ZJ,S%35,VR\4WHS9CO!Q,79BDJU:=* MC(,S@?J'0SL7#U7!',K&=2L:3QFYZ-LP\ M)>_W2CA+BVP%2:O-\BNT^4HP>Q$EH&%3BJTG,:+PVN
"&T3RM!@#B\D(4?R; M,=EW9+#0^S%RC94;GOI X0<&.WNQA%5EO#-LZ5+3#':SG3T M^C#'*R[>F;]O87!!87\>\:]HF#+YB#UG8+S!*&@M&U92(^[FNQF=H;<5TB,0
MXHE8EGYZ-Z:&9H'Z\SB_/&4C16[XZ#=_?' M9-ODLIA31T1++BV\OK*-?]+)I=+,ZQL;(X$BFO .3UUPT5-N_+TV^GCG7 \/ MLJ3O+Q09R(AJ6OP8<
$K8X'^L7@CYU0AQ8M^/3EYXT!;[9JO1*4:FSGBRKH7 M]ATG;N,NL \Z*N(R^ 5Q)L+@9&XHZ((%?E3QQM8<8]O"IK]AUUP>$5&\ )\N MOS\5-
OO%:^IW1$[_^45GZ"!+Z,BR>O2\APYY53XQV^4QPEWT[HH67,14 "% M2H?P>*$2TTTTC?"I@*1B/IT'PIVV[Q((:VEUO+%/L M/89)4Y(22:YA];'|B>N#;'Z%
(()8$)'ZI99H"BEX;!)>CD6+MI*1CWHP3HIQ M/2\K*0@5; 4,-E'A#I$2-L4BIS=T%#(^?@$Q2MA%ZR*D+]B;G"U'2XVU2*[)101J0:I(_^3.@9,K^*3 M)6G*B8(TU=)5$Q491?
ZTQL%5-E IY,<%%L.LUCG@7R6R.2%,"=EIC&@B;4ME M9.1T\PIE_VD-?OW^4[61$/$PO)E^1YF4!!'*(9[8(:Y"HE&F$K_G2C[6BM;0 ML0)
[%GNGV1VBST3N"U4Z9A6Z)MCH$Q4%2B?YIG-_T"4CB+;N85*9D"'AFYI+ M6$J2G5>VNJ%Q>9C6%18KP^E$#2 BQ73A5E):0YI^GBFV!8IO!Q#!&$*8@C6,
M_/4YXNZ+*Y2#)&;'/W"=R!H73>V?YP]#R[>G;QX$9R^?OGR[-6[B^^QF]]#=+[*L[M2 M'7<_^]35?"-;NOX_7@Y0C>4/(WE?;JAIW!#3__YR]G;B[/3/]^>O_OGP[D* M=
[P>B#D2O"1(AKEBXUX(6>]MKLS!X. QMJC\Y3D_7"XP1Q]2R30:!QOME3*: M@&\,JINRJ.1A4.>@4X7VG^&_2WL8J6/ MS=W)@-=,BVCN'%*8) 5L5Y]>$K+H%/_>Z!JV?
^U^N0P,S4**G62I M&Q\0"["4S>7*BX2@'9EJFTM]KEL^.+@E8F:E;F9V^5,&CVPMF(V7V07"%,*4 M8O=\MG6E6P?:EK+"+RI'DJ"5-P+B5R4X1 T^5B>;X9H*K MN^ET4W\K26
MPL..>HI4P;DW**!*6R1&^%TJRAHQ2Q?:Q*&^,^-9!K)[NK2' M\!0'HI'(9?!"'^X6=A"\ONDZWI],1E]\IO4M%I:J M\[(-"S&*RL3%)KW6:S$@2-
M53FFRKM0Z4S:,,#O2Z*20:H$5NU>2Z-1R[ME) M^'KD@934/QGF")E)\8C8@>57%6,+U?/3T]F;-1^KO(\;4$48 U+32.-F$ U$: M]7B&2 6IY 9^MN_"M881TF61!&?8MM)H9-
ZL36:T>[$RI:VW<49>F_%DM>/- M(L\6L7;/NC98RZ9B?%^,%UM3KIC]A..#9=OB86&A5LNS9SN>JM? P>R'IY1@;P8B+O)VK2)B=ASLYJH94 M4,>4&[S] 82-
$)E'2Z_(1WK]6BI-4[DML4]QB:U0C]0%1+(>J6^GGNH^)ER M;L"<*]"!%$^>(SA_2>$@ 4V;YJWEG9]%*FE*[*.?(EU 1S#&!E^*$IDJS,P M26<;9FS?4%Y4.CC]"A=#).,&:8=@\$
AS\?FJF^2>%N+?(= M 7S;B(>78%PY/F%;)CHAH$_KC8KO%1[6V*K$Q.@T47F>'N5KSJ[52"'?4H1# M6)%+7#HCMC8NV-]T6X-
0ZY@A"Y+6Z8YJW2G(_W4G)QNG&,#Y<(OF:*#68H]CKI"-$V!2@+5&'$ M=2L:#9WK+;'WN'75Q%4H[>1+#^%"BA:I"YH/'(%@J63Q\U-(GB*1Z.8;L+>9 M;32YKCZ#F]17\A#
.8[KL5H+Y'>$ 1[GO-E'VPRIXQI0)5&C'Q-MK95)HC 1 MZ$N\4?:;:B!;P>-Y.W.,Z*'=B56@^9Q_)BW+:$(&^Q:,8<>)L#T0:F@!UP[9 M*(/9$ES_3. NFBE!<,;
A:!*'KB8:+U46N*JM82K60%K(&WPM?62>RJ7F\I) M%45W=L-6FWJ]K T?7ER$MA,O0L(!_=_DSG/(44C3K-%,QGL^3TJ./G4F<% M4%C*\X!MQ1S^,V-&1D,JBFN\5-\4QEKJK
%XG+[%X>K1==::DKPTE98]:WVQ M&(Y.G3;L433QM>5?;,F0 SMZZ##/_-;^=8FV9UYC/IB,HFB2XR&@L(V-2>(9LJF/6] M>'VZM2.7C_$(''N"^S6Y9(+VY"U
:A2[R%'LM$B3HM5W$WHD%NE)-7OG@V5@ M7>.1,FP-5'"VM/D.FT[K2).UPIA1?$F9?=T3>P@;#5BXL]A"Y17>>P$2.G^] MV_%]+!R%;98$-
GH;%NIA753(FJZNW%H1RX0LS^M<:<9Q*#XNQXX85^GGI/0/ M)UX7*O%5ZP7/SKH %5U%N@I(.9,78I4+W/F2840)LDKNBQ7/"B2:->N-\R8*
MWF\>NTJK)R?/ICD%46^2\\R'3$7^^G;71U67;< F[PYQU508K"D@SHON:F&$ M0&03#9VI<9&,&+:#2]5.!L0+A;2(%$ 41XZNMY@;>#>K%+XDX-_/+39LHR#D
M>H,U;".B6%0Y+2 2>\A1 =BEPY0I5DUPQX9N]HI6Q59CI5V(@>"5;VPIGNMF MW6 1]JS\BCDUG&NDV@%##B*GIJI=4':O49KW/U03<-2BXP66(POT7V/+O%Z MQ:KI)
(H84@#;R@*,L^!Z6@4\=0W+G<\VDPD:(=K%,(/SA0XL>8[L!7549<'_M&FJ(MT[A"#3"1*DE*"Y>5X24_RD3\@6=@#X+QA!*UBK2(L567M62W,&B_+PSJ
M"X,>;6'0AA@,MU/02:DMYF31>SR4J!-_94Q:/SM^P98Q97%#!VN=NB_=+J,> M4@F !!B<$2-Q9'[&&0=6P.FQ7_+1E3&5CO?V:SX1-2 M_]Z7);9K!#>%
'4(;7!O.UB:B&,%G@?:3D@K@M :SZ.U42&_Q48GQHQY8,O> M,TZ74[D7O:M1M],Z Q*KIRR[U(L4TRA+_J.NXJ>L"F85,.S"B1LRJ.1/ZS:V M-%E"T<5&_&5.(-5:?:[?
NR89U56#7S:]1/+';5>3:^ZWIH,:?9]W!,(&2]0* MGYQ@$CFL!0>'ZJ_W2O!6G64_]\7NMZ*Q:L;^QG0JY]),S,OA2B_R51"@>V03 MWC,M=/2 &PUWWK/KAJ[>_?#DZ3KN#
(+@S=O7;\[>OCL_>T"]MG>\%B\L>NZ] M[,#]AD:*YBH13#X6!UC+SSHX-JAH*B7(9T)!_TC@>R 8AT>'(0PV*/$9)I@@ M=EPW2\H+NHL6V)* M@[4-Z/4H.
7M%X4>NA]S=S0&H=4P[;';^$RY=B [VYW+_H(0Q 75TGU'W!W M"*FBX[WV^6QQ=,ZTZ_F_&K!J$K3;O#=PC;JLYMH![^VL/!!3B41Y0&9.)T7& MLD$)0"C\KLZ.7\-6"L6,+^"?;
(U=L'6^./LUY,_T.(X/3M[?O[JU[4FQP;BO41W+Q7)GQ*65CL=/",Y*^_9J%MDT A#LH@IBNI0,MO'# B*0VQ0UU M>4:I,&'P?^^>>)A3!(N* W'(BE6"X4896ER>KC MM<]&1$V.(
Q85@F^:>'H;VXD7OTV<]P#O=(@NR!!'EY_NHLN#AY MNR 7+D%18VN'*?/J_S8/(Z!WU>I_K/-J\SE>8 MHMY64E58E/H^2>Z'?GIS\O;=/<+1"\[/OZ\)L?^> ?3?
@QGV'KGN,78!=X^P M$//L/;A>]V/CR+#81\/BY.W?S]X%+UZ_#=Z>_7I^\>[MR:MW4K=Z07"$KU\% M9__WS_-W_PSA$W^G[V%N;Q[=_;V(CAY]3PXO[CX
M$W[UYL^WI[^=7)Q=!*]?R#0" 9;;A,CO[3V?"X(5]5)0&VQ:;87C)W1FWS?.5R#ANFI9\G;T_^^?F%E-]4/]ZX M:Y^5THV>(7_&1[L-]=1$/#Y;*P>G5^,\'-ZY.KE+"JXX:DA
MPG!/9R:E\IA1D7^@IVNU>"+8<-Q.CR'D691.*-/AC<;&?.J,=A0K .![^5ON--7,GB:JOXHJ;]KO\;WZ7,-*] ML(18B;\Q!6EQ+,WX%5XUV^ []XZ$'ZQ!4()JGE R#?L6PIX44F(]K!NRY
MU%/LG29R;8W<8K/3RF ^[]!B\Y-=QUODF?/@F>)#\S M_\O_C.:+9V^"WXC8G'ANS]$'I^<^2>138H)@B!8=1C C\/M;9QFX_J.%'D]L_.%Q\?":AG+V#_C'#W^SQMLFF:3?
UOZ$H_UPU^ M_?+-R=OS"_#7P=?=#_YY=O(V./WSY9_@LY__XRQX]_K=R1_@PK_[\^VK_QV< MS#'O?X+,$F#5G;MV?2&A>G5R\?SD_[:OK;W531GEW_N#OPWW\#_[^)\#_,\A
M_N<(_W,<_+@=_+@#_[\'_W_W^TS5+GQR'^=HB_'N+OAT?TP>W.$:X.KFLX M_YL>S$*%/;>#O^UNX^@2%=]4_TK2R&>P7B.'!L&+! &\J+PVD&R9B,H!C&6Q M+/!"X8$[?
L:B4V%V QI>\";/B_]%-"#X4"5IT;&S,XD$U]CQCFSM5.E17)JX M3VX\F.3&89_'Y:&M?DC ^A2)K),0,%E/7!=:?34+X M=J*_QT6]
M'RXV)4X.!L$W*%NZT1NY!\OQ_[X]NSA[^X^SY__?/1K4/6_H>-B^S".;G!,\ MA^]=2UCY'E%A:R+;?0^_39=E4KZ?W",1=$BYVUOGI^_T^&",/GSCW>4J\7F MG!/\PR;4N-T^3?
O/O$9[3O[P'N()J/NT#K%[A6,?A(//76,YMF_MI*? 13 [^;@U+@#V"L?S"D-DVP1V%@;+G T< "-R;51D=*6(6!RQC8C,-$NDN%];/)&QPGR!OL M(PL1%!&CL,O(O++Y&X8UL+!
7C>FD$07C'B=C&KN$6#X.'Z_R<8>3%S[Y1R[M)JR.-4N*@8X7R(L^W):Q_3UD^..QX%+!YR4E[:,7:6HZN#!&_WZQ,+315*K] MUDR%1.U%8^I_R-1=$;(^B:#&\Z+-
F(1C+:4!=FHR(AA;VCEJ--@=R=H'DK+4 M$AJ%,2NQ=HGL6RC9-9_<'>!$*!CCWYKKOG';1^_BG/W3:'5[F^05.W\/.1^ MX,-0E_CE*@'8W.@343\X.%?R?=JXP6_=-L^)5M_
MOVE-=QD(*TF5G 76X+RJ"@\A$/H]!\6-.U!L PAFX=AE$""61-L_+BN%/ MS4A;0'D5KL4._U M]Q7UG!AMA"*1V^@"K[N0K"\-1 DP)"*9A4]-I M+T,RAS++*WB&@KQ\@Y
>N1^,"SPMU%>RR.O\B)MT$AX@V)H2Y,N=+U+L#NJ8!2-/^ W8)V$I"0I\!^X M[9.HA!EL4FP.0\2/OV?)Q'RF;WF)N!"PF3)5N-^F M\$9^,#C\?"%\N/?L.P;HB%0SG^?O6-+UZ]-:'Y!
(*"";E%IXIMZ"C/X(LK]? ML=:*,=X5R_@,Q(,X3J3.O)-F5S9 M(B16&D=L-H'C2T#X=O/R;$QFA!38V;/M&/KN0<$/6(F$[1=88V%S8)>@GITK!!LX'#G MXP()_! EIF
BG57J!:81(/9MKL3UJ:R4=&J5^;QD.8+T-HZ>6\O&GX"-B@U* M2RD4=%183 L'7[:?T#_1W2W![TN;?%<.F\;G$($!3@P%,XC&K$6-U;:KQ!)" MJ^?I_N#@WKB##RRI<5^C =)0<
:_RN=P 6P0:RT U3U;HOM01OH)_[7"N2_ MHVVL,T&G(/0<"I"#UVP!&[E3_X5I/(I>=I>D08(+61BXD!]846M0*:LW__GX&+@+YG0 MT)1*?O$N2JX0@A5 KC"#87%YE>!)O)
/'N"Y@)JM.Z M5&#*9_2W>@$6&WX6QX6&5&DQH4!(U.(JN,++1HLD2'9EJ;.(&$Y*]Z:9]2!PPOFE$ 1+PQ)_# MV5R23R^Q&.6O]KU@,0?
R(IDBX286VW#M"%@@K_]Q_GQK>!Q@EL/0JYQ)@=QW M&E\1; %&V0[LP$QVF10Y$]60\L['9 +$%G:=%Y/#?+HPE'@JD5@F-DC[%S9(M>0J#C*(Q]\Z.D=4NC@I._TN_HA@.3!-
UO<4]CAL1,R D&1&:M?AN;5IU)4 MJJ^&^=,R># X NIOC&9F64EL;87OR_"QF!9Y22G!:2*][QF!OA*GSI,4_OCS M"LL:[M0MOG?
#2;/#&"TM0J;C)9.QDYE>D,1KS(W&DG&UB["U5@386MUN?S@\ M(X7=R,X&"VN*1M@HE(>#+".IZ;2Q<4PXSA:H*^.:/)IOA0JAB0G[':"F,58 MET9&$2]4P(DC? ^;[?
Q&%U)JQ(0PWX>ZB-PM-OTS\K"H2*A4G 0^4-ZM[3I1 M$Z_KRDW>W\ZD0RCPH5(]NHX83RJ_]JIX$>N@*E;40XU1M?\T0;S]5^-+*DD=<:RR13'O!+X;OZ4*72DH M%
<$M294R<8 X&IP>$OD_UWCV3U5\?$BYB[Q_%^AO)/&[DQC_^LLU?I9J$_8 M^K;^:RG'0#HKI."!:CK1:<-B B&$'R 27JJ2W"ORH6=-DH+**S.L%A'MYC6G
M6D<"17P@=2OX;M8U1:2>&U93LOA7_8\TRJB,@R?(P-7LE?B9B=09&08(2743\LC]""A7+5640VFBR*.8OT!QY2_3(_MB5ZV\IBS&HFG0F8QX8+%ETD
MFR8\%KQ6_P_8#/#S!OM4O4C^.O,_[XB;4%)Q48"?3V '&9HD!M:;\"W2V=Y M2>$><1$0E&8+(SF^C' ,-BY22'"")(%]PD!;>R2O]]]JO\I? T=(FP.G\/M% ML*B+\8PSQ2NM5G8SC-
;-*Q B\C.UUN?I%WGA6BJO(E7#$2-U# MH(#26C*E#@HKCUHI5+*E"TS8SJ(D]!+C[_(/RSQDV<@5^C0Q&3+LUF1"O#O< MG%!CWR"_\R\$-
BHR*^KH"2+QF+V$Y&8K**A3:2Q1XI["N?\5B1F*N!1:\%5Q M&7;(YXT439OF)OR>PZT(_@'_'?V_H6^-E8_[0QW]G>.OZ9^^CW*:JQT1JPS M#GQ?S7(P9;?R*S+>ZQ&
(]"3"'B3M"R/!\8>46]F2:^^/KEZ;Z@LHI($> 8@P M3&.1KB+?X?35J]/@-SC;P1E8T--E<*9IBN#)NR3*_I5D/P>G^2 ,_JCB0? $ MQ9:\[_3\[6EP84?GE8BOFP EP4EBGYWMA+Y5-
K=2!(R!L\W_\11,F\E+Q6G27_KC$5H^%(#G51L39_2Y."5UZ36NEZKVS[8ZZ<8]SBGD&L0C:@KSHCC)GBM\EA\5U(.FD<:C!H8\=[Q3P$> MG:*
<)0M7"2@V!2ZXI'9:)U"^OC^_NNW;$?;W[L_TO5SP2PW'$E>FT2\J *A M:P@2&)7KSQ--Z8(1RJGD7"+B)M0#AP=K9*9U1L(![6[M(;#2(SFF+-/DP^&
MP1#4++1B8D9N.A9\I4MYVCKI$P5I/J9PQJB("$C XAS$QKY2@\^--'-LL(25 M1XY--L%I1Y=.*7U0034':C#".8'JZJ<3X"A/6L%&.UZ4+VR"C!AW0NR(/PN;@Y"N<;+]=^]
M[Y&BKV/&WKN(]5>/%;T%6ZNHA3S\<0?0^NJP=G58%KP>5SE9R?NALY09' XM M92VH-7.L2C6FY&PJ5M(&971)G%<)VM_LC_N1$11A6';F3I?W26LDNR9W5XC$
M=;I9151OL"#78]3 M1W.74N[FT,3$FJED9T/ZR32L%5YW/MT.0NN#K%I?6 3'K"%FR?,KO0$ #2JK\N#W8T44- MB64A*L:K]&@_#@>'[F.20LHT_(1C@ <-W2>\H@+IW'-
^&TP9/NQMY4G5<1X\ M&(E*%OO:D]WGG?N6_3O43;]P0U*A%"*,V1QI_QP4G,6\U>JEI^N#((A/O96")-DRC"]#\P4-9(F= M?.",O<'^SM%/SV,ZHQQE!2+Y&6W!%KZR?(J*A?
S<]F:Y]8.W[<)!^$Z[MMS[L__0,='#,L8>G'XQ9P*C2MI].:W+-&J 8)OA MP,H!S\OF%P^WMW]J/?5[4E9(H5E"'>YP,+#@_*,9U]*?1%'-1OT802]@%L/] M2HHSC-P
K9+'(YC=!]6/WGT*7YO?^N$2&80JLCPX53,27OL'SM$ON7JD9= M'P$8Z_CT*:S\[3,QZFP2LD_&J2'47>QJ3RHM/@=5.TZH.$7!HN$C6=[ZZ]6, M2OKPM4ZJ-
\-6_4WK;]HG\/NZT#X#;-5SM&8QGA80GG3*^)E8T$_0&\^"7!D9 M4\Z9XDVPUXY!O"/[#/A C HE;I"_4!LK?P?_\209F ';I/PXKAXE-80%M834
MR:E86_X52A$6#,Q5A.%3.1]*1)/\"0;,A/M7UECB1#A=/)?0*\!BQ"ODQ=Y* M2#&:C]C;B,T=KF.0=>1E$@7$3P/K@["HV"?GNG+1Q,\RD\J'Y>VPTJTZ6GDE M/&?
+CN+G_E+WE_H+U201!FY_8OL3^_DG]@_L?@,9F;G.!):6BXC:'LHD$Q1'>Q+G MX'2@[42_U&8)XA@;K#F+]\V;OP=5>@\QY.HUR=C."#T5V-MG?5=1K S7XOI0.?Z 1$70?
L*Z4'I:NL(@J]*5H1TF 3S;'.RN_OE9:9_V@QH+;2 MD+>CL4X+(4#B&:85L$1C\T9A.D*L =_*:RF=P7\DF33+K@!L^9!:0NE'C?<* MNHGTU1Q3)9/%ZS-%(&)OY6G,=@ZV5]D-
/N:N5&VNS:48WG>S\M1BM#V]/U&_MKZ6S#GJ5]8A4UFL"M14XF9'1*VEB+@LE$(M23W<8,*P=,U"U<8$$ID3_@Y& MJ\;7/:\(/LW8Q]@%)]<6[OM\5!^9*&40_?%M9D9Q Y
>,#*9^E\YF! KDRC21V327"[\6?!-S9 ^\O\""^S8%MJH \T:8QZ513[G(I-J+:1>TI1,:L^ MG-A4%X.#H(,TXD"&59-6R5/1MA=DIW(RORGWQ-DPB,\A^IW)QQ %1\2+;Y%T MX;
[2!;E7(0 '?R0?$4J0K?IU$:))[K7M>B_//:0,%4TV1(,+2$:0*[[G + $ M8A:((9+79;IT>XSK1_LWDM9G-6VH4%B,,ZG%%TP+A@1C"IA>_/3BYTO%CP+< ML[? 1-
G@Q^5S@=^#XT>HOL]S4(.%):@L#*K=L&':VYY/]_F ,(X=UQ^728AC M0%D%-/1%W\J)'P2_:B_\F(4A!/ $,PB)_P7T -6$-#];%#%'2^E*,*A=Q3XDQI-%LN3F MF]W7<]^O>N[#
[;Z>NZ_G?ARQO2^%TGV8)2LGX#C/Y]*DRK"F;+\QM)W^3-5^ ME-@?.=7B2N2")Z0%P="##Y8_MXM1[MN9N=/J+F9R[# LH[K*G\GEP;'@78*A MX\>W0$J
*0R/_VCB9]9&&H"5)%\8HZ)?E.9IB:6.H%1U#0JZM/3L'_#], K M9R^34I@6G^KWY4/PJ;AIDNWO#XZ&PY]$!G=\X-J_#0?'>SN?^^7!\.CQOO>_ M_E85[7T127L$QPZOSY2()[?
D@D_H_[HON&>.#^;V[KU8O3LZ6?WMO.O;N=-?SM;*8Y"N M79#'-MG^UEQW:W;[6]/?FO[6?.*MV>EOS9<9?A2*6+7\QK $D_&MC3P_5@1K M>2N*\0Y+T \@X&/\QV[?
H_JRM5C07@CIHH/I/SC+;[E WV4)ULWVQT^9X@VG MH/,F?,UI4R3I#K=^=V\G'.X=/>1=_S)M_)E7_GL&1>]NPO=M*_L+_.D7>#@, MMX]O]%WO\Z[W%
[B_P!M\@7=WPIV##=/ GV[9:TRWM^P_Y7!)H=]F':Y-E20[MP_!PYZ#?Z]X2N ?3[:_MK0V XW!O=[_?Z_[:WH/I]M?V]I&S\.AHP_SN/B#__M[%GA >]K?X-O?
X/V=+B_J3>XC\=_&\.^@1_RD,]:+UEN+UGVPOWM!QTH MZ$V#WC38X M\$!ZT>N8?V%[W]]>_OQM\?X?#EC2K#='>D'1"XK_\^0HW-V_ MNY!"+R=Z.='+B<WP;
[^B5A:7[2H=Q9["#IS'.:P1V M^X[BZ]MW0-UF(1Z\)-L9;H?'PZ]E\K06[7L*L[Z6^EO8.KVX>-SB8GBT$Q[O MWHBRTHN+7ESTXJ(7%\.#PW!W>'>MDX]
(7'S3_!$]\0Y<)'K.0_.17C>@NB,F MC3>816(N">93>=S!G^\MWQYE%&CO"*7;\6,/_6FT 9%B7M!\14$Q?YP.SS8 M&_:"HA<4O:#H!<4U@N)@-
SRXP^;W1R,HU%N"_T7*&/KQ7H@]^X[Y=&Y9W/[M2J3Q]\=WI+?Y&-.?,'?^*+[J:5+!*,8WX $KZRMXH+_D^0'@V$ #TN1D]C;KZ6)"HQS>;1(=*QA&U*UFL^O!LB33RL"
(P5GDW$TA&\ M[+C9&/?H=_D\?SJ\FE,I.]Y! MC*^X7&?G+\].D,X^(5+M./@#A'<6G,P-'UMN2[S4\.@C7OTH^MOP!7,(;A8+]]$89PJF_X M\NX@.*%WPA9M>>^#@L_W.
(F$$2/AE-F:0=AC7/LZ22KXWJ$A:QQ-6\-&E.O..!F7ROZ,ZQF#QBR244V<\"C4,I;10CL/IR*COO0HA7TM/IC*XX>'YQSN_10& MAP<_,:_HX?"GE5?BD9DD)7)5KS_2>#;I"CAH/EB?
=N@=,'-NX:$G&PM(QW$=!"3N83."T(SD]'$1#T(3,QSB"DI[###K)%91XL M.LP&[;-@O!RG+ 2;F]2QE3"O8&0,Z#TE4@]2$$*F"%N:'U8%!LGVHKW3WY]=;<-BT1?-XI$[^4P-]F\
M=W6\;0>O24.=HMX>^V GH;N#Q%$]H7\G^ >5E^8C7NRI<:V3X@2BB+S.Q=OL MC6AZ63M'@^UOZF5EZ_V7+L^ISB;195ZP5FUO/')F-^3W/9+,8.\'XS0JR__^ M88%'-
\MCHQ^'(X!_EO']A\[>QZ=;N\\FJ?FXQ5H+IH,$W_4\>P:*<)%&RZ?X MUV<+5*S9U M^)SPHK;*!?^(E2"9+?1U]<0OVY]DB+TDI/RT,WK-+\VR4?\2) M(V^YC:I_O&7P_$NNPI?

1YGW95ATV4Y:P%?)?W+>9+5NB;>-:I&@"@WT:I5?1 MLA02\/^BKWV+F&|4S HS^>|?_D>5C]_CH&X=Y/9U&STXQ@ :796G-9RY(@5Q M;
(]7DN$_MT9I/OYP%|O|CBXM2.Y3_I7KY8B|E=>[8A>=CS>M')UM[WJTCOG= MGN:'F7APB_CX3,%UB_#6E'4*&AZ.UFM0[2OH:(]S-6YO<;Y@IQK5-3K,M%:^
MRI[8O^|^3,OYL5WBCHFDJ48&'>1HWQ'W0R T8Y1Q((>N6 F04J4I*= TF M.85ZGV[2U:7:C:ZZ\JBN]WU-#SZ_;V!OM' M/XDYV_'WX35_.QKL?
N8W/_=OAX.#SQWLY_[M:'"PL^W]W]=XQSV;|O%@N'>K MKU[3YW%T;2-|U|6|;>_'IY1-WA5C^=>NFK3$]|.CGOF^M73_Q-15<-8(+-U4 M1/CY%8/W8?
7NZ&1M].V\RQ/XY#EJ44WRY74997&Y'D+(7N:=_BZW$1G &^WO M[FVUPK4+|M@FV]^:M2OWABLV@O|:%7_[/Z>4]>@O47^)^DOTB:KG1I#4_M;T MMZ:_-;WJZ2]1?
XGN5O7[4??"?VSNY>.#QXT.QB/1Q#3TJTVM?_MP[#;UR[Y7[>G]C;_CH];E[Y=XK]|U3[AN0C.N5>Z_<>^6^5KGOA\/C MGL[@^Q;Q#>|HXCA\B"'#M",GL/RZXBP1\IAN;=W$.
[O?RWRI@?-8=F;.??4 M=NU]E-Y'Z7V47M?WNOY3=?UA>+!]=]4/O:[?,''QF+?RX=_NA[S-?7UBK^E[M37]WLF#G.#S>_EK<[0]:TW_U:LC[+8-
N#12+'[\)"]=V$2LH;%0&48M>*OL* M(NQUR^V.R_Z";G9I+C7H%^#!R(0-VQW M>U78J\)>%?9JH%^#[|\&]TT@;MCNWJTJ?$2YZ2]4A7U,ZNZ.E73A]B&I7OA<
M&^'JS9HOP:]'=ZKPEX5]JJP5X6]&NC7H%>%O2KL0U)W')*" M_T6>8OKQ7M1+MMY]|>MN>Q5P73 M452:-,G,RBJY:<"K=@]_NK-
P&B[B\:W7<&]PN+\S/#PZV#O>V3W<.]S9_\F/ M/WXP9@NU")!G.9HO6XYHE^.'_1!8M#_=]YZ)AK>W?VH]\!O-MGEBSK-Q M6L?P4:8\SR?!0DO?JCRH9B;X_1]A
(,R_ZZ3:AG,337+XR#)+DU9X0D*\3L_ M'AZ&>|>'05P723:EKRU-5 2FP6P;($5F&/RXOQ|>[!_=XL.[^.8X^'%O/]S? MV[_%%W;"H##EPHRKY-*DRT%P84SP*J],,!P.[+6 S9#_?
LWK<0 [TE^0ZR_(MZ"%>D%+1,#_E@@SWP^W=XUM>D.%V>#R\S8?U@L 7=G=W^@ORZ"[(^/Y?D'?7 MG&6X!G)[-&DU*?)Y, ;#,DJRH%Y,BPC_6LVB*K@R!2:WQEB1CQ?
(730OK=4^ MXV77K:!+T3CV@V#-X;:6GP^0L3/8.8"SM-X8'.[1A^MEU3POJW09Q 4(GPS? M%P4S<'U,$43@:V .$X4L6""8Y@2I$M194M%FMD],&, KJP3NU!+$ZZ2$"<'C
MTAS.4'"9I_67CC:(%N M2Q";19HO<7@XX;Q Y3')BP#FE^25# J5RH*U2)3FL!M7234+\"=\$DB.? X_ M)!G(BS2%<<"V57 :4!C &A&GNPE.X#/@Q^$EG'H;.TE*<.YXNV0S89!7)C
? M44' 5Y,2WI>F 1ZA!"<,.SR#K4)UQY.%#Q5Y/9VU'W8P:#DAFW3/+CKEEO'O MVD(9DQNY@TF8?#3Q,VOV#<#PDR_@4BC16F> ME@;N2U19"YE"BOSL']H%6)=)F8R2%.
[I4_U^5V45O6[W:+"SN_/3LQ_^MN8# MPVO^=CPXVC_ZS.]^[M^.!@>'QY_[W,'VWL9,=?>SA[L]V#F\W9>O*?\[NK;Z MK^MFWK8D\%/"UG=%'?
RUF^)MVG)XU%-0MY;NG^0&GC4,H9Z2^A8G:Z-OYUV> MP"?/48W"(22'*Z]+L&C+]4PY/9W\=73R-Z*]]'?W5@ORV";;WYKU@3UN @C^ M:U3\[?^F/Y?
W^)^DO47Z*6ZKF1SJ2_-?VMZ6]-KWKZ2]1?HKM5/3>B M9_2WYK/:B3^1?^/!MQ.O6U/- 3^>,N">%OP6VWZ\'0[W#Q[RIO>(UWT#Q\9=
MVR<[#_K.]O06C_#V]MKWDZ_Q<&A BNP?<^]SC;-[U?YHMO+!W]M'A.?5$\'U5W>3KNYP?S\|.KP[WK;'O-G]O7TT6_GP M[^T&)*)ZG?N0]K2_N[>^N[M[X<'>@T;^ZTO$OET
['269-%F'9:-E0S;N^'> M\$$SMO76>*_1-^[>[O;6>']W[]5T^[M[V[T^W \/#WJ5VU_;^S#=_MK>NA9L MV!>#];?W?DVWO[VWSA@?A,>;5H#=EX!]
[FGY/8+G;-9AV53!@!P41[TU?D_O M<*_/^VN[QAI_T.FLWAKO;^|&W]Z#87C_N MK?W1.-DDHS#P'Q$|C8D=+G;TK"; ?X>Q#'[MS!/Q2?"&#U/H[!R%!\=WYZC?!N3P,9^8WIYX-
%OYX*_VDP?=PM7'W[[VY>UU M^R/7[;O#\.#@L-?MO7AX(#*_U^VWW>L-4.V]9N\U>Z_9UWKMQ_MW5^SZ:#3[M5Z^GHQ$+I32L4O>NW2R#9"&(5!@?XS]V^]EW$<.?
(:_|_WI$U%_I6.X,=O!< MQGF-[,S?49!]>WS'VRS$@Y=I>WL'X?[^W2&]7;MH#TNL]5;//;5D>X?EUL'(
MOABPO[R]KN]UO>CZP_#@#O&>>UV_8>+B,6_EP[_=#WF;^^!DK^E[37]WLF#G M.#S>OKMTQ2/2]!JLA/^-8/CTX[T0!-Z[=^#=U[[NMK-N3,X/=\(6'AS^=(]B MGJV1?,
[LO6!H$)MQ8:+2Q,&/P\$P@.>D29X%<5U@M68U,\'21$5@8#7BX/)!Y M&P.C36O\9!3\N#21ZD_\99)"_;L2_[XE<-@C=%'L._R\:KKB+\]Q0^ MCIK
M/^Q@H%+IV\N%H"40X^0R&*=16?[W#XMH:K:R/#;Z<1!<^&<9WW](7'Y\NK7[M;)*:CUMQ4L!"P)(]'>,ERY[%2;E(H^53_.NS111C+;B7T$MX4)H+@W_^"[8H MF2SU=?
3%+;@ZSQ9YF="3"Y/2^0&=^Q$G#D]\:M7OQUOJV)LUR'H!_F5L[E^V M58?-WD?8"OGO_|_>MS>WC1S[?A648Y]K5Q$,W@\[FRJM;.SK>\TFVZ(&_:.:+M
M'GLLD/FPU/RHMM=]]W2)Q=ENXA988(^VZJ537VFN\/:Q:/XJM>HJ+-X MY6[\K2KK&K1W"7]^B+[;^$075>+>,N$VD^/#EMJG-30P:Y;#]\BNP>(T8?N!
MP09F7EKF8&K6KP_IT,FY7Y;XPZ9-V<8S<"ZHD6#J^+@.NK:<@E&6_>3)&_$J MTS#&QHOV"W"T.9O4_'7-P3\$KZ#= PK@B+&?+:9"769U%F4YV/.OV^\OR7$2
MKW.>%+Z0EL^0!\X;/@K$36,;LGYN>W<1G_MBU'ON=P=AS#FW-X=CTK+6^ M>T-F7G!C8MXR5ETW6^\N\?9@1\+ML#WXR2_/S.#9S>N\4QYL.^T-[LS#W+F^ M);)JZ_X-
/GZMO9N+_]P6>;Y_1NPV[-Y E'70W#DD!;Y\BWH5B) "7.6T9D52 MO[J=F2W%RXLI[H9UZSVRXMVU-F3?%JNX9N7.?>$5OD3[2U3]^:_'=&>@F$@Q MD6*B.ZJ>6VNK%-
|ADWYU/Y#4=:Q1:PY7G[D2*[NX(!%6,HXIQED>DAP, VUI!K0IO]_!0 ME?;M:U_7'H7>3M?0*^V[-PRLM._:VO< :F&5]MW#0U7:=T[[AJ/05;UI56_: M)1G#^/AM6>ZG)=;5G?
43I5FM,2SD1(Y@9U0#4VP 0V\G2&W?Y.)#9M4:@_VG0EV0-0=&#D_I ^%,SX -UBI,*7"]HSG ME0I3*FR/R/DA*LP?[W0S] >H, 53MJ\P97.%^S.VZ:8^/!6&4K'K9' M'2Q9,
<,,*U/MN==#QLJ*#HL,!FUP]**>7DP(30!V)#XGD"O\+&-Y?B60LYA6 M3R>3/..5]H\IPTIW+:MK0OM:@2I%@%QF[[7S&&88DTMXRBM3SA"-D$C#)NY\37M2\?N*=40@7:R!
<&&/3]>Z- M?!!Z[J,C//B6?=]QQX:CEGKK5XVQ':RWUH,NF5> %H]3#J(+12@A0*TV]> M5H 6JB!2<8VJ*E9,I)A(5IL,2$IKE%&:PNZSR%;\NS='N?-L^W*GX=^4\MU#YE7*
M]S[*UW''"GO- ,KG:O8]N#85F&R*^;=LD-5S'N' MS!'/VVD*Y6PKJ3E#D/:7/G1)P M=U,^N<;(\+S'H)?*4:9'GMSE#O/VCMM=2@4S0VSKM+L>Z[9G6!D^<.E MX"C-?
E#B89^/Z?OS95F5YI=:?8':79G9(=*LS]MVAZ-.$#@D<;9MH&&W>,<<[IKSQDW; M+9EVF":/:@FR'S[.T^[!CC.!TIE*9][49=8/B0NE,I3,/G@F4
MSE0Z\V:=&1C*S]S6_NVP#T_/;:L1#.GQVYK[K$*,VW@+]R?:O,UK)ES8SHB> M]0G%''''"OQ4,L_Z2![G4>Z(U;X&IO@L MPB!2T1PE>>8VR%:1Y%T2$LI&5E:C6JVRD0]14PT
V:\TU4[RM-)4:K4'L=JM MDEI*4]U74[D[>^8;B>; ?UF4<_JQ6U ?U=D:6Y[_XK&@G6\XW>[=-[YN7;[8
MDO6N3=L/6OU*:)\N])3PN.*LYHD676G/_;&CP0ORK"RT9%IAD*HYY]H5#*)Q MV*9$^_NTX)IMC#3+L)P11J[B\F+"*OBH*6]ZV!YIDRJ#78+YP]@<'V?:8+0L+W_P2COG+
(G+*2PO MK$I7%M)Z?GMQ,'&[QB^.6\A[_[+7M(WK%Y)M8_?**SQ4<;H^]Q^3PY];8 M[]X'_"%XZ&[,C:^\B847>,Z^-[..1*:E]MSH;]*<4"IP4C@%,5.Y2OQ%CZ>- MV/@T+:NFALT
<9*Q'#:C3-.:-[C_-+C3VY'9X$W%$I!%Y^6/[NS&VT?2BH4W ML?H;,GT[/FYI1?"Q.0X>55/W:!58$M@Z[+-U/9U,@.BO,P@N".;:IWB-7<"C
MV7_GV!'8!4[D'/@\9\ULAMG%).=HL(B'X+!>D0__IG)^U1QB3&=(7 MPSW9XJYB?S#/>L\#K8'A!E*,+Y4D(,GO93G) UTI'_$;=5/&W_6(B&V9*QO
MDI[]N40,S.'P@6I6GZ^]#0;8YEZ]OB^XTAK<$KUA;41O;)F2^"&R)J(R3S9SRA* M8%>0T,"I_YFBX+K@S7F)['()!A0*TAW9*3$32/>8AK&V'C1?@'6DK-)S5_7' 0TJ*UV,RB8 M)
<9^MI@XV7 M&3Q;LMR&W1N(MLK:!-6_LJK%)[AR2 E^^1=U:U<)/**%CN)GIWBW3M>L][: MK&Q42*B895/;>68"FNN5=M: Q;D,9K1R?Z-_^PE\O/]?801C_HC\/TAS46
M[V*>,,)QR\4.Y;6M<;7SL":13Y[B^ACM0W?HHL(=KIKV7J>Q/M[8G M*4DX@*/<>:Y]:86[?-#KR>E7@]3(*>[=JD-5RK?O((Q3TXKW;M_9ZIT;U_W.@- B.Z2N+ZQ9'=+\K<'K?
M)LDLMSEE= M__)LPLZX7I0);[\#*/Y;3^2T&\GZ]U^TV:\Y]ZDE4\QE(%S*Z=7A1ODJR> MY.SJ-7[Z9L*2)"O.>M'93,RL#5G"KW],ZR9+K]K7T1=U7B1O)F6=TIEJQ^)/=;?KK+?
S+:]TFR[(FW:.:+O' M'@MD/BPU[Z:HF6WBMBWQOH4/=ZFB#/:LAO+VVI>%4FBC5YK\""64^/C?_Z6= MLTM\TSEP(E:L70,#75$WO% L*,;"8KDLYBU0Z,IRX[NN6 ME[\-
:C[M:+F3<]_B%RR3>N0R'W_LKU=M,VAET0&L,ASWJ[?6K=]ZA,*)ZPR^ M#844CY@E-$"ATZZG!3UN8=,.4XXJ9%*%3%O&NZJ0227"*JY1V>2*B103J4*F
M+28DQ36*:Y3J44RDF$@5,FU%Q&)5(5/,XSLTN5.%3+?=R^Q<)H_*W;I[^8-I MCKS; S&[?^JK8W0J"W/[SE2E4*^=0KW+QZP2J/>/=942OH<2-D;>$#UFM_W4 ME1+>I3-
52GC=L[9WN@!":>']XUVEA>^NA8.1>1!@)OM0OA4&

OU^O<'QZ0F&K53%>"DV'_K=MRXN)Z_QW\ D/G$"3U-@FLUYSEMGQ[/(7!T]IW/^NJZ4 M$[CV&>\ +$R A>Z]&,8PW'8);18X+HZ41$>TV#!4M7V]$\5&+*[Y28U-KA$@ MU(-
GIE)*TG8!(.@(6NSULC['\|IX '.:'H$+_DI. MI?.R1?-S8WP_%IRF2X2)=X-]O.%LRQ5%(2D7L>,4(42NT,&UG5S1MN1.0*M[]>0Q M9OBUZ"C6B7@7#ID N\?
<>WM&,40T[:U4$&M2F2YP9W+T(-'"K&)ZW5'_(23 M 36\J<_AK\%'U0]I%(8GKT79_H$307PWYT_Z<.O&O-!'"7M"[S6\#GE!J6ZR M2EL:!OYHJ*UWEJ;F>
([:C4P1&STIZU(!#5!3S%#:(K]!%>-.PSS*I=()Y93X MJ?U9Y>FIPB1VW,- (*0@\EZI=4PSS,UQ:,<^H!!&CHBQ+2.@@+5@>RF24&R@ MH=7=#8QF9D@,CH%R3* :"W>,OL)(:-
"T(&@,O00@EL8Y6^5H@;^?V]@<^J21 M6)?=3^REYXA0=VY(2![!#:X;-!%#DTJ!,M1BEOV8.@-)[*+1XF@6UZBM:63T M-QT5'U9L*O_L@ 8/[?!^8/,EZ-
>Z$YB6WNBK10>W.C/H;Z#)JB3D>!QYQPI^ M!F;XMH.3, G6A#:;<[SF#7"R4D/,V'(0A$KQH,D88'P5>Y& MP@NCK6H@-\GN_:U5'XJ?C'NU/: LN_L^R "$0 ;L2?&@%VN=:
(2"4P1BW\94.D"V/L&G'8'QUM'0-8I.@;J;DSZW9ZVE)0 MVL8TAA,),)=.V<2GX?'"E9]T(DNJ@;2D2(#=.XV$5+JT#M4&JNPF'W2\|>^C M(,EE
:DCY\W#!24PPVK9QUZT%K+EL;+Y)'4[XHC[1MPP\S+I92&36!0S%%RQ M5"C.TB+P_20+,S?>JB9W$\1]IWT#;XUKX//H),Z;2M)'DW9SN"G0]PW.AF:. M)=IS!N=-0X-
LT(H;K7M\!LPQID/9.,_Z+S1Y*,X=?@:KA-)L8ISV73GN"1AALGY07.$ M>OAH^![.P)D[N7$23=YPY/Q*&$/V[;'"P'"Q1Y3T(T8I3")A7:QV758_+(
M_UXCY5HCG!H40GA8K3^XMCY=Z_EJ.QLMET:=8%[OF=IPX1N;EL2J&J4SH?G1 MP>;&MEL@.,RJDH^W ^3^!<9RN3-Q=(K/.>:E]BW@^\R*F).$QJ*>O%2/V)"8
M8@Y]CLJ5AU)&0G^2U&K\>I<2X+[1O B%%X>^R]PHP6*?/&19Z(>+&#L0#!=O^ND?T9 SK28^'@O\Z(+,1$ ^WH M]QGJ+WJUL1TP ';\"9W,E^H4J285A9HQ@E-2\JS]2-
"%P098/]"T=-"+.J=9 M6#0I-3:_=[GA2&K M->1&$(7;5N@% :FV&XZ71JB.]X#L#60A7)VI) MR'H&LJ9>MQ.-&+3";FV\!;M2Z;3L&$G"9QP''>T@HK.N]U N#2.U&KOI)TMR
M/"HS"%KM"L(E&9RO^/BF[MVXVKVYX=D;>V:%>CBCH^GTP4M=>L#L!3U7D(2] MQ\K:K97.<3+!0YO)21/F]N!.7X:#XI36IL1P9KOKP1@%^#M?KA5*43=[_4:B M&/[,O_0'U?
_^YG,?A9KXPBJ,<1B1_SOLPQ8#FWBF]>L2=$[Z>AQ)7][-DK[F ME*\YY>OQIGSM5;UWXT0%H-JSM,@*%JHLQS+^.0N2PL\!<7D>[:7JSSM>-H3C
MHRIT[T$9:=:GLQZ/CAF@CQ9TSM] +JZ;K?J$STKSH@(_O&FH(LX9DF6SVW<0.9H,=KM!:ZI&;Q<]]YD"V=P;WM2-YW1;-!Y IM&)PC8XP2C*>W.8-A. M/QB-3HZ&8$> -
@'!]N3,N,DQZA/GQJ%\K<0VB@Z&X!FJ?ZUA/& 6.)_ HJ&2 MB,GB'D[2;2X_JIOY0QU5OVQLBU)Z1:RJ1$5\[ON!]W.E*.G#<= M>8NHW*7V%QGGBH'PWN4"2IPRAVMU^)5R-2J
*/+A W)C6Q&"8_Z01;S)$LW M983PBX"[(F5%'DL6)CZ8(&$A6)X&*LZR/%6Q-RENM24@0$[EJOE0C HOO[5% M(2;-=^RWX[X[[W]Y-VF\PUHEL#JL%9@DK,P M\V4H
Y$DD;LY4[_(7%<5G&4%MHM,O("EL1^QR'==(400Y9X\O)D* 7(Z3C,F M,VI86<0X4\G2U'4]%0B1YVISIDF4YFDD7 :V9,3"/.$L%W'!$@6,D*2)2/P' M7=.Z4CN:*7W]BP<[B-K[4
FT406GTGSJ\"# 58&G0%%DO@#6#E-0_C*E/";\ M6*5"QLH36TD?/"B\5.:2)9$H6,B3E'$%NR/,0BF%='TYM!"\5$W\J!K\@A\K M;\(@*VK!95IN,7_,)_Y7.J)>LB%"7[@I[/I4H")Q_$-'
'^>3!CH2T6:)&F:J*W,"C]/TS0J4N8% M7H*ZA,MX[G$6)ZDJ(M HE)\>GBX1I1$/8\ 4$84>"T$M9*!4!,S+DC@601"' M2;@YTRAQ@X2GKNGB&,"QXE(8T\\B*R^1-
^2A1NE(F<2S"30G6(/ MX!'4RMSWE%=01];M-JYIGKN% LLL#<"H=*,<-$H)2FF>"16D"H#U0?2MZVDC M#ZA\%+MC(*"#/%MWSZ>R.E[:M!-]*+\OAM7:
(NEXR$_[[*8'ML:NPZ$V%QWQ M/,7#,3 MFOA@T]*A;BX<#' -!=AIU/:@W(VC$=[&JOSY+;PC;\H_+UI>M2!MF[*XM+$: M=Y- A040>*#G0(F2IK$8$8&J?
0BL#DRON6$N4E(XG/#);9%(Q^[:>G5#@V? MGWW,VI+$&6CR7,'">;,-GS9)D-#5G+7*R^72G!=>5^8#)=!/R]E.4N1-DFA9 MG=6EZ,]MW;ZXZO7VX &66!T;=N8 ?=L7Y#/G?
A4&O8>.--L5@^TQ::HMK9HS M XNK&E]"!3KT@TQ,):>R,NN5B8_K6I%43W6)51AM(0%OGT>:-<'P/3A0A,3+DO4;)1TJ(I==[F3MGNG)\HFLJ%&8,^
MNZ$#03GFJYJ9E3CV^XXYIY%*? 7J:>"!+A?%,4MS =BM,E!4_<0KHBWE]B8 M_[["^HP@XN8#8D/Y8DV29QP]'I% EZ[H[%$LRM>F@K=TF!?VZ\N:LHS+IK5I
M/%C#:/P9NQ+FV-OM.\<4YVD4S/#?M DI,^<(FV,IW&-3H+JP\U4*69W]=4$X3*M=KCP_?>!<<+TU!Z@L5I MZK)0",[2M,A96OA^[H99EJ3^/C;VK]IO^@XDZUL#F_\
'+6.GGF[#R</^MZ8_J=D?PD04H+.0NF_JPOP! MFLLQ6C.V#:LNF&R>LW$JWRH+5$ZN5SO,Z:;!KV@5"%W A#M+=4Q'T!7FJ@EE M-6!]L^W-,C9=;8,#^\2%J0P$_-WK-M3CQ!
["I$8IV+UL,5&(*!T&#%EXA,ZA MTQ63;,7A;0UM69I;$6JYAY=Y&KYO]69:$/57^N3^O/I]+]:LD[M;86,=E>?.6O;D*Y 86 #W]E]A.Z?NNGZ\TP?WWX:6FY.JN /#^X:VP>B]^T
MVQ:*^FJ.6C/MP4B/ MC[7UG5FP%X%A+ WQBQ[CIVPS<,MBQ$'X2M!VA+["UI)DJ),Y9D:RA-B\U4\5FL%_;APYAF> M&+5;>W3)@0#Z?$#V<1R0]2<&_MP583XB^RR.R!ZP
^=VLQ*2O0EB3;-2HHM MF1,=MMZVZBOR+8W7[G[@5)3JA@-T%%-7/J08"'5ETM6'U45-K91TFB05 ME]7'7,;!#5+JAMYP0T77H:B3^E)29[QS'8,
[KF#%=&,D/A2J[@M;48A^LV$2 M'L)*@']0-TT6+42%*M?VS(BO65J:B6\;1<.2A3G_F8KWI?BB6$KEI# MR0*ZD+D-3BV:S1W: M6F;WE8U#9<>LV\VLJ-U$%(0C5K %?
M#'XU0P)GW#E'D&;5/62I_2LFIGOV/H M[:PT2B=5%#+FG_6@F;6G*D;CVD*V@9DM4M2/P#YQ]*B1=JN5ZHFC:W2XV+KK MK
).SD'2NVTX>V375>JX[DI3AIG_81I8UQN.,U$V8GVJ/7FMWI2F\G(_+?IC MQ[!IS].&4%+'7:F_B;YE5@36^OM=)OI!VZ]HR.G6T.G=?M!48,%4W7N"OPS M"KL)QMC(+#:
(W>H^V(]RI_OTZ066@AX1%GV;.>YVT*]A?PP']6SS%,-P!&S4 MHH]F)F%JL_/G84"ZNS;&V)7+^D"N%:W+Y\|>G3QQ??T7:\C(4FXJK?;G6.
M+A+2)LAR[3TWQAFX_W)7AYC@;ZV+-"'2S0M*2 Z^0P5-GN M+-FKD?02[[Y1/XRC?X)E._>[9"4!A],T<83W:5CTEGV:G%,+L6[Z MT8P&\7*7C_\[W;7=:D?
\%/NB#GBSTY]&VI9V?TWF0D4HM#F T\)J<;M&".MW ML3+-G,#D&'<<.*YKV8[\P'"ZU=A'3,>/)0[2"D'$=,-@'R& 8C ME;30#3V&9>A+8IP:A_8E^V+62D@#-
MIH.SD8U#>9O012C,1?PF8K=K)!=,'48R-(T/U\<J7K=40QV3 MP-3(Z:]VT'74>'C/$07OK3HHU]0#2%0>':#86M=])RQV
M&#QCYE;3NECOXZDI9]IOT7RFP[>0(OZU+K433_)%)XZ!5.3[C(MR&BVR*L8 M>#C3IKK!-BUR#6!NZX2CJ9H9+7;GC_5@#78IMAK0W6QL 7'1#=FTMK&2):^Y M!>;^-
],)Z*IPBID-5=)JVUJ40S_JOA58U2>T43()@:.J6F[B++#K^:DFE(-& MN=ECU&+P%%O0*RQA5:U;>^WEJS*E]C>QV6*4,S 2*U8>TP!LQ@W-!9-42HK1
M&S89!B*OOEQ3RPQ36DXP:XXK8GG"9,)H]U&/6B6F=E'+[2W4F1J26Z%-&N8(MM\P8>B5:OPWKUW2C7.6K@:Z'PTL4EIUCF+RXKX\V["-=3K]L)X[1OC$5TI/. M^REJ
JA=9F=J6:]T?ZHA>5(;,!0MUXWLR1>CV40"@I744P[);;NB#+M)HL). MQ:"=$Y#:VOBZ3?(;OBO;WFMH*UK/,@S;F.F3&NW&J8.)O8EG/W"+MN)$R?52FW-X MO>'$DQ; 7Z+X1-
6?3+TW3DF_W>4GV>B[M=QE.],KO$,(?'Y*P)":J'3D_*FW>3&RGJV>]Y*9:WZ8E0 Y.T\;/_E8HDQ5H MCO6L5PQ6 <%E\.?
^:PWXH!ITL0!^5]4:OR4Q4C<3BR17(V,8[06"P$%:RLW) ME.VD2]*W&%D/Z2<<;QM92C+ J)OO9BTR;#Y<-K0+S(DBB&3(K=P61@6$>,)EG[)@S1SI5
A'K:^>:H[U3RP/&VL'^R/ M8>#FC3PCQ_FE%+%?0?#6HT-4[3Y^QLUDM?@'5XJ-6;CISWW27M7M95L5X6 M^D5C;50G**^L6YVTQ(*Z)*-'9JS#8DR7+[5?
%W1@:L8Y9'Y237#6GI2K%7ZO M3_'T^MXY3:F[&&=UTU%FI1O!]QKD<#)@78U\UHU.7%G1&Z$T5 W).!*1G^,?6A;ZVVL^G:;$L-9;)W2
MLDOY'>)+&P.G<=L8NET3DSV_H3,^I^W6JT7?==6VH&D+-R#?>"ELA"AQYF79#X+XSS",^X> MDR(44>X+*?.MFKDW.0K[L4&74G?Q<0EL#P8"=HFCY9@M
[OTED2$F3U]GNO> MGU!#66ILG(0GQZI-[9*(#<8Q,8K5H8""93+GX%'CM#&U'I=M+@EEK&+(;$D' M)#;\/]JR/W)^QH9AV-\3O0$-/&2(Z(V'0''976_7@=D=0F'L&Z&N9$Y]Z?B*
M(6L6AV7.8V&I)SJ]A,(;7=9_X^($WMGL(N-DL'CC+8O+78(PD2M/$D\4OD@C;^NPO?15X0HO9VY>9"R4RF6I&V)WH##P)?<"D877 M1IC?B&8_\FV2RG*=3,4C;Q_)A_B)?
TVWX3\AQ)$1\Z[=5.5%&&C:@Y ,MUC M_?Y8)Y!I'@)_L)A['@@GCF4X16B<%D4QE0]&#M) MB93YJ5?$A^/K]P@#E)7NDSQ3" D!8R[1<1D*D.9)*',PZW"/L"!"JSAC$5%#O>(.&!9
M5'"6%,"&RA/2QY+[^^:KG66)/ # P/>9ZXH,B_\+ $?L *!\+Q(\R1.Q-7KA M\U0H#S0\S@L6%EX&((RZ7A3)4,6RD&GQ%':%;F]|[;8XG&WRJ\)HPJ@0F+%: M30;&<,IF(P-
\JG=@$+DV353P% H!3L4A=5.C6IAVJA3L%:.H[7W':I042IX MY/HLSK&>8N(7+/4]WD6P<8L"B^1>RJWI3,[@(T_&?!Y]C44+2&]WS[ZO%PNT1T%8$ E16@.MO2C.9YG
M_&]]VA/5]2_6E6Y3/+ $)7!<09+)R"=R?9P,8V%H@?5*;*[(@$:4EKXC/\7T M?0+31BG=>GS7J"X?PBAK:6R8L4V3C)*W=ME;?1V5<8A[4."/]%X9I[5HT%7+
M$A@,DR5@YE3:ML6BS@M=B 4/ NDLKVF1C"V9\%64GH_7' 8P]%PWSGY$5CFJ4WJ;PS*Z(:$)AGC&GARS[J.GT=^$H0Q*U(..CRV M* *E)V2@HA<*%1V9;77QN9&NT^>K?
&A^+%N '+[\4/Q<5\<_8WKZ&Z+/[(+M M:VX.Z3W =4@FX[@C:CF:7,\5]7:=@L=$/[8DXNB]-BX>@Y6-J^.2"@R;'U'0 M S 9!RP6%VT[&Q;%+?K7OR\NM5-(O@\+A*H0^3LQ-->-
SH91 "A'#S!&6:?G M=[$ZE-"%".RA=-O>>8C#]EY5774 +:M>@T*,P7KZ."GM9 82=_P+!GO-*3K3 MS]DIEO4Y'G#LAZP+[5=X_+<=BO;Q:>CX8I0[/VT]K4\#;5+<]/+469[#B=W[
M!K0HSF6:JHBI&%N,I5G$TC@I6)#[KG]Y1?97DJJ_I^ZEBANWE3R?<]>,XQ- M=ZHETFU4PST/Z=GJBG8M[.GFP0[)UZ1@F1+QYECJ".#HT*])S[6G^2IK @Z7
M&4BK&]M"F.+CVYUZ$2W:UA8?*76]TD/K)^0*+PX*E6 [5DQ758+Q+.4L%5$N M$RF]/(KV 2.V*=>'E3DY]4D=DX$^:;5COMQ#0ZX',]%J.T'0DH][[_NA+7N< M\
TX0RDAX%8+)?AOL-1/;L4; MFAZ=NZKPD-WH3,)@_:"795MAZSU3QQ:TAO2M'V,:Y MHDDUA^V+M-[IPG172"'&^4L2T!4/&.OIK%=0B@#XF-D@&G"APNW!CF M41.E]=DJ%
GC;+O>B:TP,4CR)U_2B)%!-)%K.PB$*6%3F&2-Q4 M%CS- [E7+7NP77ZNVRE2_O;IQ[X+7;R'YIQNK+PL]EP6".R9)U/%\A#D0"$]
M$0LWSKQ\JW.S#'F.K,'R"+O^)JEDF7)=YA9A6.3*%UQL134?8&H8L$V3T&-Y M(0/LL!KC7Z#91)X;NUGN1L56"\&P$$(4+L?H--I38<'2C$?,#W-51($*N)?=
MZ]2J^E%U,IXHTL4($/KJ_7W]VW$IK /L:7P +8VOX4R8#RD]CD-*X/9V%FQ9QX2GF!SXH'1'H&WD.^E02BRP6D>1YNB7-O]E6_83G M;F#5WE3ROP'_\0 Y!?
L6(H1.+1TNBY.AD_[S"#3=T!'5-MQ]0Z,=32 MI0\.6,K$I*T?.IYV/UD'?OO"'SLTP;0[[(K#M5GX+5I_H M+QM5$=G][GN.<:1IB"GK"?/< *POKW#!^O(3 +7"_PB=T4>[*=MG*X/

YO_MQR$._I.FQ+-/5?MU7#UG1)\Y5VV2?&2+#.&A3:Q@L5EL:+R1]#8D/\WDWJU[M=M3TL97:^PU/O8"T(C^IE[7H*YDM1F[%H4"1'?N0S'7I,%: 3'55J>5B=/50
M^7!M\.+2^]$Z/:,N9.,'V+.EPYE1.EG45T,U%;YTZ3$N,,6FG)QP!3UR55,% M*GKHT8'T)L8X#YD<1)7-Y14 U[KP6K>6%],BA:9_O*GY=%*W!-1(-(RF-TX' M5H
.WVN;!DDFN%18MJXT11AUV3 LVFG?.OGEO&Z68)E+9?EH*%;=MR3;Y>3M M$_TN762 1]UL;[/9W'U47V(T+I4,ND\"$_YXW4JF=+,V+@"]HJN.H>_
MH(.R[3L/_OKIMW9H/3@N#C"][N/H.JTKVIJ+)O)C6PU@HF!_UT^?/GX<[M(S M>6F;C -Z7"P<2:S=A(FVBX%>GJ*U8OU ZM)I3IZ+EHW5VX%LJTFXZ'#V\!CEK=^N*>N\/
*C;AN[2I/2MA@9BYU5RA4.1S\[E/L==;JA>DO<2#[M_SY\0)Z425J 4N_)'#3[(@?>2B7+@UBXGA>)7.U%LW^+E7+)MFJQG"(\#_ ? MZRG/M12'QT5F]/-->D#,.,+5NG24_;]?D?
1%+7IHFX:NF MQ@0*\A.;M@BH:QG]G?I5X6I>UX M;X\NYFJ))Y+:/@\5>^#4WO&A*6]$MWMP74]_!LFV7$R:!HU: M'-VW.R10;A+%7L9$+@H69J%B//5S5N1W"IE9T/R)-
WAVLOVH&A+[M5R,EO;"LUDJ^Z:X[RG]ZSPI@+4$=H"BR.IH!1-GGBK,_@ HH'&7)@J7DR%EB M# M6"W7.N%2%8722"3QQ7C>>54C-4H"&GV+>
<8U!G[5_39XL)5E:_33(^>CO1// MLMO'#3/XJO&J#U&;:&9?G%[3K&_I(V!,4<:BWR/"%Q0;7O]U4;!=MNE8,BF MAD>?.N?
4J8UJB>O^B3!\9H<^HLGNU23KANO^/OEEK+=9.G^2X#L$ 22U^C13 M&O=4H!&W9O)CVD](IR>"S7,G,S@0S7]./WL MNH8_XAGHAV_(%*XP.6#<(@KU+3R'5S1
MM4M5$MYU39FO.VTYUUI:GU ;<')IM_#(]KM7.W7X]F- M7UW\Z^Y&*S^<_]04,N\WP\6AO>+KKGYMP E'A%@%$\#+&4 P:$3PDB]*OM8O
M]%SWR/V3O0$CAWS5JE>V2ZZE!/4HU<]^,8P"AM'+,33]M8_AE7W*Y%*X5O;T MHE?'X5$4QG]"27?59=Y1['I?O^JK5Z1'01RXP__V\+>P]#^\R]= MLYMGC*Q-87OD7/QQW-
2@,C"#;07];S>VX3D>K32]TJH3?K%CE^X>)EB-U.+- M7*MW^252/-T3;.S64[_I$-T.V=S)9SA%X_|_;]>>.Z+J^?;ZVC6Q%EU#IT: M=JSD? B*W,3[=1G!_H?.>?U$Y[SL::O;<,@5%-
/[T0T>/Q?-@#0#TIT DO_L M\0@/>L[X,^^+>5]L[8M@WA?SOICWQ=:^\.=]<5M]E9Q;VPJK@.D7XEL4UFLJ MJ$"PAW!Z[Y/Q?K$NS%?
[QZ/[]S7>#QSMY/J[G#]Y'1]8Y#S+2<]_>27^%E. M>N;K)[_$3W#2-]7_K,/RFU2]<5B;GKMS*E]1",X\]X=6512N#<=%*!I^PM@G\-2E>B84KF:PIM0XO??&]
M%RVB,+JT/N5];,*O>%<.8!M^-T/Q#,4S%!\N%!>Y%[E^PIE2+O:@#13C09 R M/^:J2#,W=D6\CQK)=PK%V<)/W1F)9R2>D7A&XL>*Q*XHLB+P!$OB*&=A[GL,
M5&27B2Q289(([F^?:+U)2?<[1>)H$83)C,0W1>(YR+C_(../P\F(.N;K)[_$3W#2A M9@U5)ICX230^7.XJN=)#LGO282R"+,P2ED9NS$+7\UFFA,<\3X0!]\-()5MN
M^#U.VE1=V)K[_J:=I0L_\:_?WN^INXKN&4]F43*+DN@IL')4KBO$@*/PD9#S,0"R)T6XG.'I0H2:52 CNF)TE2@(6A%,M=,,4*GGC*3[F B=_AI.]!E/@+-]N5
MPSF+DGL]'#M[+;\9IGZ8>B.QX.]V*;]9^#]AX3_G?#WZG"_B,.@B%SF1X$/ M6H7,&"@3@D5Y&F9YX'J%VHO;;V>UU6GN%_P)HK;C'8C:X@T5A^4_8@W)IJ5;
M>@GKCB6L?]WLMRW@(99)'O,1FGH#' R%E:",64S#(O+J+0#_?2_GAS_D:S MN%<*N$=>/&L:<]+R+,!F ?9D!%A:N$(D:)MTXR[F/^#R3 =AVRF078 M+,!F 38+L,J@#C(O6\
M,!4L"8.8A9Y(6>9GDL42R"!@0B*7=S'_AQ%@[FR!/?QAI1NEJM[$QWOX3MPW MX\9GVF7+QHVS%WUKN5F/V,=F?$0AE1LNZZ,7^Y=D\F0!E[&7L\(#ZRJ,4H_E
M09JQV)>I0Q*MI<+EO+(8TD@9.[E@5*I MOP^GTJ&!G;](XQGL9K";E_49@5V1ICSW,X\%OA ,/0@L%S)F69Q';B;B6(DM M#_I-'! '"'9^.H/=)=X$^(3-,GOOC&E7^[WIA'NS_J]
[;O]Z?^U_K[&&!]W: M5E^*3WY5=O!2<>G<1UF>V$Z:N!H]9;_4G6K_O_](?<]_;5R'#NU+Y_TI#*N; M\-4>66;?
+8._@6@:,)$T9;7FXP.2RDVBV,N8R$7!PBS$<*,/IG'.AH5#YDM'\/;$:577+=4I7.44BG=K[#)<20>>Q8_I
M:UK;Y'7KE/0L:CM,]]##5DU9B7(%3^.$P_AEH^IB@6V.\04+NLP=E.L1TVV]R5RS*QCQ#03;OT-$YK[/LXSE M(.V ">(_; 21,>6*,(D%EXD?;HK-W$LD_.0R46"P.@<;@?
O<9S++@B!742J# M:%-L_JCR[GW5=LT:5^D]ZAVJ[7[EG2(_O03YB-H(=JL?R\;5>N2M9_Y8-+[_ MY=U79&-PE%Q>5_?^F?I/$R3ZI*JR;C0@.1+XW7?]F)CY$-G$]U.>IYB D\L
MA!$H22D"1NB&H'C)1"9JZS!UZL5Y& #& @4$B?T3CW\<]5, M0/+(^7RW8*M?R^GA#[>@MI4O+EU(_P:TSVDED28/-[3#PYD(K#4_CQ@/D@0L M,D"<-
9[KL@"KKB4&0^3V_CG><,O-D!FM-LV3DD5;XDA/R$_7F6QQ1.++?J: MQ98<>0<$-
PY>$R7B!X.CAVD%X2A2IA,G8S%O)8L2QW!8O"@$;ME)$O\7!Z#)M=W=R#;+AZ048R^!=]0OU;4U)VB
MK#AH9:"4M:BZXWYJ24L\K4DKU3N!T"8'96Y0V(YZ)\R&W^(AM\+8,23+LQO[M80:'4E];)/9]E?@LBSE85C('[46XH+T$F>]'62AC_U8:C[6L?E9MJ]3/BK>J M_0B+)"X^PP-_6!*
*8"K%?JTFK6ZGJ]WWPZMFU1JWL.Z:GKL])$^J'_O?K@: MS2^,5O#J FTYW(%+8A.$5 Y_ W&(]5 6@3FG--#:6^J\XV6E[Z,@#WK;UJUV MM7%X3G?D?
%AA9UZ$5GI:N],D799@(<$43UO]'%87#)]#SV@79B#+DN?EDL(M M"T>LFP8FH47"CM^7=77,.M6<]F;O&)MRO@1L0JA7.,A?MU[J- H(W1)FC:;< M>Q^'X%.TQ.'1@,91EKGL/
$:>WPHIWO&5\);SOE?]A' MKOB%AE3>E"V^MVCJT^&5"P=8[02!65OA2/9&B?JX HY! F!R8%T9KZ@>P!E? MKI7%\F)-WE5@G?)T?;KYTAKTHJWY=8;0IW"-
T$Y:)/>1HW>9&9#W(?/ 091*RT;C+#'L3=R&//ERTETQMO4EY6JS#0Y;*R&TS(3 MLZ&NL'L6N]AE),!@Q+5F:;A .S#L=I *'P!/;S>?F5\X_+A1FB1$!9QHW2S, M3NBW!TRS4N?
HQX Y $+ ^.$]1\Z;T2-;1]9$DE53GY62V*\|70&BEQUYO=%C MYL (U6*R6]=X:]FA9UPT-!1X3UXW37V.[\<;IFPQ$=%GO%R2.P969VN%D6AV M]E:+VF(JPU"6A::T4^C-PG15N
U7M">:?UD:9SX7 CR[!3$);S5?G^0ILRB MU.FJKO1^K8\5^O51R8-UAP$ME;-QU='7 SU[E?)^FGH7/A@?J!=&H* S]T< MDP=T%5QX27I?@YH_VM==A=_@_G7\CT8+VU'Q-
8"_QG+>4T71Q/&&2ASL)+? M]_S(S^Y%\I_@/JD.F\$2%M^X;S\7/+J][+Z#N@H:8M^ M5N*D@@$?7\#3 .<[>;38*C!S0BQ[/E*X!*]%FRJ>:*] *U"A#&%83 M6-
;GE6K:DW(U0*N1$'_]N[4BQX0DU8?4D M\A/JB&E$"\N#)DK(HA%="\!$ M%%B] (*'Y6 #+;GXH]4:5PVF-TKUWHKJWX_ !\(+18"):0*+73@YB YX00E_
M3[#US^U5E+]C/IMRDYDI#/X4X!BD@=3BQ$R*R]_7+9F.1GG:Y"(3C2C,@_[< MVH@%"@6P\U&>@IAG\#JD/PA(& U\"U .@I(< Z &E$!IE-Y6B12P4@VO6A,3 MT:,@V-
3:)0A77C;FBQ*8I)H2>-"KM'R%UZ[JAJ+6G1K&/!WJH*X!04A! ;G$ M_K7F#:PR\,$Q!7M,#+PK3Y$7S,2-+-8\UA.C)]+ ,5IG DG[D0CA*-Y4J"U= M3+AV/!!8&;4LJKU\8E>
('C1<8W!'5"+I(.;!%BRPSL:!6@&2N5K MIUV#IFFH[IS7:[CP&+BRX@(Y_AO.R@^7D M?+7V FH(_R#B#Q1'U!QHK+X >B^<)^V6L02 M:/%?+U;\6+&JELINHQ<3H^;?A!A?
7K'@=;%47YB$Z5+$X17LZ/5I]1IFLUKR MBU?XZ^N5=I#WJ' 4E7JSVC.:\!'E9EEM5W1+3O0(>H,5ZG==? M$!#@B:_Z@ZU?KIEF>AL &S*>
[Q^[LWBRE+1TYM_Q"H[^UFFL_WG2'XBE)=6G M7'D!$WG%E^?\HGW]XB^TM/>3I* M;FSZF7^9(R5VL35)'*#)[53O/0_KW'=.EPWM,$5 M%R=6/X(O0<%IRA8T+AUC@
NT_@.FG5;U%!JTF()H;%'469:J5R&+SY'F!E)2.QY0BZ38$KD5X+FK=0-H#9=B2N%Z MK!Z/_#_]1;V*+O")NCJN5/ ZHC8\3D>I='AG"$%-703FP7H,DR4AN3=$S":/
ML6;.AE+:3C1$M(JKXW:A!]J/;/*27-EH@7&N[*1I%1VDF.\EJ E>-'#F&3"Q!N[QH MA=<=C !E+:U//40=:V27A8-V&V\P$(9N(%#'E_6*A@2K"J\'ZZ5I+N#Q5"YC M9+7L&-
+1##D7UK<$)JLVL D/EF#]42 .L)HMA8:@G8MJT&3X1A&_^1<+4N% MX(!N0DP5699_J"7ZK&"^Y/2LD9^M ^G(^4$);JPR,M!@ T&I@?OF+ZV3WG&
MKW:,:1HN0R=4SW<<.&ZYW#E5?HPQ\$Y/%'8<()I.0C*C0)X%D5==AAO/FILV M2>) MHXN%?7=M7"R_KV5)&#F"I'XF)#(:,[4AF;Z/-]>(V<:%LR%N@"*8$-_I*< F
M(B=9CK%T!U6#AIQ!L*..]=-[2F[/#E]9 \H\29>D_D-*_ MU"\S9'JKJ?33EQ6%J"0XI;*E%>@QP[6!>JE/6V19G2F[38&RP^(\B-\U_/ M96L"NR/":$:LEUT?O:TQL@]"I)0E)T&-
^NFZM3$-78C2T94H05YC!4J3-(& M$@A=>[;9OK8M27T^P8# [W4S1'CA>I!@57V*VF4?7R&*P":I; 24VZZ,JA@]XEO]%Y+(AW%)X7%&.^3U6_M MKQB Q\@)[_T":->"=%;+"-
LTR;B=-M2<-]FJY7559QWSP(R"\-8 MI5'*9!: IE5D+N,J5RQ711ZX4B8\V6KHF"LWBS,9LSPI"GV&EZ=PHXIS#C(S
MBQ)?;@I(&,B;WH_RL0&F79MDP786E%,9*O"@)0SD,N9TNOVLO&1!A(.L/;J MG1S8"%?S@NOQ_U[WWE_B['T\5TI%P[7UZ MUSM-1YSQ"<^YDU_RAQK^X[PT9_W?O?
GT0W_4'_+DZ>J4N=C/W9K;G;6*TK5 MMC>_^?1;?R^^G[D9Y3R>HJ-8&1JDS1HJ1AYD2'T#P MK1OK]]XU !#K\%<[OM@*59VP-ZK=TC^9]$<4QD
54$Y(5NO<#:WQ:8>X3C[1 MONX5+RG1CQ\?-^I8GP^XF(0Y:(CMH,!:WXA.#37G!8 ,]N2A3@_2$S-4Q,PB MNS')*UV4>.+3N0"%%!WIP&^4"4]1^F&AOL7#&
[ZZQH>X=%C(WT?7M 3IE'=:")CWQ@^$.:M@SNV%K(&ADS$":6N.MGJK= [6%LS@K:6I]22UJ7*MV^W^,"E?.H6Z
MI""#3C95U0EZ]^4$K/0YU7&*GK54=FR\#92SF7GCN^VX>GN'(GC:^K">Z#YL M9\.O)Z4J1O$M/#M.!C(>#6MZ='_[X<>_67A?D#7?BJ9<6:>X-ESL^W5T-+_8
M03.=IT8N91.E R0PR=LD!+B]\L^MR?SM,YS7[2C9&,:CJ HF:HZ7W.#N(#=YAL-7)0J7YZ.H\\]A7066+R7ON8Q)#TBF&?KQTHOVQ+7\.TWOGM_W*<.8/R@#,HDTLR*/_7
M=;,DS0+/B9*W3Y2T>V7.E;Q%KB02\-N&+% ^BJ6*LO#:,O5>I-8Y*_;:;ZK3NLR#1C#?@MB! SHYE8NUO!)>%BI M6H]_Y!A*/3/C\L
LR3VOK65YYP==_V&WN_SIKNY3=QU\GAQ]M6>H3":/SAC- M2SHF;<]3H1?0ED;5Q55TN!:=60V7=+,JSU"_@5O6%=Y.AU%'W^H$49.GU*;$>R2ND(M88$N26$0G:;2HG-
4E(U8GZ)SE4SF-QV22F>Z;M')J?$$/YJCA7Z1LH1;C"*C M9:4KV6P194@_[FOB*$LD"GTH],9QM^A9V8C#-^G00\/'^7:FCBT3?*UT61; MZ,-^-H>K=5)O7QQN]AL^K.V(Y]:0XG\
M];I\]VF:)[>)=J=5?,TIOYH9NE M*0/=/6:A2'*6NCQAJ0AY)'PO &U_/WF'VPK^&T3,-Y7\V7(MF>[74/N?.GJ\ M'7+3NBW!U)K#UQM;WN93<11!F-
?.B]USI9Y3KUN,8#YW:M#J]P(!OTJU[% M;["M=:MW!*[XH^5J_SG/= M(_=/]@94$/FJ5:]:K"(FIRE Q7UT\|>V@>/VA%CA%)OLU?V&:,+)XV5Z+41 MO#7[DW$[7G*-
=^2'WM>N^,QI=_T MO$E3J^T&V>GJJO[8NW;M5YMFCP;TU39R%BMVX%&Z)SC:'7789[O KT[X;B=X MU]T0<7K %_BK[G3_[5-]-)T?;[B43WU^,ZL>YESG^3T-5HV_PJH]8-
/&_U>= M0\Y$QUH-AR!3;^++O]H*NSES7$$QK=RXP4'0;(\L=8":WN/?HD]\>M<6EL\/ M@?K>:_^9-W_Y'A/H9C2:=\^\>VZX>X)Y]\R[9]X]U]L]_WO>+/-FF3?+]3;+ MG^;-
LC\KD=Q#VV:B %(48N]F(I#J(=Q4>W543./#KYZUO^[:*+63X^]R]A2@ M?5 9] RG/'/TDU[>9SCEF:.?]/(^PRG/'/VDE_?)3?EF]HL-#9CL=6]6%- M>+ZB>RGP_"5B8Y"'+>>
S/XG=),T*663!YC$ N_=_',6+[[ULX06>K8]A9_G]8V?V_6[E&;\.8,HS?NT1OSA/A>O%BHG =?4QICSW M7*SYZF=1R-U$;M7A3U/?
CX2$B_(H!OS*!$LSOV"96X22YU&0>_>/7]DB#9,9 MOF;XFI?TZ:-6*B/IQ@7@CING+(RBE&6>&S,E"PF@E> AS%MW#]%IK.\K"UVF M-&L[0)A!L+]CJ]F]P9B?AC.,S3
V+^G3AS&I$IYZ@63*%0(@*4E8E@-"I6 T M^K)P/>[=(XQ]5 T2%PO6C;%LM6Y4#V;,'Z.9_S4PFY'L-HY/F[CQ[!V?[W'+ MJ[:
[PM]Y^_JH5SD\7_JSJ_/Y[-992(V%5!"$KB=KG01;MP\-I-_F67+JV9OU]X$:SP)E1:5[2IX]*61(TH>_"M$S?M<#,#5Y']V>!=H],PLOO+9A]^[B]]<@SQ9W*!:'
M179+_O1O9/$0*8JM@\4[&X:L@RQ6948\<63$$SQ&$92GKHV\Y?:H]'47F2E3 M(*M 5MG2S&ID')W.>Q_59IU# E@F1E$U)MI8]V(B# M+TQ^YD$H\-V;?U?
GEQMXWL%DB21/<6\+ !X? :LG,S%-EH'FB-3CPQU!L", M,R]9L#&IW0/@J]*F0U DOI?6 D-SGF%OR),22IRTVL-C 7=@L*Z,@@B+L?6Z! MM11I%Q/"D4OO9*)2[ZC4]:=JX-O-
;C!Z=M:IY#8*:A746D,MX6G&)X*DE@YQ M#EZSM3PBZJGD $])QK73I79*85M'+:E80:V"6F5+SPFU]I-OL(8H8^5)*N!00+".ZQ(C8&X@66R,=@ M$+<"0S J".(0BC+"A
HM)EV_!H([3+LR66"RS:+8,A9BXUB(?L\V@]][L\31=QHA2QA"GD7HXC.)&/2-D4_2$0[J2U3G;!FSP[."Q5'@47"R[N#Q=3"D91XE **F.< MSMRWD2 61?!,>YIB>
[QG#W%QEY4=YU?\6^C.#ID4_6M,$<*9T!G%SW$PV3@D MMUBD$U*I8I%::!FA2L;,EQFI-XB#.4$ZADP=K(0Q1&@3MLJ1SEM&'LLT_#@K MJKIK-]6@2%?R_.M2ZJA
%@!L/5#GB2D(C@@(Y)'G%",;! *21N'<*@!4 NV@ VU?G!Q.*)8.HYS3SS";D/*4(/+TDK!?,2-]: M3F >5_TZ#:NV:WS[.BJ*TNY1L/&$]K9@X_%A(V78,QHCXEP)Q#V'R)7HA' 2
MA"BC!95KA^HM8^,.LZ:E:[A4DNXE:;I$059,TPFJ53%-K7#M"*ZI1=%J@KAC M#$P)Q9%X;M)T7@(F&$"X6(,X!O MF4C1)<,AYA?41)4H<6L'XFVE"+:F#GMJ4)>1YW>L5'*H!2
+0.X/()6..%E MQ&"I1EQ(BARC!KY8I9V&GVU[P\8W N0NTZ@EC_J5/"I\GPG>C@3^ECZ;PF=_M]>.>C26A][GC^[8&H8&/O$']7CU&L1]OX W-QP[C:,%#$7KUL \2F_KQ=O79
M_P\BG5ZZFW]4\PI4C^UH_*YY2I0O7K]UMH[]WB"NKBGC_]0GCL5C4*1$IX3:1%I1QP*CJ6(I2)6BC>=VYO^VS[@ MR%_>Q 'Z[]_VM%P/)WGX_B3$T.D-'IVT#+
ZOHX9+NNJWPMV#"]UMI\+[#OU M=8SC>_J&I86 GV#YYE^+O.Y.7FDK\FJ\PI$;C*1,$%3$P)"3(2&M--L.;2]TXNTP#FIXNQV$3I6G<<[+YCL@=""B18J/7(I9*U(JX7A^T M[%,-
O[;C3N4;+ T=FR#DG!^UUYTO<12SHU!]&L!#A6X#OLO7'-E!/0U/X,6] M\75G:.\R5G;@,C2/)+1S S=]75]U7O:$2Z2WB\=\ZN'FI0*S.V_B M1@N6 WY13_KC_)*E]];7O>&PN:/F
EVXT=!+$#)-'PL^J+GZ_:/F9?:Q"U<+ M$P^WX^=D5R$.J[H'^P&A7:>^JP'D.S5$@?5TX?)O06S\=7/!+W8$EQS?P3/R7\C+LN_8=WF#1^J&[C?NR65O-=5$.JM)_&]^J'^ M^-
A'O^"Z[6?00_!<1X*,PYFL03MD&%,H11.DBEP&LE53\K-.%6<)HU\7N[4Q MF2Y7DNGBJ=X,<;6Y-WG_F]^YR<:D&G2+ "Y5>6JJC;8)!6L#XBH%I G3B!K/
MC?)&1;U6FA.X==E@(B<4>+1*!V0BQ@@GSL'GI=[Z=!0"J/G5YK/M0PI@QLTB MA LAE)XS85-$7C@+B!8\(!HWR"7K(N-)*+Q66\&3]SYA>+F 5W+-$]+&"D2Y
MBTFPR&R>)7\,0DBN-@^5/)P09B=S&.%N/L?^77?F\#6.=&\I(,S6/#PL;9T% M@>"ICA]:_^4?Z9I[0+HKGWIUP%5XU*<[7V_UR%S3Y7DB+3SXK_'&]@;97?TE
MCAIES#F*GQW:S#)+1[#AYQZ>W&_Y<&G+J_LM!Z2!SZMSD+\&8&E4 MW72J81PLXG<(?>_#WN4K7N> O#^*-MQUFA1ASCX K#T::T\O'&^CG^37/>OB M@VH, =9X?
O&KSF]Q]#E?:_'NC,.?XB".;+]C1].$7"_$_$!-K@*V$#7?W+^E M(&M1M)8>_7T3LC](>XVK,0CCZ$D=M#?Y$ \$=5P5?W>)HE$P:C5V*&4R!NX# M109C@602.FE#L/5K;
<>OZ8=8N+2S?5JRCO?&L24WUV!SM;E@[G!^[E7GYP1H MW:MG0CL5R9(#6$Y"Z: BAR@^Z-SN&9-&S@>&F,;2!RQ%XFMEG-B13+$,\19E M8EK9I'U*\&.DC%--
!9:'%$=YG*$_8&;?S@"Q7PT^H7P <9]CSYY%TS"8UZ3? M;ZH>AE4-#O/\%?74.ZCG$5N6:W!%(OB=-\V%YSY./HCVLT]RRZIS'#5O MNL?OV54SCO>]J8.S^,39[^[/"F:',=?
V,X2"$9RH$/L0SV5_Y-O9 4>.$0";V<1\N8Z#E>SQ%UBRJ8^5\BEZ]FVJ M_OR<8W&8D>_UQM[-3DHZ^:PZ-$>7BV.6?'"2/SH'GS;T!K%N3-K\"O7LECK) M^OD)3G[8W@!
<,MB#<9.Q6?X)KO.O26_4/,_LS,1^MKW^+)&0+SX<56$"CMB? MCL43 TV(MTU__>>#:W;Q%[UQR2!WCJ1I7>PB-, M;@;O5FH+AC;D0[2% W,E>M.
[F_<0PX^/GKW'07C7'$GE*S<: O+TSE6W>07@ MBA HCL#AA0O?/K,B\.D*M\V^UGU!Z_[WS.B5NL(')^F+'5SZ?EIJ^-WUHF&[MV=)I%W9S3/K6]K_8N_K=FS\W6[L?
I]QVKD<9PO\PKOP_\AT]VU%?3@TT%P9(MKT:-WKV=@#".FJJ+!V4=KE_Y?[:Q_A^GA6:I\V'ZJ_O,@5W>DB45F0M]LVR- MQ"\IS0/A;U?&3S1R>D2KEJHD-05:V98M<05/=
$]:C7JP(K/K-Q\;)E,M MRJ^O!K.B!K!S?;"'CY_GGYWH+:GM"ZZ_<)MG54PSKYE+DB F(R@9B,6XLQ"0 M<>4A($LI4IJ"8:T4R_U?=J\UB1SKV3N>)%;\Y$ MMN/SY^*@@Y9/K!9_?
-N<#U63.KOZ?WK[0@C9PD$[*(C,6SNF\C/OO9K>;+ZQ MMW8RKM[-C'F^GVS;X?;SRQ&X+-4$G-[>;0SO%C6E5_B;^1M@'_MV6,>W=1Q: MP.M%S6W3_S2]]IO':'H^]^K>-
/QX.[_&)OZ=:)/O>*) MOYLKPBF^__?4ZY_\>[FCH[^C)XBD]%?)]Q_3XI>02SW9K3C'CD<02K=DX1Z/ M'W?4D?J2MKFV'G"O4XP)?
V*,\2)NFB<=AN-.4[#>F9O#8]C^UYR,;UJ^O_=R M2G1:EOEZ&?G*NDVU$;.C6+D6)>L(H>GT-?7,'^_9X]0O#X<@"A %?XJ^%'UY MMK[(HB]%7XJ^/%M?5-
&7HB]%7YZG+Q^O(P0A^VY/GE-LP=SA(#U"A42 XS]&P&.DH".)$.(Y"PS2,MD$%=1 M(&US,X,(2FO&CSCEZHM."-=KLYO;EJ!LP)G!$=)79S#UPJM)? *T 6@&TS8"FA54\
M0IC)K 5P,A0CET-/0I1.TC/F_!KI^"X#S@;2W@_"?7JR)7SC7:+.;T;#]DG, M!>WX2;!ORI-E.]G_@YU[B?[?]X>=J:5-^]Y1#=YAK#S"RD+<+8U'AG.*C(Q,
M!FJ<7)^B2"@GCG!P:7'B\!YXH\W])Y&H9()S5N-0VK07"[]HT\XMO!NZ.;YM MB&/FK= SWM3)\-/(AOS=>#23W'L"\)M>W71V#&(UJ3L-I_:?5HDRYWW0]:/R M?
DBADXY*PK%#.!*(C@*12!/AD?684T8MXVQ-Z")/1AEL$5,8A,[:B)P'N=7> MZPA"[+AY'3? JP:9/)'"/B+I^^: @K^!H.6@HN>U4XJ"3^JU11QG%+,D(,$$ M\]$X<'+7&NR\X P[\%Z]
(>#'VF1!ZB1#T@5&8HI>$7\DHL>.B2WED*+7\#RL M4E3,F <'L+';BN6&[DWO@XB&1P0XY1#G(68VTYSU"E59ZEA>T%3E,G8\9FTK#&Q<&
<3@0^(\51PX<_>T&X9^G.K:53=Z3C[WP_KCP/+ I$ MM[UA<\]VL2"S>UZEPFOH5 ;Q<\.PWQ#1]P:/M<%VUWG\'[N/*:<\7+B"-:DF MX\Q=MUBLJB%UZ+Y;RW^!V8JCS
%:T!]NQ6*WN\GL^97:; M0&[QV?A%XC%'\-.E; MN.&[%:J7J\[W\\;?Q\5BRD4SI[KYMPCOZ],=Q5]M+FQ.WP33W>&YOSD6STBY*^!]K['7#,9F?]?]3,?/!8 M)CM:$@R?Y2&
[;)4;VSPV\GXB4YY75$S8PH1Y2D2DCB%%FQ&DQ$IQDF.,_NS(?0#B.K M\I@9DI37%A.916=5W+2F5/B $7="@K@9C[2A"1F<>+!.,$?V+VZ$7.$CD[?# M??IT>LW*#
(\=Y>>4PL%++9 GQB*>S[ET +=;"::T&4KHX3+5H$FLI!>,N[W_ MP^P7#4/A3(3NV7QG[YESH6)^1M7RS4DFR#77@
M3%SL$CP^6V2.P@LLY&HO(U<3^DK2)VFZQ),O>9*G2TN\]&][YK!SO"4PX$=) M8+:N<]NV<9M3Z;B]C >\IS##6[>JGWIK^OXHR\Z[&?T0%&6'ELZ#DYA=("="
MH=IXDIJ&%X%J5V+Z.G]3<[&_KX8 M(K.:D)VEBOW#_JSZ=,L;;FE+7>;$U%&N+0.)V1TYH&B+B#-O4,:05YPG M'R'2(VN=6H%;YV,,N>TF(JYT0"9BC''""]A(O?7I<-#&NI*1
FVG+^L%V@JT M;0-M5%-*>4Q(>^(1U]0CAX-#,1GPO3!7CI&URO_DO4_8(BZX@?=P>+>Q E'N M8A(L,DO,(:&-T+\8?&5FD!4L(&&B4BEJFM):'7Z+:8![E?T1-+8M
MHD%:T@!G(.L%T2YAE]M'M!0PMQ0CQC5!W'..M 2(4E(HG0FHF%E#M!:C_YT@ MFA*%"/H,9+T@VB7LA?H4I=[M.9DZ4^2J$*;[Z\QIP-+5!//=&&_C[B#9'"*M HA G M0B
3)$&.8L-TG:OWW/N M>[5Q:[,P/+EVIT'4\%,UCAUVU?EM,ASV&^8CV^\L5KNSM-PO)&XXD_7YL-R0 M^/VL(?&WIB'Q,A=D)AN#3YE-+/8^9P0NI!Y?L1HGR.3\?
L[4MK++G5Z]U%<\ M 71H'+HIYUI^43!M.9XW!C_DMWK8&_P8_=]C#P$?F'N,>_4X_W[&9&>]KR:#<;W\ ML$VG_+# @I.1F".8M/0?%.-8K[U
=Q@;%JCNAT[BC,NO"D+YDKG]',:G)<; MON-GVY_6 KA;:,(IK#S+[B1WO@NWX!=,.QU[/B^A \^/P['0]WW M\/V9A"E?MQG].*,0FX! C_IW#27AR [JJ9_YX+9FQ,J-)$RO:
<$\W\&"9@^V M8_O]S@#DJZE/G?:/C^+G7OQ2=X;VKCELF++O@93,^\2;UW;R24V_^M1=(@E< M(7%.LU[S.4'C?6OZ9SOJ-5L[%24[^31G$+R![?]4*1OS6WN#S!8)?YC=]ZA7
M_W.ZD$.;7>))WXZ6'SS;1'^]=/79UCYO%(F:-PF.^X.Q>0Z4XV6S.GPVP^NY[7;DX?(ZN\](T M[(;=3IUO%A3GT\3F.9XQ2WH_CL=YK>[? XM21Y_E^ Z4<5C5O2QW[Z<2[FU]
MW=QSG.Y\0]@5>IFVLI-&U) MLI/^0Y%?\!LL::3-+)Z?KJ>[U=!I]L93#6X$+-_1HU@%-^-@V9I@;(H]S9OO M"1[AS_U>_#S5K]$,W&K
7;@!#PL(8FQ'&4JP>==LQ5Q>P!N>_7HFT9L49(I@ M==U\6K2P/:!^([C6' M 6:HOC71GU9GM4#Z+BQF)^@U$P'-DA'H4RE9(T\!/ MC[>-@$[Y#IK%_,N;

```
(3PN&E0ASN']S0H=PN^-&;M]B]B[U(^W*,!J-9N?>^4G M-X-WH5>]J1&9'[G"C_\'F]]+=_./:]Z(XB"\:X0M M7[EY-+ 6[UQUFPU5I@%8%+3?/C,4W<:;VJZZ?SO3:LQ*9#L-
4Q?!ZF('E[Z? M!KO?72_.MYLMG1Y:-]RW;VW_B[VKV M[(\V%PY@^$=-B/%V"]N]05S(76^0?T0N1W>M<*HTZ !J_&'ZJWO7U2YOR9**
MS(6^6;9&XI>4YH'PMROC)^HF/R+.K68?$K5:.VR0CC(B[CU&ULEF8E($6/8^ MD:W8A1JJV]_\=0R3?OPY+0*>7Q?(^U6"H=?&"8>*#[<-%>K)#=S9W28BVD3&AR?
^D]OCSFN?'*[7I">FZ9M3YLW1\HK M)9]DA'F:6N>IO[.M66GV?0]'2 MQYJ0/9];[6)HO]Y,NT(^6[IJBRH556I# ME0K%0VE0WULY^F/G2F4<] G6=90.IA:+F91AD3/"Y%2 M,
(]46KR&^#V7 =3W"8[_&+57NT2[6I7JI0)<1[^E!;C:G/\9C:51$81EKJA4 MP2%--$?1$R%,H-X1WL8(@1T"E^AJL7G&TJE*>>FU/ 3[TN:3WF(JME6BUU+<
M'J&:O7+37Y2F.".N,*&1]4DQ3)H-;&ZOZ&@]_Y]C[R'#5'7?$'RGX M/B\_M/!$^#+936P=(\+\Q,QPW)]1;[&\C7Q$57S;ZQCJ\:YJG@0Q\4HMJN. M](IF?0S5))?C'-
L'B8?]9S%.'D+N2%G%9RR"D>D@Q2(:\&0I3@@A:G0R7EM MN=Y!LOUKXRZ/+M7^5?$HD4,!R0*2YPV2W%H!\$B0(M@@;B$ ,,9(1(D45'+E
M&5[C5&PAL=\>2(HNWC4_S)F!Y';)_Y8+6$\O^?]KS)-PFSKWMZ^OJ#H#D_/L MLKOC@,Y#E5E>RB,7B3[K[3V[1RX%GEN9P0_3=O\2B9U@T4@IC6HSS>0H)4)R MY)2 " HK"
(2X"B@EKZT-AGN]-DOH-6FF]S,.A2:2>C\(/U9VL!I1S52R+2+A M+N.%F[Z@V=%O:4&S-BO4"0? LAAYPA7BT01 ,TJ0)#IHZGGTU+61#]HWFM$N M)H5&N(T$T,5[OC]5
^2+]ULJF$H%TU:F!FL30L "Z6@IXH;!=]XE%)4U#FM/ MF6W%%FJ=4LM9IG8,9*&=*EEB$Y MGSA) 2( )@/8)Q61 \!"S'IOE#,AL;7N@U*K>=)E2 4D"T@6D'P)2 ;ID^>
MCUHDA[C6'%F6!(H^Y+'8"=MD2JWF68'DQOE8:W.PC@,5ESZ[-4+=RQG4\L-T MD$"J)J/QTGB!U$F]K&_-7)*&%+.[S,W<^3("A4552IT%V"[?^PMNK/V._DBD M!9!"U"
K*0@TL12(<.,DX0)93!N8[38"[I*_W<$3_5S2IO;2^4*J(DG0 U? M;6XOW;\(=>#5_6;]!QNXNJ=#7*;C*#:.K.BXZ&V>:K(L9_-Q/WDL'G_)TD-
B9C^J8#1U9FC(R&R%R]:A:GR]@;7ZR\Y@>]L/@,WQ3C7JK MQ#>MS@<00A**C4*840M>#XG@_QB)$J'48<*4"FL#0%\#(?%]_^17.?)\/[+++E/D>X_.1O@J;_3*V.>_)P] MW >
[PD3A^W]/ON$0PP#6A?Q8A@,< :?Y.3Q@BQSFAUB.G7"6?^=&?_[WW<\ M. ?Q*?IQP?JQ8V+_$Q>?TN>U7;NS_9(G@T) 9ON%W?04B\1+?T2;?!F*ZT1<
M1,3D_@C#%+)2X\PQE(*PA!"^-JWP-0?5BQP$Z-]_S=7OISC^.?T:ZSCZW!H[ MGE!=F:>8ELZ(@F/'O:4%QUK$,>%\"#Q1%*R4B$L);DY#NFP$%LHGGMS:))+7 MG"7O#
<+L%O\J6 M7@)^*0: (P@2S C +PIQNG0>!>^,CC,WWN# M7GT=0^=3587BY):6W-*2^^K*?.*,"X:#E1#@*!-*D!5.HUQ88@)W1JYG4[9R
ME.>Z^Q]9=7>23I%=8_9:JW_B+;@%)PM.%IQ\ B>9MD1% +D(&(EX5!8931PB MVC)!!0_&JU8=\MWC).\J5G#R"%/3A:I@1E70Z3U>I5^L5VG&+(O1*0G3Q %J:"2V(J M^'C?
%OYO]7* T:FF' :Y.32'J$V;N;/]ILD<(O$XKCMV%#-[6FX;'& ([]V-XNL]"5-/L)5NF6!LP6 MT^-4,N*5P8B)8!!/5B#C74#*.8!AP)XEQBQ'TTR&C ,8"D0(/BB9M69H7N!<(([3;N
M<,&P5SN^I7_\0<+;5S8*Y_9QE>"+T."SNHA1 MU(18RZ+ ?FUHQ4O\W.9(;J9P'^[UK;6)%51OIGN4#5]E EK1#< M&8VXL22'Y 99'2+2B8M(.!&
/MOXL[N&*BU+#%X2MRVHQP<[[(WARK_'T(A[ M%B;XIAX7-_9R=*C8AI5V#V,U4Q0CQ1B O18L4WXZ9!F7E# .,$S:2-9] ,7[*8Y;3G=TM2K6HH!7V=(+
"]&);8IT=RK!C&X\QAI@0-20?LD+(D6 MM]**L3_P4IH6\"JIVNT5YH>!KV[B@_*$8B@N1GV*H5@V% F\6,DQ1Q&KA'CP M8#)2-$AXRZPAAE'?$KM]UKJ/]G9YSG!+QH')DK
M<%6V] +@BD<2$C4*O%G+ M 7H A)P1"B7 +"=58-*WU&*\.[CBH#6EZ1M"RKRU][G7HC-<.>YB$X',/_G M_Q0#<3%*5
S$BC^KO/1&.Y0D<8A'1Y"AE"*%/6&,R>2#W;KX8*YX]Z;A[Z!V M_UGU!N/_@9N;C-HR%;3+Y8Y)*K4N <,4T-XMY&9*2@ MR,<@F7)6A[36'_#B8H1=05?3?8Y^CZ,J;
[JFA+XKN%72M=OKRI1-9#@GE%AC M$RDFXJRUIYB(%=9YH;$5V3J PXJX( *YQ#2RDA$9!'$IKJ4_7NS=-AHW)[II M]*VU>C5,2J:V0%79T@N *L^DXY(EY!46B ?P45T(%,G@"
(X61W!6M_9F=PA5 M2I;6L)*E;4_*U:AC!0I(T5>:UD,YT:9@))2X G3G.(UQB$MH@N$4*=2 M*R4+C>).K4J[Q6RL:]1>J89/?(!(0<6"B@45GT!%ERRVR@D4N0[@0$N&-,[,
MMHZ%Y)*@0F_E;^\<%4E7ZAV[W&>%BF6LTAZ=^.E8I>$3M,;%@)51(F642!O6 M3$N%"8T689/+DBUER(*3C@"[B/:1BJ!Y6QP2CY.Y9X5OJXJ#=3'>Z\3 DY\M M4A"S(&9!S!
<5OE%LG07@$](!8B9"D/%)(2:BQL)0EWQJB\IB]XBINI+LN-_O MS!#SA*,M"KU1; 0N3[V8W S>A5X]](/XY[^^&]H0>H-/2U%D;WJ+\| +?OR_M23WNI;OYQS5O1'$0W@VKNM=
<>13[=MS['$$,;_,RY($>"XF\?:;8;3,<9CO] M\>TVCF"\(L:-5,Z^+F_ATO=3R?[N>A'F-GLZC5UM@B=Y:_M?[%V=QVU\MS%Z'/5[@[@0O-X@_XA<'BS4
MRC"OIE>@2IT/TU_=1ZYV>4N6=&0N]PNHW&P:<*6LL)1(E M0L%'T]P@'5Q FK,H+8? %L=M!IS-\[KS7?NE;\&C&X3%QCUCHMF1R7.+XAM7 MQ/=,QI:U-OWR?,:6R3R%
[XF!85*V,##,//DY>[@/=H6)PO?_GGS#(::8'<_4 MLCVF?<[U\5J)LD8W_M+^NO>X,X>A OE(.M$ZR/+[."6CR0PB$YGGA$GC**N%81N40QBCXFP5T@TJTE M+@*-"7OB$';)
(!XB1AISE?G8&0V6,&_XLQ,7_S&JZK;Z0;CH"F9*0TC!L&/? MTH)A;%8T.)%&O-CM'6\AMBLT[L9CJK/\6;E M(+'8C'-7H6(J5MA['-%*V(B") )QQ0BR0FN$!67"*ZF26!L78?*D-
I.KI4> MS(N"=VL*!!AL-$ZE1V)2<%NDIZ MMYW!:-7-< *:/NWY2JGG8TGR7J F%8NQ;#$BPT9[+1&. AQ7$S4RT6(4B#.> M<:>47&O/LH1$6&'(>
<2\9&)ADD4J!LD@\>+SX(!9#=AE7Q6 4Y"I;>O[( M!0%W2)P2A*T($')[C>!J!*7 C+$F>;).LJL2Y3YAC2"R!X>707QO+*:(&2*D MX29P<1A?5W65*82*):';CL+\5J7Q%SLJL]
N1VF*;5BQ#3&1F"(#K]8HQ%U4 M2',?D,9)62N]57H]#T*M!OL!3K"U3=NM0<8[@;00@4<94M#I(+:!D"[#Q3@4 MZ"I;>@G0A2-+,N0J@R 0SXE9[5R.SQ-
G/MA@Y5KWO]!1JI1;R5*"]S#+4690 M 0C!0MF$'??Z(- ENL24#&[)X+:C,'^?C$ H)Z/8I' 32!Q\7^H4+D>%BJ58 MX8E).&J5*+)!1T!]2I$#VX$25P%KEP+\[Z&E2#P(YQ-
&@LO<3RPY2PY909'S%> M2]U:8Q76BB$6+:!=D!HY D &+X4?N! Z'<;')5VABX];4K=M52D,ZO%H,M.6 M06(1(JQQ8HI MULH,M[U8#J.[7)0*X@)=94LO +IPCO\QU8B+H
"_@D8:/-H\;2%XKP&13&AC MT-I^H,MTN2XG:"4/W18G1%V_[;SW?G(SZ=O,DQPBO,GW&F+[8C)*KJ7D6IZ4 MFV_G2[;;W(VS+FEN4:0L((XE19J;@&+*-
&N1"D99&Q[X$AC\=0D+X/M^S-^ M97M_4\%6_][\?J/5:ZMEAEWLF-'G,8/]J:!T0>F"TD>"TH%9"K$&.)M&"<0I ML%KPL>/FB' ^3$EML4.(.(@&7.#). M" 0@& -
/F*2P1E_=ZE%%BWB)NX;*@I=E(O3+9G$.'XM78&OSO+_-#[O%7.7# M#:Y\/^XLIB'ES$ 7PMDIHTNG-VA&T-:=/SZ6M7C!9[=/FTRUU"YFN(D"<U/MPM] 8=?
[_TL)'UN,Y+V$Q/]; 3_9B/"<OUG?U.-[DOI?WDT^3>IRE MGUT=\*$?:"+K-H-C'VO0F6MF.#[-3(;2&))'ABN=9_'D,3P6(R*43I?X++WQ^UQIF"@#;:NJ^97 M
5XSOF[^\!Q]JL!+ZJ3>Y]BYBW947W66,\.=>#N,@^;MTX/^<;4A!];Y8NL# MZN+1Z95DUN.8P,ZI7 #/0,-LY 9YS[WVBK 8U_3J)0.][O7U.$O]OTQUL M2E
S(1W@/1($\N4F]].K#D\:O->;0#PGL&P2)\"^$#'U]+'PC"-%-& M6W 2M*4:*<(Q3,Y M:&P^;7GV<0L/_C,(PJCSOJ[CZHBNT/O\R (\E?Y8Z/@LC317<1))% %TVH*#
MPCFER"KNP%9@134G3/@U^_(2SV8>,?SFKV.8]./J7FLZ5-]S/FMCW#A[_N5 M_^>;3@1U'N:\SV@2W[PV#_3D2AQE(FBZV;99EB;R[-790Y\%UJGJ]ZLO&1R^ MA0AD?%U-:D"
^D]OCUGAG]R'YRK\/!_:I$,?JT&PDW$USP3G^X&%RK>?7X[Z M]JZ:C.$C;F-X-_TX@O$5_F;^!MC?OAW6\6T=AV"0QG&^#DV^?WKM-X^59WSN MU3W7Z_?
&=V_GU]A4.]Y\K)17FG[S[LV?O_(: M+]U$N>^CN],APO_7OR#4_\ MG5YA?MA[>J) 1G^UQO\Q*7V\:&9=WI\_A_[Q$X:3F2E_&0\
(DI'_^IGA0BFL.L%6UL,439UI093SF+/@.))82\0)E1LYOXP+OB(GB M]%S@'ZO!)P2Z?M.QWL,*C>O.*/K8^YRSN,5X7(P:%9NQ;#.L2#@ZS1$1(B).
M/4$FD82D"$2X//J4QI88'QJ=^W6A2B8D+)B/E:\5#KZ1!V -T\:YBQ=,MR=Z6D[V+;I]I)?FXZKA< M*]X/Q6Q4&NL]O2,T4N;!E1 %%(XL 1%YXC"-_SK#MP?K&6C*S/'MHZO[LK
MY,JA>D&NDMEM05O^&E.$4"QTQO9V6N%<3,3%Z$XQ$!KG-NYROTP\-5-_&AOI_T6[9D'6?*X!;/*EEX"9A&J M'!;8(R-DGOTC"-(A3XU3S-CDK0C2M>'6[ARSM-SQ,,V3$?"2P-
U*3Z:]>OW[ M@H6U%LUB( H'>^%@?TGNA BA&(Z(D$Q"Y"0XN12^<(L-YEI0;K?*^C9, XW> MYCJCCZ"U4^O2UAS2KM&;2<3.F?]\.,T%$PLF[J: (G#'=? H8&\13X".AMJ
MK'5)2.*HH&8;QWO'F$B[G.R5_/7$,7%O6>9E-@WQS"$0#YWT9?8%<;(#(*HE MTHUBJ@J#>6$P;\-NB20#)2XA+(1#G E )J8\8CAPFZ3DGK9"#[Q$)-26&Z^Z
M1NPX271FA.4%'@L\%GA\43X=:RD]IPA+0L"MMQX\>@(>.U?6>?#X)5F#Q]?D MT[N'1XJ[!*L"CV6>PS[F.1R$PG&[1_\(&A_X /:SZ]RJH/5$5'G>?;) M+-
*)1)18LH)E"FNU1J+P8@+K1QA;?XKCKY2KK>/2/1KA%3!"=?09D')86\?! MQOH*H3F.3J(0L$><<(8L!R7GW^9B#ZA&K\O0OUG5L3Y2]=FEM%JSZU2C_ONE<
M_C+JC>&U8+B^#')3QR"..Z.8EZVAL/QL^Y-X/U'C.?T@F\B!#[<(A9;XHFF) MO1]-0/Y^[-F& [47G\%1_-1'OMG 4>RD\&"X4-(<#%'2 '?.:R0,/&Q*Q JR MANK;
<13/GF[IX0I5\0,!L#,!Z-^OT;:\Q8=S#_<&$N=#92R>IC+>EGB8T"LM M\=*_[9F,90OLRMO<4V$R+DRMA:FU,!D7_2CZ<2C]*$S&I39Z9X45_].D-FP( MLWZ__N/Q83E")$&@\(
VN9X5NTR[2=%)(_PXX%2Y"A62&'GK8M442NWKG)N M-/!]5L"/]G8I@]'2(:#H@@DI?30%N8Y]2PMRMT>T#6LG3B^N1=XQ= M\75O%#I#.RJ^[D5I4C$4*Z4)AAE'J4:,@Z?
*0\C]*D2BR!B@?G(FN.T;^9:T M[Z^3^+'ZF%7OEZGFM>;F8EY&=!30*EMZ :#EH@DD!H5P%#YW'UMD-?QH-;?<
M$BL2W8JY;5^@17"7F^+AED1N"YH"P@C+LO!N_:2&3XRCXME>C@85(['BV3)O ME;<:&M$!/O [E8E\DRB*,D<5O0EGD-
M>RY;GO3'O<&G8B(N1G>*B5@YWQ,^4A\ETC$:Q!FXK)JIA$(0P3-K&0EK+18O M3MO.].W#0MU:8U^CK.1J"U*5+;T I I>6ZL"0Q'^E\?!)^02 [@*WL4DH^,M
M5"+L"JEH5Y3\;,G/MNF\CJH[VR\E!Q>E.L4BK/"-D2BB,@2!PPF^:W &:1P3 MHAYG="<\L35NBU?.2,X:]^M*60Q4^+NDHIM04U^R+H=ZW%G:.\RUT&Q#!>C M.
<4RK%B&$#EQ$9Q9:QO+0,$Q%0YYHXG&6C")MVH1FUN&N<+],M6W=@T#UZ*8 MA8)794O/'Z^T<]A;0Y$GHF%<5( ]%B/EO77,1"<$;<.3W2U>E5'')2G;CAN;
M9Q6U46K+DI*ME,M^M+>Q MWHE5(%V*=SS Z-QEN\#5V6WIF<*5C 9P"I#*,2L0UQK M2NJUL"ZT-@UMB32G[7XQ1LJ X^(O%V@LT-@B-,H02")(,),03]$@ER1!5(0D
MD_.!6M7:)+2=0:/H,K[CPJVS@L:]I9B7QTF4.<>/3NPHYJM,]2Q3/5N9ZLF8 MT4$*%,&H(1Z40(8D 1X\-RX$R9*W[0T]7AM/U')AG^X*O./*OC,;]%D0LR!F M06P% M/_[?I!
[WTMW\XYHWHC@(]X95W6NN/(I]FP=W@L#=YF7((^@6LG?[3 ';9K3A M=C-QMMLX@LF*P#:CN6=?E[=PZ?N%0%\O8MEF5ZL-\H_( MY<&8K4S1;F8C5JGS8?
JK^RC5+F_*DI;,Y;Y9MD;HE_3F@?RW*^8G"D:/"/2K MA](?:HAIRV-M/X*VUI/17>G8<3.<^JKS2X1C0K] MUNS_>_^O"?@L8<7/GHK&PM66*ZZV>,+5WA!-
Q"!D2!%A@_.,:!R0X8ZB$!+G M)AJ?Q%JY8>#6^0C!AQ,J0C2AX3T18P3!!$\N4F]].L@CLJO'0HD-L<7^!;X# MK^[GI;]7\0<8T0RX/^1P>@"I/QZ;%D:L'(V@1\)G<0,10Q;T$DD3F?
0!1$_& MUK5P.E-G)J$? +?_*XZOJ[ Q[&U#%[F2PD7CD+<10G6J)=*2,EAH>$@NI!.Q M?5W<[8,2?AHJ.;7*A[N/57^@-VBN8QS75P=/S^UIVA]][/[F9])N]F!8$
M9@=G%*_CH(:@J3/K=/GVQZJN_[2\1$MAV=)M/+4H"RB9Q1]SQ\5X(3 &)!$L M(>X '[26!BD=-:$*:^;63E5> YF_^>L8)OWX6%#*GJ]ZLO$$%WFCQ>IY[NI9E_;P:>8 M\2 ?
0B_D:GHL[5?DJC>3JWZ6JQPBY#]7_BHSK=-A%!-:O#]ZS^]?:%>[C52 M?W(CGQNIS_.CLV5=+TJPDW$USPSG^\E9#+C]_'+4MW?59 P?<1O#N^G'$8RO M\#?S-X"
].VPCF_K.+0CV)/Y.C0G --KOWFL5N-SK^Y-R9W?SJ^QJ42Z^5BA MKJ@@W^3\U^87D2LFGWK)4W_'5Q#A;'N1X[D/W]/E.KHK];1 M/Z8B+RG?.
<1P^CV>ES[973._EU,>IMX\,,A%_NM?WM W7W_X%Q5"'FQY7N.0 M;1PC.;6%V?!]'-E!W6]R[. KYU.:&WC-ZR7I.36#Q["<1;V*>NU*O?X:4V\0 MPW=N].=__R4[F-6@^?][.
("_C)OO?W9P,XW:%5TKNE9T[;6ZUE0:%Q4ZQD+X M\VQ3_7Z6(;3CE8- 6BHT3[#1^S#5ER=?6?GM*_/B+^3X"MHQARGB/D;$HXA( M.ZX09USJ* DQ9"T+*[0/V$N-*)<>
<8,MI7%W"'1'(>FJ1%LEK)DRR?.U@>AL@ M>V+XH>']J/"K=-P4V"JPM1FV.'6*\N 1CC@/YY. /D$J%#Q10E'LI%R?%A!C MBA)\-@@7)>+8$*0QAR\66R.)XB)/&-@3;-
$N+TQZ6T7]KR"G*NWO27F#$2&]80HAA[@(#&G/+8J!<)&T\\ZL48@+#N8M@5<. MGCEXY8909*D3B"F2(A7"\+3FE?_L>]]'L%/QU]@TW_42;&J^CWKZZX_V]OUX M/.JY25,^|
['ZQ;ZL0_1Y.0AE+I-(JV0I"C07:#XQ:'8\1*X,$EA@@%EAD8O& M(&(%$9YA;5UZ",U4$"P#YBA03"!:H1Z@F0>D)%/4QQ H(4<*S:1+S(XG011P
M+N!13E1F>G69#1I8PJB58C1I&\S^ MZTQHES%Z=@<>)4@HP%B \3EU)H)['0"4A#(!<:PMBHE\C0/!$ M$Y_RB @= ?PXT\@1SA GPE-#\N"
(M;3)#@]LE=BQKWWN86Z!K0);IP9;/F(1 M :P4T0!;6DJ ((R1HE0G"=[4(^5Q6C-/,+4HN>@ K%A ACF((FF(S&&/C9%[
M@RU.S\_I*E4F1Y\A*%4F)5M>LN5'GEP@%F.M$T8VA03&+2<*N/)(:":DPF"K MU%JVW%$:6 +C%HC"B NED:94HNB(8((HX]RQ9LMIEW-1LN4E2U' N8#S\8.S M ?05T2
I.$0>W!!DN94H9<@V2G&W7F>"F4J1"X.42APB#\Z1,5$C8R7'QL/_MR%J'X=& ,S&7.3*N@',!YP+.IP7.7HK .$E($>]RZR1&6F*!I)8.ZZ28$VO' M
9Q=!'"V"@4AI&4F$&/72#B/!)QY5_)29U+J3(ZDSH076U@F MSI6)<\=H&*VW*@A*$.8A'_,R@9P/&ND@")-&$X+7YE,ZK!TS$Z6)-AXYD9,]VB3DHG,HLN!BY(D+URIL?A4MA=AK
M9OV(L+)4T!2(+!!Y>IXJD2'2J!-BB@/D1B.0528B)7@2P7,)SNA#R&78$>,D M1@$G\%1#8,@R>",10D5I@PT!'\)3I;LN\CE:]&TQ/[,8N/SJL9^G.4_E&!-" MS:>U/+
[IP_(LK=_&\+\|3: 9U??S,$Y'^=:OA)Y=W.]+IVR=J/2U.AQ+DR1\ MRE67@<$7:0G2 0- !VV4EE8H0[89CF5']FYI,M:R2"TDZN=T+TXM3<$ZB/IM M)[W3
L!X.XR#.G8[@SANAMGUZO%T%.YX9436<^98'6[%RFBK%XZVDE?FR3%- M5RT,E%)\ZWE2EWH7>YICM:Y9V\ZU,J=_/+X>IS/OX_]% M.ZH[?QOD\:
[S\|K=CO\XQ(KM;]Q'&:97)A"5"43;(-)SBR7* **B046#-FC0 MLVAMB@85#2H:M$&#GC6 K&C0\[SB4C3Z]<7]>S6"A1IT_&0TB@-_UQGG,<*S ML[\=]" ?
QWGKH8_I#RXCA>CBJ([7 PX<("DBE2)%7#1%G9*C)).F7#*;Y!K? MSTM.8N;'ZS-M_S!3]H_WNOX?MC?X$=1]T2G1?LL:YN&<,E(D)+SD,>-+K69A:X=3Y&< *%BH@K'9")&"Z1
M.$\N4F_]VAB0 X*H5KI Z!GI5('0 J"'!*$Q1>5-=D%=GF\:,E]-\@F)F*>> M"DMLQ&N,\,E[GS"\7'"#N.8):0, 3+F+2;#(+%DCT#VH'RI) =%#L;V=9Q*E
M*=]JRK;.$K8.;:4*%46AHFC)P*48;818 ,FH.>(6:V2D]HA93\#?A\"!Q*U+ M7ALX^*D:5-/*UL&G'P:^NHE_FY9W-G]MO:O![+6GX5P8)PHL%U@NL'QX6 Z!
M8^*L1H3E&,)&CUP,'E'&19+)QT37.A%>DKHY%"S37O_Q*+!<8+G \N7!\N,P MRID7X)]&Y$GFAHF2()W@1QP2)+TC?MP^A7T9.)'1\8'BEZ'GDA MS&L8^Q_)C"UW:ITB:?
_':FS[G6JMM, MOJ8$LC9(:BDW'LLV"F^^;C3;/^,0;,=G'.?*<5%0NJ!T0>DC0VGMDXI8F"TF> TCXJJ:*3*)-I M3BDV-;$!<8D35L)K07D;Q4/[]J6I+'QQKT+IPA?W/"ZR)S_L)!CC?
HWU>#3Q MX\DH9Z([=P:S'P8-25D=X5>A\Z^)'8&=S-1EJ9?Q MMW,7[:B91M'MO-(8M7"3^0X_5#?PN7>=WB##?@P=FU+TF6^,>&)O/L3.N.J,8)CYV%@9HGO^MX2_UI-
_\JC==D-CO MP=TT_';-98?#474+EF4<^W>/KL0+'K/]\E_N#',L(@;A%N(IR.DQO#')!.94 M8&&-Y948[C!.$@D7P8)32I$ARB ;B #+'I(2]J$%7X&*]X/P:^QG4L /L.)@
M%UP<_9Q^J>I>0PKXM]D"QO +&(PJ?\U.V(J9'TY&<6'G$5TV]$]2<5]MGJ.V M?P$]H&X,I^LZ9QNK ][JQR4U'@'@ MC#*%U):Z] T$0 9ZMVBZUX R'[[]W\((S7W%,2<.'!I3;+
(YC(5DS 7$6OF M@S\,\HY6[*Y_8'=7_G< @09Q^N.QP9R4'&(1&E#R+L\6TP(Y*PBR4A)NI666 MKG4YO";IOP)S,X=H8W@B5\(3\514R,+^NCB(<./UU?8K14X/X-\_&
O67<;YSK6MFP'T_=@L M+_QE@__3PN*=BV>]J^=\).?W6- ,D?4QK,++C"P\2'[0WF!BE\<+>$.DL I% MSQ0@LA#(!$F0H]@PG1QS@?Z#"5@PU;UR0X&U03
*7PED@@QIZ"F:+864N0W MU1D?>_7&"TRC#;C +-AH+C(/-9[CQ77<\04A@4?,F60(!\80%](CR[%"23#E M"57&^[4V;A 212VV2&D!08B1"1F>@Q"C?/1!1T/I$0 M]
["/SH_CC'CK'4&> V#PY W2G&"4#_=4E#)YMI9P?LVQX$[]N,U3\P[KQ^TZ MGL+6D\@ETBQ*T/(\^C!"4!6E\,0YQB+C)9Y:WZ"'6GVT)'^$E<]Z=GONZV[ MTBM0$7JA,ZC&X$R"
<9IBQXT%>P4W;+T?34 GEC]VG&W;X=9R@U4]X.;:)O6X M[*6SA;O]YP>>TS%DJ:9#&([!"=V;*YZ?M]4A+%XQ&K2FR*C,6B,P1X;PB!+U M6C$YM++1K4:]0-\4+SJO
^AB0QLOW^W&OC-+NWS<(-\)5\-[SHWUE_W M!O#K\;4=3[-<>;Q/ "L=UF[KJO-;=1,WA7"SZ^=K )8@G\UVO]^,P'EPH8[] M-(JSL5U?>N/KSF7)SJ/;VX,];F6?
EV):'W5F&);"642E5HA'KY CA"&!M>1"<1V]:VO8?=I#T-I+ M#8.TQ]L&DJ+,OM6\3>I7Z\1:$WBDWV M(<\LF]P,WH5>/>S;N[?YK^^&%LS=X--2HV1O>HOSWD+X\?\F];B7[N8?
U[P1 MQ4%X-YPET=XV.PP!UCM7W>9ER./8%J5OM\^L;WO:#]H5>_MV&T?P*JU[4_4V M^[J\A4O?+\KHKA>]G,VN3ALT;8)G>6O[7^Q=G4>5?;>W.CK;N1YEA/S#N/+_MR'?T;-
E?=MZ;"X><6VST_^T$Y"4!R=I(7J]0?X1N0R@K4#1U$E*@"W-K^[= M?;N\*4M:,I?[9MD:H5_2FP?RWZZ8GR@8K0OTN0QI5%>4/#V9D#\YR/$9HPDU MW7I"XB7?1YG5N)
<9+F?_@&56X]*4D/OCAF<-!"DS&G<+/B\!FT-+Y\&G.%[@ M4*0R9:M,>BQSZHH&E4F/QR5018.*!BUI4)GT>)0$=VP.+=-_/O> 0NP'Q
MG8R:9N_[ENI^S[I9%WS+J',L[5#%D!1#\G5#(A)U(D2)#%4,<4PM^+32(2FU M3<9QJ=+:C.KMC^1_F9$9M)8"QJ1XPP6QRI9> &(%Z1P71B)J!/BR-
&'D@H6B#M!2$2W3\#NV*,?=,J M891^]@*R*TXPTT0()3@&=T5\LYRL^6>,0[BI_D-:F&8]OK($*[T%2YPN"QJ1
M;QY<<09*J:K&@\P*V2#23Q__H7"4'C.!DH6)EXE%+FKVHVYO^ MV[X=?/K+FSA__W;?I9N5?;^-J5G4=U3_-X7;$Q3.@^9YI=Y9N=KL,Y3 M])7)?9>BS(_#[M>N_^9Q3CIBK)+
<462I(8@[:Y#3W"-.G-84&T6=VB:A8$<@ MV[_YZQ@F_?AS>HP ]M=LU7]._UW']_#'-M5(UC MA*J$,EFH;59Q2I[]X'758B6GY)VC"'=59]]MD7J=[MS4ZTRX
MHJ2^(O)):B3YY$N>^GO6KJT9F@YP&\?$D7*@4YPC(&,ZJ>0;5V\Q+> [ M-_IS(3;9E_J<$CM2T9[G:T\A-2D5&7NKR/@^P@,N!,2<64\TH8F9"""USO!'&%?/R5XD"MIZ;"
BJXN]8HB*@1#S@@C5U$@GI+@H[>1_T0PAQU3EE&$272($X!PERP%)%(\L14 M9R55AX P(KO*Z )A6WC$I:]XMK@_3L=-S=+H(<10W-U7Z\[A'GD_YG_V?&=J
M(KRVR6K+$!4:W-:H-3*2YM-"QY(WFAB\5;UQ"=FIB7=.]6VO+^IH(G^'TZ[S#WX.6BCSQ3I?BXVZK0:X><'*&2O7+3 M7W1V=YK6YMM7CKQ_(=^%9 H+KI&(TB+NDD)6P!\=
<@XBC9 42S+$J-D: M(974)/)$-*(-]XAR'+GF)%A)K+1)(9F#5*\PUE5J5]4KSQ&50YJPDOTO@%D MOV7M(CGX_#5"3Z@AZY9+1VW$JU1,!0DEDG6+)RF+CK M.'"F_4/NQ
5UR2(J+01)G@OD/'8074GN0V")F+7^@^UCJA]G--)W;453JJMV M'4V=3)Q4$DM'O*4%O-I,""G%5*(:!6$ C6Q4R 6,D9_5KL;]6[6H"X[G+>?%RSVY+SQNZ!#;*.:P1-GE>
M68(O6DN)#$^!TL@(-CMIGMH5=&G&"W25#._VZO)K'$YY^AMZW5[6^%C##]Z/ M8I:JXNR6NOU2MW\D=?N&*&Z540C'R! 7.B+CB$04;%M4B1.EMFJB>LR*S0W8 M BC>#\
(/,YAX/T>)E@R;Z!JVXZ[@\RS<+_Y[0>."QGM&8R6-\02 .#BC 8T5 M09J$B"S1W IG#/:\[9ABGVB-]M5&5M/OSVJA*QU$1M5&!T!^U3;1_^,MT59J\FZ^3[ $KD4*"R0.6+
M3D$]Q\PI@P :P>U/CF7RA("D22YH<.856R-/N,PBOS.#RN>W3)6Q6J5EJC28 M7/HCGX^K5"3Z_V?OS9L;..:Y\T?_?IZB01W?L""0G]Z7;SQ'MMC57\V1)SVK/ M#?\UD6NS+!"
JX#NIC_]/9D%@ !!-C> !,ETA%LD6,C*Y9S?6?(LKVC)U7OU M(*7Q_:+K\G7Z+%>W J5QFJH'ZX4%9-6T@SV:4YI0+DS.E(J1(ZYQ0E8G@YS0 M*MED.)$[MRA[]#PMV75O94
```

I.53/EN<6F%4]2T=\I!7"]@AAA!HGJ!4H&2F& ML!Q-L$(L6&*8]TD(X!.ESA&P1VWX@F/W=2-+1^S0I2R?C3BI M&O$1'VF%L7W>D6) (4,$DKF" '>&(!-E0H)2&GF,5N@#I)
(^'(Q1-I*'+BG_ M;&!L4RN&GZT;QS^LMN;'Q5GL6@^_A_;3D>#6I7=_]76WWA!8WC5K^]KX:WY9 M[M.J'X,47O 2?45(C@KV(,$Y2'T#'Q-"G1,[(07W:8[S0^S[&*]AFK_8^:*#
M_W[(!_H!7O3'\=3_^DT3@6-F,,B|6|1-&BU"T4X"[%"^VY?JV\L[_80FR1[. M?+D?N>S#%5;+5E6(\L0]8\[W,-/_6DQBP_"HH9CR46.[V,#P?98G.:6O-$0K M;-
JX.)Y^;GY;/ILN>CL)_>^^,F]*J*#F8/-^L\E0+Q8J5D@YG, *>8?)YHF] ML8OY=!4KD^<#1):GGQ]'8WL^7#N\CF!\@K]=?0%.:FQG?7S3QYD% M"HVK?2B"?
AC[FZM\&)_:OAT8_\UJC.N<$^6U&M[*OWW[S7]\Y1EZ@O4-CY"; M_BY.]-W&N,%)H[_JH]ESA,Y28[]ODI$^ M#\/&R;FX[#M33^]VB[9AFFOP*? M^P=(W#\)Y)#[]?
@Q%+>'):!CV+.7&J3Q='Z* M!QBNH"N)ZJBYM]%Z+&=^<$?-$,I8 M2/OP-W_5\OQY2&7M_[2(/\)K/GR.XT_Q+_#.TWY_<1GR4(4%GHX37L"EYK'
MR%U%AZRBX]4P3)48FQ(C!B\D4O:W$R+;H MA_3/0D*->+B4'V\GQO=5QMC#X)"54'Q:ABF"HJMD@(LF62X0YCK@+BD#!D9 M"
<)61B>)\O">1Q<4IUW<5Y=Q$!7\4(&2SXWRJTVQ!U&AJZAX-0Q31<6FJ)#& MJV!$1)(F :+"1>2T"TCEJO*&"&;97G* [B(JOILNNKUYGQ@]5+GFYT;XU:C8
M@Z0P55*\&H:IDF*KYJ9BQ&.&$;6,()Y,1!8'CB3F2F/N%0ODT25%^VE?-@4? MJ8.5W'QNA%]MBH>RT(?3"&M/P/Q57CR4;5YQW>C[Q"6]))FC&5@D. 5$"8[9
M.F'(&NF0XE'PI.%__%'OR-]ECMZSX*$@>>2!)<^1%GNN=LP32:?IW(YWXNJ7 M9B76LV&E:N%L2ALFC-/,:&0P-B!M1$*&N(22$B$%H:7T\C&ES;Y:
MN\B1.5B]T>=&\=6T>2CO9.I]T[1GL\60XS1TP*A"HYHYUTYF$V8H^ \IAY'ABT[N"#[VR2TO<_I)3'\^8N'1X=DDWUUXM0C)@^5 M%W[<9M-+ZI'S+$7@ST.*;_/)CA?
QAA3E*ACWRX6OM?O#'3;CV4O)JZ4:%YPE MJFRVQS!(*)YK_46'0-9Q['B(UNV4:KB+5+NBZ=N[2?BNG>1>6,^O:8+HIGURHXL-G[R\V.G;F>W?[J$"XY6?PE>/]X.5&_MFNJ,]'[5
M&:7G.!!F$28J9RWD8POG M^J[OX[S/_#6>]L!%MRC,>#RB?*<"U![.^\?I/#;BI%GM5F,GH?EYT?E3@*70 M7.Q<,VS='6L,WD@D3UJKFVN6WI,KG/#8$@[$#48.
MXIC%3.$*:2J24%%%+G=LF_MPQ2_^-(;%./Z45DO:=VW2XS[RKP3W-N^G9_#> M\W_O&V^[[CQ[3VRYWLK7 >V\;SZNF*0M54K3=#R>?NXO%0]ZC*<-Y[-'<3" MH" \[S*
<4IY(KFXJD'DBY4/K<-(38VY\SR/,@YU@=K=Y'&%!T*O%\W,J7_G5 MY;VPXHK;]3IEK==YN5YGJ7?].(5?CV'O'J]N9\6FBDVUEO!#L"F7P*^(5#FH MX]XM?='.\[A38V=EUXE+L)
[2RP(J)GY@UGLVFFH5WPO]J:C M5NN^U5V?L2Q@$0D2SGG$M;3(>&)0DB$Y'XG!;"<3^3YMU5:>UGWE?JF1U+6L M146KHS_2BE;[;(LNA,P%H1$F@%%<,8&L]@$)
[KPB-.H@PV6T!H*?;A!N!^YM\#)S52L65RRN6/S(6&R" M2ECZA&SN', E8\@2JY$S'/L0 N5R)ZXY<.M\C*!T"A5S'^V 3,08X<1Y9EXG&U=V^9W=[G(3J:*_5
@[FWGK%U0)DB@)C$&)>!(EX-!C9 M7$F42,VX41G', A[UZU+(VS[XD0,7&BHT5&^^"C12PD8:@D?9,(2Z< M1#KE]B\D8F.5LP'O7_^\DLO,%X:-=TA7/
HP/$3ZR3USDYXD8V]OB4G9GLC, ME$MTSOO&3B8+.]Y(2H*'VB[?@C3SV,^;DI44FS["8*'YY\)V ';9-$EM9M52 M"J;) 9XEYR_$7".FG<#@\]/!E.EB\]GVS62Z-?
1T_<:3YOOA%?/3MOOJ&T;E ML=4R+K\J+P8 80R?Y$E[VY\VJ616Y8E98-7/D\\6WG!QSY.GD8>\8BG#IBS: M4(PR6'L_;^>EKNDL#1==//3W1V[IRMH#V36;#
(78$G\XL>+$(IG'\@D+;Q8+F.15K<39Y&]I^-K;G;_)? MW\YL"' 2&^Z4=IC=RO$ O^;3;M/YZG7EBPCLZ[>S:=^6D;N8G4J?(F#\E[P# M."[M*:U-WMCQ9WO>YP2PWS^:"+'-
:9<5B=_,I_Y_\HQN+58V(W#+P(CTZ[X&=\L M@!J[#"IKPFLG^5?D/!$O(K,RE/Y1UJ)XN8OWHV!9,#1'96&+K,Z '>
MMQXO"W/@)=#_X9DR]L:+8:.Z\Y6ZL)2[)T3<*ZCD06AOLN)O$,@7P# MP?[7;S0EZNV5]22L_^<"%.32;6'%"+;LZ:B9Q/FH6"YMG^V6Y6W24&XBCU(+ M3JP<*,^NX 11)X+
<7.B!TQN?N>GO^(11_>"*$W4B=2)'.9&:^G^XRZ>7NKQU MFC+!-4_YJU5(FIKX7_FG\L^#^*>F_==2/E6>/PH>U;(C.P5+NVG?_]YU__&' M]TO?0_EE:-
=6@:DR4F6D6\IU[Q=GB[&=Q[#B(-B8?Y4KQLI'E8\J']V.CWZ, M\RJ!*N=4SJFJ7&6DRDA5E:M\5/GH>?)15>5>1G%3V*JG3PV[6Y-VFW]HQBT< M5%^;%#['PFFU)N
>D_ZBP)H(XE *E""N9$).6H:<=YZIJ#WF[G(H"4D@')"/:EE@JL M(';L1UI![(A+'8'BZ)3B# !. "A&@$?K&$8^Q(2]YSKJG;)S>P;%#4MST\BL
M,'FX.D85+Y_]V5:\O%T5'"D=%LHC(9)$W&J%M$H"!4625(%@Q_6!\>W'.+\? MEI4(?/2OV$V_^0-Z<1!6-;V*7!6YKD-HU5Z.026F/L*<<<4T3TBD
Y!EO:=1&T9SC5LW5"F(5Q"J(/4-S%2M/G!(< M,4\UX@"-R%!L4-1)> X3G4\,"@>UES5AKTXD*S&:D7+BI:W0#>-/;/:)!2#
MQ(BG@)$)7B.!)0O::$?,3HF"/:/;O8W5784/JQ>'9"^@D='SN\?^*=?'V:C\ MT%=!47MEU%X9]Y0QC&K%A"<(*YP0Z,L>6<$->MP(V,BB>-DN "
MOF,]T@2$4R"&:>FD,+N=\1[+K< >M5;XT32RJ(Z'BI 5(9^%SR)X; W# 51R M&1&73B"G+?S#B)-:.Z_93B.&/2/N87T6ZL NBR.%X.K6J%AI MI%9COF)QQ>(#MU5/3O! ,+)&:
<0]=TAC&U&@DD>B5'+AT-BYS_"&U^GUK*G\ M3Q "\6$ZM^/=YA=5&M6&P+4A\%ZB(KQBF@B&3)(,1!-(&$>ES6U^L9;P/R'- M/IJE/UJRQ2.[4IY]G^
*F14R*V0^I6>%$2%XY*#IEWPWK +22H,N&+0V6D3! MZ*$A^."5"!XW4N*(0+FZ5RHZ5W1^1(56***%BPE9[G+0F2;(BB@1"3$JC0E5 M=,?
7LF:4J%#QAQ)V1V%'BD#4W(X,2#=8(Y4LW_"ID5,BMD/F_(?!SS/P9LB'48 M868!3ID-R+)@$>-)!"4M$_B*R\&]0O!AS7]#7RLD5^._8G/%YL>L(R&=(PK4 MV2B-
0!S^15JIB)S1W$3FA V'5F?W9_Q3+FP\/M8"?+2SC#ZL-_'%Q M%KO6P^^A_70D^+CQ;@KO_NKK;KTAZY65&;63 _FHY7JV[=/@GHW+1W?<^D? M3F/S?GH&[SUO0AN:R70.(
!_:]-YDS^< ^1\A$.??&SB)_B\;^:G=MY\GB[& MH8&- 7Z8QV8VS>.U.<@$QFJ[L]PY8IJ:%IX/,14^_U^_T12;M^/,[ENQ*)/0 MC*>3CUM_'P)4X#\
[C=)'Y0NYY?/)PT_L9I(YQD/;U"Z;^&66^W,T72R:9S.? M-K-%YT]M?VF;AQT-BW*6'R%N?M76\T'36?X2#NJ<;O8;W_ M=M6K[S#N 2(1!<8,&^0$B#AN#48V.)(4 MAI
@LHEIWBR-L;+ G+SH']*EV7DM0)2;@E(<8. Q"?7&Q:/?]8-/#V&*8PJ MO6T8MXG%F"1!/KFB87$$NA5%/H"-*XAD2N[D:05NG8\Q (V"ZL;S5;B)&.SC
MQ'ER0*+6ITIO:WHK8%=);DUR+A*#+<-(),=SH@I&()X#HAPSB[V0 8N=S.GD MO4\8<%!P@[CF"6P *^ [+B;!(K/$/!')D2,DN1'(['X683]?XOA\2YL!]?H* M(KA)65F?
Y5)/7QVE==1Z$$\@IP)B';("OB'1(F5XEIQO^,:NX^T^L6?QK 8 MQVGZBF'WW6*^Z.+FJ?]Y4& ^9$OC \S@C^.I__6;)L))S[(^URWB-Z]+O\M* M>>SG0+M9H4MEQQI[E=
('RO'7E+U!?7XZ2M_2*INV3"A-Q^/IY[[Y;3L!+72Z MZ %X^]^]N5*7?VEVYV;UT[;N?G M;U9C7)<>45ZKX:W\V[??_,=7GJ$G6-_P"+GI[^)$WVV,&])$]%<+95Y%!'=)
M'=EOOMHAV[?NLS_IW\&(;/X\"=FH7+%[[5):&^#NKY%T;7S[K+/EGNXZ[0$V M$>@KHMXG/L,*V[6>_#[O 4FT3GJ,P-@'(Y![@[3F(1N.Q)D0F* [/H!]IU3L M&HH_PLL^?
(JC3_$O\.;3VP>]_8'S6E'^ 0+B0!7ECP4L[BH@9!40KX9AJES8 M:HK)M29,2L2U4[GIKT$N8(>(X5)3QRDY>'+(%7(A6Z(?/D_W%0,MJJQX7&-B
MT[$+1MK5A'KS9FZZT_(PF\/B(PK>^'JMCENY?ZL NF;12YN_3/<*%TD-B+S/ M3M5XR6NOYQTCTC",C P><8(5<@0+$'4L8&R2",F^]&3)ZPAI[6.K\90WQE->
M^2E\]3A@^>+=^[P/.[:UW?NN\\K%E6.]ZDY>:2Y"(!1)DSCB3'ED55#(6,IC M\M$JL=.(]#YW\G^"=WZR.<+@^TD_[Q8Y,+-_-PG_.P;8M(_OV M]^-I#ZK&+>[@CT>+VKE&V,-
)_CB=QT:>-!=[UP#RVHG/\:T;V_A:PT\W8X87 M\W8,@^5K_0Y.8=+X1=?%B3_/'WRV72@TG 5)WWQNYZ=-%V>+X?H[K?>TA3UM MYXLL:_HH]OT[:'_KEK85(S
MF%7^6E[VL!>PK&;6@5;0 77 4'Z\"+%$#O^7A67F^?P]3D;-+Y_;OF] 6YCX M$?!':($@_[J8Q2&T^\^+;CKLS@PV8AI*2,K\FM5TY?@6LTP%=C;KIE^*%02O M?
V!\W'6A49J2**A"C)'<_30CL,A(/GIQV M8@&/=N/SDKVP1))+K#J,5V!G#1^7,*$=X*WYV\DO(!1R@$P' (RX)O =A+H@>7BLL%V!NRFHQ'W,85O +':^G'>V]0?$F99>IANX
MTWP^C1-@_GB6&3]S#' L<,S)$Y[?IEP$HH(U9^ 8@AK]V/9@A

]]LQ3S^JTC0+V\0>YO&\0L*;1>+*9+CDQ9GD[>A[6=C8*W\U[S#4 ;P/1OYE/_/WE&M];^-Y7(,C!8Q-.N:!MO!AAI)W%->.TD M_XI(II M'&$L]N-'6A_H?NO&:
(.7$,6Z'1@M:V#TY<#HK=SX&B"]OYB&BDT5FVK2QD.P M*>?[542J'%0YZ $&MF^%\C'%A)4> MX:0MXH0)9%.BB)+ N'/*)+GCQ%7>."620]CI@+CD#&EO%6*6"$^5HY:&Z^-R
M?EQZ((<\U]L%\7W_XWRDRH97PSA5-FS*AL "-<*"3FIRB($U#)D,]E1Y MG0A5P25W638P+5*D(:"$O0=Y8APR@H5(VNX1H$(MP;3$U 7UZ
HM/W#KP6=#W]4]^U!.R8D452"\&H:I F&KY B6AO-D ==N?-C_G#:K"X=5P3A4.F\(A M60HZJU>(<=!).?:@T:HD$>$\8&*#C7['Q4&T2\(9CG"(7$6([+! ,@(XCE3
M(=JTT]/GT,)!L0/W5WSI]%TAZ\4=Z0N%K-S?U6F"432@D7)N$[*>$*1 D[71 M>DUVZT$G@0-+C"%J, /KO=1&(_E2*6BOA/4R^4>_2B+U(JEZ9??#*9OU;JI@ M>#6,4P7#EG?
6.96LBXA2GW79*)&UC"":DE/.@EC@.XX.RZ-BN4.X3PR$B10) M&2L9DJ 6)V5Y<(D\MF#0(U-%0P6M>J2O K04=\%8BX+561_U&&F5(A(QT10\ MQB[)G<"H8+BU
2,+)CKB7AID DZ("B*8U\P$IQ\;M-A(L!IE4)VS^^&5_V* M2Y\T_V=:(V9?#]M4P;!U;4<"$U@G)'%0B-/@=V.*<'6HV5]'P:GBGBH8MT2 $P5H%)# '?18T
M462XQD@G:W4@G(3=PK0B:I-XX(@'YA$($'C<@%+KE0[>4..-?_1(S*"=53I M4$&K'NG+!ZUH=%0J>D0P9XA+ZI!SG",L"$O8)QK,3MJJBUK9:"(B5@;$N0-M M6,!/H =;BT-
BA,BJSSXK?;:Z9B_V=[/K3I4+#V6AWZFHXDN2 M+<)KFJPQ*&FM$=>)(YO#VJCT44A0DI54.PIQ2"IABI%-GB#.LF\W>HQP,)9B M*Y(ACQZNH$9*'KC&UVT*2;YT/JG@6,'Q]8!C
&@$]3HAZV*.Y0H)&96;XV&' M,\A9N^LML#*Q@!-&B03XC@D<&>T],D$E3R5W*7VE,^F!O 5TQ]= ?%%H>.C M.9PW>]R44>^)QO0;47"<1>@I])Y RKM.-@[B5_J<@^G?
M&J]E+;^O,K*,\"$:W)IITT/Y5^\LL6\Z-F$N>CW7%S2]N,8#9WM>U7 MO85+]\%EFWIXX&3=]GUS:^ZP[F^N[JJLF63*&X*D5[FJ)P@?:W,=N,@"$XQ1 MDU7N?
795OA!#WT_Z>;3*YLKQZY('N"^#_'JULIEBNUD$<.[M^6W7]3_DR>#MHFOQT*9WUDT_M0&^WDX&&9O5 ^NFBWDAEH^P/X[$A\(V"]I[8(_$+:.0M^(A6[
ML9&RD#=V2K[I[S (-P_NZ/RZ)U(;N![.._*VT\27/M/7MJ^OT?;]6#=9$6Q M]IBN/:8K1-4.N<>%4+7'=.6@RD$/Y*#:8[IR4.6@AW 0K1QT^" SV(KD:Q9(M'N>[RU[^]453<<+^-
KM@?Y>=^#O>_QH/\0R3K9XFV.'91S+\]JK;J+U'1JC$ M/,U]A1C/)8VQ"1HHC8!MC.1*01$C%UR"(32)0FE! MS4YDQ)+GWR]9_D-G)_TPD=6]U!_+/?$'^^5VP1((?
LMW*_#3C4$3[,4E,-Z. MIWY7\?+%GFW%R]LE81,KL/0*=OO+86\P)RX4F M? !,E "'N7=P9-J18)RF=J>!T4'P[89:$EJ3%P=L-1ZVXEG%L^OQ#"OE.<,&
MD6AS$J]RR!@345")NV@\U60GDC5Q[0-6'CFE0RZ' SH>#0HES9)@)A#*=V+^ M'Q_/!#YPJMNS0;-K8U8WHW=64:M7QK+"EX\#V0X4KG--#-0]_2,XHES0A". M)$= &0_FC[
H&6<)SO+?[^31W"= [SO;=O]MQXOXI[;WXVF_Z&)_7;#=4\/T M[9R*>PC5^W$ZCXTZ:?+F-&5WFK]$F_>FQ,<]/%#V>09HE^WX5+:CS3&S3?S2 MSIL9$&T.?
X4W]3%CP<<2FKB,IIZ?VGGS>;H8A\:5(-G8?HJAF4^;/H['>1#; M]W&>HQQGMBU_F&=<3[%K;#-N[1!MUK1#^"R\;.+;6<[O[)JS:3]O;/AD)W/[M,4X7?0/;]BL,!I@^S&$U]-8X-
L=4AMB-SX=7+669B_//,4Y68\QLQFMXU62^ M#@H^NR"")L?MGC0EJ/-B6T[;V-G.GYX7SBRAQ?/3+L9F'#_%<8GM;2>SQ;P? M]N7,GN==6?3#CBR'WQAPE",TAZ#1_LU+)
[OAT3SRFW8.+_77$N(/>3<;LJP$ M=66(].-PQ-\F-OQCT>=0VG\NIOD_A1N6QYO#PNTGVXY+#&>F/%]"+#,+EI0_:F);'@\M0.H#C3,AF6_?AK:?C>WYFS2.7W;(*/-!
MF\Y7FU$>@M,#&'U;" ;E5_9OG 7@;R=QA[0NMI2=,,:^?2J9QTXXP4P3(93@ M6!@IOMV\(OLUQAG,:KS>C':2EX/*GGQE#X;"=52NM<8-=7$=HOWMI5&?1L[_M_UODEU&J;V$
VUV#3SO(=J$9#^9_^;<27R6^>Q'?A7C*W8;,OYZ<^-MSBRLU%BI\6'4N":ZDM\W$.-@!H/FE[KI628Z M/^VZJ9MV);'/G2]}>(-,EX8M:)OVY"J:K";$N&%/;T+\;;)K/A0"\':2TS==
MW#WJ*P^Y9#5W\9\+L H*/BWZF#T0.4*A32!0)]D#,;$?!ROD'XOP,?]0G!KP M9'% #+G-'^,D=H780IS'#F8.[UWTV=6383'_]VP:LH,C0R%LC#]= >+B;%82
MF9O%'!#Q7W'CC>NLU0BL>@9K*?Z17??+YC!W3;]_*=3Y;E!W\HG^L*%Y?\AT M\:Y;NR=#-B\OO):W#DG^[ZM5W&'?_)8*3 M3M0SB816I7Z-1\Y8GQMG&,V]ID+L](!S-
E(EC$7>.X.X"_=IB-BS-)$A,>, M/[R=DMRZ%A0W%0?3)]=WS'C\8V[@Z3%,8<<=#<2WK)VR1=Y-UOP P&=+M_9V MU91UX&L6+[DVRA,N;!/ 8+MA:MD3MJ4^ST":H
E(G]7WOME2Z/Y5H.[+&\3> M%A5P<)'!9N7\]<799%N3GMF0G68;L>/M,+M5(#7\>J5F&2?A[6S:MV7D+HX+ M[;UUTR]Y![(;;AV4_N66=
[X/0=Z'1>@_[,P(%EMWR!L*YG]L'N'&S\.U\N]/ MUV'KY4R'6'2;8"5O[/BS/>]SJOKOMU75]Y#VN:TRT#QF_G4_T^>T:WOEC=O M(\O (=>&*3?D;Q:3?/.4#8I+5HO+%ZY[J3-
2]$!@_??#1Q?7E7;S2#9X9$7U M9=L*R6]PS27JWR^1/]/J2%>0\[/719^-#B&U$,8SA02V$?$@&+*<.!1(%%9A
M[BC>C0Z_APYQ*=KH_5)X%DW\BJB)?:D6ZD0=H6HQ6EIU[;S4K6J!S8N2#,:H M75Y*T4W-8^-ZZZ2YI(ZSJHX?"2LI[WB*A"+"M4*<>(.L,AXEGJ21G!MK=UC)
M"*)28@DQA2GBE&*D45,&P"Y MXQL?4/:BK.9?XZ?I^%/^]GL8O]R>OXXEFOE,3R3<;G<&N&WV\."VE$^)V]_!XM(^2O+JK&37U=7 MATN7=@;P?K3A'E]I0'?
7J#9+Y;HX;N'QY25!'M?;KCO/.[E=G;FW=C9K)M^ M6;K>V_F%(SYLOGC8_*5LBBD-FY(K\\8.OE"6-8(UP&RZ(8ZQS*% Y7QS[1M! M4,N'5DN >?]S83L8,#M2]A#7]DQ!XB%5-
'R?I95] M57'8?G$&^DH>7$'!LZIL2A!FO0 &3SB&> M7$0FY%97EH0H=(B2[S8+(2I(;S'R*2=/.AV0I9:B8 QC+G^+[21"_@GVZ*+J M\/=+Y/HK[%(I.QQ^CEUVF68?WZ;F-
BNJW%)U0W13=^,WJ&[L1!V32?)M=@:N M1? O<=*";9PE'8@^(\P-.1@E._*QW7-].LEZ^C:@L%'6".]5NC=CG41#ZXS M>\/?
S0G1!WY%G<+MIL!E+0=\),G1+W5YZZIFLE8UN]QH?/.:O98WJXQ3&>?N MC%,K:]9JV56"/PH0U;JDEW?O_=(%\WO7_<75RQI\)P&
MAI33#G%FX#N!4422,C0D'C&YHL7YXZ_XFAO>_5SYWNX>=[C_=/R G=?M4K/ MVA#&\6@2.%YV'=I'+2W\0LO/2B>D<=XC;4V.8B<$&6H3X&KRACN#(]D) @Y<
M&L6D1=:X"+C*!#))9IAUED5AB-+L,LILQ#?=)>;W;A5GC1XI78O.5NBJ1_H* MH(MPGJ2V&G%E).(Z-SF)6"#* @N@[%&MS&7H4MII"!$*5F5OY- C30"?B(* M@#!(YOR30)
<6(R4K=%7HJD?Z"J!+>ZLUBQX99P+B!FP[*YA$$I!+&QH#Y6*G MB4E2(4GE -\P6, 80,P%"W9M$M@2JRQC3Z9U$6TJ=%7HJD?Z\J'+!)N.@M9%D&66HD2D,X0(#+#V5-!%
MY?6Y!J^+SN_GMUX%/+UZO_5N]D>5$:^&=ZJ,V'(JAD"MQ1B!B0ZV=?(&&2P) M,E[0R+2P.NR4QO V6.6(0R!;#.($2^18D AD"S$A8@X"Y$EDA&0CIGB5$16Z
MZI&^?.C2P23,DD >$X N1BER.(&V0Z--,H);G?46T^MQR:KQ-HXQ*6(2'. M.ZHD((<(2M&= ED5NHZ=SBMTO;@C?=G0Y2,)##.'1&[ESA7'R"JFD*$BV! 4
M&.;\,G0)9FR4W.::P@IQ(SAR.@2DL5&46:'<;B?1QX$N,*F0E>%KGJDKP"Z M=.)24I<0X!5'/$H,MJ(&@Y%QZ7$4F+(=K8L)8@&TP+3T%+ZC!45:6X8PEISE
MKN[.5NAZDKCAP3'83XF$ M818,=LR0B40CG0Q+-GK*^$XG#6P=J,HJ(,Q"1-RFB(P6#FDA572Y=K:R3R)N M"![!MAQ6W-PFB^/%[D MVTA)?-!8()&$1-
QX!;HY88@'34!'3S[0"I$ODELJ1%:(?'40R4P@F%*+O.4$ M<6U4ON7&*-@@O P)8ZEW4A*=C5%)AA)3%'$N/;**,] BK90Q>6U=A<@7R2T5
M(BM$OCJ())$Y&QQ'EA$/>J!SR$:LD69I H J1-:#T40-*IW,[KN)GORQ%3VCFJ3!=Y"(3RB M@GC MQJ91!Y%$5V_&"Y5%D<0@'2CQ2'S'H\&PB)$[C#!- M#+[C"'PG692TED%
[0XW23R.+%!T1(1]3&%TBEN# M3"8.7 WEA4'FH\8?LX]_OZPVL!E6U;X/;2?KOD4OGHI$M)(A&"0-QYA2Q.'C%J0O+"6.QV:@_=I[7M^^G963O/ M-
67[=Y.0N[ZWDX]QXH']+KCN0[RQ?^WU!_I$S6HW2V?OX<1+SVQ]TFSL5^D: MNK5C=VP*>G.CSF>Q-3],)Q]S@W!L8(+=69-+%6_NT\-[73_51NVM37SN!M_% M?R[:9?
OP,_MK;/IXUB[WS4XF"SN^:#@^L^<#B2U[DA];5V,KC>4>H"5&JA 7 M5" M T:1A\B9%-C@'2^]CTKH@!TB-.%_GV-=X MUK4 0#,@H8Q)UY+1;O&;KS]_;5[+"4QD*,[=F-
&5U+G?S1D>S2._:>? U_[: M[/2D# T*6\G5@X'CB=/E/ML,5 @\W9M(NP^P,Y IF=/!PJ MGZ?Z=(WN=!/L7Z,[?J8"+ ">I#TB#/MD8L9:3CU4HAD:=PQ5>ZB.]G.GK_Y
MQ9_&L!C'G])WBSG@S5_:27NV./MK7#+13RF3XH>L)M]"?7JZ,WX&,E_%X&.) MP4>00]?-KE@"6R(2K('FMQ8F%P']00:X.)Y^_MT(2-J/%R&+U/YTVLW10/[P M$VSOJ($O@
#9ZJ(,'P+CV"PPQC $C-IF9I@N>GAI_[LW=[0Y'E4^W*BVW\&\ M'KPP&4[7;HQALGEB;^QB/ETY7/)\8(/S]//C:&S/IXLYO.)+#&^73> Q/L'? MKKX -
#*VLSZ^Z0&\.V"HU3X4S]HP]C=7AX]S>?K*/COT7;-GR>%T5?L7/NWU?YMU[A/ M4+;,2OO#XCRY69#E-:$LHC/$WM73(TZ8A*_-IGV;Q&L)XD93 M9+F-B G%F2-4F]U+
(*E)Y(EH1*EBB"O'D;.,YC*76&F30C)LRY&1Y4\6/UGR M_,6"F5Z,E[4?H_\I_;RRSM]-PLKX_'[R([SSP^(@@.5!NSK& RET%R=[:1KY>05*30U]MTV^#VL610-K,_?)[N3?
3P$1&/&DCY*G-'[V'H;-Z/B.M,WIOA>M-EF(?9 M'!8?T8W+HR2;5G%68UI?=TPK)B+19#A20>926$8CR[1!(0294K[:';N[^XL MV[8O[]];KCMO)Q_?G0$BPN?+VZ"52-N7)#-TA
_=8_DUQ+>NISZS(9_3:@YD M=;.UA]5>KEY5G4#^WW?QM62?*P_=OG.WCN)W$G0V\F#(_M$4S=N$5WNA,VM]ZOYVG$)<*EZ70^R4%9!=Y^_/
_FK@,4QY)PB,H[T0B2T&#]T)RZT-(6.AOFB]G MXS=C._GX_WX3)^AOOSS.;NW$2O:QL0448UO)T M,$;IMOQWTY2QLJ8]-?QKC_*1Y-SG/?X>9]N6F'Q9XUB[.
M1C!HB&>S(I2F73-;=/X4Z'PU\R'"H8T/K?ST_6P M#:QLD?+XW>J-_6(V&[?PVZ@$7<*V^=--_FU@BBO^CNVG'*$-?_PXG88^LV0? MNT^MC\-8UO]ST0[7IN7W,?QETN<9P40S?
(S'<5C;K(,MZ'*H[#N8TS^F78ZV M';@:EG6Q,QM;D'$F!S/E!<%VV.8\V@Z^/\[A/A]/K]G3;H@V;>$WF'K,T:0^ MECB9,L'X$8[CO'%M"488E;7EH*.^^1@GL2M_M$-
DT>:>E+,88&D^!;@!*!MG ML.J788^C83M"EF)-.U^'MP]'DD7UM3"Y.L]F$B-L,4 \[#*\9$#],9Q 5W9J M?0*PCT7;S7 *GZ\.9)C":82/1SO;.FS.J?TT0+>+L'5+^ES#Y!!-9!W(CZW(
M6\#"^*4\NJ7DS.S'B";3$%>\\LV6.#5J<3=YN MJ4"7]$G0^MJ!(U>N$_CU2@TA3L(5-_=N^B5S?0Y[6JN37VZI>S\$I1X6'O$P MG")XV[-
_29RMCW#CYT&]__UI=Z'6PYD.WB>;8"5O[/BS/>]S;-3O;RL"'VR[MV.:TRQ;?;^93_S]Y1K=6Z3>E8!DX9!6EP,F;!5!C5Y3#2]JGRZ'(>Q$4A7^
M(]\/'UU(3+MY)!L\LJ+ZLFV%Y#>XYA+U[Y?(GVE<_!7D_'J4LN^!,LXF0RSM MD&M7=;,-$5V@-RM.(#O!;IP$VV715O8LM=X.2LK'+L8-/2F+:C!, DPV+%4: MT-9 18I%#)]-
N_E'0*#A3R DVRX+_5F69"!*!YDVS:K4-,$[X/U+L0XORB\9 M9#(8-./I>8RWT>I.&M"]^P6884L=(-N!ZTF/MI22S^UXO%[A^:@Y!4(#&=^= MC8MZ6%:3OYI'ZF)
[YLK+\@CK;0'I/P,3^[RH@N-IW\,D^T5*17F"CT!'6'3Y M9W=^]1='&WI3?F"]F5D]S9K89)#ZPW;G6>>WP.2\;S-EYL?^L>A@"A;L&>P M;_E=@\
[5=F&9%C%,LHRQW/^5BC2.1;E*ZSCSD^;#4J>[T"^_0@9@+*9N>K8T MF,_.LOZ4_[(R.HGAXF:<8!/,YR+WEPT4Z#9.]:8;# M_EQA=0Q>A4(KR^H'0!!]/_5M&7K-N%]9/
S6SI>.@,9^SE8!['<>$HR&8C)E M)1OT#!@QYR,,#N&E:V'3WS)U1:HO6>.*A(2KD]1>G.1]-9GM_[FP':!OO'/Z M^G,_V#NI"\]26WBWR[U%2&Y^PBYC8F@^6= %%MF*G_S:?
%R3!T!_90)@=9IRVU@"!M?>HQ3I*7)EX-6$>ZHM&JG%"/' M6JJ0,(HQ*,2YU\@2DG]2WE)+E7(J17+6//O3A?OH?99A%Q>,I7#.M=>)@$:Z1G83G=5I?

8LA(Y*F7KR5+X]+/ROTW,[ONCZ M^@34^9!7[WDSWJV-D^JLN>2LF:9YL="&VZ.XXZ0ICH#B;FA7M[]G]GQE&#?= M0&879G3V943K3]
<#+OH83IKO=_T1_0*>NLZ]LK9$5R\8K&!0(:N4O8@92\$% M+1D*G"60LB V#3,@-@V7R1";C%$[#0I88#KAB)@/&G&L'-(JBEQS%I1%%1U6
MYK*476+)G[_,\HGN399>GUGSE+*TTM>:OHR4CN!@4>[)A+C!!AEG!% :I8)(M8RS=R?D27C$N/)!C260T0YT09%2(CLFQ$'HBQZEKE8-A4NE7)TS M.H!Y@$FA&4R1D49>
M,805$9QE:0[9Z$':9S%ZJ8Y+=K844H0?Z&7[88A*^1RS>%^)X7*?T!?'>1<_ MQP/;H^2$ M"K9;M*94BKF? !* JHAS'4!59!9IJP1U$ W)V&5H>F-
7Z4M#8L>GUMUEY]9;5"7789=;?5^.:;PJS&+MYMNVLLNC2ZM^&1Z1 M!?A\N)"/W=S"IZN'UZZ"/H#O)M^^+ M9QB[.Q]678LVG(
M!U&",98<6P*'2UQ'ETO.@N*7HNU+U42@\TFFG^F2^.;-9%I*<<;N@HH*L6X% M[I8C685_Q*V7Y:D#!7UJ0]S>"@NS3(L<'S[P2\J$,;/M.JYF_>1*<5Y.(#O+ M5Z-?[-N#
(B>6=+%%"J,C#IAX(;+D!Q#'P^W0:Y4=WY4P*WBXZ!?PWVU!4*@R M%]@>3+T2J3]<%)7U\AQ)LE#_Y%/OY11[3D!65W<)M"8COVI*,<'W87<:_MB]"
[#SO>7Z#@@:/[E55K"VEG:,SHF0N9MH!]_1I#8!FP[:<7G##D3 W?RJRZ MBKT?8JQ6:+<,"@.P&V*^;#^=P-?/F[R^;+("U'X8(M[@+ >LM05P!T"V%]^) MS0S>M:S$N?
7Z^&6YF>O4,CN&KX5AM1\G<+QA)7&NFV'.."@2-X02CYQSR\J& MK.+5\F0[@%HPXN,@(F-;9&L8&F@,T+A>ULY &>;F [+"S(=W3=;/K\1!>5$
M)%PJ]EE]!>*S2R&R<2P71QJF<<"WD@=1L&UU2'F1.YL^"(EA-2M V[S.S,)I M>/LNM0[)/85,-U-6O+?]L%8;R,=YF:.+EB,FBZ:RB(I\M,.D!Y$%R+(2ZPA'X.Q_X1U -@L#A:[\7X
M?)GM4MZ8?TNIC'^%)GA1[!V 8#CH/'A.!K*Y4TB>W&*<@P$O '* @DS9^5Q! MS9OE6L)^OCZI-@>ING\LU]0#K!5)!MNSF"Q5QGD!@!YD:E[OX$[*0LW%\^FV
M@K&9KSCOIN.3YI?3LB-;>[6BOV60<-\OABQ%^-JI!46A).8 4!1P*_2UXO-I MEX.$M['.+[<<3G=K^C!6]W&;R@;*@E>7"[-RVL.W!R*^(-!E*N1TLLP_*MN: M%[#QRB<80+,D4*:
<]K0EGJ_M7%3S@(XX#TA=DP?T_]PVUV=YPC7= MY^'I/I:7?I]T%]]-)IAPBG'G%N K)4<.0Q)80$0NQN:\+[M]$K+E5SVU!3MA=AX0P>@DV:SZ\
[U[5SN>;Q1J42I\$C8W,Z%&HD,G!'2^6 M M_%^SM(_CO>CHS$6GV7[MC'TB[E#DZ7FWSZ#Z1.4*.P]JCF%.,'WH&.0$XQN?J?.H\WC0/ B59N-_+[.A MR[.J,[GN8D)P;6/R-2EK'
K\5G:N@K#RSNUXYV\3F\L/E3OYT@;O?4X_JQQ4.:ART.TX MZ,<(3+-,P:\"J+)/99^JO%7>J;Q3E;?*096#CIR#JO+V@IHNPU8]Q877 [)7 M"A!4E.7+I/+]6K.T@=Q?
8(.YW#]"Q%P1C&7!0Z,'%5 MR-UUS=/VU2L-XQ'LRH%ZI3T1I3].;]PG6MR3M8^LL/5L8.NW]XQ'O!L,)NL5
MCXX@@G.))@[_&$89HHH39;#R,>']P.!0\^6[DLT2BVT%^N*^$'!$B7Y9^'<[MEOE=!<(7>*H5"&]1*YA*AR4&_*&E8IR3R"DJ4=+46"TQIWJG*LU]@&NSL?N>
MT,KHD3I8:]NJKE64JBAU+"@5#/52!XD(XQ1Q XCCN,DHY:S51JG$=A*[) V> MT\"0RAEAG!F.)@H(DD9&A*/F*AJ95;8JK!58>N96)F, I:)%!#A(BMKTB)K M)4'&:;X?
&GJZK,K'T?J7ZWNAR&B9,G$'0+H(R0%REAN^G:I MBXB/2D2.D>4.(XZ%1]D^1I%%P%C")",[740>P;*5_("&[2NA\M>DU;V2(WWV MP/4XMBV6+G@A$U*425 1
]BVB6KD;6#:6X"TW1O4^P'A(6U;F0.C7A@ /K)Q M6Y&P(N&1(N$UL1]*X"BC0Y('FJ]0-;*.:Y1\,((K*Y3S^T"N QBWDHV8NKZA M1Z7J"E1'LN0*5 \'*I&8DAEEL
D&;,W(D7&,H)"8=I90+_".K:FL5C:'AE = M".)*:60X5Z"; 8AXE[(^ EL377(2]170N45N%[U2F*(">149(MCGC2$5E/"$I)>V^Q,WC7Z78_(#RDK6EPM36_LLS-
>KQESO>Y5EA.O]1&+8-L MCHJ_4N"WPF:%S:?6]RR8H<0:C7@T$G'G%#)!4\1 ![28<,/5SJWK?6#N$(:I M&6%3#=/EXFI"ZT.8XZ\Q]];*R=3O=^6'N7^];[^\(Z>V>*'JG3/V7A+.:
M2:$(:))>J01VM?7(2!I1Y *SP)0-NSD4!!/-":%(4R(0EQ&^@T561HW7(44E M\4YGWT>)3CZ\77V;D@0OG5=>H>U= ?+5 J3@DEI")++.><0UBT@;Q9#TG KG
MN9"8[@<@]VAOESX7Z%^QFV9R@%G0MQ47*RY67*RXN"]<]#8):QQ!.*G(F162BXR@(S7@4*07OJR7]8GFE F0%R-<# MD%9;::)U2&#.$!?
4(IT<0X(DB;TSAB:W'X"LEO01LDB]TZX@6D'TH2#J&"/< M.(.D(@3,;DN0=A$C:7DB1G)/_4[-TON :#6[GYXW'BUI>1-$Q1V0^6XXM(G= MXJF@^R%)T-.Y'9=NX0PG^@
M'B&=^JND\OS OKH0*F!6P'S*R'IK.6?"<\1D"HB'Y) C1B')#3662()YV | M'[A"&3]P\.G1(F_-]JX07"'X42L 42H3XXAX0$N. T7:1X&L]1:KB&7P>]%9
M#^&-4'1$Q(&SD(X6*:N.6@&R N3A 5)9SZ2- 5'/,.(1S'LG:2X/Y'72B@DN M=]*8M*94^ "/.R$!((U'VM"$#$X\6">8(T]BU.M']]]6P*R 60'SA0+FXQCU M7B2I2#((-$BYWP_?L!\"&-
>CI21+U2Y*WUR2O^5OQ] MM"C60%7,L:N1. L6/0[(\R'WP\B 6O1I1S5XI3#Y%>OY5 MY':7N(/C@-X'I>?/IMT\AL;V;_;3,OXX8.5 TJ@N^>48>)6BZY(K1;^6XWV%
M2ZX4_:*/]Q4NN5+TBS[>U[3D%^*ENS4YOX"UON#UU>YR#_*B_'(Z[>9HGGO, MW9A=<07'/+MBJ8_@ZZ_[\%HNVBM#5(:H#/'U11];*>6GN=4\#AK?^XTE9U*+
M(!5R/*=MD"B1HS@AXKF2-D8;_%[2-C9O+-\ONB[NKR',2!TZ$/G97$B^7MRJ M@OSE@-S3[T-EB$H(=1]>D*OP&4C\JM;N4:TU'BO!%48V18&XDP(YG20*(20; MD]+![CT0;
[]JK1@I2JI:.RRNML%Y"(MD(JT.XJHU5#6ZJM&5(2I#U&J;M=KF MHS2YH)AC*1*2!G/$@S+(2,$1X<8+HK1B8:<[VD-]RS].)WZO>CB1?,1KX,+G=[$T[O4N+\.I%]P!?NJ\U2=
MIQH!E2$J0U2&J-6E:G6I/0:U<&J(90I))P/B*1#D@@^(>2>-=")QL].]JM:+ M?K;5I5XO0%:-H6H,E2$J0U2&J UBJ[Y=]>VGRHTTVE'M!;(\Y"!R&Y!+BB(5 M*?8T$,
(8KM5<7XR^O>E,AY\M+.,/JPW\<7$6N];#[Z']=*L%$0J_/Z[C^M)D MOO;RX=$\|IMV#B_UU[(&.U'BV^;]=%)H(!_M+W'23KOFQ^D M4$SEYL[.KA),0"-2??L5.7+=]+[K"S$?
OY7V*I?YO!/^#EV686P'^,6C)__0;TA0N1="S4D#@6SC&!J(X1\1Q88+6UR' > M*8V!.KX33E"IX7;4L$T&A0#(V]_!\D"7:F!J@ZB$%38NSC_'.-F2*'82F@_P M^Q_MY->,)?GM?
Y]VOS9_B>,QG-^';M'/5T^/FA]/WIV,&MLW_QYC"?ERU^' MI_RZ8R-(RJ7",E.3=B[#DT9.\X22Q\0XG@->U/$2Y->EV#.BUF:>8R#:R<WZY4=S%/OWYBS^UDX\Q_+
<=+^*MU9L_&'5R?9+O$RHPGP$R MELKK?-IX6*5M)\WI= P@U:] 8HDR&<*(>@L?+^;]' JT\>QD8<,@E#A%'+! M)D $S0! X)\$2H]W ,%!^LODP;#6WGF)+%5 4@K^L09;%
(U,A"3I8G)5HEW" M" H"K(E+=LC U[C9K)M^@=7,(]B)1P<<#&?1X@@R#O[APG)D"25(".$BM<91 M;"Y3AL6@#E.B4:)]".K)7($4\2PM5;1B".;#HD<&AZG,#Q==7BV,X>A(/V
MC#*D6-9S@Y%@]8">("(<>S)8@"2HJ+ /5!@5S?7HF)_:@%G2#H&\]Z C*>$;L+IO/L.0K M-,@IZ(U=\\\%&!&IA3]-X"TM#-+/IZ!79FW! ^TWO^T7_A1L5COIAV7VS8:W
M9"4S"Z3\LG"]|]I9.>8/&]|86=8GK]4K_;^WM?5C8T;L500)2Y#5JAAL'!F. M PI.:"6-4ZEZ'/?$C&?V/&]D_G,FA;9K)N4!.V^R3VD.[V@R8H.NGF![FK_8
M#MA/CH9O@V1JQX6$_'C:QQ4]N47?3F(/KX'1V[.S&-I!PX=E^5B,P/P8J/V+ MKIV?PV/S>-* R(/7 "+\UV(25Z\87;8LCXU6/0M6!%#P$[-93PP2!(>)B(%$
MH4ES%M-.Y&6EU;W2ZG0"I#4X25?"Q+>=7YQEEX./_4GSMQFHJ]T@-KP3BZF'#39;.I/;Z[(U>1T!8]SH!4C\Z@XA'L8||Y(L)PD.H@VG52'%'%13 F
M4*QW8F;N@I17>%,N65%_BI/IV9(GLRVUIAV T^G[LH&_Y/W;-; N* ??1#DC M_)62,$] -CO.EM_"JT"&=Q%>T\-#_7"UM(,Y\$5?1/J1>^D,I89B@!\B?0*Z
MT@2!Q2:1YE(;R:V,\D%T=0<,^CEOV38&_0U^C*'(Z/ZG]*[$"MD_3<=CV_6_ M9(Z^&J#H335 3_3U*1-/064KX7@;?/K=(.? C'1Q//U<#;WC5)Y9D!B4 8.8 MSVE+7F>E
(,B$0B6@6C+XP&"C?:A/-^D0#PGO?KSZ?1*O;HM.O-D4$U!39Z? M@EJ[=+2"Y2;!Y7[/X*-Z7T=+!DCDRQ 2V8,B#S8MNNPQA&!5U MWL4&?FWGX\$79)N-<6']9^WB;/7-O-
U%&F5AY;MH^[CZTR4@.6G>A=#F2=OQ M^'RT>BI^BL-5PWH1]YWYD9ND0H,,Q" !G8H^)P,&Y$C,E]|."6J4%;O!R96K M#F&M=O&?B[:+6\9A-BT7'9 ;T"_0YV LSJ;=?.D9O^#
XH2Y@KVRZK8:85#2 M8G:;YI&/C10C)T$*#@3(-.C\WH!NYH5$)M%HDL(AN9T>0@\,O?CK>G.*-O:G M1?PP_>YB#]^7+;PM0=ZDAI&CTO6_72'2%>TE.)19[BXU'DYXDM1CYQ
M"X"E [+44A2,8^H MDI(&SRG@N7+:(:P#Z62#VE6SQ.-,*(!8R^,T8+-'8'_[$;C^Y5RL,?QJ2 M\8:KY4OY>"4YN5C[Q0_1#XDY??2+_*D?SM-^[&+,"+65HK,\['>K/ZX3-XK+
MY!>@)A"\]]@[,7SDIV171*A_=2&17909%^#;<9QF>4!&MC'\H;EZ.\^;@RY M]I$NPV6&;_5-ZJ9GPV4]S+[\=V:[3'>#/Q4^_.U\^C&6[UPWJ\UYC#:#:GX8 M7G(QA^$"8=9-
80EQB,VQ)5[G@>)Z+866.;6K<) @M8N&@BQ)"G'E#7+9J8$) MV(+$*27]3B@F"!PK>;Z6)R3 =Y)&.@:-I+ 2,P)&A+XA%#.G76_)$ 3$\"8L
MNEP+$\CC22@XM9\B.H^V6[/PY23D)].PC^Y>2+!D8Q 4.5E(P-'N,D"3IG1S]=A)_2@,(+ '_?-GP M[8_3KIM^!L'XWL)*X/-;AF[*&Y07?4Q>AW58Y]--H70P&T_AM9NXG#GX2$Q.
M."S0F,!VAX.> =2CR33$U?>^&?Z\G.B_BCS^\@:QMVD1O:?C:VYV_R7]_.;,@ZV$;]XG:8W:KD+_R:+\O:=+YZ7?DB M GA_.YOVQ6/^IHMC.P>4>>NF7_(.P(AOUM4V.:T
M^[_LO6EO6TF2-OI7",_4O56 @IW[8O?;@&MKU,5,EU'EZA?SJ9&KQ6Z*U/"0 MMMM6__D:>0U*DCG91(B5E8=I#D6?))>*)-2,*R/S'?!K^449TFSHZ[3N_=,3B
MI^/8/1A!9SIK4R;>MCE68X2[->&-)N5/\.-I^-O.? MW.:6;/#(BNK;96M)?H-K+E#_;HG||0L;[6!!+ZEKTB?G9V^87=W>TNU3+*VT M@;5!T&KWAZ(C%Y8@K]-
RI]\2<#91R,F$X(2R4?&+FE)@QJMRGC;3+*#4 M0P+\PH$4V3&9")&FE\6W!TU)'*2F-$N?I^//Q6&R-"SS])Y!2_JK&[;,N9YOHG<[T% W\Y8_+Q^/5K>\B=LE6 M)<,?_V]20L?
K:]I$8Y2_)35PAK9FEU^5D,X>R;8G*B3%/ @515=.Q":>(7CE M>8Y9BG[U!AT3H:F4(-$!X4H15$",BN 2L5';H)RRU]OV/Z;UP:!?\]_=;%06 MJGB;OW?-J-D+(13T=6>#UI+Y_=>??
QLO9GP=W Q(4ECIL1;L*(] M)9X(&,4TQ$#Q;)'Q-"OS=(B2H31^2\/QFD,?3Z>R[9;1ZT,'YNA+.H5$%!P4A19]"CCJY7IVDS+QG4F7@EDJD)"Z0*I@$XA63W%@C^ TG(QZ?
M*MBA4471J0]M\R7-)$I%(9CD2PJ3!A.1VV-PQ@H44R3UCL4XZ[,GQH'5FH$0 M7H+SI?J>8U9()7F(-^2U//[F\R$[K*R6#@2.< I%<+;IFOYL&=>9M+V[2O1X M768MS0?
_E3ZGF?N4!NUYH<&W_43/B^&<[X9[-"$_7C*@55IAT\LK=-WC-DU^D--&OF"K*BX79'GI=BKBX"HC9']+:.MMVF[M-F5[QMJGE>2**VGEML71H?
$K95P%%2TP%P((2P*:=LY!8"'(C)::3^DBOPH= M B$6-3[). CG Z!B5W@\)J\5HTS2)^?7&_/8#XI95RRZ+ABVG<7>46,S/:>W M#?_J@) 25!K'3S-
/GGJQ\5L5>VB9&T,BF*VG7PK]IU\VP7\2N+W$JU2SB7* M_#E=] I.KN+]4A+RT%A7)1EE.5 H8JG+X8J'A>D 07%&T9:.3N6+K"L)X4Q&
M%+#2:1!,X"_O,U6[OD5='TWA;/KVI>8,9'M*IW\[XOBL! M72-;UT<*V@LOM5V."K4=0*#B4.AVGN@)I*,XHC-QN5ND3O3Z:(=5TJ M[U(U+N]]ME.3RTG2DG-
_6NR.KH#0SZ.OB(P_'./JE>ON;&>4X:$Z/BY%NN;' M)0ZX5IR:4V3"M@)?F_739O518N53HFY5*8/%ULW+KS9S5M;XS&'-AS\.AF\/YV-Q@,F.V7LFISP M5OW<\.O%:9E2-
T4W#HNQ6QE.6V;A3]__\O'']]?>FQ.<;E?(M"H76$V3KMY(&GU#WY=*'OEEB?\MU]0B/3\V;WX M_GB55PZ#%Q">3H]!Z>P:'# ;G:VL8G(1P8">:DI(%$J/RP'%D<%8?
VBA=ARP^?O$#+&X^6C7-.D@I'?XM?M M72M\Z S#Z6Q9-W0)I=]^QM>=I(*4I8CH.5>V/^%OJ(ZB=8ES&Y<3^V5@TUEG
M6YZM'[TYS795RJUX;PL12X#8K$G:5U5/YIBU"T4!7*:=@;[-7KY<_Y M%J]+.+ES8?3%S7 <;8)(^;,M>M%" <*.6XRO.)%U)^9YIHF/&TFC&\^_"0BN MR%L)3 8=F
$9::D.S2U8I1E$;D.2/CNT%R^JW=1Q)T46H 0O!="X!UM.IR!E M9:]%=BZEK<(&OX?C%!?C]&M>Z=N_3C9.!1:5O$V8_8CO^'[<%BY+* A/RX;. M%NG-06SP$YUS1IXZ:9FB=-
%:F9WIZRF"T-KR[.=0K4Y3=>/JE M0=@I=TT7#5[4?/?VCB<9GY1);I1FMV6258_#ML7ANF?B1NM7MYA/5]T=RWA*
MYC0.OUP.8WU[9A^V9U0RAESTZ;]+9!;"TN@=4ZM$4WNV>_ M.6^Z.%_GU"\>-:-.0+U=/6/CPJT.E>UK%1]R\4U)N;_Z&CI4-UYRP^]F*,T# M'_%Z1['94W-SKY?
Y^@9)VKOPKT^S*2JAL$21KG7HY2A2SN5U!R_>=LJQ7O;_MM*R\UC.EAW;.L,+-NWK_MY,,A>_.QD^EA37F;3*Z:ZW_N>&\O!8/'G'KKF=TABUR>Q)2#()(P"]RP4 H0
M:/!,\+;7IE2*"9U[R7IWB::LDIA6#/I3QY\E@/+3UV7*V?N3DO/\[S:4=F7Q M ;Y5?."F+"9*CJ1D5R8R/5?2WRUC5S0[@"E7--ME^TK'F&3"@N6E- IA&:RD M
HATABHC92*]F@:Q'!1("14HJ1,(;2+81 B0+$3VB047>J<_GQC-[)'0O()9 M!;-#W](*9KM4S:AA3KD,60H-@E,*WAD'^#^658HZ^5Z+)I%#")DX$!)14!B1 MP5@G@0F?
LN2).]HKT/+$8*:/&*]@]A"K?Q7HJE;_-5:_VZ#<+@G/S]O>YVW" M;9@V&Q4.JXBY)Z/=[-A\-JQXSTV_DVOW)4FGF#0-/FG@;6^-Y"(890RPD")* M'%IJ+SPX#7-3_/R:?QY-
D'E+I<+"O1?2,7>E:LNKC_D]-LNL?=LOG6DJ4E:D M?#U(26V0GDL&2I8NR4E:\$HF0%U=">*-(++?1.$.3HE](26K2%F1LB)E1J) BC!2(EET!B])39& TU#_%X[
LIB:U(63,AGL8G\G$Z=^,J MA7;+4FS("D_%Z:(.MAX.4C M53W9;74@E[6TP7#@/B#+Q"3!"NV095BT45B?5"]IZC[VVH^C)HRGS6)6JD=/ M3PJ;M1[%W[H,E-
:;^/NQFY6^5BE^Z/I_-;:\=U LJ!7\& ME P'O\]Q(0:_3 K EY*U'\9M5[0X^.GD=#P]2VEYQ8?%+!R7VEWE@M=:@.Z2 MHH+[+E^]JE1W[ZO#5#2S!A>LE-
L)&B/H/ATTBB@2@BI,B>&](J$*4.3R-0 M8YJ7KN4"O.,,F%9$&YMCMGR[2-B:OS<1X'VI O>IK1SW_5D/ MY_<;.(D.73 M[-=<"+K9$LSEFTUY_,O??MX2R-"D4(1R<6LW:?
+F+_,OTP,JUSN8+N;-''FX M% %M6NX=K?G[M,SV;4LZC% U^.E_%Z7NX04 V&.ONV67SG9P92Q;S6.[81.]
M,=YV+Y>C7M^+5VS>VY447#]R64FVZQ_TJ2T76(I"YN5B34^7A1>[/]TI3B^, MNAS&5D/%GU9%<$LQU^ZJ,@S\ 1_=4DK);VP*W5WXKI 9?E4F\]OO?RR+'99J
MC&CS\N/GH^]:S2!E-G6:RQ=*DU-74; MW*?5=64HHVG\;H"[-^ZJMFZ\NS?.:P=2*DF.FK8KP8=V)K].<$!I*3::7BE- M''="_!XMJP/CFJ:N1OI])[=6?SCXVW2RG-
;Y,TLI8)_6PYJL+RD=-+K2N-M/ M>:V2ZO?-5;AV&X\=+KTK!3C3+(R:EKA"VTJJ5$U-#G?XT.2*IDI::S1(9DI+ M(&7 FXA67(B&"TY2I+UP@(F$<847I6!0O8S&@],^X2?
+D]798F=?]*\|'G M,M_5#RTECL_.)=2R1&5+J6V'W@X9M[BYH]7':<3KD3PH,Q$2\263%O]QPA%0 M*4D3-"$\]DV6P 0/A(#SI?> T 0,*BE B+)<,NJIN*01;TZSV95$]7]'\^-?
M)FUA8$2T_W9?1R>+DQ^FZ[/SI?L(]2LC<3$K_57V C64'%RK7FB;S6R6'"AU MT+MRIY_2),W<>%P$29B>I!7PM14_2T7U0T,[XFQ,I!"819NX[>1B/T?DT9P![9
MKUG@_#O[9XO;EM/X?EJ\73CT'TWI MX.+NF;<-+%?=@#8OP>6(HXU>()=,^MAUWKLX:L(LM6Q?FA$UY9N,%E;I&++R M;#7+-A+--5V!UB[##4)IG50G7?>395._=X/CZ9?
2L6G;^1[POLET,)XBU\^6 MM)PZQVKG%UQZ7MK-;3VP6XXIY-34GO5/79>.,'8-,ODI @),IC&MZ./-5A./ M?[U-P+2R;O3:=/NQ]O5YKWSTZ^%TDO[@W6D^.LMP\$/\:@]
MK&CB0PU=NQ5>[J+%ZYCQ>@LW/G<1YS\?K_/GVSWMDN)=QIF\=>,O[JPIC0'^ MW#[I*8+,;H LCR+F/^;3\(\RHEL'GC>CD.V#4>),VV9DD[>=2P>9>4UXHTGY
M$WR)M>ZD_U-KHW>MQ.66;ELDM/V'<+'-N1#: MEHW-LM/M1A? 3I*6&ZE^UUQHESC'_]>F;A3F+WW4-AI^[4]7*Q.;);2]FZ+. MC*=-
[9GTC'LF23H4_,8^03>W5;KI=S8TY,;WW#P.M8-QL ,9A^'D_+\;;ZA= ME&H-^=I%:2?VT&V[*#6UC5)MHW2X*_RJ(*JVN:AME"J_5'ZI;90JOU1^J6V4
M#I!?:O&@!YU:+0[GXNB:_#O,I7'"4]84,!(U""(2&"D MYI"C,-$0G3QS%X-&Q#AG/+@A*! 1$["L9"8U!>#1LLH4(J7!XF6 MY[AW5>KBB.NKLW2>*]W7&A85RBJ477-
T*2,*22N!QF1!:.;!^T1!&>F#,DXZ MXB]"&>-"2QX<1!-9@3\&+FD"TA))E*%<$+EG*!/\D8OV5"BK4%:A[*"@S"6K MC50:,LL!1!(:# (:2$-
,4LH30GN'48ARRC#N(!!26L,E#2Z'##Y(:EC,UL1> MM;$GAC)I1(6R!YCQM2_2W%;^D(1+$8B>?8&N"[6NY !'%4&,C$\!TJHU;TS MAJ6O@($2TXD)0,'%F0Y
M@,\5>&YD"8N0H&524?;\C\;CK]$ET*D4P%7$@E$1[?X"8$(;F8JAO^=0"JT(M]@"CO<;>5W73TGAZ5 SB8 ,G M0$E6RHND#>\512.<4R]IJ?
<:=*F4;LFIDJ9DW*0I)RSUZEA24U\%X1K&[I M*T P[VF.FANPW'#4=Q,%@ZHOT&B2\3J+$'L-TAUQP<1@05%;K/S2"A.1$%BD M'+5D(B/IG3=_\B!5M=@K@M4M?
04(1@7E;>E&'1D#$84'3XT %QU7EJFL3*^I ME\;K;101HB1HY3NT]WWF&5S(,44K?(QQKPC&CACE%<$>8+'7,/MR@$_%;RR33(F+H$/H M%6J*R=K,,B3M/ B9)7AE
DHN%8P.RN//>Q4[XDB+)VW"^\R[P%>DK$A9D?(F M!9U*GXCC$&@L18.3 ,ME!B*ME#IXE_KM)&E07'!JP1J%"KH7":PR#+CCDLCH M5$S[/9TDCQ1_T@Z3%2DK4E:D?-
E(*4CP7-@(AB92$D EF$@T<%00LZ-"\]** M8ALI)>=*,DM+#?;VGN+^B!:")E1PIRGW^W5ER"-1D?(0$Q0VZ[&V3[V/_V.Y M)&T=R_8AFT\EUQ1X/13WR,?IW(VKU*J]XVOO^)UD
!OBH[0$9/:H['-*P!@2 M@"F=HS14FMW4KWY2$6:/Q&,?>GMA[>0K<%;@K,!YMYZM.1M..6A"0C$4 1! MXR"E1+V3A"?:[V(HG \IH<8G=0*A302;"
&2A<@^L>#"GD\+DR,B'SF.69&S M(F=%SE>,G-$K!,?DH!P8*U$U!H8)!8$$X_!'24DO$B=R""&7TQI2V!*]RV L MWLV$3UGRQ!W=;R0.D5-=T[*Z(N?UCA/\7-IG_*7?-
_)B!Z0+4[IN%F^NZ(S- MG9;)6""J)!-%SL"6KL(A"J*\H%[&7IV/NY@\US12_*'K%O/S=/93VTVM:S#< MMH&J#7E:[\[.&O*4SM>7->+9;F-WF_XV=UKVY]DFZZ6TO)%#9>Q#&
[C<]#L= MW&A&/KC1S/,=1^T@42M\UR8W]Y6PM57RJ_W)Y?:I.;@\QC>YG']GZ?3\._!M/3MI%W#18^P].NM9CZ#H-\ MP7(?K%9 3;
@HF%@,K/@HTR,:IZY[E7:,5QJYG0L+2%""0Q:<#834"PPD;(D MPKJ]!OFTJ%79*I =_)96(-LAD"DK"_C0#)A $MA >%)!1IESKU^!(06C!P2H M(:<4C/*&QK#?]C;ZB)#:T;$B6-
W25X!@6;%$5 X0&"GEOF,"I[F#I 3"D3=) MD%ZQ7,(E3XE18,P'$)FCA4]+=UJ?A94D1F7#7A%,'2$!5 1[@,E>H^[+Q?V0 M9BVI34*J-ONK9* J+S;E!
<_!6R4<1.4L"&8%^*!MB3PI8IS-@O3*N6B;HBYG M:Y,WL33%B> 2S:!+;8*4C*:*[U5>\-HH6ONJ6O M +ZD2=F**("2Q!"^9 *3/ ,OK$[&1$.%NPA?.:>LA;*@26DRP#@!PQ$!76:>
M>QFU9?OM1BMK+]H'&>LUOKY47*BI05*6_.:9).)0KE. ME(=,8B^;GP23C#0&I"AIL\1:<(9I8#(:9RD+5N\W(\ ^;;'KBI,5)RM.OFR<
M5#HP8X@"JREJE#9D<(0'1+_(;*3<<)]Z..EH++>!I*:])R%.>@I,N."DXM)0 ML6>-DC]VYM2+0LK:V:9VMGGN4JN6&7^M9<9Y5EP('U%P.04"1198Q2E8K@(Q MU*;
<#R76SC8OKLIX!U3F?2G=0CW32=ALG.V5 M;JF=;2IR5N2LR/FZD3,&9X1C'%A4J#X*8< IJR%$3VU.(@C7ZYQ>.]N\/.2\ M0V>;6TQH7YU<-
JML7AC==:/I+BVO>CN:XRC"#243?^V73+R\W<]-R_#F\G8_ M@1JC2Y-NQ;0&$55 U<1RH#JH3'/21/0.@=['#OP]'*>X&*=?\SE7?G!G)SC7
MMLU/.]OE9/_NQHN65=\WS>*D^^[:+D#M^$:318KOY[>=U#_H)L.\EN9!;C0; M?,;E38-I'B07CIC!I=TCIA6ZGNX>=L<*.(?Y;I/,S>9#Q9-VW0(O_]^ M[,*_ECV&
<%^G8WS_\C&G2%GELH*9B[$;?!G-C]M[SML6N?--O;RCT#[5HCLP MU&MK'R384.N;.^:0!S?=D4-K]8,[]|SF<=3V'+5\>NT@M O-[OH.0C_5#D*U
M@]"AKO"K@JC:X:%V$*K\4OFE=A"J_%+YI780.D!^J;6,'E9^>-2T/D=*W^59 M2H-1V:[4S ?%YU6#M*_FE'$]4K]UI)X&+[V6P*@O)W:L!^L-A^AX8IY9$CSO
M503)@1I:3NRD$H>U08,1(0'UU#FMB"6B5P'O\E#]^]G,33ZE$L3Y_NSRN,[/ M;C0K\9RT$RQ,G9 M7EY)SI9$G1Q0A$L05!EP!0C;+FJ"R912KW%'Q<"*@<\.
R^Q8"MB1"H3E:5C M0VG!(*CSX+(5H+ETJ#81:5Q/:U*22<<= 9=(>WXO@O$T0M:!<*N=R[F?]/+8 MB/'?H\GH9'%R6^ 0-W4+&EY3S&A'._+- 8[?N05B=I*)&(5@41D)%< A>C
M!DV(R\Z92'6O0<=A;K+[NLM-YD/V^)O\(C67O3N#:JVLY>+^./H\BFD2!V>C M-(Y5ZC]#C:Y:/G?;\Z5>_[PWO:KQE:$K0U>&K@S]#/:V,G1EZ+LR= UR/ZP& M\-?
3U';8108XJ:#Y#/FG@N8K!,U:0:#R<>7CRL>OC8^?#1HPP9XFE(&UI49(I[X)&QB5IK/<^QUYUGS8B MY&\.&OG;!(U66N-'5!KI5O0'FA3>QL7L++G9[KA=#SE9T\7%N@T[C2-
U-+@= M,+Q\XZ1C4@4A@;/ 0%!OP5D70"H9:#8IN-QK!I %:=50WH.(++[?$69 MI>42-0O/- A-4%\@08"1-!@:O?*NUV5A[SG;*P;^^YI_[Y*Q^,O??JXYBS4V M4G&PXN

Y#J)-170B'GPL"7H\(0XF1,22KQ<%(=R1P\O;?A@.ULSMBH*OP;GR M:)B1C9-!&P:&&334F::E+Q^'E)G)CC(:Q.%E;E^.&7?,W;ZYC?;PY>1NJT D MCZU
X*@B9Q/+)P7*4Q%8)A;_[[EL\]VRMV]N-SR\ND[WKK;Y1>HOC^0,6E>P M/0AY<_YNM:ORE3>5YKU3Z=2=K$ +&LN2KV[3L+YMV=<[\LF%Z=QG54OQU0(Q
M;G(VB*,XF$SGR[*JY9NNXW-70K49S*>#T;P9I&4_Z&8PFK0E5,_:FG-IJ^;< MH)1YPF?$\H$/-YV[FPMT7X38PK/@DS8^GL6EY9*/T,')A M$Q9-4VY-X^F7X>"GMAIR+C?4/N-
3FJ29&X_/ M!K/TOXO1#*?6X+J-,LH]'.<_%_%3T1(*%Z^'-QQL\O^JSG+3%4;>FG%A_.UY MWJ;L\O++5?'EDVE,X_).'/W&XT?M"R<#=S)%*?UOG/D4Y77[Z'8J#6[KH$FS MSZ.0!J>
(]679N@49N*+T--?-(VVFKEW_&2%JXE[@-]W&=T-. M_?!#68Z(D_R,W^;9]&23?%I;7+]K!KB"\^FL:#3+Z6S6R[4P)V>SJ9? MV_5 TL#E+,.>7KXRY]-8KNAL6=L&][!?
VZ8,M(TF#]:='/AC^#O>-DNN6OLU 9/]%YT^6JIFN(EC*(_2US!>Q-35KP]C?.__>7.*5 3)-<5#+S9*F__[Q;QOKX% M_BZ/TU>(R&ZMQELJ5B].)N^0B4_'[NQM^?7=J8L1R6BCJ-
2H YM5C [__"<2 MS"B?K5[7W@@XZ'>G4R3_\N19*CO\.;WSTZ\%T$HQ[G6UJJ^WU%P? L /*]WU M, BFE&QI?JVFM_QWT"J7$V1D!?$]YH4OX$
M7YH2[$0&MC7BD:%^Z+XZ5P;Q\DYZ"$E2!R#EUW#!F#\T$3&U6O0=BN.FIL>C$V.VJ\+_H+ MRH9KNVB\+FWS/2IV)SBRL\)M2RW%+9=IT#+ZI3)P-"GX7)1!Y/]69.*@F@+9
M2T5R\&UKKDT7#8I)-->^AG0Z+UK"H"G;U.DWK:)S,ET@@W]7FV \IR88=F@> MW-#AAM_M4*D'MYW@#QX$863COX=.ZH4L"KW;YC]1E?L^DQ]*D=X77X7X:2:X
MPSK$^UB.7=8=7CG)_.Q/?_D5S4RT?8O^^[BEB%\"#54F>3U,\G_;:U)LN>1] MYVUK/__T-5][I,\@IKMGW.\B^9PRA(6N@0AL0WFDP M/@0@R0A)J>9)IHMA"I^((H92\(Z4 [-
"@]52 K/,2J99\O;R [/W2;%<&OH; M-O[?%B<^S;8R*5N?>K.90$EN2J \$H:\N"S[6KG@Q8'<[0Y._&=%NUM5?$^: M$ATUY%@"K-(F,)IGL AVGF3#\-<#0[N5*;JT0E>>F]9ILX6!?
^#'%'^?EU2L M7_/[-A;M?BS1K%G3OFR=:DZN.8MT29UP47&RXF3=TL.!Q\L33D(TF:@<@*MR M6$8+ E8X#PA=B>M@:2!Q9^X*:*&HHSXW A]5$
M>=6<4<&N*H7/3"DT.@8NK8&H RIX-"$()FDA!NE-9J@?IMX!]#TKA6O/:>LT MW58#?_]QK>CQ344/;CI3R(]D-8D?Y&:]1YVGS11+B0^]C]MU,W^N/&/SF>2Q M3^'M@"V7]-
V=3DBUC\OK8;,JB#8%$6&>)F=0_9::@$C:@4%! C:0% P3@7NW MUXI02T;]:^'3YI?)A_;,TU]GTZ:YFS?V-10\J5IWQ;B*<3V,$](ZRQ*#Q"AB M'%$&#+<6
H_>22FM7'587/NL$E+-:BZ;*HJ]BP YP$T_^V35#QTR1O%;8+,DD'SB">P/#)@ MS''!H@V1[Z8H>*D*\$O3+%+\<3$;33YU9DYKH32;)0-6EDY\8+Z=?7F1A=L%
MX6Z5SEZQ\5GN;0VPW@K49.(^\D3 ,Q=!R)@1H)P#F1.73A#*:"_'>"\^GQ78 M/8K;YS[)=VRH7AYN5HNW6KS5XJTNH,H0E2'V[P*J.3L/<@&A^I)3T7W^E+Z> MCF;5%?
1PE>R^Q\!?CM)V\PH]YA&4$:GT2='@B";@:#"1B!R\ M[370V$=&T<\=BBQFYZ;7_U-E#VRX73_6@,'X+BH3JGG:#A7I]0.H9%)FP65 M K+G 42.$CQ3$:A,,5'GF>>]HZ!
[<4I=@HW[=DN)(;75+?7*;-:X2\'7?>_M#I4A*B&\S'6H%;L>HV*7J/BS6PN6#5DQ8>-T42KSOTY/T^5K^N6>,7'?OJ!:'ZSB9-W2@X+'R^N#T5+@T#L.D11LB]*42J\&*-7& M"(5
Q787"WQQ]<'8T,I:'ZR"W?/8TJH4[E I3#%0+P2%Y&,&H9)$!:\D41@A M222"6=^+%.Y9*=Q%?;!:C6#OB88OTZ/[|]24-JG3V49+]&G;_;TZ>:N3MSIY M=YKEXJSP2A*TUQ4#87@
3TH^H'0D48D2S/9J6^Y#=G68\'X2?UI"PL=I^:KZ M?I\IR[U"I-V[$*YJ_L.@4@D5:::@C/8@/''@9+00G,W2)&<5Z55?/$RHK"[A M"I\5/@]L2P_1)1PC]Y>=U<0]$Q5RW:AWUYYD
MJ(KA WS(-2MXN;A+F\85KTIU&E>G<74:[U",91,40\.@9,%Y%$DJ@@L M@##/F6Q<_EQ7_RY_CZ/,@C%V#*XGS M/8'QJ)E#&K<[UY+=:7%=K-
[;#;,M#"J&DIEOWL513J=3Z;SU+'YWS[^PTNK$X\2U1N;0'#C ,T^#LRSD(7R M6E']9O#U9/QVC"SY?]ZD"?SQ^].LW#9U?CQ. [>*W0Q&*V8??"[.2MF.26R_#N-
I@_K9\MMI'KP/83%S9^7A)].R2-/P MK_+]/>MB/GSI_O.R-]_^L;L_=L(E"X):T-(S$$I9L,XI"-Y%)%W!E>87A8O! MFU(V#'C$*X6/&JS*!FB@/%H>DR67MZ5_,J<
'9JK7:Q/ON<#M[=7(U\<&L5% M&E50+"/A! ;!J5Z?#F,80T6&X#T2*4Y;O-SB(RS)(CHO MN:=\OQ3'A^9J-]334QRN=ANM9*:+5K8(N1F_Y'L;VQ$*B*8D!(P^I_'9T: 5 M)B?
3Q62^*3F^'+OYX,MT,8Z#8_>Y@#\B_RR%A'>AB#AKX7[:*IZ#X^DXIEF# M%\8!BN^+7Z_[QY5[1K/ESTV[) U>TSZJB^.CY\"_O:Z7IBFQ7FV9 IU/4.)\Y_823W5'UF
M:?"E_',]KM[XAMW;B641)AG6 2Y5M\B2LXF5XB[G8M_^[-IFN0_U16"O$\MOT'6Z@OCEF4"HA1 MVR*Q$Y)%-@X?;A\|!&"Z0;>29I =2JS.KD()=,.L+ID4V^-4OJ#8O$'[?'J4
M+/:.XXH ,Q%1,C,+OM@_A$;NLHE>F!Z/*\FDXXZ 2X06E(RHLM((60?"K78. M;=05CSLT-Q\<7_UKM[_X^9?GQ&IMAQH\@8EE0RO+JB]!Q[%J\@ MN.C%V."V5#^'K'J1/G9?
8_%K*X90+T7=F='R2[;^C0D^F]J)^W M#UER5'#-\;GAEF?3DY4%N'ID_(Q$='-_ZI?&F2T''-S>R^R))TX"CRR6XX.X M]UD@*8BH/7.*AF%J$=1/$#2&YZ<6,H^9_%SC^?%:$7
DV3IM1]_.H2,&0 MFJ4#,^$#CK>6"_%QHV6!)1=C^^82\G.C6.+VQ+[#401W.D)IW0GN]3S+[2BZIY\F MN'9QX#XYU(+F.&I\>2I#3,UP\%O"N96?ES.9;Z[4+(W=\MW+Z-
X%?:)I15I) M(^A6T)7AY^L] 9V2L?('L.%KI?TVS@T,+J_,(#USF&!Z=IMK^YHZE[5>;%'9[^YO+D8F)- M=BI8L*1EOOP/%KT(P8J3-W.?:L__L8"(_&?ITOX.?I;/E5N6Z7><4[V,#6
M>WAM!O(>F+H5X5OR>2,#:^,%-XG?*^C*>\=,1AI)J1@?@A.P1D=((423,O&, M]=)C*%H>4F0!2G"D*\8]6(K&1TP^>RVR+^;'
MTUDAES]0[9AM0/:'L9LTWY]MA7Y^*QZICSBN[\=XW9M!0A_+7K+;)'>O"X] MINB<>3H>3[^T7J!6SVT6)SA6?&Q1DCL^:VU@/UW,!]/S(@6M%I@V3H*O->_Y M'A6@;=?
5MZ.2%C==-#A6%!%%3SZ=+]7;C>$OT^6^>WNI/GL8.0DW$]AMDQ)6 M";++[>XGOKK%?+HZ*UO&@YM=AE\NA[$[0QKH7U5[X/&I&?
C0>S<_>KIYQ55&%+FE5#*GYYMV;/UUS M#7W@[V;XT"<\? 2"/?050ZH>^ @]5-1N_E=7I5T5R[=61=[I@3<4(3'7UK&^ M#"SN4ICDQI,B*XBZ! ;-CE#P_##*C3CX\&-
!=SG:L*L)/FG?4TK>7#_7[>H' M9%B*'S33\2A>5E%C;]M_6S6A,^)P;N-XY?(MS?;!1FFE^Y/*-=^_*,J^US!/AL'V"K[[*[*V#X$_,U$_/0X4TK&H4@P@ M""4@I!=@B0P07
HDL6155K<[AW6K/)E^ELQ_3;^D6?=I=#*:/TV)&KNS[,CK MV:FMG4;?77ZR8_=EW2/+5#H/7!G*WP$Z,^4!&YC;T^UGO?_S]*<;2G MW7\V).;!Y>QJL/:HJ-
%92K_F#3/IL@3Z58N(V]2\[,&$ MEK(6O:P86+?T8##P\D1QD06UD:*RFR1#%49[L$&CQ:&$Y#EE'U*OJMV]U9Y> MD=Y[E@?N&Y9\9P]0<5S/;3G3;9]Q?,*@
>]I;7B^2Z;I'MM4^0:M"@J(4.5 MT%/\1UIELE*>)V]VI@T^&9ANW?)]PB4NR/J]P\>%BS72"\WFK-ID!=.ZI:\ M0SU-VCOA@?HD0
3)P0<;@5F3K91.)]L[D'XP%O5&)NYU%O7MFRYRR&R(Y!4:G$G<. G'?.2"1,$)LE/D M]W\O$>AK]K^JC2]>F%5M<1,U0I(L1)X_[]#U/ :K(P*O'-1TA0=I;U*/RPI
MEWG6@/^SB!I$@,^9@%)4X'^$:$^??02:'@E>C>>*@G5+#P<%+X]!9RIEUHFA MXH.8)$@I@4^3 \U0??$FZ,1WI_B\BA@T'2I98] 5)_'EE;OX2[[!.4AJ2%?H>Q9;6O7(73:&"#FI
MP B"7A0@4B!@)=KH6:BL&#/<2W)P>N1!1J&KWKB:7#T'??A1:$^-S#8EH$P' M$-DE<#1%2,0S'@/^2/O]*(/7EG
%,C@.PN,]UE$&*AI5*96F/[LH]!,ZZK]50RL6WHP&'AY#%H35%.B0X/5H^XK4-,!YT,&2@2Q27I.72]L MU(&WQ5,6A;MTY: 7&Q@C:""L4-9SSW?D47W0$ MNFJ-
J\G5<]"''X$NK>855QZB"B6+Q @P;3GN*$02VB6K>A5@.%?.&>. ,!++ M<9!RA,1+B#:%2)+1,?F7%H$60_HBST&3&+P(2H,/.H%@S(.AQD-*)$B26)#\
M\/9_#Q'H:_>_JHTO7IA5;7%+6S16LR1+Y=J@040MP6K\5.(WAOKHO>KE;"L5 M%2'4E8LO'64\(]_I>??P3ZB(B'5^Q_U2Q34?#%;>DAQJ"CS,'H M9" RD5'Q08/7FA" >.:D%\
(XJW:F^+R* *E-CT!4 G\>65N_A#O7!Y&0(MD44("0U(03P%1Z1#]3#[9*7GVO?JXMQ;'WQ%,>B=6)V'QGD53%\CG%(4.1#)OL@*G M)0<150:KA"UG/:CB42@=>U%
(RDE;?!"\3,CW@B/?R^+*[71(ZJG MV7JX0WDZ'S33\2@.5C3^;,3=/3?]YA5XH1JG=,G:['V)9-N"'1$<":9T$:29 M.14C[2%/RK+ZV0W)=3F A+]X MMGN%6/O2M_008]W!"::EM&
2XIN(CH+CJ%XC7J&"19P5_?#,O=6K5Q'KED-I M:ZR[N#SV-+JH]REK:IDE@B<8)QG(*A#6U41#9%;XIQCB+&]FEWWUAA?5:S[ML37."J8O#DRKY?YJ+?> %CJ-*>(B\^0!
6>&OR'^,S+3[Q?._%@+/>=Q\O5 M8U<-K^;ZJP38JJT^;Y14*5G&10*6I2O::BBFOP:51*+>,&E3+ZMH[]KJ04;4 MJW:ZFEP]U_T0/OTXG;OQ8'IND%4AM5O=A U944[B=
('X\4KM@,O7X(7*N$"C MC\I0T%ZAO,H\@\F.04J*T("H0VGO*!?).07M,@098CG^Q<%(58KHA>R,#U'[
MYU\/61XQ_2734,7B[FOO0M/<0X'B6,1J846$4U*N9)@6FH#Q/-12:YWFY>0VXGGX MN>S2@>#BA7=?^[I;3QWW/"T-XT7$6<;1YT$8NP8)YA3)$";3F%8WO^E^7H[O
MWS!"6O_Z%OB[/$Y?(8YFJ26:M\CBBY/)NSAJ3L?N[&WY]=VIB\5$V\B6&75# M7,5(\<]_+IKY*)^M7M?>"&D2WYU.FU'[Y%D:(]=]3BBMOY9EP">^70ONK[QZ3;7>T"S2[C7-ZZ
M\1=WUKQ[\Z=V=Y^&SMW@>%; [#\0*/]11G1KVO_2D8N?CF/W8,2OZ:R%XK>+ M@KWCT22M26\T*7^"'R,>[V(+/A8H&$SSX(?NJV:](6YS4S:X9$7W[;*U1+_! M-Q?H?
[=D_DS!Z!*"[KFAGXQ.[[($-Z+*K9?@ %,W>KQWA[WO+BVO>CN:XRC" ME4OQ6VKFN,.HW0Q:%6K@)G'P(#!*J*CVT& M<_S9+5>MP/)OO__1=$13/GP[FN 5TT6#WS1'
\23A#9]=J/9X+,;+]+@-*%8 M+"O_W=M]\M^3(;3E2>DC*<('AQ^N1Q0GDX7J)2- MOJ;XKGL=)61(OEG=$(H)_;;R]+D/H^:D1^-<0_? MKIYQ5?
Y;^UIAA\9^4S26JZ^A#_S=#H5AC_R.YS$&I1X\AB%_\"CH'5?BAI1, M)S#$')OJO@IL_EK)L<%&,W\:)L.LC%H^Y:+OV6.(FE%]; M%\T#*>B2D3_BXCS,&KX-39V3TI_]
[$]_Z;3"X@!K'I>H#F$='\DQ?A??7.6B M%\%&R949:/*1I6-[L=&[3F5EH&Z0#=:G!T[M3&@]F,;_AF?E3,L:T9K/[W_ MXF:Q:#'[V\^_/GXL_Y>_'GM'^BK!NT M#%EYK=8$?
JH3C&O3U\T'_]]BD@:<' T88;RFY[R:I(&:E;.9E<-SE*&4G]=, M2!#"$#!":TA<%I FLM ^)E3*6%)]?T=OF+ M[V>SDF5S@B/_NS\D@_NK'S5ZF(__>]B-#_[9=+,9XOR9?/K_#C-
/AZ[R3(A M9QV;Z92]79Y!Y%S43)N*@W5+7SX.4LXT53J#L(J!*)TUC42("XH+YBTC0O8. M**)619(E% 21 H0I<6A+(^24# M6)>W4"\#!TM#HD4LTO72FJ3CXXK;TA>)@
M]HFES"UDPP,"&Z*;+567(Z5*1N:]9ST<-#I+;DPN34]*#TVEP<5DP 2C./%$ MF'QY<^'GA8/ZB!M><;#BX*%O:3VVLDO%,!/+F0M@32S)AA*-78D(QQ .8Q*! M"=,
[MG*@@'CAZ$KKGRWNV>*9;1VS3W%\A0UU/;[R$&=N+4>W7-R6?E.L(NK5 M,$R53)N2B9'$G,X9.+4"2N)[*9#JP12I(W3P(KA>&KRPC!F2@83B[C5, GYA
MP3!.>,F$YT\IF5H.;GZ9?$#9,HV[T]3YD;)5R%08K%OZ"F PZ6@UHQY25 00 M\S38H%!?5U'GP(/4LG<:2-N$/Q('R9NV:V<$EV@&_)Z0E(RFBC]_&*1'3-4 M5H7!NJ6O
8]#YQYA_J<0)50&.W "**!,9Z3=9IZTNN4)Z,WVH0 SI;B15DP M,%:A-BBRC='D4K_H^<.@.+*J5L"O,'CP6UK]MKOTVXJL34ELRBX;$)$G*FX M<26B810R9-
YKCWS(>'@@SEOUR.7=G@V2UDS^V='7*L7)[-N MIRI^5_'U&>YMQ=?#P]>8?;(F,A:T?7IT%4&)I.(&D2!2^$0+KV3#)1EQ@2N3?8][?6P?#6/I[U*
M^O)RCBN^OEQ\K4[L'0*C%AFASW'0W"+(61; \N0!OPK&:DJ9B<\)&_$B6WD MBX/4FH&\!R?V#Z52UWB+ 0F9.4(S(]I7W.*PO.(_KW!E]Z:%,H_L%K]_4=@# M4%"K\5&!O
+YH0"Y-YZZE Q(;G+IWE BFY*#S%DHG9,A@1RV^_T1@9RK1_80 M52"O0%Z!O +Y+LJ+9,^C5@JA.#D0A HPAG((41 1G%>6]=KE'I9#ZQ&!G#Y^ MH:4*Y:\;R@]V;VM
X'8!@>!5$#Z 89Z!L#Z"%XQ"MD;G'!3C-#\+_%P@3!Y(M-$#7XG8/B0;4E/8;BDN+*K9VJ[:P(2MZ2YPN2GN\UVF#7+X&+U7J45E*:DG@ MR680W#*P,2603-)H"/$D]:P&$Y)GEN-
%FK7GOU#@24+ <<.DUD1)\3**5*,H M?TJ;X0+A[=-JJ$=@*^I6U'V\G'?F@A:(NM$AX(JH"5A+%7"$5F=8(%+T*A^F
M+)4QU$/TT:&M$248E2UDE4(BC#%=$I:>/>JR(_/8:9D5=2OJ5M1]?:AK."74 MLPPVA%SJS:)5'1%+C56(K2(IZWJZ;K*:QLPE:&H4B"026*80=1T.!)%7$*-? M .J:(VT>N?Q
1=U7BKI[=S55Q_B#8#-X!,[L U#&/ @M/'AO2L)(,IYZ[0/K M.<8/%#8/Q"VN7MZI^8>[Q?&S0UGPE]72H(@K"XY_Q]'G6TV(,OS[:1W6%P9S MWS?
HY\+KPZF>8",/OCM]S^:]HI[IEGL8(QEJ[ZX9O"?EPWA#L_? M?0]"PG)6A@.C.8"PI6Z)% C+@1%CLY=)]K#[2=V[2X3^=3%OYFX21Y-/OTR0 M^"?-*%P"R+__N(943$8P>7FT.
[8U@]C> R0#7^O"HE0FM?2HH MA;8[JIFDG&[W% 0WD7J"/ZN>1:^<-M1D"EY3O"<2!49X \&$('FP43/RW*B5 MLB$Y/'*=E$&W(OHLH%$$I897-^;8IZFWK5^\;XH* M<3"Z4-
FF5%P8%;_/V8UPS;4D#J)1R#K22#".6A D4^M0^[9;2F99W-WW^8-O._3>?_DW D8?H@DL6SY_4W721 M&W=E?=#AU1D;>\3P_0T!67LQF:WW 6GD?*/PCV:..:#!VQ5Z83]=V!-
H!QZ-P M/!BAT?"U0$7WLT^#C2=-/Z?9P V^+ ,9]=%,@:G!5#W-^%X%9K=X=EK-EQZ M_E<'E*G3U#(.'E4CY#WD0A^-!46S%"8F:Z+8A37P:%S8R;J?I[/E5^4ZNL52
MT*3P%BW'8C'NQ<=.BQ*V#"]IHAQ@ (A0DJR,&2CN/BJPPH*-.8/1ED5+HHR\I_3F3/ F0E$Z2Q31 M2"Q@+(W%:6%8L"IHYX;P;"#-",/TR\1E*(>+1\P7G(TE%($FR*#((BP' 52
MD*I70T9$A=94 $U=2<8,!KPP!A@)43FAC"\'CYX7S?"#C#*_K"C,5OCEPPWA ME\NC+U_V-_E#S!&Q+DO-)05M"7)O\AZL,P*B\|391!QWO9#_856 >@*O(CE(
M<;"_$;2\65R&Y9^#HVAJ.'5*0LJV) ,@65M)"43IE2#,&JI[-/=E'T_IQX2=^9@/1;B@0T:7)EW3?*B32HI*4H MD(,IY>!+F$!KJ2F+@477BR7DG#+:$Q8T<;[4BB-
@>)+@,O/X*@YH!1$ MJQ1M6NJ2"(HY5')[[K+[Z,*O.=C0YBK68,,#?.D=0[[UTW%\G.C#BCR7H8^:P?N33OLJ6D\YN]-B M+2-$#ZY;QZ/!=#;XZ?41WI66-S0#!
(2"LR>C^1*:3U$O6ANKK?F .)1^S3^TZ]GN&B)J.?;SIK?4@);]^L7&GC*9KRJS^NS'?>HC/\L/HN34*[MO%UX#B].#I6+9O1U@)?/C_&;G%J+I54=8DO[5[RH>VCQ G8LL:;
[\NCAFJ6: M)>T/3MW9;#H>XQ;$1;N:#3[P;#"9SE&S">D*7^=>S]AHYEE)ZB3EJ(R0(H E MJ#JHR*GUJ-$'T@NQ6),=$=D@VT0"0BL/UK $'C7_) 4-2;D5,[B9.[N_W?VA M6\|?
U\OYOEFR *I^O^;?W=C-1@FUD?5.W(4U_D(/Z:#"BOJ1")OEO#8HK*6C M-?DM3@L*'QHM:5N2C D'%Y,'H3S:CU$E"%JB^9==$"$]A)8>[,;Y;_=U=+(X MZ0I6(/FTGADDJ-
4JW^"WN1E.V9$DAT13@VX2!>EN1,'3V?3SJ*@.K6^GX-X6 MVJZ>M"3!.!B5 .#9H##7)+I9%^.X@'8'Y]@0'@4\FD^@?&: Y(6RWWJ-F.=5
MB(KJ1/<(=VV08$V7JY7N^RJN0I#RB!P411X-7%-H)BPZ-P#24[,HN31+ M?\ :XDY1+=VR@>+H\R44=)/Z?H5MK:-1PD8&WJ#F)R*"EB]G(I@1BELFB(C] MEE&..RFR "6X*!YGI
-*(RYVR>(3&0WRU(.J<(RR:[S:U+YC>65[M]K=2N_# MJ1=2Z,BF:18GG=/J8ZE)\!$']/T8KWXS2"C93HO!,UND-Z_+ /IX;G?@,LR1 MV.>I.=?
BULA5;)H5="U1;:45=BEH"44CG&767Z9?F[1U-^<>ON',!KIU,8U5Z8RV MS.IHLYON)KBN^ZUU%"AN2;U0VA ME#HY;=+;)ITBR,[3:AW:NC/=L]]<5M7Z\Z@9^=%X-#]
[NWK&5>6JV]<*-M3F MFW=O_G3--70HQ4V7Z*%D!_48M77-#47 S;4=02\CJ;L4!K^Q9-&*D"]A%K,C M7CFOBG0CMSR\/M5=2N/L:H)/47X+Z:+\^G_>R#?
73_5.G77VMOOW\7E>M7K_ MTX9"?]H*A=ZS(G]EQLJ,#YW>ZV/ V[9DV'4'I4HRSYED>"692C)W(QGV.(UV M=BS7GU^CG=]&36N/4_HNSU(:C,I>II)"@N;?K@7]+W;'<
M1'8J1ZM!"F5 ^&# "NXAB8S?)Z'E)8[;^P9M[^.[72=Y;SCL"@7_C*3[RY)R M?T/"_>_1I,0@=A?"E4.RLR#NU;$IN&]2V1UC\U[H4 K-,!A%;XQP1+*&^$D,IXF.0W;16R*
(A4V6U9&IW)W+WAJIBJ%X.JOJ,2J57 M'D@P!+<,/QD$6+"6"8]H*R7OG8D\S&W>/:J*G9VEJJA:4;4[\F4025.20!S7
M(!S1X+,GH$D("*R!$]=38KS@^';)D45UJ=4D%=A0^)1*E;7D4O#_%&5#'>7 M5 !"@J?6.*)83W@>YC;O&E79D.[L7,R=4?5^ M7I='BJ8\/Z_+CZ.2!3:)@[-1&L>[;&JL\5GGL&?
%84LYKJ20PGSG*,2'! MZ:*E6V&,MMH&UBO4N7?=_(7R6 V#/FA=?UH?B4^SDXIC!XECEQ\RL)0P%7B" MQ'QQ$"!'&BH,,$V###[3)'L'3971A!:U6Q&+]Q ?P!J5P#C%O15$XH\
[.VAZ M'0A]1&K;Y6']J_:=[+K<[_4$MNT;NJKP@I?2>H+*5E(@A&=@LM.X;T9H$ZUE MQ._L'-MSW3=Z8^6$BE'/ *.(HMDX5'52M@*$BP:\S[%MN6<22TR+GC&2'*,A M4
])$U:"]!F\,@P\,=888:*REQ?<>ZZTCA@U>!J0N@T*<43\2H"4:94*T4% MUS)J0"8F:,S61-*K"R.SH$0D"9D4^S'P E1)@'.J5* /G+#=U2\XA"VK\/0B MX,E&%*
(&00F1Q96V)TBW060P1,9D95((.3T[3B8MN.<0N$+;K_0.-:5^M$3) MS*147!'QHFC]L.")1.>34 (86G#_/WMOVMS(<:4+?W]_145[=$>*0-*Y+Z3' M$:V6Y-L*67*HVYZXGR9R;98-
HC@HH+OI7_^>K)(D"";;+*P$$S=ZQX02U56 MYCG/6?+DC [_I>F38!!X7)]GK M5=::@UJRKX>GLJTU3!3]L1F#H.3SH,40[*4AV%Q.,#E",01FS@;P@6+>UI)&
M0IRF$DDJ*G"=]G9OZQ^78KN1P@RFCNA@3:9W7IDAJ,1>9SH':QQXN]&!PQ X MB@S6V;B$8QJ.X6O#*SUT;88D1UR7_9:"K95T?D^)* 9Z' @6/4
M>RE],)JLU0WLS9[FIK%5'YG-:]RVL#5J:1+Q! %@)L1)KA#)!/6 +;B] M:6P51WSS&K@ M,E>7[V@Z;Y!SGES=\"I]M7Z/T[J=-=-L%E>_MAC=EUBZ3SJZ\/4'N[K#_'QQ
MCQLC6WWV:VR-H!KQLQ_/0^R9&_W8MJ#GY_9#1),FQ.5LO[I&[/CO3JH^'R-V MDL;Q,PKU-':*GKG;YF>3DU"WYV-[<9P_/3FW(;?/6Z&;J/LU7>9$X<]_SMM9 MG2Z6M^M^B.
(DG)PW;=>0X+AK2%%_C">N^9SE)M/27?)8?'Z@#_$4%L6GD50\ ML=DRNT2'8XM_5)5QYW:/@GTXO,]#=FO899)O@28[M^).]:#/;W)^VAHBV M.IUF*_,'D.?_R2-
Z,$JNLGQT%P:3TTP[BW@\SSS[XWH2+P6OGN0_D6"%KTIG_KJJNR75V2%1U92GTW;9W(KVC-#>D?5LBW:K8>.Z&WQ!#KXOQ2 MJ5)K<-OB(WVF 8:R?
3W*;C(HQ9(=^4O.>&K35)(^*!,U-XEOM9Y[E&9XFQF MW^;9#S]T[=+ZWC@]T.=),#MK83DC^I418[('K% 7_6!$-P:92R'F$L8 MQ).#<I#?+!M?
8"/DYKQ36/2F_M7B#VL0EYYXCNFTQ(823#D2&O",A$U!19 M&QR240>+J=)FH//)?02))7_W_++I41=I+=I.ICH_ZFZ;3'ZY=?0H,X_?
MUKGNDNH^]_GI>C1T3PK>8.E%N6*BL:06!XP!2"A(E#/]PFJOH8U?DJDSBR7+EW/::PU[VSOOOA0B\[B7@+YF!_@<(_.]H M$ TO8WB76WBUOZ7779+)_I YS*=M-Y)++<=?.
ETBY*KP3*F PC<+OO#[IVL M1QX_^BXR6VRB0LYJAB*,W+$9IXIJL$P;ZP95%PO)<#JP,LA3^)/"?I)QC
M,>#FVO.3]7UJ<-89B+T3.NJ=DU3EHMI<8ZNQ18X*P%OP5Y+6/(;UNBCE01I) M$D@XDGNA2 !8>(DP(Y1%S;"Q\J4*'3T2^^1&77=&CG8H_;?WW\Z=9+^J:?#N
MGF#A>>;61%UN?.]4V4/$001AR& +OI)6$*EX(I "/RD9Z3 GZUO%C_"5GGO? M;GRD]DA#K[(A?1_LV6ISHVY#ILV2?ZDA7^Z%O<&.U"XF\+B3ORG%[(H3!>)E M%/*&@M!Y@F-
:XQ%\3+;L)7>DQD>F=*3>[X[4?4/>11_EUQ]M/>XV<4"LJIR] ML1,?G[YM_CPW&ZJWD^I7@*?<8+/+B8QNW7SN=IU/88'BM*WL>6X]F6$L]Z[.
M.9WL)D^[YM7+YFP4$]EUJLY 6$]\WDCONT]/NF:>&?,6::('['<#8"X7+6^Y MUXM%J]S%WN4>*6.>8QZ1]H3FGJH$.8,-8I9*')DD4JTYYXYHXR+1R">5FUSF
MTU0R,Q!@XQA7&L-5!G/.KS=3?3V?G3;3#+7#927%T3XUL+R1E3S:8?KB]6S- MF5[Q";H)]O]R^$S:0*Q1B-)==8$T DG64)6:^$HE5KPM0)UN%T^Z4Z02#PW
M"54,62P]P/(U")XN)N0Z E_E^/MO =3#Y2!R[8*N=B^WAS!$2T3$#-$8 MA -"+8#H*//A,N/W_UD=[^7;(%$6.L"#FJ?F[JR:SZ![P+,_-2 MW7GPYG^VD[F=7F0/W-
SNS'\"1WY\@9I/$U"Y=N[:.M3PBU'UVOOYU%Y4K]O: M5K_49SG;6GV;?T?QR>J'W5ODY+M1U95"=LWEP<^'I[4?IK%S/ZM/]>RT>O/K MKV^J_PL+7OTXB=,/%U66Z?/N\V_?
UW;RSWKR'8SO:%3],@M'U;=YN(O[O7G[M^YOJW>7HKFYI[WJ KBKOM)Y8B.H:6$.XE#T[/ZE^M_!QA_]OFNGYHE0P)S([M#(7K_;,3G8^]Z(SZ02\?]VJ8?
XVA*]5]'_WI!%83G@9&OC[PG_]Q-5:X!RS7 M' Q*OG1G#=LX'E?3RRU]]?J[UH9_&LA9GL'^+HMO3K+K/2J[YJ/_5V_TR[MCLEH >&6# 0B*2>0-
9@@RQV3EB6F_!K]"*..&L$E4M+FB,TXY(C ,V6^B18 M3.32M%L0B>._Q6EV3#H@6./1(-LCU[B;[M /\ MS55GM[HO,O_Y'\M4:-V"-0<=Z[* +*O5H7:_-Q#;_J?
/.2:C..B\AXX7UOIE/^D1,4]6S MME/63D9O6;>\2->"T,7?MF_!GB\1/X.\U^!NM3 #=0(,[)8RC>SD_@+.NOE@)8=Q-001@!'G;\<7"/Q']+[A$('H@G!^J,(_]OB3\ M'_!Q0$

7OU\D&:^=PNF->8=*5V*5!6*7U&O?T@/'< Z*X M%V+?$AB,YE-GN;I%_+*U>MC]@&E?09'P=3/J31-V%%R86?CV)8+K:-L[:%3SY2!,,/W\=C>U%,U^P
MH)_TMR,8'^%OEC_PNSEQCOU#8) M[[Z*8&*SWK5K=I&UM.A=LW>9"OJ3F_[Q MSZOYH*\7E"_,7J^2F.W%_.TA'\WS>N"B3P_7)U;TZ2O$ZVE]8K["MM\ZYKUA MS'I"-NG-
6NSRA6SI0V1SOV=J0UB^>ME)LU^/?%TX[CW7--#:WHHH"FWST+@K; M/+$:#5X,;;A&+,3>[S,1JS'ND>0IN^+K]G=629J5I(S;R>O4^KR#K&] MW(RL8_NZ;1O?O?
MZ$E93L'=7O+-K%1SLGK2K&6EZ=T_>YZH.PRI[0;@]>.2" M<(.V*+<8$V,1IH(AKD)"CI$(,"<-=2D)P_%-A,/".Y8WN;FB$O&H.+(Z*22) MPRI:[0-
;Z^ZS#PA'Q(C0N\O4GJL^;-.77B;/BB_]ZL_Q!2GBU*DJ46Y"G5V ML=PKZX=1[,N+T:=B5J[5)TB/K2<>T6#!3J1 P:* 3\QT,L81RJ5>(TGZZK*H
MN\I5%WKY6WJ;%?/'3B__UJGE7[MY&N#2#7^,G[&ABI-C=I]Y?EO275/-3]>C':W6B MN5KL4ST>%P/R5!6Z?]?LV2C9(Q?]J_8-GZ<1^G8KW21"4I0&L&)1,C!0QG"D MA3>
(,,&HY<9J^J3#"\ODSU\6RO]P.Y4KO^'5?97"(T7O/OF]:6V[W&7=.2[? MM>K?%;0M:%O0=D_05GG/A9,$497/;&!LD T01Q 9D_:2V\33$*GV@K9[AK9; M2[6O%GW#U-
TNM/=#^VH-=;[,ZF7QMLK(GZ!^?[NUQOZRJ+[4NVS)6M(CFA4X M-/-[F;'>.'3,:S-YUW<%(%S8-3'L()9Q#7DBKG?"N@AV+VFR3@/X MF,#B]H39WR]/TBQY87^-L]?
=*9JA;2+A(\/OYG+=O%+MTBR6K8*"I@5--X^F M*00;.16(4I,[?UI 1A4,\MH[C36S& \2..P>3>6(\ UOJ1X8FCZF[>@+.-Q[M.Y'X;%D3UAD MVZPF'5-IV.$Y=W>Q?
SSESAN#%:P=HOB/*.,BUOIRY7J@(B#Z,>VVE'O+1W$N*9,=KQ #%&! OG5(172J/< M!YL%(KDV:YL77R,AW8[\#_7'&G R_+"8B(&8^).,/B:9=,'TNFD7-[T9VQ M!RQ<--/*=-
]95,0Z)0F8UTS_4;=7E\N\3/!9F/?KMV)N@&]ET"[1X2Y=Y!3 M?X71R!B_9*,.7V5"^LO%^$!#DNE70.# X-OQ[3.X2V55$/832Q/R).3R&6Z0 MEL(A&T%+<7"6V[5ZP*_A*[H)YV]A?
NMIGIPO0C?[4H?YCN@?5#;2;AEL-Q$%==R'=HFST-B*"3EP$7W"9GY5.3O-=:I[LKF;+F;'\G(-/PZ2OLA% M&X*28'D3AGB48Y9KX53^,S+'12+K90-?0U_43F?'[_PIV(MQ_"V]:7*D
NC9 MG1]L8>F,I+/,=AY-S^#<76-D5:9[WI]7U!X+=G VBRW/>U1NT/9 M+!1&!T5AI(^PUD_E
KKO>SYH=OJ!SNSQP])=@Y=/%'8FG;&U36D7+W_%,..TK7X$RQDZGIF_VJD_K1BYSNB]2\:9PG]6-.I@-&HO.)R*1A6-.AB- MHD6CGNM1-9BJW=>D?-7D_MYSIY=RI6=XMK-0
0VX1\.U40(3CC"VN>,<,\A0 MD9!)BB2MC<9JC0K(A$2\EA$I80SBRD3D##6(4.*<)U'X]8V,A<+]-&W.WC3Y M0+.?_7<].WVSZ KPXV<_GN&_#T4 U)5KTG+$N2#;OB]I0;8!
MD4VH1*G6#)$4629OH,AXJI#R6 0NI(UNO50D$"LC%4A:BW-;Y8"LXA@1;;"B M5J8HUKK2[Q#9L!EA4\@;"K+M_9(69!O29^-26IZK35(*?2$).&H<\2"T#4R" M/[?
6_#T($JV3#C&/X3=4>Z2U8TB+ $#IK9=XK:YF=\@FQ(B8#1\[?3; ME>D MC<\OU/_+-/=HZQD:B^UXAEI3;,> MH-HR:Q7!!&3BQ"9) #PD0!#!AN' C8$ M4$E8&=;:9CXFC-\
8)&1H"7O6 !K[Y>T -:0AQA)"C0*B8+B$),G19'%$&D; MR@-629 @USRLQT3GPP,6$2-#"KGU4Z+NLL&^F-Q?XVS1)KU8A&>H,\4B#&@1 MK*=4:!X0CEH@KI5
)F&)'">."Q8=96L[48^)N4'G^N-2#S\C>*]-8",E2B*V M(-;>+VE!K"$12PD!N*.0I=8A;J@%Q((8W!,1)>'"+HW@5AB1'5!K()8 M>
[^D!;&&C+J=E((JAXR/.8(F!&F(])&CR9J8(L%IS<=Z3-2]"<3B)4OXI*"[M;'6O!=V5G'(&P'M,,X.AVT-7(-Z)XX@]OZ(?VQ;6]-Q^B&C2A+A\[E?7Z!?_W8WV\S%B)VDSZV%\?YTY-
S&_*QBA4^@[JGEUNF0>#/3 -;IXOE[;H? MHC@))^=-6W=7GL;,&?LQGKCFQJOQ--(]PBY3M#2 MR<_BW]4E7'G=R^"?
3B^33MV:]IDDF^!)CNWXD[UH,X_:GZ[+XP85S%:GTXPG M?Y@U_G_RB!YB2]>(.;H+A\S3W+&.'<^[]@[U)%X*7CW)?R*7:36'6(".J#-3 MG;WIW[KDG?
RC75V2%1U92GTW;9W(KVC-#>D?5LB?)XWD;>(*.,K58$S[CW" M%"("GKA")D& 0'WPD02EZ/H!V@$87[^W8SOQ\=UIC/?0O1X(D:8$$X;OY;@\
MDO2IG)'BB"J%K_Y[.HWEKL=4>"R'VE)X,)?3"N_P0E.K3E4+D64A"7N28/7= M>PIW96':*THTN!(5NLKME2$\U:]8S6YTM[JG+F'5X^V^OWJ!Y]"ZN>\K.#2B
M/:N]N@=#VGZD=+=JL%[@(Q>)/NCE/;A'WMIAN6NV$3R1VPW-UQA,\0P-9M^P M&<)MN;@CWCNI"^P8C<:0C@[^D!;.& M+&)A(3<#I4@*01%76")M$D-41>
(I9TKHM1IDQCC&5E&4!/>(N\"0LY@A0+(@ M'2<"A[4:Y$U@EE8C*4LIWA#)HN+[?NT9%] @7_S?077ML7N6>ZB-CUSTK]HI M."@S1*F/1"3$FRR6&]9SKB=,.418_?
MF3X<_2B@6$#QY8 B52I816+N&H$1]QX SEB,)'81\ZBP$F(XWWQX4)0C@7D! MQ?U.7U,\@ M/G^-^[_MF9L?%>=^()M(CFE4Q-/-<$[M#2[6;9-%#)N-0C5;D M1@L-\"0H
4_>8>044<@YXUVD&CN^5J[]>$]^R.9LVW7@;PC%\[-6!1H+-!9H M_*J3\5)0Z[E!5@B+> 'W6!'D.1).J:3IGZM8=+C_?G!-@;YB$A9H+$4;NZK M(_]+;;N#3C7ZDK'-
\959+#/@,ZTA*G=2 L1O$:"P%CU%2+B&N@D6:=?T+#2>4 ML*B#&R*MM>++#ELLI%1DP MM3HPXH>I[]P<;N$1T:;@U@")I>()/Z'(LWC#+U'ABC%9-29!>9$,8\APR1 7 M+'?
FT1I%;IE1 ;S:1 =V@H>O2LJ4?,68%+@J2WKH<$49&=@7W?P>&*F=)!H62!=^#[KFRB_F=;Q0=OHA9+4JKY2S7_;>P
M/B3&P&^VRDNP+"DAXX5"$@M!@G4LD$$RR*O5#WWMPU"F2(P$V?!QVX.JYR^P M6&"QP.(]L(BY#L9XP$$.\0II>!P>X<4"Y$X08.F:UTT'N.D;PX6V4BH#2>H
M#PH6=Y+$?NG'G,8W:B3;:S62Q;TOE?ZETG_:A'PS(-SX*@;P\!O)P9I'16B M1&AK68QJO0WT$Q/EKR=A8R:N'(\JSG\!S0*:&XX$ &9DT@)QDD%31XY<$A@1
M(XPAP4<9!XD$M@6:Y>#4_G7A>Z8]M@9MJ!6H"9BEA+!0W;:802YZBD(R@3K" M?'M9#:U/TYFH&%_FS;PQ'_M9OO+O;7V89FW
MTRKP_6D$/!F/FT_UY$.UZ"5VVGQJJQE\DK'C(\Q<;JN1_W[3G,$(+_[/'S0E MZJ0%7.HGN:KS+*/837-UWLUSU3]OE:;-6=4"DL$EF^XJ/_^C^A8^F)TV\Q:" MPO:
[:XV3]F#JMZ9A!]+#3> C+>YMER;D4]NEL2.&V9/;MCWY"L,,@]S;].Z^ MS^F1P%_7@NZ>')C>0<>XPXD\#O;Y+D\]$EQ:3MV8OO\7[;2M?@0K%:J?YY-8 M,3PJW::&2\OO I(.;
(9+4[P7C5"EB>0FC[H?S ,7#?J2!I4.DD6#B@8]18-H MT:!]K#K?[SW")VSV_/" U.0T^N;#I.OFWDQNYBC+#NLS/.-1#O$/64[B2#"6
M.219WN5,#"/M(OPC,%6!&2V5O+EC$YT4/O"(X'\$<8@[/^ G\^G M<:#M5#/"DI2C4 7Y]GU)"_(-B7S)>T4)0Y@:A;@AX$\Q85#PD3DNC;-^CC1G&- M!),6<07NG^4)
(QE9<#1HY](:6[C&1L,W$[(A9K8G&Y".%B-%-*!E4#*9\)R@ MCX\P5@7YGI")>,2QF?V&U0UG(DKZH9SN+*<['Z%1# M,L$JY'!W>-1H%F,^2[]&9[BE3,BE*7R<'6QA4>#5?;$
&Q'Q,@^;/LRY_*[M=8'K M=[M\O0 M4 *T M<%KI\Q7 NON!,$4#<9DPG#.#)1">25YH8;[,)Z2[JO3J[M%5Q3O57Z MX0+6!:P+6!>P'J1UDM8X&DY1L$DC;@+XR58ZA",)Q."
(N5HK9/WJU-I>@37; M?+_10X7K6VG0]@*)-\9NYL>V!?&"6YZA<=W.4!S'G!?N;GL>IY,L6\&)0O3#YY"=L0)9IH(H03'PDCQS6K>]%\QGL.@QI=344_R MTZ!N1KXP!=<23#?
[V*$_3W=]N9NNO2UR-A%>UT$D/E+E;9 MU'J&M$72M&XKD BXC)W!%V>GTV;^X10 NIUE#K8/31/:G+@/@)JS>ES!->$7 ML!CC7!9[4K5S?
[K(S+;5IV8.7_P0)W$*BW11N9B1OJT!O.#:RQ]5GT[CI+M] M/?D(HVVF%]6I;>';\'9WJ^4HNM1N/0W5.2QB'=NC2VU:69L=3.YEIKFG:%S\ M>RM]XZWO
N3M&\P]=BIN8Y@;EL;1F!@4\0%U[7VY(PH9P0VX%4(Z)A4#-^$I M-(Y+NM3>J7AO/_]0MW[&LSG^=:V\W'K/059V?_6-]'%/ /-. M1&991/+N7$_GZ7N3D[D^P13/.E^GS9:E
6?'9E>Y[].0OS>-8!C:^F.LQODN M<,'Q/'1&:94R-'^SF727>0BIYW[Z_V+_17XVH<1SYO!D],C>2\?Y1%_,H.G M.)(4K_QW[P_N'].3:33W=$Q?-]>%1F_WI$8'1*-7F#X+T^?
0$E8@JD!485DK M3)]%7XJ^[(N^%%[/HB]%7QZN+X7%?X^&$99ZX%",]0VZ: M0N&TQT5$/%E!4I2($DL1=[E%+'$)*1ZY53@&+=1P6W[+.J(W<+UZ,J\G'WZ[
MW)NXL344VZ72#U[R*49$\X.C@"KUG 5""X3NHFC>:D\#B\BYS*J'<]&\M09A M3@31FBB)U^HP [?.QPA.H% 1<:4#,A%CA!/GR47JK5_KS+U'$$K4B.L-<"T*Y M05SSA+2Q
M'LQ H6F25FGR$T'Q3=\-FCO56S@5D?'L%(6K(JK_Z*+DKYJSP M)16^I$=:+@K>NK#8("H#S=T$#+)">.1CT,P1:B19<_ZWE#]9J/=0+0/8B,D-
M9TWVE,FHM!4H\%G@NE8&8-/K>4-QD8 M/ND(FZT>_7_F\+F3\I3NJD_-I'07>6ZIE/?-S([[LW3WGM@K%J\PZA1&G7W< MA@B14XN-
0T(0#.;46>1,2B@)ES!85R7Q&EGUEI(Y/WZ>32VL=#VQTXNWF6#D MUV:21S)MQF/XZ=N\JK&=#;Y-04::%LZ=LA]< +T ^K,#=*,-HTI+9+S/\5&(
M\"HD9'.KF+RKG/Q:=>.6TDN[G0Y4KKP$Q<\+WA>\/S9X;F64N*X0)ID!TIP8IP-FLFU=@]/HQ5[8P K]URV9ZD+_M?KYGE)M M[>.8"OW7?IWE?E'0@G*R+F&NA=VMU,X\
[NME5/*!_QVF395M30D\.CN2J MG&@O %8 [&X PPIS:2E&WAN1P8@CFU)$(NH8E,;6:3;$L8L"8 7 "H 5 !N> MC]09$8T32, %$?>9CU18AU((22>NL$EK /:8 MC'(5"[)J022V2CA-
D-!*(FX#12YXAKSE5'K!,-9TP!B^4[;7D_!+XP>S([=0 M@+)B2 I\E24]?/@*X+_B2"2RX 8C#FB%C$H0T">LI4E>>[<&7T^(X#17#*J DF(L"00P!M')@)BZJ@(9EXQ3/20!0.;ADC,
M9('(I$%(@M$#@>146*3.\O1 %XD!\RS&#Q"&;VF&CZ3?HU:[2DE"9N%2#(2 M;,,)C8."R-+.8P?M/'RO"L5L/ ?3B-!&BN*L#&9 M1]V1Y :A]5S8GCMX/ ?
SSADM=0P%PO9^20N$#=FG.5 1J=7(:2D0MQ$C\(0) MXAXG&\!+<.0; Q3'BW";D")5(MQBBDB5YHNY8D?4(&8+,01D9";G@;Z=E V-,J&@J7U,W9_B&F""(<"IE4(2HI
MCUPD^B4L[PM\Y"+1![V\!_?(Y?1I(9/:/>0<;!15D@77BDZ#,3YRBHBD.G=B MDTCC))'AU'EJN#=DK5/B8[9LEK'60M\&31J4$UP%OLJ2ODCX8D;8$+%!B3./
M.+,&F:0#BLIA1E,$6,)#;-<4^'I&LE[@Z^"6]$#ARS(9E3#@.AE-$;>2(DLL M1I'$8 C5FC SQ%9-@:_GMU]3 OE"(U4,23$D#ZOZMV!!"&5(, HA>8H,&6DM M,H*10+13GO
AP_AK5 ;%G.RSQ!<0.[@E/5 04]800SA%C-@ @;GRR 0.@;FB MRF#M.=5KNA>D+$@Y%%)B:BT5,B$B,^I9C9'&Q*'KD?9:(@F>H8A)4R'"
MH)4+V_$HE2YL4WM>X/#2V:;"0B.*^2KFJYBOQR9$M"!:8H]8Y!YQ;RS24ED4 ML-74,&9$&H1K>VF^2B;D +2E0&2!R)<#D4R1H+7W2"63$'=6(I-X1-$IHX.(M./E!,R$E!?
+L=:4 9 '(EP.0*NA$$_5(4P4 &;Q&SD:%C%66&6F93VLUMT]) M@93H9FKD;QUW:LMU00SYD,@[4K 5'E<7.H""X SL5(M+2@I535KODN59I[4CU M8U(CFS5G;*0VW0GSBS+R_
Q:0EB;GD@DRR0-?,K')DG@M87'^/-R G^=G\5I[>'O4'_<$VB\<>\OWN[!$P*/ M&S_[\3S L\.C5GYL6Q"W<_LAHDD#X=7BQZ_ZCQ?C^W>7G?E\C-A)&L?/*-33 MV
G<,6CG_&QR$NKV?&POCO.G)^1K'=E9_C""&G_,TP!6/+R7R\P/%CM#[9N[NA;K"O*^$HP$6 MCA!^38P[J5S\N[J$*Z][R?[3Z67RKUO3/J-G$SS)L1U_LA?MR:L_=FN['2FW
MU>DT0]T?9HW_GSRB!TO^*FE^=V& OF9J.]F8@S1.Q_4D7@I>/NN=/8YB/XV_IQY0R M+'Z,EZ;_=SN+OX/<3GP]KCO9[03K/=SQ^RRJKZH(UO\\9]:G\[BZW*LY<3"]
M4GWSA<3X$U#N*7TMGB81KZOIM9G)VK::1:_LK)J=1AB4G-%T7[P[(9__R!(6X$7W5>OA0WCB"U"X+ +=S@]<*G1WBV=9X_-XFO/8 M0PZ,9I*IS\]@!D[!FX-%KL9-
"U>&3UJXX7C>!EW)HJ+YVJSJ>Z;9?'POHMWA"Q?Z:[^Z;?V5G];KH^,_B;; MQ[N_0XZ4)/=]Y[[/V1'E E_]]^0+ED'=>L%[MD7U0"V*UM7PJ?T@]$ &_G87 M=@\:7CRO!
[SL>$'P/2TO'EN!L]GY&+)/U?^+=MI6/TZR,?UY/HD5PZ/"2\?C MJS">C005$"H@M-6V.X>/01137C"G:$31B!6-8$4CBD84C5C1"%HT8F,UPP]W M3%]*]^_'[T[NLQ0]EG';UV_Y?
M=:>K[(%3:CX*#TC"RM$ M$ETDNDAT6=[# M?.32"VB+A\5>SRZ]PJN=[&GI#S1 @>+.(X9M5>ON!P(]00F^74[(1BM[M7-! MV8.I.,-6J%%W$&ND0$^"C=X"NFB+!.%9
ML[$84^@[2.F"(2X#1YIPB1@-2O)HN'!K9)L#IE%N;R(8VZ&X MY1@[.+M3J",*D!4@6P,RF<'(&,"CJ (F>3($0.XAFDPS/' G-I@[F)8("L= M4
N.E25]D3BFJ,38&@$X!EX9]YXCJRQ%B26II'.&JK5>] /F"S;LD&V:&O'9 M"'TIR]AF^']JX2O.MK$_UA\G;<]"$/ND6#$V+T;OBK%9-3:&&J^T)R@F2G)[M9H8LY@XI+@TE009--
UE$\6N3CQ;/841N'!<)ZDY7O\^J^F9%4]\T[5!D:I*: M8H,*O)4E/7QXD\IA+B4#@&()<28MLL(R1)BQW%+A;TEN#I@3V F\D1'1!> * MP)4E?0$
9Z,F.AF%C(D4<9N3GA@+))Q@5+N C5_SWP9,%NP$X,2F2<.?C2Z4 M$H(MYA!^CVVT4W_:<0.&^#&.F_-,'5CY:0SUK/0!>CEZ]U)MT)8*YDB0+&"' MF! :
<9DB,LS#G]QP&SV+F+BGY"3LU%X<+[7Y]23\<*7+;WI5'OR4!CX\A[S4 M$Q=4+*BX/50$EQWP,!C$G ?7G1]"K+,!22R%UE)AHM8_:])96P?%7.B@A1< M++CX;-
:VX.+^X6)2DB:K+'*)YF/ 6".;M$<6NT1P2I[$])0,R/9QD9/#JY'8 MR5F)4BSQ*#W[J9G"M$Y*=^-GJVW%3NV?G:),.BV91,X(\,6E<\B::)$RFN33 MUM;A-3LU8*7%0JFO'?+
[H4XI3F'0-9B=H9U[J8H1*Y#Y;-:V0.;^0:85 5QX MXA%Q"EQ[FQ(R)DC$L) Z8&6,VN2)CNU#)B^062#SV:QM@6,.Q MU#XP-+\M3<^/"\T;W-*(4G18L*LLZ0O
+J68BE%%1&3$B!M.D>.8("FP,,(P MIX5XPJV+6&720)G9A3R(6D(/Y7N4J,$D1-21A3)B[T/[OXP;9\=5/9G9R8=\O*D:-Y]0KHD(\&;.;Q4C M\V(TKQB9ZP%:_/@/ &^[\-
&.'5X!7_.4"907*UJ",6QJ"<0+IP CB6#'D*#-(2FNM M8EP+OT;._I@2@]U F:&'5X15@*P 60&R]>-AC $L!9MW^CO_2B$C$\G])@07 M! +\=2![S,;_;H",C@@]O.*H0OJP]UF -
Z<0_4<(^*N/=CSO.2/M>-Q\LA-? M$@ O1^F*L5DU-B%8XIQ/"%,E$9>1(A>C09XSQ; +FEJ^P;,,O5*^G:SDH5^W M;9RU_UCJZ.NEB@YD?]B(XK+_7]"M+.D+0#X>TIBH1
ME0"H!LD)[VZT9'@A]?PLJ!;0;>";NL5 AJP*CMKP3D-07^N$$B"(AJ#P\(% M3O":[S;@"8'MHYLHGMN3,@>E?N!1VO?;[#1.*Q Z=,606IU'$-1))HV$*YV5
MXP$O1_>*$5HU0BR28"TE>=N-@E4A FD&EB@233G8(0>>]Y;;3G3Z.E2Z@!63 M4Y"L+.D+0#(25=)4.,0\@<_5]UJ:A+B27.C$PO@4V^YP\202$9,Z9];D*PL MZ0M
,L:"%Y%B%%D_')*]92*C&.1*!=4D;6JS@VWDA@2R6@YP/FD-$ I('A\ M&J#8E*-QDL4&GP*_#/^?M+'/^/I=^[E\0ESZAB]G!JTS!R8*3 M+PYJ3J)E@5KL OK@D2&
M=$@J:+E&,#M@)J+@Y+-5F8*3!2W M1+E('=%!&^2]R/XI%\B*9!&ST5HI23(F;#!O\GC8Y9EO?-S(ZK\VGSL6[KGH=Q0=)0NEAL0DWI$RMYQWMEC 8-
T4,,BE1B!A20#:?!*'<,LNCDLJP0;,QBZV [^,D MPO@&.\^AZ(8Y'KXH(R6T*$A9D/*PD9+$$#"/ G'GX!^M.;+,<12<]D:0R)T:
MMC)D(TA)1]QL>..T(&5!RH*4+Q@I!;&>>LJ0,;G/3VY:8;U32/'@L2 L.;-& MN/ND#,J&?$K&BT_YV$(4>&WA,?Z\G,!?YV=Q6GOX.]0?]P0:;]S[B[=[\(3
MX]WR;/2>ZU^JTF*>+H^N,F49* 3F*E-74_ Y'/9(>ZMMFE3- MXMEY,[73BRHLNNAX^)&+LT\Q3KH?>3N=7M23#Y7M^':Z7]EN(2H["=7X:BFZ
MI%BJ)W;B:SN&.\.59_F7Y_/I>=/&_@?YFLM+S5L8[O54VN67CZIW,)]U I": MS$"B8)SY7%,_:KC&&WC'3BZZ/3QUTG8/%U:[I2P&^>W*"+^K/L$CPB=PTWP(
M$#ZM\U,V\Q:&UGYWO*HW^X8(]PKE0Q%A"8@='MZ6H;7S6;,T!7D\L(9Y^/GK M:&POFOEB&_6DOQW!^ A_L_P!"/O8GK?QN(WG=FIG<3D/G:GOK_WJMLQUSJQV
M"W5QO+S&'2GI_K92'BGZSFYV.AQK? M3[U:N&8<[IRMG^>36#$\>KQ /'XS\MD(3<&=@CN#X@Y]\;A#<2:G+)A3-*)H MQ*5&L*(1&SN#]7 S_""S>[,<:'_J?1XL<#^LIQ:.'R^
MPQ\DY.S9_"T'[L, M6S4_+_N1BXR_L 4_C$[381Q T9W MZ#K;@\2HK]WTW;EGMJT*B/T J,&K&RP7B@5J$%,FG\OS%%E%$K+<4&R\<\:N
MG0^1FD2>B$:4YHH(Y3AREE%$E<1*FQ12KK*]OB>[MA/[VU(Y?P'=?)/W"5,S M_62GX9%G\]8]'J0<<5GX@0K$/<-%+A WY!&XP*@W1B&#K,N!,2?F,\@J\FN$3BP3K!'-
D'B#,C(DH3M2&25L7A_BI- M>^W]=!Y#%?M:Q;XZ9QK;./U8_.P#,4*%MN[IMD=QS*Q0 OF(P;V6*B(K3$)1 M>LE2Q,+3M>+A0=QK>+%\;U%/_/M".U]/0]>]8&(66KQ2$3F08>
(C08OK75"O M+/*+1#UJJ$Y!.V0#-H@;9I$E&"-OO*088 PKOQ&/>[>HIT98%]0KZ>^M>^._M1-O&RVKZBV*)BB4JEJBS1#)ADO+Q(::=1USHB Q/"4EK%>/>*JR?Y'_;J;U8 M-
T.=/@YO7^2HM.XH6%86^85B6;*6\,042M(#EEEN!!K%/A? MXU5O%$=$P&=R<9R;ORH.(U[-2ZU$L3K$XO<7!0FKL0D)4"G"%DY?(L*205#9P1Z,Q M9JW.<*A:CS>=-
FZBQI#*D2Q^=$&ULL@O$]6L4TDZIH!E0B-N,4&.A8A8D#0* M:D,B=E.U'!M%-;YICO5G(_E_[Q%A_K=J86O.)O9"S,Q89RT7:><92EU,3W% M]!33TS,O8X4551QA*
<'T$,:1$58@(@*GC&LP)VL] S=4//UF15-?3*"F[GM ME/G[K,NK7WC3M$/1-I,1Q\5,%00LB_PB$9!(JX)- 9%$,T8%LA0HQ U3!K* M<:YJVU(A]>X0D,ERQ+%DOK?
NJ+^QY_4,KOSOV)]LO"T+7DQ5,57%5/7%(QP' M(H-!BC"+N/$$:1L9TMCY&$B45&S&67\[^=NT\;%MEUM58)U^N%+1H)/]:3F9U\J-VXL.X5>U/L MS<+>1.
(YP9PA93+/JXD.66D4^,0DV6 I%_))!QEOMS=_FV;"^=G%W\9V,GL] M"3_^[[SNX+ !7\M%;K\^.O:(1R;[]YW=5G4$CMJ72HQB?8GP6[*Z4
M2X>=0S@I#=ZUUDA[;1&+CC/"L$YZ][U0B]!+7]^N]#)HQPPFQX7WIS<$9&"I=*CI*8WKKG_-OL M-$Z+81G>L#RV(_L>*N0CQ>#^&3A0XZ2L95YY G8I@-
\L/<_G\#.5%792<4(9 M-IMISYB5>:A4]6:MT1>$HT=RS Y>00I.%IQ\R3@9@_#4R80$UCX?%:=(DZ"0 MX@E3')UT9HWG?Y@>CP/B).4;/NI]4$BYDZQX=]6G.O?
=19Z;=_^^F=DQ2/." M/7MF/R]J4(HE*ZFDDDKJK%"01@G*P(18+Q"G6B)M@T=)6Z*5L5C&S3_F7: MM$/MNX+M'&%3,D@%Q*N, 2&6(PTCAASQV.-&R&=&18
M%,,CRG!!L0'RX+>)U-XQOOC^W9W^]3/B6O&X?XF,MD-'E\U1SI^B'B] M((L!N)7]MLKZ_YW7 M;=WYJ+YI2\ZI1&LO,%K[=CDAF\UA!4&LU!S%A"&<(]XB%Y)%W))<$*6-H$_*
M8=TLAUJV%KU8:OOK*V7/1W<'"PA'E.J#"P>O+_]=*_U=PY[3JDG5 MO(UEK[G8L6+'-FG""?))B]04I*#W\|)4@?G^GYK^E MO[>QWP4:BIUG1'7Q]PM./N?5+CBY?SC),35<:
(]D".#OQZ"0YA8C195CD5CI MTJ#'Q3:-DWQD#I":<2=^?DGS/TK/KFVF@YZ!N,(T3ZIHIY-Z\J$X_>6H1#DJ ML;\&43N.#:$1"64CXI(;9!Q7R'G-O1$\L$
&+GK]Y:KBYN^34+>S:>WFLQA^ MZI'CQP5P#,8/P$U!"^!1H'(M I&[A$C)+2..$H2=C(@G29$C$#-0+4WB27 IUHB&GA(D;! B]0B;PSOX5W8T MGH^C_P\[GG>=ABH['C>?
[,3'8KI*CJSDR/;6_$6CI#.&(L\RIS7U8/YDXKEM MC";:12U"V ASQR54O%XBQ5!),2I&9M,]8@XS+58PN6!RP>2=8S+SEF&C"+)! M=1O+";E(/.KVE UU@;(G-
;G9!2:SD=CT*;3#Q.2R5;'5".;7."L;%3LSF_2(M9JT-S=R-XRX-Y\.4]C\V:D%OGXQB0Q_&'RY(<%Q89"-E>>\?<) IC&*@(A$> MO'=KO+C#%6<-5H"EY5;W]V^(W#,VFP63"R873-
XO3"9:)&Q\0ES'T)\@,11[ME,_84>*EI-9NKAYKL)HKMNGC=8>*R:NA#+RV\#Q_7L[DK_.S.*T]_!WJC]M_ MLKM9$:_N_<7;/1B=SV^+MV"-I?KF"^$1O>_^@P=(SS\ZS8?
8O]Y/HD5PZ.* M8LI'U>PT5F^:,QC,177Z2-@98&PV5/]QV]V_XM+#'RCPW) @.A]M(AC)Y'# MEB$K)?/4$I7VH"Q5V*!!OD,>\:(F>Z6I$[01BCF"".*GL3'W\[CU,[JRKZ,DFF
M!2=AZP)'*#^ZNSAL!P*W6/8=CJ">5"F"&V"G>RU,SN+U23.JF:Y&-485J/R MJ\LQJJ:Q/<\=&C_&\<51]1[>OTJUWY2Q<_G]33F^WVTTXM\77O6S">SMG(1 M;%*N=\\?
OJ;O(C7K@=OBN[-_L+G\^EYT\;V: ^@(MMJD*?XV8_G ?P4<$LJ M/[8MB..Y_1#1I EQ^;M7_<>+@?Z[L^J?CQ$[2>/X&068GDX@C^$1YF>3DU"W MYV-[<9P_/3FW(<
4K:2MZWYTRP0O_/G/>3NKT\7R=MT/49R$$YBMCO_H>!K' M-B\:^(Z?\PS %8\OWVL&))C._YD+]J35W_LUG8['JFM3J<9"O\P:_S_Y!$]V$M= MY>
[N+@S0V$R[O9SC.4CC=%Q/XJ7@U9/\)W+CQO]KB 5XGUWY[.N]Z=^ZRI3; MU259T9&EU"?3UHG\BM;$;?&(Q="@"7,5;&)$KF>J LL,INH0-X$CKA*L.S: M*.04MA
20#C!Q0Z6G1[=G:S;W;+?]+/?IFK2S*KYK![#]4./*4L';:S#^<7KUW^<5.G!OOYUVM2)9+F(SS:0WA[6, ML^T5HAM@\Q%^6[5PI7'(X[?;3WNQI>#WU[M>X5P%]?\"1$J M?
M;_!>]VMVCS>&:GT^[Q_]I-/".=NT7AV7-X'R<5K%(&8!A-7B%8D$_P28@@ M$2 XW1CM+.O\S>GKKG Y>5W(5?T0?3QS\()B;(Y>JF)]OY3-O"Y7@M*X?_;V
MHHHIY]2>^QTU8K5DSO<@KE_4DMC?]T;:*;=YJJ=O3/-&WID)WZ6LXZ8-+F46' M9[]!<(*,AU>$@+=(Q6"T2?3;ZX7-OXM3G/* F+LGYKI#Z 6[:SVKR=+HH9?
MX^P6LKEST*9+1P3154_D[:_W9>CQ'>?S=J^E'U3?5P_JU/9#[:>M+,J&US M"M>I<%C,3@?+M_3!!2#P=H'><[C*= 87F5T $$V[FL2,X5DFI]%>PAQ\M9T# MH-

QRN5T;\^K%FO,W_;(M[66FH,MV\J+3O&DS'L-?2WXZWTS/%\FE]M+,O_GI M37^MIZ,_F($2NLS@Y5Q&[#NKOD\V"OYOUQNS4 M3N-I,P9?H\|&+WXQC?\K5NY:,[=!ZY^[/ VP)!3-4 M9V0%X>_$;_&3Y0/IY>TO[!]>/E%GW;)E2YU:.=#FU"GR;I4]3&4%>Y^OG!XF? M?6PO;>O,^3+$772=JH$CUO!,\ZZ8??S\"A4O6:%L\ZQ5@,|_+)P:9/^LGH MAM@_? &>L^\3|E7&VKFVFKE_'^U+__157[<;9!3?.5N?-N/87'=3U'D$##8P 1 M"(O;]YH+7URL,8*;U$W([D]< "[\,HV=6'66OGC]VW_PWR;7&G;IU[4+"O9G/>A_[Y\;UU6MP!3O'+2-[1H.4%KY'UE[X>N??KNOW/#?%FXB65'3 MSA, ^KV=?)B#?#01V.ENQ"=<295F IG7.DX& ^=M($#<]6B X6H+OS(#% /UHI#=@66?E;K6P^(7%3=_E3O.'RJ9Z?9Y'>^+WPI M+F9UX;^] [TRNU58G=X.`?\9LR#&8%?C*]?;9Z)#)?OX)[_MCM,QO(80?[,#FI-=DAWGAU_$#I>.9CMW;1U[.ZUC]_GN'FGO MX(#K# %2(L<803PZ@70.$B5L$Y;!.!G7NB\|YGS#-1;#)7WA;VD1)KJ;6."A M2GO32=U"G:H]IT_5/?.]>Z&DQT"<$_@XETH[;$+'T:=_L.8X.[@.RT&F=V> M[*A_F.0MA6N8%;_[''O[\BM#0_O,~3)3,1>GN91M%L$?84.0456!S-(AH%) MZZC$4C'JU[8,O\9.+07SG3^-83Y><&*3E8X(!^SY.8(IF[>\0M/[4!S===?<)[MN-_WN>+A515!,L^SCS6=QUU%,Y_!+3[\<-+?CF!\A+I9_@*#D86S/ MVWC<@D.04_O+>>>@.?_37?G7;R> R?'R&G<<^>UO*]01D>R;7.IT]Y?(M$ MB*6?XYFYPWU-D(S\Z7^] (OC5EY_VL+QV/YZ%X-A)40*B T* @1%\!!JU6L1;,*1I1- (T@A6-*!I1-&)%(VC1 MB,?[I<.1/3^&&VU+Z:\A!>[[14*P*P58;O8WJ=O_'YAG95[.,QUV!X+=<.@\ M>WZ<.W@ZA38F48I"H@9QRPPR24ID.(1"6Q&,6#L^_Q@^FSIv.G2,C(0^O ML\I6D\+>!?T>E/0!SEGJ$*)>~%D-2$(\"ZVD\@!=;JWOB:/.J;YBH/L- M[5+ JX!7 :^[P4L0PXUG'A'JP(OB2B)~ M%$=44FV\5%'IM6)(&@WWF,.H49$0%S@BS9Q#RHF$+<;$KQ>9;!B\|$@5S^M) MH?O7!RDI;]I? T/WNRE8/E=+HI1VM1)U<2JC"]F/A\XD/BLC\>|!$XGZ YE83 MQ2_PD8M$'_3ROL!'+A)!T,M[<(]<6G-NT4%\O.!/&[J+S0& SL'&5"5I<.W(M%$X!!\M1U-@C3D5 -DB++.'31>"= <3+DC;?!VX@&GVMC^'MOY.)_" M_VG;G+WIPI,_=4>!X=M_6\9P@4KP'+#O3 /71T*PAWO@(9P2G)A&+L%84<*

*E*2"P7/KBIP(,E7B%" MB4;<1(\LQQ@IZ94R.@GLUDXL;GR#:%!P6TN>2E%2IP7=RI^.' 1S+L@DTR M<$ W0BVX85$C*AQ16G&MY=KV]\8WAS:,;J2 VQ.R!,M]HH9(E^ NH@aI+LL17NH@aI+LL4/MGX-GJV\?RI\E<=?:/&F],)Q@YDCL0&QN0C80C%VBD ME)HHK-M@ZN*N'W\)_2&S\\ ^GC1K#TZ3?U?@N<}@6< 9.4!;A&V/"+ M7(NL#A$)12*QP44?V0:3+[N!9U/@N<'SWL/STP98P(@L]+8@??,/3)& M.Z2# 1C!6&N2-1@]V@4\4Z8+/\|/-^7:Q)'I/#,/I9G-N969H5A=A/Z1X]H M5L#0S',_JAT:R-UPH3UD,IZ]K;RCJ,5X%ZWD2-G,?6:,0TY:C; @C!&P8=*N M[8P\KEOD1IEJZ0CS#1]F_J*0[-)FE3W? 14%*K=PAEK*B#%G2% &L,>M!-B3 M!!%AE(N<4,_63AB^3%+O I4%*@M4OF"M=,092;U#2N7DM&8",2T$HMS,,1.6 M2M-"(7Z 4+F; (7N9_QGY<3N.@&#G^\^N,>8,,->W_Q=@^>D,=U#7^V3<-.' MIOU\;#OU;](7.H/7DX_.^"."-< T08]^1#!;F>G<+W/6B&K2>S^]K?N#T_'X.R M+*_IF!/SS\-/%?6?3 M:&<7H^7]FRG<:,!*J?\Y#[6OX3H@?X[@YSV.Y?!K?S">SZ>+Q8"G\Z>]80-WA M$S=OZPF,!ZC*;YVTQC7T3 ML-? M+MZ-<2T>? (R6A%;G8' G,*]7G>W7S;2K58[6VY?=D>]I)WEQ7E08WO;5O]Q MVW"_8BS#YV^P\Y1Y@81E"O% *;(T"10X\U(G)1BQN\C?R&N65MR;OSFZV\YN M7S(^/88AC#*8M'KZ]XM2""'RES(A8T/>1$9.G;93/ 5N5,GJ\Y)V<^5G5G3"\5 -88[%|L9]G>_Q$,.BRS'7=.RPI;SHH@ M@N^SI;N"X>M]K"SI/(S6U'M_HL? GXV[YV2RGH_G<,=5\=T^X#NL-"CSIQE M"5Z;]5T*X*K\@;;'SWX\#Q Y0*!0^3$XSNITL,Q=]T,4)^%D.8?'W2S#.D 0]SG/.%SQ^#*>^_S H.TIBO.TOK)/ M6S-"Y+4@L(OI%O^N+N"ZSXN_-/IY;9XMZ,]3K=-\"3'=OS)7K0GK_[8K>UV M8D1;G4ZSG?K#K/'_DT?TX+AQ=?^ZNS#8K:8'^N,Y2,.4@IQX*7CU)/^)W+CQ M_QH$NSJW'B#D3? _6U8D+N[HD*SJRE/INVCJ17[&<&}{_K)__TT#^%G%^H=:Q M2O6XB_@N[=0TSN;3TCOI^#N@<%Y-^MBQQ2SQS,>@:,#L>N\[:+/"$8FGZGL M%L@<@\K5N(FA=QZ _SF.U5OC88SFGMNFC5Q9PH\'8*X7/WTT]V&KK+S&?U MN O2 EPG-Q\&\]?3U/76 M&6R!7SQ%_RL89G>S*DY:,S#:F"X?+H^P#ZMOC[G7LQUY!+=."L0>.0:?/60= M8*8O^K% <&S[<0- M"0EK[QO)?.VYBM3546H5D(@1Q[0RR AMD!,9!.RY\5-=BD\N0X_=^!MXM)ONW M],O5G=N^=.Y; (:Z(!!FO*Z[D3AV"7XW,R8[LPS_G9 MC(Q$'1Q0>0]51(MXC! (9%0E*PB;*@S%9K7XE>N8@M&(IPC_P"60SGWI1OH M%TOI$*B-Y0V+?A*0'P@M&:IN\2W8YH%1(-8'L*2424.H/#2X"?EG^;_ M-9QA1$XK W^#%.P+2^B],/.;K]- H>3%) ^_?U=]XJRTF=8YH.P- M-YCZ-M_.VQM9]>K49L/J(_B)L) +IK!%PKQ/P_?Y\#Z7=FH_QBf!=!%L< OW MfU/M[61V/1E=Y\0LF&08"%SPZL%";= <&>&G)4YT339U$YDB:7(;4W8M/$8QY M=^\D]-8=+@AW5KWO MIT.F$))2;BVR)BK$.6;H_V?O39O;.+)TX>_OKZA03T_8$4AV|HO4TQ&R+/=H MKBTY+/6=F/O%D2M9;1#@H !)[%__GLP"0% @18H$0!!,1[<-.K7D M\D.V9IXU$=;\++//H9!:W;_5N*N1X QS[=@P*)F%'P&73=M(?0/T*;-9=*6$' MOQRO3\^&X_;8FS5H+6H:!APBN+!>KL1[!9>IDN:"=.UBOC'Q_.X/1IVSQ-M]CXOO=E-1R3[_[X/J/_NFZ]&*$S=\0XO M^:*PVE=]@1<94X#QY@GAN!,*QC\BFZ!'&EBE+631\K?[Q9BRRGVP[^;]V.(OO M4DGO+ORZL9.8@9*U%G(%L[W?T@IFF^R09YQ11%NDO;.("TJ0C4&BZ#T+)"JF M4]I.A[RM@ID;,+'ED^5' V8UPG6'BO3KT[/A^#Q..D'D1R]G:L;&!FJ&LAH M"@)1GR+BQ ED90S(.@E]KT]$VBWU"OFB1.B"+S>7.RUK[G0%L;JE3P#$%,;$ M<&M04A0L>(D!D S-^JZDC@47DC;."<'<.HB9"F([IA!7)7E>X'C83.)T-ADU MXTNGL%7*/!F>JU+EJHJLHTJ1>Y0,B=FK8!.54-QPC1<]XH66OTW&ZK@T+/C,X4; MWXTV[HSA4E4A4S&L;NGA8Q@ES$0>"'(\9DTY:.12I$@I91D/SC,_I19[6\8P MHFJAX^J-KNWVJKBIXF9_Q TSVD2&#;)<.,0%9LAX3A Q)E$0.8*NIQ1M1F6^ M$#"US] [C8(&*:@>WI8>*;HQ&QGE PN0@,T5HKD7,D"0I)FV)P,IM1XG>,.K5 M!GO5_US[AU214T7.H16MH<:R%(E!FCF,.$D)&2$)RP @\(B M)>,0D0&$F6 A1W0[%"0.TE#%E-M2VN;%/M"9,1E8(KA!<(7C7_AFKN+5:.MHL"R#>{-0<88C(C+G"KE#6NGCU]ROI:LWJ*A M.'&$N[SZ)RH0=R"&M)8'6;]CY,$0\+Y'@%?C@H@,.&-[>/&H?H;-"YI;@ MTR9G@],:>5#6$0^2@0;/&(}!6+ #"""&8U]JR3P Z:SWS^T7XPZ+$/$<[G=6C MA2]>JGC:2R>7)('QY!TBGHE MQB*0%-NIBVN/1%T]9ZAX7/X$>-QC$1AS'(9!; B.&$16>$48E@JfGA*BJ[E M;6W(_-@6'DNZY.RL0T7CVG-PLST"7Y[".DV[9A+]^'@$0P_-IW9ZTHZ.Z4G, M/%5,]>P4OG<6Z-_'ICN)M2]A[=>)6!UPI^HEL[\%-N? KQ[J6F_CP>'2,@@]-F M#%)RT@Q;Z]HA.VUKL8X#C5;,!QNRAJW=V8+$S$5%C$3*2YZ;(QID W;0)X6Y M3.)10C?AT?LUCCIXZ\M1>)>]X==Q-YW$:3LIN3/KYF7W\P5PO!V/^L}.FZMC MM6.7W4sVD1)KJ;6."A M2GO32=U"G:H]IT_5/?.]>Z&DQT"<$_@XETH[;$+'T:=_L.8X.[@.RT&F=V> M[*A_F.0MA6N8%;_[''O[\BM#0_O,~3)3,1>GN91M%L$?84.0456!S-(AH%) MZZC$4C'JU[8,O\9.+07SG3^-83Y><&*3E8X(!^SY.8(IF[>\0M/[4!S===?<)[MN-_WN>+A515!,L^SCS6=QUU%,Y_!+3[\<-+?CF!\A+I9_@*#D86S/ MVWC<@D.04_O+>>>@.?_37?G7;R> R?'R&G<<^>UO*]01D>R;7.IT]Y?(M$ MB*6?XYFYPWU-D(S\Z7^] (OC5EY_VL+QV/YZ%X-A)40*B T* @1%\!!JU6L1;,*1I1- (T@A6-*!I1-&)%(VC1 MB,?[I<.1/3^&&VU+Z:\A!>[[14*P*P58;O8WJ=O_'YAG95[.,QUV!X+=<.@\ M>WZ<.W@ZA38F48I"H@9QRPPR24ID.(1"6Q&,6#L^_Q@^FSIv.G2,C(0^O ML\I6D\+>!?T>E/0!SEGJ$*)>~%D-2$(\"ZVD\@!=;JWOB:/.J;YBH/L- M[5+ JX!7 :^[P4L0PXUG'A'JP(OB2B)~ M%$=44FV\5%'IM6)(&@WWF,.H49$0%S@BS9Q#RHF$+<;$KQ>9;!B\|$@5S^M) MH?O7!RDI;]I? T/WNRE8/E=+HI1VM1)U<2JC"]F/A\XD/BLC\>|!$XGZ YE83 MQ2_PD8M$'_3ROL!'+A)!T,M[<(]<6G-NT4%\O.!/&[J+S0& SL'&5"5I<.W(M%$X!!\M1U-@C3D5 -DB++.'31>"= <3+DC;?!VX@&GVMC^'MOY.)_" M_VG;G+WIPI,_=4>!X=M_6\9P@4KP'+#O3 /71T*PAWO@(9P2G)A&+L%84<*

*E*2"P7/KBIP(,E7B%" MB4;<1(\LQQ@IZ94R.@GLUDXL;GR#:%!P6TN>2E%2IP7=RI^.' 1S+L@DTR M<$ W0BVX85$C*AQ16G&MY=KV]\8WAS:,;J2 VQ.R!,M]HH9(E^ NH@aI+LL17NH@aI+LL4/MGX-GJV\?RI\E<=?:/&F],)Q@YDCL0&QN0C80C%VBD ME)HHK-M@ZN*N'W\)_2&S\\ ^GC1K#TZ3?U?@N<}@6< 9.4!;A&V/"+ M7(NL#A$)12*QP44?V0:3+[N!9U/@N<'SWL/STP98P(@L]+8@??,/3)& M.Z2# 1C!6&N2-1@]V@4\4Z8+/\|/-^7:Q)'I/#,/I9G-N969H5A=A/Z1X]H M5L#0S',_JAT:R-UPH3UD,IZ]K;RCJ,5X%ZWD2-G,?6:,0TY:C; @C!&P8=*N M[8P\KEOD1IEJZ0CS#1]F_J*0[-)FE3W? 14%*K=PAEK*B#%G2% &L,>M!-B3 M!!%AE(N<4,_63AB^3%+O I4%*@M4OF"M=,092;U#2N7DM&8",2T$HMS,,1.6 M2M-"(7Z 4+F; (7N9_QGY<3N.@&#G^\^N,>8,,->W_Q=@^>D,=U#7^V3<-.' MIOU\;#OU;](7.H/7DX_.^"."-< T08]^1#!;F>G<+W/6B&K2>S^]K?N#T_'X.R M+*_IF!/SS\-/%?6?3 M:&<7H^7]FRG<:,!*J?\Y#[6OX3H@?X[@YSV.Y?!K?S">SZ>+Q8"G\Z>]80-WA M$S=OZPF,!ZC*;YVTQC7T3 ML-? M+MZ-<2T>? (R6A%;G8' G,*]7G>W7S;2K58[6VY?=D>]I)WEQ7E08WO;5O]Q MVW"_8BS#YV^P\Y1Y@81E"O% *;(T"10X\U(G)1BQN\C?R&N65MR;OSFZV\YN M7S(^/88AC#*8M'KZ]XM2""'RES(A8T/>1$9.G;93/ 5N5,GJ\Y)V<^5G5G3"\5 -88[%|L9]G>_Q$,.BRS'7=.RPI;SHH@ M@N^SI;N"X>M]K"SI/(S6U'M_HL? GXV[YV2RGH_G<,=5\=T^X#NL-"CSIQE M"5Z;]5T*X*K\@;;'SWX\#Q Y0*!0^3$XSNITL,Q=]T,4)^%D.8?'W2S#.D 0]SG/.%SQ^#*>^_S H.TIBO.TOK)/ M6S-"Y+4@L(OI%O^N+N"ZSXN_-/IY;9XMZ,]3K=-\"3'=OS)7K0GK_[8K>UV M8D1;G4ZSG?K#K/'_DT?TX+AQ=?^ZNS#8K:8'^N,Y2,.4@IQX*7CU)/^)W+CQ M_QH$NSJW'B#D3? _6U8D+N[HD*SJRE/INVCJ17[&<&}{_K)__TT#^%G%^H=:Q M2O6XB_@N[=0TSN;3TCOI^#N@<%Y-^MBQQ2SQS,>@:,#L>N\[:+/"$8FGZGL M%L@<@\K5N(FA=QZ _SF.U5OC88SFGMNFC5Q9PH\'8*X7/WTT]V&KK+S&?U MN O2 EPG-Q\&\]?3U/76 M&6R!7SQ%_RL89G>S*DY:,S#:F"X?+H^P#ZMOC[G7LQUY!+=."L0>.0:?/60= M8*8O^K% <&S[<0- M"0EK[QO)?.VYBM3546H5D(@1Q[0RR AMD!,9!.RY\5-=BD\N0X_=^!MXM)ONW M],O5G=N^=.Y; (:Z(!!FO*Z[D3AV"7XW,R8[LPS_G9 MC(Q$'1Q0>0]51(MXC! (9%0E*PB;*@S%9K7XE>N8@M&(IPC_P"60SGWI1OH M%TOI$*B-Y0V+?A*0'P@M&:IN\2W8YH%1(-8'L*2424.H/#2X"?EG^;_ M-9QA1$XK W^#%.P+2^B],/.;K]- H>3%) ^_?U=]XJRTF=8YH.P- M-YCZ-M_.VQM9]>K49L/J(_B)L) +IK!%PKQ/P_?Y\#Z7=FH_QBf!=!%L< OW MfU/M[61V/1E=Y\0LF&08"%SPZL%";= <&>&G)4YT339U$YDB:7(;4W8M/$8QY M=^\D]-8=+@AW5KWO MIT.F$))2;BVR)BK$.6;H_V?O39O;.+)TX>_OKZA03T_8$4AV|HO4TQ&R+/=H MKBTY+/6=F/O%D2M9;1#@H !)[%__GLP"0% @18H$0!!,1[<-.K7D M\D.V9IXU$=;\++//H9!:W;_5N*N1X QS[=@P*)F%'P&73=M(?0/T*;-9=*6$' MOQRO3\^&X_;8FS5H+6H:!APBN+!>KL1[!9>IDN:"=.UBOC'Q_.X/1IVSQ-M]CXOO=E-1R3[_[X/J/_NFZ]&*$S=\0XO M^:*PVE=]@1<94X#QY@GAN!,*QC\BFZ!'&EBE+631\K?[Q9BRRGVP[^;]V.(OO M4DGO+ORZL9.8@9*U%G(%L[W?T@IFF^R09YQ11%NDO;.("TJ0C4&BZ#T+)"JF M4]I.A[RM@ID;,+'ED^5' V8UPG6'BO3KT[/A^#Q..D'D1R]G:L;&!FJ&LAH M"@)1GR+BQ ED90S(.@E]KT]$VBWU"OFB1.B"+S>7.RUK[G0%L;JE3P#$%,;$ M<&M04A0L>(D!D S-^JZDC@47DC;."<'<.HB9"F([IA!7)7E>X'C83.)T-ADU MXTNGL%7*/!F>JU+EJHJLHTJ1>Y0,B=FK8!.54-QPC1<]XH66OTW&ZK@T+/C,X4; MWXTV[HSA4E4A4S&L;NGA8Q@ES$0>"'(\9DTY:.12I$@I91D/SC,_I19[6\8P MHFJAX^J-KNWVJKBIXF9_Q TSVD2&#;)<.,0%9LAX3A Q)E$0.8*NIQ1M1F6^ M$#"US] [C8(&*:@>WI8>*;HQ&QGE PN0@,T5HKD7,D"0I)FV)P,IM1XG>,.K5 M!GO5_US[AU214T7.H16MH<:R%(E!FCF,.$D)&2$)RP @\(B M)>,0D0&$F6 A1W0[%"0.TE#%E-M2VN;%/M"9,1E8(KA!<(7C7_AFKN+5:.MHL"R#>{-0<88C(C+G"KE#6NGCU]ROI:LWJ*A M.'&$N[SZ)RH0=R"&M)8'6;]CY,$0\+Y'@%?C@H@,.&-[>/&H?H;-"YI;@ MTR9G@],:>5#6$0^2@0;/&(}!6+ #"""&8U]JR3P Z:SWS^T7XPZ+$/$<[G=6C MA2]>JGC:2R>7)('QY!TBGHE MQB*0%-NIBVN/1%T]9ZAX7/X$>-QC$1AS'(9!; B.&$16>$48E@JfGA*BJ[E M;6W(_-@6'DNZY.RL0T7CVG-PLST"7Y[".DV[9A+]^'@$0P_-IW9ZTHZ.Z4G, M/%5,]>P4OG<6Z-_'ICN)M2]A[=>)6!UPI^HEL[\%-N? KQ[J6F_CP>'2,@@]-F M#%)RT@Q;Z]HA.VUKL8X#C5;,!QNRAJW=V8+$S$5%C$3*2YZ;(QID W;0)X6Y M3.)10C?AT?LUCCIXZ\M1>)>]X==Q-YW$:3LIN3/KYF7W\P5PO!V/^L}.FZMC MM6.7W4sVD1)KJ;6."A M2GO32=U"G:H]IT_5/?.]>Z&DQT"<$_@XETH[;$+'T:=_L.8X.[@.RT&F=V> M[*A_F.0MA6N8%;_[''O[\BM#0_O,~3)3,1>GN91M%L$?84.0456!S-(AH%) MZZC$4C'JU[8,O\9.+07SG3^-83Y><&*3E8X(!^SY.8(IF[>\0M/[4!S===?<)[MN-_WN>+A515!,L^SCS6=QUU%,Y_!+3[\<-+?CF!\A+I9_@*#D86S/ MVWC<@D.04_O+>>>@.?_37?G7;R> R?'R&G<<^>UO*]01D>R;7.IT]Y?(M$ MB*6?XYFYPWU-D(S\Z7^] (OC5EY_VL+QV/YZ%X-A)40*B T* @1%\!!JU6L1;,*1I1- (T@A6-*!I1-&)%(VC1 MB,?[I<.1/3^&&VU+Z:\A!>[[14*P*P58;O8WJ=O_'YAG95[.,QUV!X+=<.@\ M>WZ<.W@ZA38F48I"H@9QRPPR24ID.(1"6Q&,6#L^_Q@^FSIv.G2,C(0^O ML\I6D\+>!?T>E/0!SEGJ$*)>~%D-2$(\"ZVD\@!=;JWOB:/.J;YBH/L- M[5+ JX!7 :^[P4L0PXUG'A'JP(OB2B)~ M%$=44FV\5%'IM6)(&@WWF,.H49$0%S@BS9Q#RHF$+<;$KQ>9;!B\|$@5S^M) MH?O7!RDI;]I? T/WNRE8/E=+HI1VM1)U<2JC"]F/A\XD/BLC\>|!$XGZ YE83 MQ2_PD8M$'_3ROL!'+A)!T,M[<(]<6G-NT4%\O.!/&[J+S0& SL'&5"5I<.W(M%$X!!\M1U-@C3D5 -DB++.'31>"= <3+DC;?!VX@&GVMC^'MOY.)_" M_VG;G+WIPI,_=4>!X=M_6\9P@4KP'+#O3 /71T*PAWO@(9P2G)A&+L%84<*

*?VSGUU5/^9CV[6] M)OE\\8SKRL*4UTIYI.B?LW"^_AIRBTMN^]T>F7L_XR&&<4.=`OW5DM"W;Q6Z M3M7W;<.F-\1D5ZNC>]!M[G%-<- EN3M[0;NZNU>BVNQR;+-2T\.KK4@\@ MGZT]N"GOK'7:XRYF?6WMZC5I.&^J_M[""*,8%22%M-JQD(M0/@(NQ(^3"_<":534B@%@BZPE#U+++H M,3?,B+")&]M?9+D,[6C^|> (D=7-%!)G>L +9'F]I!;(- AG16&). M#$H,_L5=\LC8Z!"6@@&426?,6GKS72[@[A#(U(""+ZX,>'RO5/X0+]385_B8. M6Z0N^W$WK9+ER?!8%2B7ZCWJJ(Q-&A&6A8/V%AEG'? +!Z2"=E]ZO"91),.M M"\0Y^[T"[MN4*!E0ON46!.(=.Y16X#FY+#Q2X,&#$84F02AA 2'C0:AT%"U!. M^)HE$^.PF\T6W4-ES7IPD_+Z&? F7.XJL#/_O9F4>>UZL!/BLFJ*+G45B82(Z6- M" <,8H%YCFS,Q04V*.#)$$;81A).UD7)@O\V*$N8KI*DXE;=TB> 6TJZ0(VM MR 7!P'8W&%FJLZ)2CW'FIU]1C,RKP- G"+7=^2X6D1>74"[U #+K5,SNRD M;U TFG;SHFJ7RX95$?-DN*^*F$M]H&SRP?+NUESJ?CC/U_QZP;>;DD(#P6M4106WNJ5/ -RL)HK*%%#RE&>[M'R/"%$6)6]% (()&XM4*4F|&?:P;R7C]SI1KZ<-Q59?KI M<%5+J;25M" PCPZ5%/ B!;, !":(TEO!EI%N*M5@RX-]M. /#Y&B7W M48!/-$HJ66OTW&ZK@T+/C,X4; MWXTV[HSA4E4A4S&L;NGA8Q@ES$0>"'(\9DTY:.12I$@I91D/SC,_I19[6\8P MHFJAX^J-KNWVJKBIXF9_Q TSVD2&#;)<.,0%9LAX3A Q)E$0.8*NIQ1M1F6^ M$#"US] [C8(&*:@>WI8>*;HQ&QGE PN0@,T5HKD7,D"0I)FV)P,IM1XG>,.K5 M!GO5_US[AU214T7.H16MH<:R%(E!FCF,.$D)&2$)RP @\(B M)>,0D0&$F6 A1W0[%"0.TE#%E-M2VN;%/M"9,1E8(KA!<(7C7_AFKN+5:.MHL"R#>{-0<88C(C+G"KE#6NGCU]ROI:LWJ*A M.'&$N[SZ)RH0=R"&M)8'6;]CY,$0\+Y'@%?C@H@,.&-[>/&H?H;-"YI;@ MTR9G@],:>5#6$0^2@0;/&(}!6+ #"""&8U]JR3P Z:SWS^T7XPZ+$/$<[G=6C MA2]>JGC:2R>7)('QY!TBGHE MQB*0%-NIBVN/1%T]9ZAX7/X$>-QC$1AS'(9!; B.&$16>$48E@JfGA*BJ[E M;6W(_-@6'DNZY.RL0T7CVG-PLST"7Y[".DV[9A+]^'@$0P_-IW9ZTHZ.Z4G, M/%5,]>P4OG<6Z-_'ICN)M2]A[=>)6!UPI^HEL[\%-N? KQ[J6F_CP>'2,@@]-F M#%)RT@Q;Z]HA.VUKL8X#C5;,!QNRAJW=V8+$S$5%C$3*2YZ;(QID W;0)X6Y M3.)10C?AT?LUCCIXZ\M1>)>]X==Q-YW$:3LIN3/KYF7W\P5PO!V/^L}.FZMC MM6.7W4sVD1)KJ;6."A M2GO32=U"G:H]IT_5/?.]>Z&DQT"<$_@XETH[;$+'T:=_L.8X.[@.RT&F=V> M[*A_F.0MA6N8%;_[''O[\BM#0_O,~3)3,1>GN91M%L$?84.0456!S-(AH%) MZZC$4C'JU[8,O\9.+07SG3^-83Y><&*3E8X(!^SY.8(IF[>\0M/[4!S===?<)[MN-_WN>+A515!,L^SCS6=QUU%,Y_!+3[\<-+?CF!\A+I9_@*#D86S/ MVWC<@D.04_O+>>>@.?_37?G7;R> R?'R&G<<^>UO*]01D>R;7.IT]Y?(M$ MB*6?XYFYPWU-D(S\Z7^] (OC5EY_VL+QV/YZ%X-A)40*B T* @1%\!!JU6L1;,*1I1- (T@A6-*!I1-&)%(VC1 MB,?[I<.1/3^&&VU+Z:\A!>[[14*P*P58;O8WJ=O_'YAG95[.,QUV!X+=<.@\ M>WZ<.W@ZA38F48I"H@9QRPPR24ID.(1"6Q&,6#L^_Q@^FSIv.G2,C(0^O ML\I6D\+>!?T>E/0!SEGJ$*)>~%D-2$(\"ZVD\@!=;JWOB:/.J;YBH/L- M[5+ JX!7 :^[P4L0PXUG'A'JP(OB2B)~ M%$=44FV\5%'IM6)(&@WWF,.H49$0%S@BS9Q#RHF$+<;$KQ>9;!B\|$@5S^M) MH?O7!RDI;]I? T/WNRE8/E=+HI1VM1)U<2JC"]F/A\XD/BLC\>|!$XGZ YE83 MQ2_PD8M$'_3ROL!'+A)!T,M[<(]<6G-NT4%\O.!/&[J+S0& SL'&5"5I<.W(M%$X!!\M1U-@C3D5 -DB++.'31>"= <3+DC;?!VX@&GVMC^'MOY.)_" M_VG;G+WIPI,_=4>!X=M_6\9P@4KP'+#O3 /71T*PAWO@(9P2G)A&+L%84<*

*E*2"P7/KBIP(,E7B%" MB4;<1(\LQQ@IZ94R.@GLUDXL;GR#:%!P6TN>2E%2IP7=RI^.' 1S+L@DTR M<$ W0BVX85$C*AQ16G&MY=KV]\8WAS:,;J2 VQ.R!,M]HH9(E^ NH@aI+LL17NH@aI+LL4/MGX-GJV\?RI\E<=?:/&F],)Q@YDCL0&QN0C80C%VBD ME)HHK-M@ZN*N'W\)_2&S\\ ^GC1K#TZ3?U?@N<}@6< 9.4!;A&V/"+ M7(NL#A$)12*QP44?V0:3+[N!9U/@N<'SWL/STP98P(@L]+8@??,/3)& M.Z2# 1C!6&N2-1@]V@4\4Z8+/\|/-^7:Q)'I/#,/I9G-N969H5A=A/Z1X]H M5L#0S',_JAT:R-UPH3UD,IZ]K;RCJ,5X%ZWD2-G,?6:,0TY:C; @C!&P8=*N M[8P\KEOD1IEJZ0CS#1]F_J*0[-)FE3W? 14%*K=PAEK*B#%G2% &L,>M!-B3 M!!%AE(N<4,_63AB^3%+O I4%*@M4OF"M=,092;U#2N7DM&8",2T$HMS,,1.6 M2M-"(7Z 4+F; (7N9_QGY<3N.@&#G^\^N,>8,,->W_Q=@^>D,=U#7^V3<-.' MIOU\;#OU;](7.H/7DX_.^"."-< T08]^1#!;F>G<+W/6B&K2>S^]K?N#T_'X.R M+*_IF!/SS\-/%?6?3 M:&<7H^7]FRG<:,!*J?\Y#[6OX3H@?X[@YSV.Y?!K?S">SZ>+Q8"G\Z>]80-WA M$S=OZPF,!ZC*;YVTQC7T3 ML-? M+MZ-<2T>? (R6A%;G8' G,*]7G>W7S;2K58[6VY?=D>]I)WEQ7E08WO;5O]Q MVW"_8BS#YV^P\Y1Y@81E"O% *;(T"10X\U(G)1BQN\C?R&N65MR;OSFZV\YN M7S(^/88AC#*8M'KZ]XM2""'RES(A8T/>1$9.G;93/ 5N5,GJ\Y)V<^5G5G3"\5 -88[%|L9]G>_Q$,.BRS'7=.RPI;SHH@ M@N^SI;N"X>M]K"SI/(S6U'M_HL? GXV[YV2RGH_G<,=5\=T^X#NL-"CSIQE M"5Z;]5T*X*K\@;;'SWX\#Q Y0*!0^3$XSNITL,Q=]T,4)^%D.8?'W2S#.D 0]SG/.%SQ^#*>^_S H.TIBO.TOK)/ M6S-"Y+4@L(OI%O^N+N"ZSXN_-/IY;9XMZ,]3K=-\"3'=OS)7K0GK_[8K>UV M8D1;G4ZSG?K#K/'_DT?TX+AQ=?^ZNS#8K:8'^N,Y2,.4@IQX*7CU)/^)W+CQ M_QH$NSJW'B#D3? _6U8D+N[HD*SJRE/INVCJ17[&<&}{_K)__TT#^%G%^H=:Q M2O6XB_@N[=0TSN;3TCOI^#N@<%Y-^MBQQ2SQS,>@:,#L>N\[:+/"$8FGZGL M%L@<@\K5N(FA=QZ _SF.U5OC88SFGMNFC5Q9PH\'8*X7/WTT]V&KK+S&?U MN O2 EPG-Q\&\]?3U/76 M&6R!7SQ%_RL89G>S*DY:,S#:F"X?+H^P#ZMOC[G7LQUY!+=."L0>.0:?/60= M8*8O^K% <&S[<0- M"0EK[QO)?.VYBM3546H5D(@1Q[0RR AMD!,9!.RY\5-=BD\N0X_=^!MXM)ONW M],O5G=N^=.Y; (:Z(!!FO*Z[D3AV"7XW,R8[LPS_G9 MC(Q$'1Q0>0]51(MXC! (9%0E*PB;*@S%9K7XE>N8@M&(IPC_P"60SGWI1OH M%TOI$*B-Y0V+?A*0'P@M&:IN\2W8YH%1(-8'L*2424.H/#2X"?EG^;_ M-9QA1$XK W^#%.P+2^B],/.;K]- H>3%) ^_?U=]XJRTF=8YH.P- M-YCZ-M_.VQM9]>K49L/J(_B)L) +IK!%PKQ/P_?Y\#Z7=FH_QBf!=!%L< OW MfU/M[61V/1E=Y\0LF&08"%SPZL%";= <&>&G)4YT339U$YDB:7(;4W8M/$8QY M=^\D]-8=+@AW5KWO MIT.F$))2;BVR)BK$.6;H_V?O39O;.+)TX>_OKZA03T_8$4AV|HO4TQ&R+/=H MKBTY+/6=F/O%D2M9;1#@H !)[%__GLP"0% @18H$0!!,1[<-.K7D M\D.V9IXU$=;\++//H9!:W;_5N*N1X QS[=@P*)F%'P&73=M(?0/T*;-9=*6$' MOQRO3\^&X_;8FS5H+6H:!APBN+!>KL1[!9>IDN:"=.UBOC'Q_.X/1IVSQ-M]CXOO=E-1R3[_[X/J/_NFZ]&*$S=\0XO M^:*PVE=]@1<94X#QY@GAN!,*QC\BFZ!'&EBE+631\K?[Q9BRRGVP[^;]V.(OO M4DGO+ORZL9.8@9*U%G(%L[W?T@IFF^R09YQ11%NDO;.("TJ0C4&BZ#T+)"JF M4]I.A[RM@ID;,+'ED^5' V8UPG6'BO3KT[/A^#Q..D'D1R]G:L;&!FJ&LAH M"@)1GR+BQ ED90S(.@E]KT]$VBWU"OFB1.B"+S>7.RUK[G0%L;JE3P#$%,;$ M<&M04A0L>(D!D S-^JZDC@47DC;."<'<.HB9"F([IA!7)7E>X'C83.)T-ADU MXTNGL%7*/!F>JU+EJHJLHTJ1>Y0,B=FK8!.54-QPC1<]XH66OTW&ZK@T+/C,X4; MWXTV[HSA4E4A4S&L;NGA8Q@ES$0>"'(\9DTY:.12I$@I91D/SC,_I19[6\8P MHFJAX^J-KNWVJKBIXF9_Q TSVD2&#;)<.,0%9LAX3A Q)E$0.8*NIQ1M1F6^ M$#"US] [C8(&*:@>WI8>*;HQ&QGE PN0@,T5HKD7,D"0I)FV)P,IM1XG>,.K5 M!GO5_US[AU214T7.H16MH<:R%(E!FCF,.$D)&2$)RP @\(B M)>,0D0&$F6 A1W0[%"0.TE#%E-M2VN;%/M"9,1E8(KA!<(7C7_AFKN+5:.MHL"R#>{-0<88C(C+G"KE#6NGCU]ROI:LWJ*A M.'&$N[SZ)RH0=R"&M)8'6;]CY,$0\+Y'@%?C@H@,.&-[>/&H?H;-"YI;@ MTR9G@],:>5#6$0^2@0;/&(}!6+ #"""&8U]JR3P Z:SWS^T7XPZ+$/$<[G=6C MA2]>JGC:2R>7)('QY!TBGHE MQB*0%-NIBVN/1%T]9ZAX7/X$>-QC$1AS'(9!; B.&$16>$48E@JfGA*BJ[E M;6W(_-@6'DNZY.RL0T7CVG-PLST"7Y[".DV[9A+]^'@$0P_-IW9ZTHZ.Z4G, M/%5,]>P4OG<6Z-_'ICN)M2]A[=>)6!UPI^HEL[\%-N? KQ[J6F_CP>'2,@@]-F M#%)RT@Q;Z]HA.VUKL8X#C5;,!QNRAJW=V8+$S$5%C$3*2YZ;(QID W;0)X6Y M3.)10C?AT?LUCCIXZ\M1>)>]X==Q-YW$:3LIN3/KYF7W\P5PO!V/^L}.FZMC MM6.7W4sVD1)KJ;6."A M2GO32=U"G:H]IT_5/?.]>Z&DQT"<$_@XETH[;$+

C$!$!J6\"L;PM5/MS1P_+&I,]&KI@HDO\?9;>.=/96'_!];UH#'^ M:%4-7S%R5UYQDY:]W.*Y-;?H6D*DB]HI!+(9@ZP."FG+#'(BN8@5(78]-.LN
M5>3>^Y,89L/X+BUV=K'9ENWQNIL6 M1 A-ZHVR):[,UVJ.27WY"$"1,]L"^)S?C$5V^H"(OT@ES@C(&WNI0$7S70M" M[&0\ZT 8=-_7>A6/J%Z%QC<4:;BQF,5-OW];68D=96-
_2_;U0VJO!SI:_;86(- M5_SZXF:;K0;I'$20SNTB%/ZM1NOY9#)@0D J:(NYRC77@I]7^>!@!HJL J0*D"I ^6LW%X*RA2&"0 UPFC(P' M2R1R(QTE+)BPI0(U-PJ0G\:SZV-
;OE5^,**K_*@&R$;DAZGRH\J/*C_Z3M], MAB#&2_M1\W9W](;JK\J/;'_=GHPTF$B>&01(%@;1T'L'C"1-*^9CL M TBB+(4N8O6["_;?D&@R R&V;-K)8#[A]0%CY,$-IM%N- Q2+7
MD5+'">(6@XAC(.RT$@J9R*T)ACHFUIHK?XM8M!-[_JTR<5-6F1QPO&6S[*N4 M\[BEW[+,5"UVLB_%3E83 C8P]57/E7CR![,:<6]TG(Y8M M*8F [>@CJ$>@&K6Y"G
WF]B1GY=C<\F__XGRM@+^#@<]MG: MS4]90>WK!SO;]8_XV>8\PE$<-._ASG_%R3"GF-MI29",\'&<+J?!]QF)?1HZ M.VK>C!8_7_IA4.Z?M-T?I0!,B!9&E7\,;6?
[C+DRFTDL/OO)^=E3]A%(N4E^:[W/V;XA=7WE=^(R^^GZ> M]F5]VJZDMH]'79O!>M%,O*P][''O."SP^[Z\L>]"5GU?WYXO^XU\;^'6/N&Y7 M3_*Z>+C.Q447]+)-
/\>/$=:^*3FA,&C;3IJ/=CB+S4D;)W;B3\ZOW:2'+")0 MR&N1FMMF[0F6HS2#*:L(-\-"C2?GL"73=A*S%M!T]F,[.H;%L%=78WC00BZ"
M@F!W$D7/+>*>.J0)ED@EZ23SABJ_5HPSTBB!+A@B2N5[L$4Z5W.A00E+&,8D M^%MJ36_F*YC+;?ZR6+O?EDOWOE^Y7^,D:ZJYEMTMBV_>J%$=71]ELWNR^G,A
M[7TC#285)\)2!&20ZP;HA)P/#CFBN8G48N[YEZ3AG# 42R[XIKC5/Z9B\/0!I7U2V91G\RRBI\8P/I>.M']AC]'/NO[IEE9=![/8./A][BL9W"EI#FZ$*0+-TK7!) /^1FE&D)?
M%'5XOBC1 F]LIT-X[%F<=+ETR]T?"]K';*U:3-X /^[F0RU%,WM1.2_1D. KV-#C4G88 M;CAZN*UYTMKI0D,I5?Y2 L5NKE_&Z:<81ZO:4-G3+^CH:N5TKN8 .<&KBQL0 M*#""?
@A$T+4A%H6F4.K'.7?:Y<6ES!O085LA^M>Y13][="G'#HHRZ!./-7]O^ M[H6F>QI/"7!6&G?6SGI[,L@8[!.TP M%Q>XU5*GR?BTL<-A,UY6[.XN5="YTM3__YIFLZ5U
H^$4AJ1I$H@KKU'6JN MA(\R*H&39FXCI77B<::#W^+9>)++E>UQ#=O?[JD)Z(N^JPKYG.P+HZN=4(;:9CE MH/7:F!"/TB(3P3Y2CIF8(T\C6:N)>)]Y]8B0O9L;F]AX%*_0?_=&
(6[&BZV< M"Z(Y)#;=G/F_&X_R2(J/F^Z\F\;3KLDGG&??#^;.B)]#^.S;I UY5F""0%. M='/5>?)'=F:<34#^M'%JP8X_C:%HVG!;Z^&ZV=P!-;%AKC-D^6[/SI=>E.DD
MVNE"__99@9TTV<^3=^>2_)T+\JYY==+&U+S^'/VL"+IWH)' 78,BA?L?EP3< M_ A;673)7^P?^9H)#"Q^ZAJPH^!=+0RU'?7[6VJ"P=SR(4]HLGF0*:\<:/?: M"0CG50T\8 MPS-
'X^G\KKDJO+PXOZY7!T JMR&KT[#T809ZV;"XMV#,LKH>#O?^476:K"S/L-V^2];+9G!:& MX]%QWB!L7@QA3T %M*/CXF";>[Q MSN.XV/8>B"K;)78RQK(X1XKU)X6CZ.G M!
<5WZVE1.UK4CA:/!(JN(.<]#)'=AM$#-HX]/I[$WOC-5/;;7'Q5F^>\>"3F MJQ.+?^-"N!?7P<4)U64Q#G<4GX3M+KF 0&MHX?[\):@.+A_YA'C6YOM/0)TH
MC@Z;]4BX\S1[.D'Q:$\7.NHLJX!3VXZFY[U?9T7-\+8[:5*ICUK*I:;4'RUE MSQ$,<*[[]W#P(PO%I7-%@VGS$.)NL3ZU[7D;[LG@Q+.A0 MK]_\\OKEH'G9M;;YU?HV964&!O9?
%E[3OW)Q\?P1H#J!+3&!KQ=/7#[G]0Q4;UC%-Z 1VEY[M^Z4- 6#TM>UZ/]C+=/&02Z.>/RNKN&W7.Z;R[S"W67:0#^'2?'\FI/\7;3XO MKM[7W4_\)4BXWM<^/!]
<8K+I^5FVM(:9MOWX> 2O6;)M/C*VS=D8>*@<&L-E;BXL+^M]DU_>/?Z8_?"+F[HXR;;C)7+"6WI??E]V.9M+P,M@!!;C MH%!79M+>VN@MOZ8[:<_."]>'
";%W(B:7F'E+;AT;YS^5[M";WKT-:Y0:7UP M3+A\+A?WA_.]+ MO'N9#;):PT0_@JCUPE"&]5L_N;%H]O=NUVIFD>2"%OH8Z(M9#?5VC[B^,:"W3?]CH^TY/=]R!X-
A&YB(/K;!K*C,N?K/';[0LN/O&CRTYC@ MLNHXP?0%ND8)&+8AY2RE+35-B#%@T"<6(D,B0$%EKCD-EBAR5?.,E[-
M#Z3_NYV>+,XS7I>0AG9T_+)$S\7PP7[>5#$=/""B=BJH4/<(-[E"W2:A+NH8 MF71(,6,03RXB';1'T6',B%+!*;T&==0Q'!E!6..(>(@4.:,28I)I$HAS@?C]
M@3I"Z8"Q6E2_8MTCW.2*=9M,:&[N XH/J0>2D"H^*L3537Z*$$>"D,DR,.6]S"6?(@"7H09I M+6)*PHDK-&1!O-U+B-/>>*,]13@%N(>9A(R3#&D2
ML+7>6L'WR>')^$#RZXO8/2WJKV$"]V*B5R?MR%;Q4<5'%1]%?"1/')[)/&C)F M TYH%1\5XNHF/T6(TTQY"Z8^BL0*Q*,"N!)&(Q*#\?F4C!J_!G&@ WM.-&)* M6]"J0T(V*
(\LP2($%XP4:G\@3HF!DA7A*L+537Z2".>X=)YQB9S.:"49?(JY M5+TQV :=/.;T2X2SG'+%,%C^7O+<7@K #2>*K->.,L*H=VY_$$[+@:DQ3_=R M
=0X@/GBEDI057I4Z5&E1Q\RBQ7%"BL$_TV(AY"+OB?0CR5G1B7)?5CS(!L< MF#ZSBX##%:YV?DB,^>(-T(BQ[.@EHUU$B*U6*G&+G@MP?A)-D M8*H'H")2GB7
Z)%#3I$3(9Q@ Z9JAN=]/ U"&!1*V"ES/*@B0NB;6IPP):D MREW+F^PAZ]V1#&Y>@0.53)XYK23/\;.YN:Y-H4^N-=IS&I/!(:U))DTLS9U5 M47+&@63*_FS!'0K4!Q$-M4;M47P:U0-
IMAR>=O?Z-X?#0A5)*Y(^922-0GEM M@T!4R8 X@"32C!BD07_W'$OAI5U+]U4L&"H,DOELCSNND":&(&\UV @!.ZS, M_B I(P,I5472BJ0522N2;@I)530I8M OH\]MCH/@2
MKD(B:4L:=UI&L>4N< MDU$2C 13"G'&%'(Z& ^C*=VV(SBLM-1K=NX=1%'CVAFT3">Y98O#RCD'J8(MT&T6XT#E'95* M#U^EH,_ECX7N'4^ M1M 8A8J(*QV0
6L$X<1SO4KJK4_[A*QJ(+==@JTB:T76BJP565=+]R3)@[<8 ML9#]+9YH!(IGSE3QR0<3>(A\S4>3O/<)VQSB9Q#7'/1<8P6BW,4D6&26[)&W
MFU,S,'C+I7L.#%E7W33P.7?]>^'OT'[<<#?@8&Q*0%XH!)^[8/@ MMIH39'W0UO+HM+]7-V [L>?/?XV3S,'V.+Y+E\@R-VUN8^W^N^(_NJ[[KU\L M5C,]L=F[!&_MX)
[F=#R)^;M1 X]HSOJEOJZU];+O_,;[!6^4A[:UN@?;+1@? M,7%C:]Q[-\;E1X3>V)/XAM_I$;]WDU]\9#2]=Z?@>R\'.S+XVY:CMNC3^VT!J[5+/1[;?(AG=FQP"T.5B*=E$$<6X\TD1X9
M*3V/QD;/W5I'(1RQRDWL7,BG>]9SY#S!2%-O*+4A4K$6#?%J/,K+-K'YW;^U MW1\7)R?DTN'S]&;R@;K@\LUO]T9]I\KH%5 JX!6 TAH4! M7(J,.@"TE)"+42.'">&&J$32%"
(\.*1Y<)X9*73JWE M, :A$I>2(NRC0MP1N$=XC'*!>&FLMI[H!]%^#Z_71=5^*Z!50/NFPRPGB.&SHPP!: M/9VO@/:8=[L"VOT!+05G=4P)*9Q[CE&"D>7.
(>,=8QS0+'*S5F6"QN1"8,BX M !J:L#E^4D7D1>*111QM7.OB4S6TQV/.U]/Y^;K^%KM2KP,F/@Q5:-2"Z+4@ M^N8"]P63)BB)M!$D5_RR$DND
1]6CDKA75K90RM8)$GQ9&BR>7H (&,!;'E M-57)4":57VL@OPO!PY]F XFJ;5?@K,"Y\P0!*4GR)"(;>%B*C M\"QGV%I;R)T YY9='8<)G#N+;EBMSUD[[M2..[N3:'M3O?
P!9=J3*EJNDB9< M)H*TBKE%IP>0XDPCIQ3A5O@E5$O4>J%80"D(B;B*!KD8<([2"-@K+K%5 M#^+ QSOM:;Q'IC45 M/S?@6+FA1\[C:AFS6OKSB]%]=337+."/;6>/CR?
QN%!Q#BT9CD?':-A^C*&Q M71>GEUPDNZ:"FYJ[W+@)M\;AQF^@U^S/LU<]YJUZ6G?KA_.]Q? Q+=-+ZEY-HM],L:=?.O U0^9M1 MC[*9Q#.M3W(SL^9XN5B-
S:O5M*,&1N!/5MLA-2?PPQI/#.87PBNZMIMVF7'. M)N,SP-CS07,VM*-I8T>AB?\[:\].81"#['42!M%N2\DAF?KJAP9"4]^TP1(^,N?$].Q@'.\)$ MX8M_OJUU4FTXLDN3ZG G6
O!+U=KT>BH^:N;_*6V'ZG\4?GCZ_Q16XW4M@E; M"T%X6>Q$N^G @P=8A(=V\S[XON^J ?J!^FF)"2IZ1Y#4(2&>-$6&"86,%9[X MB)E9KRL>G64D4@N7>[B'88\TTP()I:FS-
A$LU^($WHY'?C:9P%!Z+\FF.I?+ M@5"'5ZYGIZ<4%;4J:CTRU%+!R$"H -QA$G$:](N"&29Y#:E8*C!Z\D.D1/!
M*").N)Q9)I&U$B,L.&:,.ADLW15JD8&0IJ+6/539FHP\7]S7;WYY_;)*A"?# M+E40K H"T%HER "*/R#N"$ ZIX:%$! 1"JIT$2MA;ER8UQ.$G:@Q"(>3$0. M]%S$J#1."
<:57LMZVY(@, -&#Z]Z;M5>*U95K+JJA9?&/D100#'8SC)Z9(CU M" LEPQ$ LH%B59:\6@ BJHR88W"/$Q%T5T"Z%+%,1HJH2=@95F%S M>-W$JY?U(8)7#9
MTZRO6S7FBH@5$;>"B)A9KX-QR&(!UCXS KGH$FC=(8!"[K!3:V=:)$HO-&C= M)&F+N'(4&1T]OE_O5BC!5 M7AU0B;*'R11YPK7*L)1"1:&1,58B[D&"&8(-
$A%;@TW23JSUKI>:1)Z(1I0J MEH471\XRBJB26&F30C)KM52BK.GW%R(J1V\=(C@FVF 84 MA!.()\F1#EZC $ '?R66V%I?-IU='C[@[%'/]<2-1]K0A Q./%@ 54=VA9%<
M#I3:E=4SKMUX;Q2*"\VBRH; MN=I?1I)<3V\X]G8*-LS\DG\ <\-?[Z?P97>T6/#=S_K27E])Y,)I3RE'\(D M_^/9F3V.:#0.J5_ZKD,CGYXB]2,/X&85V$@ODY'IUL]/1B]!V9T-[
M_CS_^N+,AGPRL^(>:/NA+BQJ^/.?LV[:IO/%Z\J-*(["B[-QUY8G3^(0-N9C M!"#ZG);(+1 M/K?#3_:\FU>_^^O.X,PV)Y,LU/XT'?O?\Z!NH_>M55,J#P8A-^[K'S^? =%-
MANTH+NFK'>4_DQSJ68:2ZT^:K_ZL(-85=6?L$LRT7OZ;NL7"'N%?[X M@LXW2\X[K;IYUS6]0@Y?L8C?*)G5Q?$54IH&35&5K. .,9 %R3WA %3U@ZW(N]&S?MX-
HVG+DX:0@=-+HHXN%3UM\B3HBQ,Q^6'G\:SR?0D*Q:C MD-62YCO0+D), "%%I7@#CVO,#]_9[S-$34_:KGDY&LWLL/DMGHTGTP:TD)_ M3F@(1O_G^P:>^EW[?>-
/[.@XEA=,LL8SB?G9I9RP!U7(PH/A#7;D6WC0*?P) M,X"_(K#*Q_P)+BW VX\=!MQ.FY?'DU@>D^V2\D-JL^72_._,3F!6,+<2C'&Q M!+GX7;\$W[4P*(#,QC:P>.WI[+09MC N>.
[Y\IW-?$G6WI>5-'@"/)^F?E^ M7O:C;8<%NB?QXWCX,;_:CT]/VVD_U8O?OS(3>.-HW)R.)_F90"[_1O$1AB$. MAX#7^Z*\/246^O!%A>SXT0YG1;WN+E
F%I2!'9N,9\;Q*6YD,MXYR.Q,H$+ANNR;5#N/:I*^F-7TFE5TJN2?FA*^O:G6!1X MF-?I[^;W7EOI?F]'OX?<-V0NG;O?/[73D]^M]_NA\/:JV%'3O/K/EV___OI]
M\^9M_+MC\V/;]Z__/MOKU__\OKMA_?-?[_Y\)_-RU>OWMU'>]CPR/_Q]L/+ M/+9W;\O(X,\W;_]>QO[3F[_?]]8] Z^^_V.P552M/!0W;;HKBL.!1&=19G"PKFU]2IKXD
MARL5)]#\)M,79>-1?G[WW-DN%LGY)8E<3(?"0:\MB]>@/EP5J*>_HCQ#$8V M_%+ZEW7YRCH\^QN8M8L-6)';R\8J?_[BB7OB^7C=&R7SQE8_+O7^HIQDJB]&
MQJ]+YEW2V&7M\"D!Z[O9I('?0>'LSUZR9"\FTIG-!X_MV7(YQW!E]D=,VM.< MUQ%3_IS]+.LDC7O4FH]V/)Y>?O??EH:5?/?!BLF8WY^3"E;0&#(Q:[K[<,(
M]E\'R[%Z^'/Q[@LSKO&KVWF!Q5^Z:'Z;@6I*F/WW/VF*S0LBOHO?+][T^O/< M%?/23[_/K9?@^V5C@.P;N5;:/ &B^ &P+V3KO-
CL<W&HV+0@*"938KC;>&'@&FO]A0KWH:0[W9Q\=9^L+.EEV%2QIK?F-T@8"5- MLK/DM)VN>+Y6Z;!I_FESS9-&/1#[KK\L9N= IW EH:^HUC_8'A=YM;YRZ:P
MM_.EZYKN+.9O7^6%(NH%O +8HE^5/*&N?V299C?S)Y?F"0,"+7]V M.AL6OLT79E?>;-3V1ZLP_?$7 -*.%LE?]P8,H Z0ZY/QV:2%M^67V=P>K4QU M>%YB,CH89;?
2XFVY,1>$\"4C5TUBMYJ$>XR:Q"]+BEZRS07RO,E$G=V0<[6B MR4BU0L#]E4".5;]86<@>W;JSW$$Q0VP^K(A=#O9INY/,NQD+RI$'_+_\'8"9 M,^.WB_7VJ^M]X;:=+-:
[0$8!L>Q&SB_\JC:0KM0&CII_+-&YFP$8?"PH4X9W MO7;42XA[@-T%AN9IAIGO 7=%^BY%Y9>:TQ)H;[-&C2O"?78V[B7#\0Q$7^:\ M[F(WYB=<7Y!YX03Z(G]]/"GP_]/$GD9
B3]@J;M9+_[FAVH@Y::Q. ;?YQT? M3_*KWTV.[:C]5YG-4O)_( )G^QY?U=7UOJ[_"Z*7[QZ]_Y=^4A>?]:&6%5 M*[M**[M,.^L*UB7%]AO)Y1,\8C2>KFA,62QG3IX-IV4//XUA
)GRX;Y/("PR M6<;,>L#(PTP4$83V4=.\7+ ^L*!B%27T;1_Y\D'4DFW4,!T-9$/WR]S9V6<'X M%D#HT>#B+*GM![]4],[&W:*_YWS%+D:9J7%Q(K2@5MNKH>,+U>:JXR, BN&P
M+!MHAT #^;@J[]VDG' 5ULZ(LM!D@"7;[D'<6]NDX_[2_.3G[11>ZJ^E[-Q, MO03T=5U>OB?,XR]7F*&P7IMGVZORL$!CW]J%WM^;&)=7+G,.P.T*O68$;=("
MIX^:#QD[YN:!!X7NO"GG*KTN7X38Z5FO"U^2.>]?_MJ_PO_SY=O7S:O?_NU MZ!K,&)NOV1$6CPQ?0,VS2VSQ74Y MTOIC9N0A,-SPQ7WT_M5,/M"&J?[SB^M,
;G'EL"W*_Y*@+:K)3>4*:ZHV) 5 M4(2X?+$+2^#^<0YS4EQ(OMXI-3=_0QO*EPM%=44N+AT.0/!Q5'P0O409YE"> M(C;^"91>XA1\ ?&_6)@XL$/FHP0X/YOTNNDDGHQS-
D")]2]6A8O> MYF]RY,_R52#CVH7.Y<_],(]B!D(2> A,F=/"IP-@M.)D&K9@O,R?=I7,[:<^ M6,Z]FZ5>9&O9[&GI,V\'4_SJ@&!]Q&(>?6N4 ,&V4-Z8GO:6%HO
M65LOOMH2^K42U94QM3<_%*)6/IWNSCT:[0UMO%6]NY<741 ME0;+T9702MM.AN?%^NCQ?/Z>[-$ PNYZ]_/%TQ=A*X/Y4'M#?7&FT0_*V^ZD M26 <=0SVO
MSGS)XYAGR^Q)'.53XXH/]_?A7&76YZA,%R/0YRR4_7;GS=\G.7SWP\EX F@Z M:G[^^=?L[6_R^I[%LL@E8:KK8Y_/9@ZLM%7R2NWDM'>J35=2J=K)?"@7C).Y
MM1U]Q=5>XR/W+3Z2U?C(&A]Y:/&1]7!OMX=[_C$>[OT&Y!#:WK[^)=JNA@)= M<53GYV4$#%#/JK<.3>0C&59%!<.FMM*CN6C7JJ%FEA-,Y)2Q)4O_"+]%^ 2IY] M]
[VAF*G2S=IAG^RW[EKLYF[$!6NN^A)=G'[*!H*'!9XNCK0G\6,;/_TENPWG MB5J+)QU5+V&E[FU0=Q_%E>DWS8" O3V;9FJ_Y/7(KP* M_5]R+*X[]N9PW>6?X?'91BT^]F6V[.(-
EV\M?O5%%N/9&(SB\Q5W47;I',^& M=K(2"[?TZ8"%W/MP@&M[UNJ_/XTQ\U=_Y#4_L)_T/\&34[J6V9Z2!O+AI*SX MY JI7("OF[E_PF9G&LHWM07X^E4N/L3X^:S\7&
(OKWC&ESI)..:6_.*K\0M,I MIZ$7QZ]7*#E'3?/FRN/2*]^>#UXO)I"5DBZKM8N@F9?9;7,Y=":K,S^,[23T MX>S9)3*>S ,V80\RR.MK;EQGV:^(CK) ?CSIXWKG$?@W"]I!%\=
[BZG/TPG6 MICZ?4XGE6TRJC#9/8#'$?/!5$#L+E1R?UUW$^9TWP_:/['&8CM>O'WS;>C^% M$-3;A^Z]&>6=!*G\\\JI.3#(E[#3/8%5NWZ-;LO*WHZRTK5(2+*N&P^S8GJ1
MC@1+:SV RL?^>&[]$>.B80(.781"9,.JG'+/MVHEP.&HN?W@2NCLA75D_%? M+O"3M;T9S+\)+2QT">&8)PJ!4F<7?U[6?H?VK.NQ[I^S<+PL)E2D=1A_*CD] M^=B\S#(?\?
=O2+8=9D#YEF';83?."UM4V7;B9Z?S:%R7'9##;!UF3)]DE;"W M!E?"J?-3)[51\T/%XM9<&AE$1=PUL<6YXC,LCI7QA%GO#K_QLC@/-+;PU/S MG^-/\-A)&54.A+EBVXNF^\
<(%KI)T4X+1L]-EZN6<+[I.7H4'@4*.2!X6[S$ M??CTL)A.!BNF 'Q?*2H/KJCG);0\CVP$"S3HHR_R$CYT MLK_[?3SY?245;C_TNGG1,; [WWWXS]?W,4HV?:32O'G[T[O??
GGYXUZ/1;4QS!?QXRBXY7DT;7D+VD1^2Y]/VBNXIQO&/4U12\IB(A 74",V("X M-P99&1BB0C.A3,21^+7F#I3+:)-&G F*.#$6.9R[&&MLO<8I$6,612^C#[EH
M>9X+P4Z0EY/)RS#.D5X_#>WQY;+D_W][9]OPV.WP9V9#^9V S2FM5J&F;K8[A3K5K$*I:M<*-;O3*>CMLM'IT(Y1H2_R M*+VUM"L4=?>Z1E7!QEKQ(M[;]-
_[6@L"_=Z.YIJE.JO6J,BD9;2A76NU0MVL M=PK5BJF7 9*8P2H;UMQ[O^>&*RDN+6EU0V-:H6.UX<6:7BG0.J.%3K72[MAU
MNV1U7J0(7T=QEROI[K5!A4J4ZP>IUUQ*HA.=:B"&FBWH)(PF1.K[@O_CT]:& M?J:. 49? 0$*KWSM./X>HV+G?G+HEYLUYO_3/PTV$8*E/^HI@,4W0WBF/Q2167_%V
M4&!S2U&;Q,I;!8U P-+S7%)\CBW%A9'A]BK_SMP?T=4ZY:[6)72U1E?K0W.U MWJ:(ZW773:]M-6YO[N[)S2=R=7W9N&W /]?WY*[Q^:IYW[AK7)+;OSY^O;I(
M1G#]='7W+=TVWF9GGVT*%\TN!RO?'@/*O' MD@N131CW?W2A\RQ8@CRH>C@7 M>^=T"!8US%9]3\8VRH7@^^;0/0WH-WWNRCV_-T02VFY-">).A49\C_SHXC.D
MH[!F2VVUBJ/%,_H2>4_))9A,3](A,?H8&N"#B3 M6,]CE9K,%-6-PC[$H2W@Q6,?]+6.<*,V[T:;A0*NX%^0R0%]V:![4R'W1IYW M*0J]9XWG
QF0=8NA^(2C2V(BNHQCJ1QPI+W$1#;2R(U'WL/3L'A><+6^BI'WL(]@ M"\'(>]N-O("S1)H4>;A@K!TBS*!T,X],J5L5SRPV M ,_'<1]&2Q6W%^.[,'HM0KTHW0K\LJ0
MT9F'LA1VO'+D*CJYS/R)@[E0)7'NW-AOUI5^_,<,O+,E8P,9WM,]5$:+> ,1D'CU&,2";GK400[M9="R9Q'\,%#9#P;NOS![*\F]\;)MV/6"V;$<#Q>J<+S9PU;!1WG^1G3<2/MR
MLFQT/X,3>PM3N20SMZRT'AH-D,)Z2&#VO)PG;UB'FHSNRN3<(243K]U,HI\B MN9'C6U0E:DV+*T-+#6=B,)L8P%[6[UM3N'B)X;I(OJL\Z71.%,]DG,_1C"FG M-
UGSXJM323V%V('REERLOJ[G>62!8TGKN7-I!D78GXL$'R M:J0(BJ&?F(K')K/H,5\XP*NF4P:$1[QV%(%D1O(\,%8&\(@NDZ?*5QD6GN0) M[]%.R[SPRZH#QM)'_5V53
TN*N7>*!+UVT80-1[%AM7XA">=L;@N:4H<"8WB MCDBS*\K5$SU@N5AV+\K7'N?_85&11$@6*,UQLG5&)^754?Y$YD,J4Q$FK$:7
MB74,Z@_CH5&=CQ6U9(E#MM_%"KAW,+U--;V[L_P0,7$N/;D(YR)@#*WW7,D0'_@][WHM/OTL#PC:/O,Z.Y%LE8-J1$Q MB+A)1C2+Y]+$^"#[^'O]@QA)Y)@>S?1R_&5N"]
I2@-HJ6;R:%?)?TZEEE# M?17D4QIV,GH^W-AQX@!=(31#0*U1Y+3T^/#,GFX)R8-R:PJ7;:P;#101?IMQ*0%C/=68R-!W 9.TG_>H2 MZR]JHR=VVIZN2W'UO?E*?
8[MG\@I)HJ"$_G!*.>8J-H&;EP:61% AW%RFT' MI/M0HJ7GNNNHAI>5!57IV-&J_IBA8E_=VZFGKQP_#+S_#_1R5*U=3&W+_Y>;N^O[F6B3(PG;->KLV MX85_>,
(PN1!;QY[O/*1G96-BJXLH$K&XB8A*94EX&555A^>.SR>2S6#216UNIC"&U.V^O1*SC MV!%4.F7>^M[S4#G&RJ7'\;JA/1$U8M2IXQ"LTJ^44>DN+N=UN23393)X7Q ?
M\H;'PXPI,B.X+#HWVG#&*X_CIHPC_$7?>]FP\0VB,-%-E^(\P[\#4>QF]$R] M\IY^B!RW1E_A,@7X^+RZRF8LCHJ"C2-6WJR4AAC;5?QZD18I6O$-5](5N587
MA^EUO5Y\U#3:MC^>F0%IO)0IUM/]<+0%'[M#6Q,GYZ:_WI,LM% -QZ$&7HX' M\FTS0J1\H_!T'W5GZ:'%9XG#LF[B>&(B[<<8\KJ>L'3$\C1S@[3%DM=UL'0B\R9%I@U86A
M^_[TV6O/%5>T^EFCUW>\(;QLU(UG3.PKCM=@7,R13'IZBS4&9W\^OSSXUO(C"@^/.N M\158[)(T[V\N_OQR_6R<0>WW-_#[3B6K3N6Q8-_="A@2&YB%9?K>I'OXD>A
MY5PE79/79<>>/.XQ-:HT_AV(QTT,$2)9!PP'HT)G:! P1SU>+45ZKJBCH!6% MH6B%:8J$K9LP",3=778?F/?%,-!,=*@4=?U+X:]\EU5EVX+LHLLI]PC]LHV9#_#D,!?&I*
(ME:"PHM2*G->JT MQIYLK0[P$Y@*_B.WTC06E& LN+V[NKZXNH497\3535'/CT/\-AIJ:&HV[OZ^ MNFC@Q+ZYCCY:%/P$H!+UP#LZN>)SWN][W
WC0Z)7B=.*=^.CCE$(@,31_T_< M[T6/5 M&HO^/\4-]UI1=@LT:0T9E^[7MG_R^BP*.*>769W$QXU@TM\FS'+>C M%90UAB9T$DBQDT
5G03020"=!-9R$GA,AZF3.A^!O_=LHY9;[+G+VSP,6J.= MG];(.[T56-UT-)RR4K>V4'?KJZ/D]1>U[+U;+F/6"S7)9J7GQI M7/[U]86=^J; <[N),F<63=/<6Y2YZ.T;"2SWGGY(?
U"Y..9[ASM1Q/=QY%O; MLP;JE!0-1#CM*"#+*,[3.-3GAL(9"D*J[RJT.;!9+NF;6]"*Y6BYI MY7IE4_$-]>(NM'##]A%,NC8..;.B"2#=0;;->?*]] ; A:*<_YA5^"NG!-J M'^;TAIEK
85J42^!]L5VHU3_2K&R>(%@I[;>J[/[6PX;A-*HGM'EZ2#TSB*C M5Y1%V,!0='%[;32&T2I5L]&&EL$G8V^ WNT'[3@-UT'/4W7VIC/+91^+] M4(1'SWR.$C3:?
S]Z":XRY[L('6C6"Z]B]!IQG5]P;5*L5097?[U)/2G"Q(A M@3AW.+,M$KU?X9SX8$91DWHE->:1B8U+ZD2-#YHSP1(3>BB_,*&%XXXA]:"V M:Q5\ T.$]HO*F"'[C$+,L&XW)>?
L)8+M2ZK*[M0ZI4*[(I)]:Z5R@58T MO5"O&%;5,BUJMMETJG"=FK1<@N]42B9\QS#;A;JNVR!X M2XRX\X2O&3BT+CFT)F,DM]K4$7O+K:#+6!CL8E"8H*6/ZO6D*5^/?34??;6,
M?765OCJ.?]**HG"'5>FO/<_:GL=MSD11?YF5)SHT!(4B769&PCWW:]>@#T[M)SV[@CU[K9[=2AXC:8GHQGONVX@QPH <#SAUG5AQ?$L1UE(@,X$DG
M=_N8!%S%>TYD))HX7!#EE1NG#A)9HX(XP&T@GB_B*??$KE&0R!$IHHLXM4TP M:,>)@Z+H$7&19'S9. CM=+"+<8&"%VFE7D\,2&74 CEQ"3]*,[D,^"AYRJG
M^3@%U2>1;T?7(K?_/Q[T!6U$J+KK]6@->^K^O%LE[;9P&T8JFZ MR$WNC0_8MR/=(B^JMW%W/>,.9].K#IN7;'\N@X8X#[ROCV%R]
M(9'9IYD'.8;GSLD[ZA+DD@66S_OA9!+V3:K+H4V-J$ J3K;G]S9<1Z@T!Z\T MW)E[M 05!Q7G+18<-BC/P71YTF2T#DGD^$5.7 M^N-+M"'Q1O2OXRKJ1OQ2E/Z^_-GIV+ K.*#
M]WAR[EM=_LB"$V8_4/_$IB$]@<;6=;-6-4SUJU:JE.NZJ6DUK50^H;I9*)4- MO:6S9]/6B]VPMPNOMW.1^$"D8)8A3Z5G@2T#'JO @TP=IHW7_R+G!G6BUJ=N M.#9F5_9//>")
(RV2KN.86O@SHT)C\RXA-XQ#!=,TM55FCV6=/#3FDBIH9P2H;HB)885^>TY?K0%7POX%@E1-)$:SV!E8EW,-*/5A-
M[F%)MM),P"NM6M7*)W;_6C>JM19[+FD[V\&ZDAUBX(LSO^&3./8[)BK)7.($ MWD?J_I!)@:%R_NOY/\@WYCB>2^[]02#384$IA\?DNGA>/!9Y"4+Q.6/"1)V]
MI9+4S@F6,S72M5"U5ZAJPF58QS1-JZ-5R32__9,^%4LO<%9W) M8$,R[6FO![PEH]0F_0N1HK(@Z1IC23/:#-%/SC,J/#;S,ALAIADWM%FK&*O, M%JD@#82JY: *-
T32+NF:_H1E@"H-H2HGDB)4[06J5AE%$:IRON$5(Y59K);? MB6CELC)%R,0F<[GG$Q')G-@#1@S-,,C[9$38./()J-X'1*\L2(H;6-B\N(&5
M:];"#:RT2XH;6'EH962M++)6J5A*+8T@92T*C5'5JGJE5CFA>K4 E%63L3%* MNXN-\8G[04B:@WY?9;^@#ADY&TYZ!EXRB_7:S"/F"2V M#76550*E'M!@G %)D0"Q>9$ D0 SJ-

O8BY>06S=.M!(28(XD10+<,0&64TM* M2(O(G;H>MW4C;*AZY5RR3!.;!W^+)5M8+_='RJ;Y+QO=$AT4S">H2/C966X MS8"DR'C8O,AXR'@9U&WLQ/0L KZR!ST/.
D2G#$BZCE.+ MANR4>DF1G9"=MF$'I$&WL1JV)\^QQ)BNRT],']D? #SIVNY2A-UT M.MQBY"NCP3B,_8UCDR8=_"#W/N5.0&ZI_X-\Y3TN_!'AC]!E?M#E?>5PZ/6\
M^RZ#UP\3^9J9'?LOWEBA)PZH&8;P7M1T#/Z1!4D1P+!]$<#R#& K&A-I4&[L MQDA@A]3*:TJ:M?(B,>Z2&#&_D$0H[$K8E2Q261J:1&:A(3>-NE1GGN3X%A" M<,R"I
B.V+X(CCD'QS63,& W3G4W1G#,F:0QB,%/VG:8_-7FC\1R:!#\=M2G M#ZS@>C:+'P:E$)>C0OR4G/1\6C#/.@Y[+MC<9Y8T-D$)!SWWS.9!WZ'#4W%U
MA%&QD,4R=V61(_+3X<]_!D'(.\/X=?*+!;!'S_I>P.63?>: /?O(SMK>LZAH M>.)I&TB0^?#@YSEM(:$MT1BZ$4/<#GO=5'$6OG[> &S4)EH1VB+Z5S1<=\32
MLMT4)=,.E/:4.D]T&)P=G<0MO%0U;8R'?@D]JR4*M8P6RW<^*9UH>XZ]@&1B M_>*N^+/0=CSKQR;J^5YT!I5B3'[TTK4PKO-$;XCU6]:<5.Y$_YC2\|VJ_9Y M? -
U.F,0BBM1CCWQ^Z/BRL46.@B]LZ@Z1(E$[8 XO8"M+LW@!&"/S/[3+VP M7BEJ[^+[H4?32]"-6FUH\'WP,-*T0]NB/_>ZF4 MCSS@;>
[P<'@:OVG&8E14KF+)*+V+>M^,ZT91JR^Z;NK%NEE=<(->U$J+KK]6 M@->^K^O%LE[;9P&T8JFJ;^X!"Q8@:[@ >9B+P^TEZZ.V;^Q[,8?-CU0V7JXE[2&Y8QWF,]=B;]S+V?
I0JJIG MQ99YVSB;G=:+H@G,W"<\5)FOO57BTH.&]0G('O\J#+[%_;_LGOGD_$U*7^^ +D_\3#+KIQ[LN-$Q-Z'X0;I[DK M-\XFW.S:&_/C/+>L 0AQ+)PXR:<_SY..G?
+#XO1Y0+TN,]95T*TS"Y*B6R>V M+[IUYMRM$QW^TBXING7FH97Q?%V&P QS@!\$F)5V!6;W7>YOG,OFG*V#RB!& M56:5TY##LB
ILNO6]/E3OD'SVO4&??/UZ\2IUG0\>1!9NM?UE&(A= M69 4L0O;%[$KY]BUB@61!N7&;HS8=4BMC-B5%>Q2E:_^A0$4TV6G'<$TD29[
MG#$;Z*M4J6L532]I1N6$&GJU9!CZ3_9<>&5+;*-9LV?A% !4O48:_PYX*"_ MG2 ,N76@+ +!.I[?"T1P%OK@,R8 +B JC J@6]AE/@N])'IM2.-7.6!Z0&-J M!B1=HW&;
(IV@5C_#N.AIEW2-1@:6BYO9K%6,-4,9(M:E'NMP-RWMDJ[3OOJ) M;@+6::O8GFF0/3^MC%B74:RK_F]J^0>Y;@'7Z;JFU71# ZXSM'*Y7HZXKK97 MKH.QNIH
NO,GZML2ZY#6J&Y-H+14)Q ML04WY[[S>$,.71^S(.D:(T\- 2PCDB* (8 M(WB]CKG=4B_IFEZ0A@ PW!3- MB:0(8+L&L#H"V&$!F+YK
+MC0>AS2^R6+>*OV;AOF2%*DK9W3EHZT ME4W:,K1*O5+5@+:,@E$R:^:^=KM$DC 1J_X'"Q=N=ZF38@A0 MRM(NZ9HA$LL8^3Y'DB*5[9S*3*2R#%&97JZ4RG7-
T+1RV2A5QU1FM"H["XXX MF\"T*FGT^HXW9'%0C=L!""/RD@D00[[*@J3K\!5F$TN]I)A-#)GJ5:;".!II MEW1-
IJH(IL)6SHFDR%0[9ZH2,E7VF$JO:4:U;%;&3%5IZ8:VUY#S%UX/WCLD M'SUW$&"L^;S.!)N(-?]_&94=6QFWO1#1IA - M9*^(]< M,M?E@8?
NC7F<1)#HL'D7$%U9U\PU6QF)+O5$AXFETB[I>BZ-IB9.G>&>:4XD M1:+;.='5D.@.@>C*K7J:B6[!;AJ"7,[G#@0Y;%X$N9R#'(903[ND"')Y:&4$
MN:R"7!U!+NT@ITUE)JN;NE$V#+U2TF%\M,VRJ9<,6YY02S/,+74^#;])6)]< M=*GS@Z&/9!8D11##YET 8I6R:6I9I1,$,3R?AOU8*RL?28SCF!=)$<1V#6*&
MAB!V."!FI!G$%IU1F^"ON.'F:/SFDJ\AZ&5!4@0];%X$O9R#'B) VB5%T,M# M*R/H917T= 2]M(/>!.5I14JY#C_,LJ&73ZBN%_2RIADM78">O;,MMWNOY]UW
M&7QYBO(,*.4DTXG8_<>$!H2J[&G'DXFI/7479J;.[."_#HE%L=N1Q](NZ7H\ M%C6S7BW5RQBB)/VBXO8;]N9Y5%8YT:LB1 FVS^&%0"G$Y*L1/"4W/IP7SK..PYX+-?69)*Q.4<-
!SSVP>]!TZ/!57 M1TP5"UDL_6 #3\JSO!5P^V6<.&+*/[*SM/8N* MAB>>M@$+F0\/?I[3%I+@$HVA&S'1[;#7315GX>OG-*1N3(9TA;:(_A4-UQV! MM6PWA5.](\I/=^L.F\?
MQS=0IS,&H;@2Y=@3OS\JKEQYH8/0.XNJ0Y1(U X((&XO0+M[Q@A^#.SS]0+ MZY6B]BZ^'WJD0_L!.PU8GPJ C2M"6D7JT4?3*U)M:OUX\#W0L$+4HSOROY=*
M^<@#WN8.#X>G\9MFK$Q%Y2J6C-*[J/?-N&X4M?JBZZ9>K)O5!3?H1:VTZ/IK M!7CM^[I>+.NU?19 *Y:J^N8>L& ULH:KD8>Y-H=RH0$\6U(8P,65WX[J1PND M'DW+L?
G:#TG@.=Q>LCYJ^\:^%W/8O.J:6/5M#\D=ZS"?N19[X\;.UH=253TK MMLS;QMGLM%[CN0N629ALJX.7^=I;);K=7+TAD=FGF0V?_*[YQ,Q=:D_O@#Y/_&PBSZ=J?#I--&G
M\X!\.LTT^'162>/? 0_E!;@;Q$&_SD-?/4>_3FQD].M$O\Z17Z>941W'WHQ^ MG8?4RGC:+JMD5D(R2SN930>[C.',J-;TDH2S>KDNV4S7[.JNXUU>P9T]EW>@
M*J?"6+:'DK_:+'QBS"5W[($'H4_ABOB84:LKOL^!PY0'MN<'ZLHSLP82Z+P. M/);Y =)9%B1=)\&0%MGM_Y=1V;&5ES'H-#UJ9@ U;4VK#NDLW70&QD4UHRJ.
MG7FY")6ZAG26(TF1SG9.9V6DL[3360+-M'I9TZN: ;9-K::-DGOK6FO1CIFV MR?C]C1$[-7I]QQM*$'N!9!]G(]D?+ @8N>BRIV-BRWVV/Z@[H/Z0Z,?$ +F0
MP[(@Z5I&6P$)+.V2KD=@!62O;(BZ'GOASEC:)5V/O<"\$#-R1F7/3RLC>V65 MO2K(7@?!7HOR J2'O9J#G]1U&?G.A5K/X2_$KPQ(BOB%[8OXE7/\PDV1M$N*
M^)6'5D;\RBI^51&_#@*_2NG"KSG>B-^XU:7,(5^\!X:;7QD>\)&^L'V1OG). M7Z6,*C=V8Z2O0VKE-27%\B+='BC=UI!N#X)N%Z6W2P_=GCN8RR[MDB+?/V94:FQ?1&^$+
[&.XN5C&HW]N,E MY*ZI@).3\)6UILI:>3.D6B@IPFW:QBQQUEM++?AU&;4!*\2#>RH-@(#((J3?* MYP5/\($0,?HPIFXJ,T$(]JY(]M:1O;,@*;(WMB^R=\[9NXSLG79)U^G',7SC
MT=F<2(IPN!,X7*4_(1SNW=-4_##W$<;F$_<#0#^10D^B'U#;'!Q<&@7;@',J MMX,GJ(]TN$M=B\,5[@8A#P>B:$!F/H&'\Y!#A2M&7!T1W\R$-U;HM>%.HX:;
MLMF1%#UBL7T1#',.AD@,:9=TC?8U3@STA\V1I$B%.Z'"54X1(!5N@@H362%V M=GJP"3>+B&R" &:21PL7\(2?#)XG;B'_0WO],W+O#X!4+[P> M5-
]PDRQX[3VRGH1!#8]'HJ0H:8XD1=X[1%'SH[\H*4J:!LCX#\+=WN!NE<42 MA+L];_F5M'*Y:E;VL>5WW^4^TN&R='C>][E#C+)$PQ*B818DQ7U";%_<)\P\ M-
^(^(7;C>=TXCIR#P7]S(BG"Y$Y@MW4C;*AZ^5JO5(ZL4WX M4:G;@B<7X62Y8EKZQCQ(/;\G0*GQ;'7%$;TQ1<90XABC5I<$ M4$,T]/S1P4$$KRQ(NDXT!CRXEWI)D;N0NY"
[Z@>?V5]\;3OLE42O#:E\,=^#:@8D193#YD64RS?* M8?*)M$N**)>'5MXPRL%/VG:8_-7FC\1R:!#\=M2G#ZS@>C:+'P:E$)>C0OR4
MI/5\6C#/.@Y[+MC<9Y:T54$)!SWWS.9!WZ'#4W%U!&*QD,4R=V61(W;4X<]_M!D'(.\/X=?*+!>;:9WTOX/+)/G.D]]99VWL6%0U//&T#2S(?'OP\IRTD]B4: M0S=B#-
QAKYLJSL+7SQN IR)]0EM$_XJ&ZXYH7+:;XFS:@=*>4N>)#H.SHY.X MA9>JHHT!U2^A9[5$H9;18OG.)Z43;<^Q%X!0K%_<%7\6VHYG_=A$/=^+SB H MZ4)]%+S8:HKK/-
$;8OV6-2>5.]$_IO1\L^J\?:#?0)W.&(3B2I1C3_S^J+AR MN88.0N\LJ@Y1(E$[(("XO0#M[@U@A.#/S#Y3+ZQ7BMJ[^'[HD0[M!^PT8'T* MFL/BBI!6D7KTT?
0R5IM:/QY\#S2L$/7HCOSOI5(*#]0V=W@X/(W?-&,Y*RI7 ML624WD6];\9UHZC5%UTW]6+=K"ZX02]JI4777RO :]_7]6)9K^VS %JQ5-4W M]X %2Y@U7,(\S-4]E L-X-F2P@
NKOQV5#]:(/5H6H[-UWY(L_A]I+U4=LW M]KV8P^95UY4+ME9?F%O,%KFM[EB'^=!E]J]M_^1WSR=BZE)_? 'R?^)A%QU!]^,(6E_)>_X0J77W?J!Q));Z[B*Q M7+D!%U%
([GTJE)7,?2%O++1(V=?>1 *1\E@T 9PX=3G+,# '"@I2IH+27-DP^=(U/SH M+TJ*DJ;!;$9\<5X3YWI M].,SG2+9ETS!FUPB@PSJVO_\4C.T M^MF?'Q"#4%*4-!>2YH@-D#J-
DP1==SD1:*F8-9 ;@FPY2YH@+& "+19!-I92J@Y"/2)N]2U.'40@?(T8*.D*"ER 8J::_U%25'2-)CBB$![M0B
#=X'VCD!&"G>!1+K;M^!17:L@'AW28(Z2HJ3(#"AJKO47)45)TV"F(Q[M MI][K5<2C?>-1O;J[B-,77J_/W$#1T1U\$RIAB'&G45*4-$>2YLB4SY&H^=%? ME!0E38/UC-
2RISPYFEZ\NFZFUL_5'#94/-=N8)1R'\^WGTE5VX04A&8X-*S M!CVX+C95=.-,[+/P^)H=78-?H,BN%Q+:[S/JPQUR0^9*Z!>UY/[.)0VIS&A%
M:$!X&*C7A/0A(-1GA/7:S+:9342:J]'7Q^6)7Y71P2P_PS9*BI(B':"HN=9? ME!0E38-!CB"T/Q!J7GS)!# @""T$H7OZ[+E>;T@:SW U$/LS3:O+>I1\!U(A MC9A;OG+W1YL&8V
,CK@9^T[3#YZTB6& ^B4ND3?"!Q M867YVH XS$\|F02>PVT2FY71_7(.JV:1=,TWZUD<(\+7(F+/Z^(RU;>1!W- MKQ#CM?=MW.R>*LLJPOXO^49=L,^EDY3X6-
CHQ//A]^B\A^I MJVXNOKV"]$S6$*B#63XC%Y[;X0*EQ7'_$+]E%76!6QI,^:2!Y$G-/(.(SX+ M^LR240!$/ASNN<$H4PY3').K^BM!_<&P"BPWMSZ@)H$,955Z/2Z)L,TL.@B8
M\+0;2A<\$*PKG?@ &9DO&D)0XI,W<,3-2F5#+A#3&<+S_%YGX!#>B1*SPFKB?"E:NES6"DL$D'0#_J%S(&!K,&/C02"V3K-9ZM MKAA3H(/U>CR0VY?
B\^@9T(/:PI]S7E8J[L(=U!V*MXB,NR*9E04OH$-RE?R2 M/. V_?XH\H9>-TTQNDU='95L?%OIF#QU&=SG@PK:0ET['NBE&!D[8?1\&]XW M4N[7JNJ8<#\:+,3"'Q-R/+
7.;#U\9BBUJ!,?AA()92)I9%@H'5C80O;O?I M^QBP"+=_.X)NT&OIE998*VKI6NM'*QCTX*OSU/ILVW/L3?2G*R@> MT2M%0C[=W'V#ZB_\29I_??MV?
O??'(\RUY[+IE7&YH_$3=FM6K', M5<&BE7@=_OQG$,"(-XQ?)[]88*Y]UO<"+I_L,X>*?@*VZK,0'IYX.C);G^<8 M_9MLK)57SC?07+HY>9H;VB+Z5S1*EJ MVES6Q-"S6J)02[-
!LO?//P8=ZY=:DBZT'<_ZL9')5U"7C"ZE/AK[X-!$S<>= M98K+9,U)Y4[TCRD]WZPZ;W^#9#,6YC3MQI6XKQ%7SENC5)E!.B:JYM7GZ_/[MN)Y24*"_[AK-
'$^1R6!QPG+TV;\#F.>D:YX8(N(_O#*)#<:V:J M>MX##T+!I1)3[0$0D"0J6QFG4;)696(+984+\#IQ]*G-NM3I"%-;/$@.B^H& M^62?#839+1](!V'7\Z$>X%)T*NJ"AT-
1DF\41E'//2;-,+*)OP-_?MQ^$QX M*;)^*$Y5@6SU8V)H1FD%&W.G(]2K:O:6)26Y !>_.2JHW)B'*O7B!3-1%C%R M0]'%[068D[P!6"_\F=EGZE6ZIA6U=_$70'4=V@_8:<#Z5+#/Y-
:?/;1M,?" M(P\ ^AQHM]/X^S/\$=3K2M5BR7@73?@SKI>+>F7!YR,Y2SH3@URK3Y 7@)T=;P[?HX M/-U:EUE7ZLG=1D#F>+]QJXZ)\$):<["*UGX1^IS,,5/@QYUG((%-
M;9&N^B MT#=8?T666ZR[%SL2 0CC!TNJT';5?^/-W51M0"Z4(&W_Y/=UV%K>?LI#**VU MX-R7V/CJS8M-ON_:Q*D(IR*UH&#]W.+EE_B/E/_<]_&Q(BIV,Y$WF
MEQ"OG]N9[XX[7WS MG9Q__4IN&W?-F^LF^?A?:R\#AFUN@3J@C]R6[C0/76] M0.U2RBWU*(ZCV*ETO"?AM :37#@((Z]"N.IQL8TZ">GR6L+4.Y8?R%>IC=7>
ML?"!%)NCH3]0MSOT2;B1QMH=Y^[B;O1+1SA,RW<^B%'M6'DZPE<<(ON%>'(P M:*OB<;$=V@&[KPL0+]T<7?DVE_;8L7"SMM1+@Y!1M:$J//;DT^%Y8*I32^[Z
M'HM=6U9]?A(:ZMMH_EEO)2#HCBRW"W\-*4N[>!+(H40CPS8 \KM-]1\HM+EQVIK M.AP*^6Q5\C[SA1NA:G/9^#*/0?PD$=GS06W$PV2BV@)$8D%_6&T4VY[+DO*
M!PHC7BPOBXKA:GI3KQOX,"T)@4&K&.F)X41YUPN?92B3\(AFOMPE%T\4OJU4 M6&NB&-$1V [W>_)/>+;L&C-KA8RJA;RH%_F[.XQUG$C]"\9:*3U8QW_!-WIT
M&"F^\)KV9)&5+_:X"J"LC]P/H9N(DGN=//M4O^;*L:3/QM@I8W2N(/++4,-< MY(_1\1SX*U81U=NDWW$@1TQ+>#RC*T7Z72F,V@)'"7V1CT5YQ2_JY65<+VIO M6V-
]J0FOK+XI'9ICB-?VOTBTM-=!,S9'-K;(NFWIM[^ ?#"->\]#!QOV !OV M$H;RU/@&;2Z SQI^)JDY:;UQ#YH41.WI<=MVV$&*MA,GJ%0H9]2(!R3LWC?9 M-S?R97>/%MV%-N
NM#\=8B[V]][EJ\3YV7%[<7 MXRXKG@*;FHU3W>%?'(%",$F=[8=@DCG1$$RR*^P",#'*Q8Q%5[9R;-.7'%Z6WB65Y ^72L'7+/A/#.YKU2TQTU:S- M MG2 [GKO8+(S12WF8R/-
Q;?E-VG!8LN.(NP/<;PY^4M=EY+OP!E^EOV5^K,W+ M4)+?S9F46,4'W%OV:8W@6'# :UMH2J0(WK*Q4?.'%[!^ES2*Y'M7Y.?P@SWO MUVQ[$7>QP#@Q91"3+[J4^^J\97PJ[Z-
'?1OA.).S&#I>H>/5P>U\9ULTW*S. MKK!HS>?'FK_S8.X+R461_,D=Y\ M^?G"HA6?02L>#74TU-%03Y,MA(9ZYD1# M0SV[PBXZ(5$2MBJ:Z@=DJG\<^IXKC-
>F!3(>N*D^7U@TU=%41U,]S7UW[5,/ M]:*9L37@TX=/<>7&U/2UK?+C:?DBBX6I[=H5%4ST_IOJY.+/WL4B^,O+9IZZ= MNY%YCR>DMQFV9^M&;"9&LK2=>M[R$=QUEZ/S-
KIOLS%R/[#F8H#)+QBF9"$" M=W,R*1SNYF1;7#0B\H.(?U!1!=^*Y O4*=3!@6_G+!(7)R3O?"URW;_D(XFS\2RZ%!\-M1GSZP@NO9 M+/X.E$M"+7L/]Z"M/&?
0<\]L'O0=.CP55T=#_'CF MXZIDL2$?_XS"$+>&<:ODU\L,-<^ZWL!ET_VF4-%Y&V81Y^%]/#$T]&4^KRD M%NK&:Q6VA9W4#;27;IH3*@IM$?TK&JX[,JUDNRF;B7:@M*?
4>:+#X.SH!&[\ M]:3MVW/LN)$G^O_]%+R]>^^TXTI]'NWVN+WC MV2A)1\?JT5%I].A>KV.C@RJB)+I99)D/236?_F;B08)% N ;U"%-Q+B/)""1 M)) (A^__+?_^;H)G&
<2)WX4_OF;#]^]_\8AX2KR_/#QS]_4K3[9_>O7MY>?G.6_MA$@59"L,EWZVBS3OG^)@3/XV) MB[]WSMR4.'_Z^/[C[X_?_WC\X<>[#S_\Z8?W?_K^]]]]_.,/O___WK__T_OW
M4K=HNXO]QZ?4^7;U.P=[P=AA2()@YYS[H1NN?#=P;L6@1\Y%N/K.602!&)"1^)MYWC.9KXOTI87-(W?B1I%?NAB1;=T7^_(TT$W>URF)W1^> @[[_ MP_>P=FZ:QOY#EI+S*-
ZF?O\G"?V1NX*]]XL'R!@37I=1 ^C/L1YC\ M:15E81KO\A%?'^+@NX2LOGN,GM_Q/])A10<9(]U//%_UCB"WZG;%QJ",M>XN+E>\KX MQ_?O/[S[7U\NF52)QH$?
_E8_46C__3O\|X.;D'QQB%_/!/RAS 3\T4O+;3G5 M']ZQ/\I-?0T/(.M>/"2%QG9C(Q;4K$T(V.J,ZSE[^-/*?6LR_]&DU MYF%OT_7'1@,A,)P[[=:F9-VV1)SC^(_F&Y&?_AWG*I^J M;+[\-
\WF7#J4.XM!Y>2M'==\7G=CH$:OH#\GC4Z_.JUD@ .AS6&PO_IN&$8I M'0E_)7ZYW?KA.F*_@=_A@?VG. K('3#OX#_N;RZ,.M2[U'V-PFBS>X<]WMW M__PJM&3QWT7H?
0I3/]U=P'CQAC+RC>.#:M2\N6!3,.H14+I].J4/[_'_0"67 MM//\GV[H.8R:(Y'[MW?[1/;(9PGQEN&_TW]O8]"E0[9^E_ +WIDWT724I+%5 MOX(M93?^2[%=(VSB+4R8ZO2G$3YN?
]^]$[< !6+VR="TD3:P@:-#1OX 3

8X&)2B05!^/Z2@',Z18>Z+_)?+]6T:K7Y[B@*/Q,FG M?V2@3IFN#'UG@SC\T$P<4!IDXO_B,/*'#>^YX?!QG[K)TWD0O1C5O/I.A@W^ M0XOO'8DZE.IA7\UOK]Q[Y*P7-
CO_XXP^__^$'?)85OI5C!\@[G#X]R'W8;FD(IQC#$8,-:+$1M]EVR_QC;I [[Q2VD.:=#%OWKY6M MDRE*3L2#6:3;KEX2-U$!&N8 W@XK\.W!!=TYMM$.T(^Z/0\/!O]?
O8CH1ACZLV%$K" MR0=PD KS>?,Q> LQ"FUP$((60O!3Y(?IS["\._:+2XU,&Q@U9Y">SN\^V%C M6FP,"'VT(7?NJT(!D?]NV):JK81U=FCOPZZTV!5Q[IR0$!A+E0=C73O#+E7M
M)?DAQZD<3C?C=LDFX-1G#R%0#VR;-WPW;4S6&%!3HQAP^I%;*!WFD07'Y M+^KUBTHK_2[]H6K:X"2D7Q[VJ967!8U *[B^X4%Z^H3)-?7W46U#PVY531DE
M*@XG<]BP5MZ8AX3\(X,E^/2L-#Q5&ADVJFJR*"@XC,1ADUILTG]F;IR2.-CE MUM8S-W7O0S?S_!0SRFKVS-3'L(55XT9.4++Y(DGGVTP0/<06C1:2,%QH0L,0
MA3]432@=0A2<;\6_#K(QFFS=;-MA!*CK$L&CVN]S" ML)/*>);#[HP1V*+9MH9=#?O9)3+86O&"H'1;%R+ M[H9M[1X.<]CXX>-B-%O>J*-^L_^U?
8S,89,'"Y;1[*VNO6%+&P?.'9RX @: MS7Z:>QEVM64TS6%ONX;5:_<_,^&W:H/L3ELROCQ&[K'2A="AHVNB=?I$LMQ
MD(R^01V:?:]I9MC5JJFH%.!QV*V>D1Z:S:JV,NQ5U1@D1WTKB1CMV"A[*9GW.QD&V&E[8 MK38>H6J]+"#+]0U91?!U!SZ=^W(-9*X8S&(4 Z$S F/! 0_W5-+,@Y3K-5R M?>
(F_FH1[FL&EKDQR&[5--9-=@7CB&L1EUC'WZ1 ,Q3<4ZI>P;^#0N+X(6TE M21]V?,!9L Y^D"&$1DA2)T LG"V)'1"'#31,,"'D\)VT5VRIB_@VVVS<>+=< MH[DL=E?
I+W[Z=)HE*3P98NK& 'F[]-T'V-%T5SIQ!Z)ED-&JH4\XM]$M2@>D M<"I\2.<%QG3$H$?,$T-E*!_X("M]@A9:W\1-^AEDH&H^+&3@<&\.>QY(=]#& M!=[@>B(Q7==P198/@?
(4,IN2("H1G?1+VXD4D7G032<5F/RX MX'\,'V(BOC/U#3;1W :$38(4(W'H(D 26=1/K@CC7X0I;8W5N/-O@@QORV* M?:*ZK?J0,HA+U0_15ERD,0]",KB0Y(_9ZYAL7=];A-XR?
2+Q*:T7E++PWZYB MTXJX7I!^K$F,;B1(TH.9+[660QADK":6N=&COV!"Z$NE6BX\'/-;Y.1W!UD;1=;, MM7WZB%ESZ@8)JT$^;")AS:H('22KY9W(LG6E&XJM9?
C(_J"X\1KV,DA"U33- M72M,Q9!UHG5Y>*)U5VZ:X&$4>W_JQO$. M5GZQP6C?Y5KT5NA PQ+7RM(?WE=-VHWQ.,K2)OAP&"/XJYS20;[&PFQI[=?O M3=0@3U4;=@MY.GCXYW
\+5;_R/RXVF/?2S+A> :AJQK ASO$!'?5O@>ORKAG M6R$QGY+4WZ!]YCS##'G8G#CU_XLN @\J6ZZ59/J>A@.S81#EJBF^HRCGS#J, M6T=F5\3B49>A#G+K(-R#8VZUOK)[D#,
(6]4F;\3G.ES2$XI*;M]:9FD"WZ8' M5]-Y%+^XL<>B1E:[3Z_P\8:/1&1L:8^[\48S"%K5--] T"0+F\21PUER!$^. M8"K/6CN<6],;0>H-N/TH&H2JH96_@QGD8+$=\A#+=_^SZX?
HIP7E(H)&H)O0 ME%:6('VKI]+C6!MT?(-,5IT)30XZ25J11^'-+OAD>;AID4[^+TD#*,W#(3@4 MEF9KG:T]%8-@51T(*MS-@X8VE!FE=A.+M'QN*Z MKDBZ7",*(TUBPO#/_*TH
MB"S7"[3*/JB,*"./9I"OJD]!+5\R4(PF-"&S"("OZ9XE"R?BP:B%F_1@B@T M<^%5RZ K#Z(Y"]&\=C$4_8FD/BS1M'):.[1>:#]4G1>3"FV)Y4/PV>"(QZUO MW:ZT#&)6]6GHT9$/-
_!4$E+H]LS(^07XWF2;RRA\O"/QYCKVH=G61?ON19@2 M6,AT&5Y%*4%*5^3E-":P4>?NJH%'WP(;!KELB]I=?FEPLS#GU4%FCX&WC9.S
M2TD(AAV07\HR_2TP[3"NG8+M@WQWQ@7O8!0V=#+(C@)#_'!T#;ZU5<Q$9CKQ!?&J"\CM5OCC(MET7YRF\E^NF?8(P)NB_@5F")7ZPP.9
+,@\#9H0GQIP11J^P]@F/;X9[P]=1 M@W_3\>N0+FXZS>,'&@DD3U04D'?$5 6^<.&*:I9"Q^[[0_+F8$;@/O+\8)3G M FQ;J ,8=J%,5;?)B^%SJ<'_L?JY<-
V'S>$@]E/<1/D3>I$DV69+#Z1[8/X\ MBF'Y2;RA(+:25X*26+*&]XI@_"A%_>/-2A%7<5=,@Q(##O(L0.ZE"/QO.'8 9[]A$9=.DARE(IW!W[OY)XY2>(*C&\0MJ7!8-\#U7!=@^-
MM;#CNB@$YL7Q*FS7-\D&=JZKN$_PUH-M$,8)+(&):J_1.8G M+99$N;UGMJYK_,=!ZL8_1S_=7E\/=R3*U RR5./DZBA+..A!5GK7Z6[MT6K< MV2
)57]5N:;WP0\UU*TD[UA^(90K/)Z0](405L91LG@PZ/B$AL?AG1%'6\R(MQBVAQMSEFNK) 79@)MJ+\(IPA/#EF@Z\?X%9YL8@E54_T;Y42G=8F6N'L\U>
M#26CC@#$9[RSJT[BGEG&L5$Q 6'R]D,:;,VSRZ%)B9_#;=G_!-R'Q"L=9EQL MQ')+")MNZC8])ON/8)#:JKM&([7U\'PUDB4Y(I&7PPMW6ED[<0,L#7C[1$@Z
MEK2IQM#+V_=5?\D0\L:9<2@W!Y$;X++/;7)G9$UB!A@4NY] T4YW< &M_?2+ M&S_ZX7D<;6[=@"1W$5RZ)0E1/$/'&L8@>%6'2D7P)*.>8,>A_#B,(8=QY#"6
MG#7PY%"FL+@:7MV'"[:?!+(0E3OW5<[R0"MJ%+*P'HQ=.2%P%!#8BF<_9[/ MHUCJMD35#RM]4\LK*$/-@H)H.-"^H%KFQB#/52<-#_"A(^\["G.N\2>D[S#&
MG9QSZF(ND8B8/BKSWR;>B(YR^ 2ZW/NUDJ>0,=W=WH6.0>RJ/A2-V&F$ZR 8 M@PE&^2V)3]V\T2+%#S9+HWAW3N!]B H=_^,-?,AWD4(8BF P^>MO'VQI"A)]
MR_,Q?"A59XSF0]DS!] WO]383>E)G,_=X9.76CDX?Z&':+Z[_4"YTNG>-;3T M<-0/INW<^H^AO_97;IC*J@:%YV0J*71@)AUS2:,11C!(?=7AHY%ZB9,]#07M M5KD*CM(M(!
(EC@XOO-YW2&L+?M.^!BFING+VI.1@OQ];:5@\/L;D$4[X4PKG M!S!R@?MCFGMN\]YZX)K$?>?Z*WYZ(]B4*@E=V M]B*LEKVL6
]L#&P0M:I;H4;4JH\;P:'0+"@4FE2GO$8X05FIJ\EY>'L/<3X5 M^58-3Z9J!X.@5.WU=6>2E/=UV--^>YI#"E*DF M:9",JDF]1C(*@,32T%Q7H1Y,<92(X0\2U"T E@4
M8,@_[T5,W.0B_7^^53D4_[%31"&-(!'A,?<*QA83.)TAPD;_\C\+5+&*.C] M@KRB8J]93*=DQB#,-2!7M<(LEX*Z7R'Q>KD[P MSQ)2Q
SHXZ^NJ#"=!HWC3O[9"H+A_R"T"Y6F(/RMLI-NO,*>-V3M\'_*W\SK M0QQ\%\6/[_PP?>?YFW>\S3LW"+YQ7BF%IYBL2Q]9WNGC^_<_4!)>>HS__NXU M\?
Z;U#,%=O_\3>)OM@'YYMU G,&_\?4>A<>P=FX6I!WY5-(9F^MHX_IA?Z9+ M9,;AF0YQO"&;!Q)W9;B.QBC)4]D.-\D3KRK*'4AW,$68O4MT[TBQH,M4)=A9_6QR='C=<^RD3ZX
MEL/.3LJ8RW%LH5*/,M,%6:WBC'AU\:MC+8YIQ#E];&8U9)ROK?6X?4TKDX. \K61VI-%M2/604#.=Q'5X!B9:1MMX*4U7 M>QY\3GDX=$+P:'4]!C!^D*\$82'
3;D;$DHZKV&NT.428E&I<#!1N4DMSSK$GK19AC+%L1Z7PHFJE4L<# M1*?HR$ZIWA01S&AW2Q/I)L';.:,&O&M@'TUXXK\M%8M>8\QV,?195>,M4)-Q
MIUPTGOHPX'*TH#C914HYDM5B#*G%72$QY0T!80H$AAL2X-=^%_WBQC'LXJ[# M93KLB#.3B_#B\2'N4[UK"Y$?I 9G[4)FI\VG&' XV"(H6:U-$!QD]'/M?I8 MJ*E-

K&X<\:"G,$"=%H'*H>MLN)Z$'R\H@Q?X/:W_H6?INLF6)@4CT&'& &WRV/ M?/]PN<%QXS[]RC.G\4GNZ)(&2M6T?"QW9WR6"[F&P*W=YC06FLI5F*XA-UA M@'(T >F&X-
;GO8M^RF(_\7RF)[+(.*U/NA?A@6>+-HP[7GCI"_3T[,45IK[M+JFJ%R(T%C/[QU+I4#(=_DU[#_Q1%UGXN1&3&3"PV*5)U^I"P78U$U:L;+,% MX8E%
(3QM^5A3M[<7S=LXRKT6?73RX6OS5C10NE8MF73\H5%0*IE6M,R VF6G[S W+:)R M\1L\VZW)S.)Q>%/J.5,P!!H\4\H7'D.+0,S+9M9VQI.QAU^/AG7H%&OGC9N
M_)O>C&GJ-J.W1PO@G-:%0+O0GD>U,]E)\^EU%62>*!@N#H(;XF-FAF=8E+Y4 MK5L<%=<9FA0NX!A\]KW,#;ZXKYADWK#>^""D1T(O$\^HA?>,UK2D&6Z9IM>D
MD4^W&S<(3K($OL/*,T75:B:Q3: 8^J;'*F[_6P-HTK\E)X3:_C*(1_ MKE@\PC*N^E6YD30@.D-Z/YJVW2]-0^P:.EO:D[.GMI9JA6DTWB<4;3C;VS+,YM$D(QA9O6 M1^,;;49-
%S3P$L[X-6$UFU7/Q-YTK5?)$5C!A0 FC2ODZ/O:O-UQK85>K<\4 M4C2VGL @E54VI"G(+>U]82RV3;O4Y386U8FT+LV<7CV7\=DXV<;U05A[&?Q0ZA)A(6+["_$
M>RQ]LXW3Q?I0G(NK2'@":/[)H$Z@,N49G7_"X\J"CL4?N$<2_5.%S3ZY R6' MN.M4>;4-1GY_]=+U,K[E3>W;J[-PSMIR('98J_K9/$E@H#:^+*&S9?CU?2: MDZ'7P%)36;Q;0D?[\
(?O?Q(/UCKQ:=1O1D= 19'AW^!@N%O76O?;][5U@V4-"[]+TTS--TC"%)BG;CZT%EH(WJ\&1#3O- MYA9E#^DZ"\3WT11MLAV- MH8&<_T3N3U/[7T(:L'-[;T&V*E9SQGE-
#2N)=6HZ_":1AOKJ4+O:$7"XHD= MQ2D%!L/512P0Y:%9:3@INI$(;:N)L:G\N8XQ;.J\;@+X5_CXYV](>'Q_^TV) M5U"*(E"*E):6',M9A!W]&CPHG%8/.D_V4Q*
ZVYA#KW1D7IJSSVQ!$/_P-$W$6I#3L+00H%_:.(1LL$KTW%39^V_$F@4 S&DZ8?T#UOT[20.S(X%
MZ<._V.PH27@JPQ\W=$GHWRB'":KU'A!$EY6S@T5PUA%>W=@&&Z"])DGE!M]] M3?O'#Q(,#O]P<'P'&!AU<!@)0*CCR0X\1QG6V> M5(!? 2?!EY!_'5P2,6"5?
BJN\\VZF(6SHM,X^@;I>4P7$%TN0H_0Y*4 M2]'H>L.0=04OHQ<2LW\A9DI7!0H'/Z8\.5R#=J37^Y'#>#AR! -<#F_80E(F MV \.9>.?:0EED5H_F%NZ:-
"#\0!'#:"PX9XFQ.5]UG87QV7&6 =LEYC\,\S*=X7,8PW M[4S1.#&0DO4WI#6ZT:_^_*F[,UA?.9;V>#P+82!D#T-!3]^)=/*Y8ZIG)RJ M@^.A8L5&=-B0Q5_9H$?L88G#CKT:M*
MJ,HL[JOC))&(@U2>BE00]8;0@+>["*:%H9=/48"F68PYQ.=$G0XQ2.'T72 MJ(-4W\9<2D85.Q,2LMH(K[KC7G':1TY.W9'(2Q_D5#?K*),M&W7%1+?21*.< M=L)MN*-
:1PKPMSKTRKV*\C0)OM2@6(DRUEM/VYG@BOH)*5].),:%7^"I'2-K MQ]'Z.(,?7,H=\Q/NM2O6FN(9# M77C[[0K.',J:\S=DSJ'N4G\F2ED(3),&L75 AD8M"(M4+.O81MERO_17!
MP,)MD4;04:(8+2&_T\.XHECL^<"*@Y<*IT M)>1AX,S",4:756NK(O1(F4PVF]!?[+2KX\B=4;FD0$+\O:27""1\X=-IGH&9;#&?1[7L)Q)@B- M?AGTY5P6HRN2"E/=G\8W*3,?
YK7K(X9;QP7//C-++DLG?>H MU/%QG)7$"/PPOI0*%(C\$QZVP^X/SF4?K(J='3A[Q9G=B^7])UWUFNA=D5U# M(\A9\"[^DR;%6(S?W:_3,&RX[HI3=UQ.?LK8W$&FQK^?
(A174'4$V0GC;@>9 M47V8;66G)HNEW;\LX/G XDK]%?\MZG@,DJD 1!/E$O($Q^6:A7(LZVKI($@] M_B?X*6?='V&U5^Z^)P4_.9_^A99_IW#F#YR"K8=Y-
OY%CG_'3842.:C@<[KT%?FF9E5R0O))3/%XJTZ"5@2C M?@6!*H7VDT%WB8:=BJ [,0HU)+VYZ=:&7HG9HIN*L !-1^343N:B.MGE__R+ M#P=SO'K:79)G$O1())!<3SE-
YHQ;_#Q15L$X\U/XURJ3'%6C4E26S?.QI>QO MQ#$A70*4]K3BY5XT32 &Q<1F_M3"J1=Y]6+@<=7E*9:"R_1^^$8^6)$(7TY] MSP=\NRM0>VK=&'9\["];X""
(!+ZK*"6L<),;2ME\H-M>12%/KNNXYWG&(LXT MKW$AY2\>.13"W,DQG:C=GZG.#BK*U);-F?@:%J84ZE^3U(B1Q*"0Y-4=.:P& M#3> =\(&E%C'^*SIPX]6FYLI2(UU'/
MBU7BSTDCQ\TY9%Y$-&XP)D%!E+FD$ Z"3_H"@*^0F9&!S*K@U0F!6>C,N!WW M-I[=8HMC7%KDN\@I.*-O"6H8XXM1?AI#2\1W^Z):E:W@1+M9KFBU'$D09]CW?
C;%Z59)$*_I;.$Y_BD#+^9E! MH;1^,NP%:;IQO,,SDQHH<7W\G!G\VO^.0SG/T\"N3+H._%N4QL3YXD7"+<(H M$@431X[,QI%3,,)PP"@OCF#FJUHI6<>Z^">1#EG+&$=$IM
V.GOTB@KC<%K3 MN(^?60;>(CWW8WBZA:$/!TGBQKN!8[M>#3 =.T\(@+QR.DU,UQAV4WM&-S4)]Q-[=2XJ9V"1ZIY4"X=SJ:SP#@(W 6)
MTW^ZI2Z!$IA%MR*V8P9W+S)0QJ(881*ZZJF,PB1("R+SFP,!*("^F;-"WP$ M"16!#^!\RX<8+51@W)F6+,&,\F0F[8MPFV&5B6<2?.SGS)2R9AC1(X>2=3Y. MY\\
<;E;RGO!IS#:&Y[(OP'/?H*AI@:$G7Z:2H[3WS3SE6M44/,"!65QST@N# M2')9277M)@,D&F-F"H^<-+T)X5FDY+K[T/,1..,A0] L'K/AQICGWUR6:TTL
M^>6:PFT*0KSF$2F$4W_#\]4AU-Q]K;/=UYEPHM)01TYI,"$.\C)8!LY1(B%>XX 7EA'/CY-PX:V#'H?R@I:[@B,-FTM]*3/T3K&-9Q,2*4<3P M%8E3C+-'K6$;)=2_ZW@9]7T$8@V?
W=B/LH1#;++8FB!G9ZJP$[Q"3WL%6.UK M%P(.OB@S\P;F4C8U1'%:E#-Z"]Q+GK=][:BZ'5-XT2JUR_/Z\?#N\=?P%8:I MR"9J_>7IW6%AGH*;%&/E^46)_(4890"
(1[J]4\8RP;=$3H3/]XH]] S?*>B M^!1Q7(QR*&;CQ#"=D3/(QEP]_MF6QG!P$(QB+ZNF/[G3*<4-+P%4P91X#B>&0O5 ']P"Q,+YQ(H3!
M$>=6BW,*]WIYLICJ(H)AZ5ACSYS>]'BYH\S>BV<2ZJ37$;S,=D-A#M,AJ+!F M\B#C*FUCS$O(*)T/;E>)N,.H3X?B.\842_H?-]*(XQ?\ACXODB2C'AR72GJ
MA;PI5TJGKN0KDB[7YU&\)GZ?,%I*T&'CENMJ'14PJ#EP/VO-L5 PZ1\T6(F' MKVV-2@&T,"RSV55+&7QU\Y:>\H,*R$08C\6E1ODYV9T&;M+K@J9TCAQ*!^?$
MYCGY'=U[.JH[F174*!PY-VO 6?-OJZ[PK0-$)XL<_.+^/8JO M8P3+2]FWU[CB(Y*#U-7!@K$/Z_L?_ M\4##WLJHD(P#FL-)*
\LQ'ID97BZY1"WA"J6DH^)5Z'#1A51^>RD=28K@3'9 MDI1NFFRSP5P/M'?2)=+(B!\B0FM1@1[Y=,/=OR3EA1MKE58,V_S7GZX[RL!/ MB^O%U?RXD[?
C)Q=6="P6DSC]%CBDH%X8$HOMY"EQ67H55C.^4&)@34.MHZU0&QN3+0M]<#/%" MC,(\@&PQ'_ABXH&)Q^46(:WP/EVSI:)I=!_??_S])!B,>17L AH";A'FY.T> M+Z-$T"RJ8!<
(2'>&=RM7(3.3 .J.<[TA:4_1]DLBIX7T[Y";8)/>_Q J0EF M78_$>5&SXZ+.?5C@HAQ-U[H=^2B[]9XP#3($(X@UP)+<=U?FHM\'[8R. M<$R'<(HQ1-6=AYW#GA;\13$-_-
EXLRYE7+29^OA7 CR_5ZSP,?P[H&A4B["$ MW-WY;BQ(8\E83ISEIDODW^(4RS'K!7TZ.?>M3TXRB3;=Q(FLG7F=\5+M[7+] M[L]^D/HL/ZJKE:9A-?,CY_/%Y=W%9/4SQIV\+-.?
@^@!-"V_.)V"Z.4X=5_I M8W42>'VTTMZ0+31YPA>T[R@+_M^7B")\KZEGU%_>_,KQ\<6TX/=VL 7.YWW M9IA9J7 4.6DTL,@SHYCZU.*2C)8=C_E4U9Z
KY"]CFRN2W7"R^BR1.]S*D% M<8=1/^)226/ ^0BCVU?'FV9) 6XRU\E*J(];/LZ&(6 M[)O*/S9\@K^!J91QPVQ.IA)>>[([(>']:>/&O_5X-M4$$>=D)WHE#3VSGJ37%T8E0[\,/,
[(OP-%]7(3?I3QBR.-J4*4 0?Y%^XXV+6R8SU]4;FD2): M6UR$Q4B^C4S181=WOXQG[=*,GQS.D3O:$-&GJ7\B0$8 M*G1>?&C*8V.LZ98?
*'2,"2ZK"O\YWOL04IEOUY1@!:/,*MB;4$G^CB3H_NE. MHELW#P3#M)/E^BYVP\1=]7YG(6$IM&VB=)WAIU.ZA^4Y38%S&J91O/LEBG^[
M"*_C:$62A,9BWI"$Q,^]L&XI9;@]@39>D)QZ'F0I1GB#DY0W#*D>^^'QEM$= M_UI_2"]"3$= OZ/ 5.YE)]W/1*8X-&]I'N6X!3]<^5LW0/M]QG"X,2B'U@=X
M2Y,J/X+WIS6J^[2J.G*$(0R^K. M?>WI;S_;#S7 $ .V0+0TA\!IP 1E9879DJ,'Q66+/#N)5&+,6;$97QBPZYMMMZP\IAOPBBB(,9M'?Q<6BJ[*['[,KC2@LQ8CE@+.O7S, ML2-
U1Y^\4'+E2>XJ3+VDR^@U.J_\/DE$H/&Y%& MRO\[H6EGJ#GME]M FB,FCB)4_*S$>';QIYN^4K;DQ4I'77_T<_V6V3,XR-J7."N(D/Z&NL(^]XB]-C+ MDL6)LS#B
1/:1.ITA.]L.B+]0/CSG,?G+T95,">;^/Z[49K[5IH[MPGQN3/E M>N17XP23#]IO^(0YG;W+8BR9RUJ":+@(F4/95CD1!//BJ6 25]3E0?GZFI>R M-KR3T\5D+R1,O'=P
/N(!S]!="?]SB["58RP:F>$_?$1>@]'>XJP54][? M7SQX]V4@Q@B9]Y!.1)L"U_9&!=WF*Z7T(MNQT03]2'+U)-QTLNSOB8CBN*TDLYI[8RC$=>%Z%)S'33&]F[ULY5 M&)..Q
.!F1/Y>PK'%PGTTX.,6EPT%3QID4C*X[+4E7ASOAC4>!X\Q_-HIX,8 MEUPO-%SV[BDFY#KRP_06\SS._6?"E=BSC/R4!;N[E^CN*-D81\DM;APA9Z<
M+QAEP:$\.)0)AW+A(!OB5>2^XA%O82"7;U5;**ILMH'G)&\6VQ:15C<^+=S5P=+7O5; MRK7$=]\Y2'F.30;:W!<_]#?9QIX#2RH?+K%ZQ!ZIR*V$[;\'CF;G,!^#9SJ41GFCDY6_"R
.SB]JX<'.XA)\M>"+3H]995N+I$ M> 4?2@JSF.;9._(:U'H_Q9R%LT4*J+'EUQQCXV6S0,?=GZ)N:.=[$OX-\PS. M\@+ BZ3P4RS7MV[@8D3X723>LP-7'=VR\>%N$
S@34'$8(Y\=2+R!LOF!&4E MX9S9P..?Q;K*RE^M64%2_DYV)?-#2?ES.*M.P2L(KN0]H\56.+\@RKEE8^0P MP?FN?"G=N"J_;K(GL$)4I[.'_6?FQL!EL*O+3!LDNC ?
09&29B&@<(K9JR)J M$Q(P3/1_Y.M2Y"=Z;NHZWV:AFWD8##?N"V OWDD.>MHM/*^]R@//D5A+MD/7"N%K^T<2OMMS:Q2-%<.3V)[-8&>%FW(+<@//;;[
M!YMAYGA.;H*@LB+K"[8 VB1T\"667WKVX6W;+WF-TSQB4W)8&29*]ZW,IR:9 M;?I)Y2;'^-$-^>/U%&[C*/]EX-I7S/%LYQUX@:Y+$D5@*&U5$"]\+_2?$N_ M?
Q5HF**02GJQU>Q%*JJJ25DZBSTX$U/ M+*#1LB"^U>[711"P8$):K[P/=!I0<@I2HV.G#3F#4MAO:1K3J#**749((4$4_MS$
DN=H&YQS#=\F!_4GRZ164DRCVX)2+=Q=PP"5744A+)L&K$;H*7T0_=>A; MY.EW!?(D8\LI^!*&^J(0 D:%E5G)73S_1,M8C?J!BR=?K2TJ+;1V%9:MXFA1 M6#UA_,#_(JI&
(#FB]"G,A1,UY'FU90G5&.?(F4*=C@ MD0@)GQYRMP8^ZL0-\'JY?2*=TZ[J48H%_!;**K4\P[$@'H^_D^.*_%!Z/Y64 MR^LH\.G]?%6>=;)'0]6-LST"G<
M>+QZO3TX+5_CP*X/8L#X'=4P"8\N:D&'CWCY$/B/3$W+X0W9C=LQM&O/P"P- MY43%6!*^(1]M7"/SF#/F\B;/5!I# L#DHTP3BSGFC$LNLZ;3'GNVN4]P^1(" M?
T_^5CPC+L*?, ;U9VB0Q7WS-J]+SL!(C%5$B\&U]'<:IOO,QAM=L,>:>"'7 MDNLX'Z,((;P('3J,P\=Y]_/=D^IVNVQ%,9-0ESZ[?IC@(]QO,;=].%J$/G@$ MXF]Q@@W?6:7YXCC<
O.&IZP#&/X*=K2,/VIK@FK[QRB&C[&YB9GYQH,5=/DYPXVM?)79=&N6,G5AU[]2GA6<_59:O%$168&G)$! M@F"*+.)K/&ZC<)'F:1GY/PIG;[^W%!O!<5,YE^4+
<9$R"Q29*.EIQ+F6RL\7 MLY3B - UDMO#_@;WJ9L%X\,M#3'EM9L\T.ERHM+NOG-?_83/IRAA&;QT'K=$3]5:0\Y]>G.VTS*>R:%;"GLUZ M+'&LPP#=A;B;8>I]5U8/O5I/F-
3,4#53NB===6Y,Z6=?802XQ?D'=PGM(V=K MUTX(TTGU+ ^E9/@T631?A)03I@A4KX,E+_U:[A*EHA2#-BZ[04N_!*I56?_C M<_1;42KKJC[@2YK%UBN^TC!C[B*H\#Z=I)Z-
R]LP;!5=^'&!+C4#6];)'A([MYI5"N&^K?HV@G:Q>6UFH7D]*R7/26]$>T6#&N.?W_)[.)]HV+#6G5)W7O,TU MK^K9_->BS))!\LH@#Y9>E.@WQ=9[Z)G:-
*PAATD"]QZZN^G1^!]!G._Y?_J_ MC=BT/_-Z423 9575K6:"OCT;I("1!F:IP%?"26@ZO1DA^R[\.<%^KD&2MPX$ MS-W+CZ2YE4:X\G^IP/@B[&-V%Z>'1+^GXHV6!RWG?
8I"]TL\,;IV*OK_+Q," F-PVYP> M,>P->(D[:&3V;?0^[,L^G4>@1:::S9%(739B(?[EKA-32H3U V0RW=UU'")* M.X1!G34W)X'9REJ5&4![7>3FIC'
^:*U3M[BNE^GXOQD*)VQPCMI<[[38*Q: MT:#<[!Y8"8=@7MS/.C2D M5<\5BH4F4;PJBQ6E@PVDL[#+KNFD)L)9"9G(7O6=6A486AIE;E6GZA(\RGS6 M X8P?
N/@^DWVBX4:/.#[..O5]G&D[?PN<%RYQZL>FMG)0-E/M$[CHL'7O8$ M4D$982FYJ)D7'"A6GRS%B759Y!(Z2USX)()>-_07+%:[1F[FT&8Y"])MT7^5M2'PJN7F3/G2S[> '# @ -
H()?? PG&&;!<)8)(R7 MD[.BY.E]+M$ UK?BZ509C@[*AGN_]U5X/!??;N5NA44P9I9VO=;'^[3/T[. M6GI -;>QF,CQ C#HB%OK DZA#W*Q1Y"6-?
VW[QG<$2]7CPG!P*S95_EOP/BN M+W.=0UTL-OZ&B+)E,*?#"X%F]&E4YE!E<\5+M:2E<=]N<,1X6 G#D.4)JE&$ MT%%8HC8T*0N >FAS&I,1=N!IJR6!:J$&,
<@M%$016!WHSC/OF%L*/% > :J> M)T0#AZ@$!CPN#F:,0QRA+5*HU=X86AV<=5E)-,T35>PP31X0%K_GLMVZHYVT
MJHHPD!NK^HI(Z@P#I._-9G,J(UNO+5MU+8G2%7*/#F.^/9]?YX,@[*=0*)U ML9OLIY@2'(SZ-M,%*5VLI\ \$8CN=F"#U7E34]R"?(95V5T:YK]6F/>YK;V%-;S,H^XWPGT:-
L1%Q7<#Y4@GS_LJ3>S 4@L (M?3YDEE:I9)9.-%MJ94;MOLH"0_K%W0ZT@?J2+8^LD?)D)5M:(L5+8>A:I6['&;4_=?ULU7:&@\&/GGG!Q00K6H]MGP'4+D#2.RG*-!P&O*5(-
JOBW MJUV1-?\6K2"Q]W?N'Z-RAT$Z]?]ZO M[&Q30@+'9Y+#'Z!8 NL"HAGC-T[O R28Z93-D?WLI'#O"4$/#\]:L5YI9*#D MU/"VKI \XZ:.ROI;+?[(Q54!/J&:]\=J_6F>?
*OMXD\"&JZQ!RQ0&^ [$,<6 ML8&(@?0*/=@P#+;08%$'3^8Y2?XB?V\,$Q>7U'^IO_C#RVC)>_378TD1R/#< M8#_$D)W26#5N__&J>Y@L%/F#N$6_!+
<4Q[2\@/GMH4QQ0VYDCPGB^,T0%;DX MRF'1X0W/TZ*\+&I>W2Y*SJ^@,/8& N9GXKXKH7%/&G[[6-PNBJ82U^/;1_&C M]4WZ-$ASMS465N%@6 ZC834,AZVP4+>"
;$Y1*,D02M+&G%.>RS$QVA4XAL8 M%JO2)\]IQ'TZSZ2EM--H$ Q'P7 8#,?!<" ,1J(H@9D8"Q.#86HTC(;#Q'C" M-*GOU7GV&_>''W[^TW\PVX_D0/#0AQ__-?;]8)
[B7O.#Q@&\^D,IY]Y(_R) M/ZVFC7C#2P#Q^0(L;D@81VW,V%4DFX[Y59G&_!HBN.+$-YL3U5S?7>:E,#&- M0_>"B_<,1L%P&'CTA/ B#27D!G5@WG3KN
A:9=;451WAV7P_[G@%';DSQ34'HB>>G!7E68,= MG+*=>/<.']#P1443)E71]@@5E:0,4[VD3G=FC]X!+7!^F\H86[3AF-ZLQ,]B M/+=7'GD?\5TOU__X7Y[>L)N;J>WIS>'-TK[/?
J2IQ \1FA8_S#0 M\8(G3<9G\&0 MZU7%\6WTI$J9TYTYNMK\L!IXN(Z>6&;$'[A16XI+'&OHX,*.+*M"W$@&,,N\ MY;IDS-:([6@?/"S0PI0+"%$=X M5TKS=\STYAE-
X[5YLPI*&+ZR#6^4X84V/ IF^,ZQ!L(7M2IXL4'\=A'E,@HA M3JUSGB(&ZJ\\O5^()6@J#I?1/?\$\,$G8DW2^=_]A< DE*M=L$V=[K6PQ 3(
M+&,F3)G#I#T,#6)@D45$\Z\G]S*]F[C+9!E/?B\U"I="#"DAUF73+^V_E*A8 M1UF]]E<%+H6$*O;N-V8'64T.W"M*%V#YB^45P&F@WT#BAE>]J-FD/!N(W#LM
MVZ!VM&#%VL9XCQR9$B="$MW$% %H#[%MS>;B)#(4E(@$%'6@1(* I06R>WM9 MZUNW/-LT^47<&#S3PF5:Z!NY^:T6@]U\$*BB%&%H]1G@HB>C$R%9:G%!"9H&
MLL3M5MN?.1O$*GV?31=9S"CM>8&^=']S#CIDAGEQ)@CT5'"I6;7E\,$&XB@TA8Y'F/:L&8FDH# 4_%(K;*VT^>> M4Z =$]!?>5FO(1Q M59R;70$Z(C4PCTK/GC3\
[SPJSX2@/JO.AQ__/?8[9%; ZF96-D0U.1 1=4% MN^/L*DH3:%:.2@;Z]@JT="F.Y;X!LHR.D9IZL#!9NYOT2J2LO,C?!WIVGYH(MDA7B334LF!_7EQ&D-
7ITYDFQ16DS>XHYB7(#=>L-;9H]'Y^US__D+%<%U(': MO T]&YNDQ!9#0SBV7)SL&JY?9FMT'6TN5O9&+.YRE1>^[DOF(&LW+7H#A25V M)+6^FS"CF!G-
4M6P[FEHZ[5>T'K-8?02BPF&D&J77,,_YL:@I[/V)&/)SJI MP<87"_$&;)%A8 ;&FKX[CFS94/ &B*+.6V;_-94 M-4R*_E@BQR0?
JH1L]CBC8IPFFG5!%T9ML.49'6Q:UV5ZU]2X<-0%7):P%"=0 MY.;U'0$>HC@[=$CL/ZBS'X^Y!>7"97-B9U_&.<>?YRSTCD2H,.EU;+T?LJ*&N-?RPH$J#F2* MP^FY:
<\>$"H!3'",\^+))'B],<5>I& U#*CDCM/O!./'CC M.4+W%1I?2>-C-#X.8[P$10"4*:BA;L0P;XIY_2@.!+N77EE"F9+*E-@@I5?# MFN7N@\:VA#_PK%BIZTHE-?
AM]O%DHA4*>/GQ!0H+#&OB9G'6:PP-7ISEPVA3 MGO4:D\.69PUK;PN.Q;+6?3ME?4]59-[#\9W[BPP&%?TS ! 5.?^ M\Y'/Q05O]SZBKKZ9(]+Y#NN
)YU8#9/G=NH)B^8PGX1A6515Z3R-V]?KB? Z M##Q$1]*!.=XIN=Z_]X/U0AW60W#JJ(,?NQS2SQ:+K0RY#\ODFK3+Q62)6$@2 MUP'M5 =,3>"Z0
M*05)R@G9PT#:8=\UZET1=:Z092 $!6$MS$Z&!:R3A- M=2^Y&X_]F4<>+,VH;)5ZJQ[I.?WXE*Q]<6#VF(_L@V# L5"\WN3@YXJ4L>S MHJ1SV@4R.O:+]
(H>&U1"4X=YDA2@T?F,1K<6:,TW2=X;(U-$2R8A/45?UB@P"=V+4AM>X7+MFG1[;!)I=<'-'C-$MU=A%>R%R\ MVV4$K6?@G(3GQ5+L-_"]1,B4MSU)3$!_>*>]F4AO
GDWHEZL"&H+NQ!"-%2< M+E=9L>9<]K]8L*W]2G>5W/>E[/)Q &$#5?(.;ERK\A7K]FU&^?$99(7.7_7(M
@6WSZ$\DE>U.;+U;M)6(IUC8+BV["$M!!=VFXL/#3@+]7QSO]V5A]E83D6G):+_I14L@S665UE,J;-:5'SM]JN%; M\3*=RAU>>&20SM=C8?\]+*A.0;[LTBFV "Y^->-AUH
"'KG$+3JM^8484R)6 M"'$.QD)!_CXT#48692HFC!2]1TWA"1N&-G,;6P/I861EVPG!J!JV OA<]$1O M?!:K*"CFX? F=@*&D9G3O9FI00FNG5N*.&(D' ":<24CO((^J<73^9S'M;4P
M08H1R-28JQ<0E2<%J_WN/WMED,4)7T DVR-G[;B"2 M88L 51[6SP6UWQ)$6(%A]5$&<#8?AC@3K0#L[-#O[O!+J('RZS1!L$)'NE# ML2>QTO'^>6]>I'.QS
*&7@!Z7WU$[FZG.GV*LT9L?6=EL:1J8]GDT8[5#AFI MWM)]Q=1@J*'.&DYW>'NOL>Q]N7-;F#O*,K8J:D@TB2_73/NW,O[ECG\QP.WZ MN#O [9!&!(]T[QPHT;1!%MLP8+>?
E9SKJ-[NA,P#A*8,?Y--Y#PAA'D8)C/! MSP \S0?G:0?I#IR&I[$>;-X^PKB.W(? IQ+J^-O4[HM7GS'CA"@H#10[$>&O5#VJ M]90(=@_Y%\%(4Q$MF1[KD]5D#5V2(4#;#4_"3@
I8*1AK_OO MH-9NVU3G9&Z%*KQ6/NR\]MI!?Y[L3)77JG:A\Q6>QIU$*8O1MU@$ MPU)7.78O2? M6 +;_-Q97UN3RZM#P KR@2H]O*+#AKC@G17EB3@:5S66L4B &;$R[;:?M-
Y! MK1C.]K+H<:558_UC(I7CD7TN\6W@R$Y[C]\W+9QCY#ME'&*J0(U*P/=A2BF& M]!7@#VQ,5[,>E]"'T8E%H/+ID@[;4[W1H0
MV'>FJ/R7(FO$*E2NS]),K%C]BN.U,$;2#G[X3B]26!NL;HUM51$VXH[,JD% M^O:QZ$F)\U]OPB@Y]YRBELV:%] 18_;$4BS9<812GU-T*E:5!%:6LRRZWQ7F M3)2P
M@,,6%.7KT9N<&6L=7N(-$$Y7G8Z%C]X!=O'VSEX(A3CU+'F*1]Z8<1GF (<6K-\ -A%)8P5GKOS>H\Z:PU8" K3GM9[Y&U4&LOEWF(UK0E_MQA-
>1MG0K[(4N]=W>2C3G+P.R0S'8^PP/ [%D6?DL!6<5"G;;Q$W@U96F.39 MZ.R5T_$Y LMP/4.#6^=4K+:>6F:ZO?PW9]1IB7$/2)I"^DT,@_)OO?"FN[/5 M4KY.-@:"G1[L^KRQ
PDAF4ZUY[L(ZWP[K_MZ9,JR2-@U:A#F+- M'E;\S>H&P/;#L%X:ZP+GJNY?Z=TQX>#6H73I7SG8B6&KO+UZHGW%[C2\\E[L M_8D7]V6T6L!4S2$]0Q7K4-?4ZQ4TT:
MHH*04/M4%$DE9M1L?LT!-'-G7"Q#K M?V&YJTT*IC[#BDL\\-<%BUP;H5YSM#9F&X_M2IHD94,?FB&R M'9^!F[G:U]JZ!X
W7^:;]/[KC0\+N__:8VC@@_A8S6XG.5;*RCMI91!.$(/: MTI\'74L*2W-F MFUZ=7]FW\]C1V[75NNAUJSI,BRJ+2F M>IB2O9%Z=_.D2-/^+L2TW\-
A<_S/RAQK@SZIL"=C]/UY534\.4$P+#H>TG.R M'HQ^*'M$>]/UU6HL(2'=O/O)J2E5<\+TPTRPDC]D?;0_BSN!X%5/%%?B1E$, M[OH (23WW*/0?DLDJ.9A]R$,Y<:.EPAK[?;?;@
A]JB,%P");)@T93%+KR21 MDDQ0T!9+IZK5"95$\6"B@Q)@VVFQD099"!=%)DXJ%?5^](%KLZ7]3C84!:*" MZFM(][+M<^156?\#\A:S^>?HMZ)4-76]4CVZ,,]W=F?
0P7=5GQ:GQ!?99L:L-(VD6_=^%?6IR3L^ MUS2;&PI= LYV[3OI?2/NV(2=C!W,X!#1SA;)5J]%LDVP%2P5/H@1SU&%^5SM M\;[?ZRP'58(IE+Q%&?
O,HZJA:L4@>U6/T;MHCYTF^&Q!.Y&E]V=I?E,OZ].R M%-MM498S# M4_;Z\3&=B]%I7%2+Y)="[:Q9 4QB534XL?1'R$.Y6'R\+S#2"Y A4^#"6"5O M01'THLFRY-
!U5:MCL=07IH;'@Z$JS&/9I$1C]=7$070(13$EM^0>;[F&B]6[M>XB7=8#Q;_1/>[_SPP7\LLAU#Z3B#^IS0*9;O2U5]_9+P=Y3",/:M1FRX&IB MY=Q_7&986S9:]
(O@%BEF";P@B@/_12%NP,-B*VAJ#]2!)W_4LE>P!9]VM^,* M>ZI:V4Q@WFV @CVM4FIK2:P"',@O(3SX.VB MY/RJ2//ZAC_P_$Q':?.A9;# M< @,Q\!P$ Q'P6 8"GV4G2B'B:$P-
19&@V%B-('@2?;G./LU^\,//__I/]BF M#\%)(0#BON0)A+D@7<,3Q;LQFTO0U9OFKDJ3-"K3G=LU'06&ET1&!2(H-5Q0QGC]-M
MZQ@UEW+'8XO;7='JB#QCH:>KE9CGPI*_"J49TD55=7559&F\WKDB8 -KG[2@ M70NIAT(KOJ'RO9BGCZG2+(#B5O():X&1!O8U0$F'3TN=JX?]%)62 "RI,>=)
M!713%VG.Q;I/\>T^EV,EE%BB4"R&@%%PH$CY8(9EK[!I-,8X$>JB+(M'W(2! MI*3$@M5K_E!D#_B>49KC+(H1>BJ B7-*Y0R%!CJ!;[,&^QRN)&;9@0"$[F[L
ML\B?/2P.]U;N:G@+@R=$K=-5J:-.8FVGG@3J5=AY$3&Q-6Q0)YF,A([")<) M6]E4D4U4ZHZIK5'9Y&Q@SSTGS^*W<07$-6YR>:",Z6)N5&7,!VF?
#P2\WE2(>P7(VYM/G0H!RW$*U,." MD 7/<>VY^39^1.\ST@5CE;F%GD@/QU&U(.0E*"F*EH]"09+>EUA.9S&EU9Q MKC Z.%SK,);+UV@#65?)&X<5S@*YR]-K@R4'?

*((V_7'(=FOW4HR2->N@ECTZ-MXS:>~!5]*M9K6;^E.HC|!A^G>=Y$V:=2W':P(G&%'#5BNEVDR[0^*TIA)?$E M@_F0]CT5GX7,-)X P?CTKJD@0]!S<$C#8/0Y";@OS\E70WH,!3,U $8C8#@$!O4@V P"J3Q M9'(<&/:$D3_<"M1=O$F',2<""5<1D?=692I\U)IUM3!B 0VF:OY[^\SSOB31*

MZ4HX!BN0K@IQ5M@X/)\59VD59P5L$/T#90;P"%U_JR"1,9#F^N48BQ76;'F MW#F5>WT_KKGD)Q;GX(LBO[_EY1(]%1%=!KZY**+7UY%VMCF+LTE2/,8R'@LR M&0CU'H3U8%|[AB6:#9G()VLP^{+ZZUXS.RM5E:QL*&A'8RMP;@$C)6A=0@^ M$ZJ\D[:(T|%#"]'G$L@V=_6\R<2]"T^1_<)^4BXNOT=B=2[$VKW&Y?<=BREY MD&%GQIA,5+NW_';G#<1]_# %D-<W.>/%/%?@DAOW"\ M)SZ,=(_S^^I!T+CHP-G<+QYE@;U#)B1<& GF>M[P:PY=PH35)%[^)32PF&B1 MHK2|%:?*

& 'XVOX%&W7F$S;N(@[#5%H+)TRK9Y9^:*^!FL6K2&& 5MD MJ+M<,!L>Q8-3)WX\$-70LH"HCD0P.P#DB-S.HSTR6)FE? 1 M4TD=,^G#2BV>-OUSG8=QASUCSIV&-*

,32QK2>/+!vQ[ZX4JY \,OAP(:-YQG MW)CMC9W8M&HF3F^NKCP7'<7(>86I>4O$#*?BC'3_5C?7-H M:*P3$AE!D9VXT$Y=D M(4%F?DV=C%L$ [:A^9,,

(($CE(MH91^BYB.QJO9M8\ M8R^T9WR4[1FLHSV#P<@8#HU98V-J< Q'\YTXU6' <*95. RH;F^\'Y:VXWH3 MJ+9_864/*.R]@FD=BB.=NLUFN85$$S;< J @\7-$2>%Z-4K^#*

(.!U.0YE74#QV&NC1Y,,)4XH9VRT;-" M0ZGW4Y&B4BIZ5'#7%G+I^"N|P2[[\#+OB78?<_>'PG,_E G!*#Q.RLY5^6L MUU'-/T=/Z(,)9J]!MOL4-B'.01BMKKYE,-*

X)DR/^7CWO1"Z$V/=S\%&J?%3: M/F)'D5B&55W;_B=K]0+F[%E1SCDV'U7GLA'YN??=XZ2M7HOL,0W9(. ?QB)\ MP$_")=]F>]><5/+D]QP:R"7H?

*+@E5_;V+I2R*XV7R.T'7'X'+U;T\UNEBDQ2+ #)BZ=QXZ\LX34]+YCZ,S$8 MS005-$-+W4D-A,5HD9N4'0#4ZFKB1.$(\,"X):*\IX%% V+!$YQ @+F%(BF@9 MB>_-*

*)TY:WJ,:9O3HZ]N[8J@K+-6X9_/;A/#?XH.]WT]>N)Y8+\'"UN""(VPK\ M\@"(GJR!L:\P-';YC,\?Q N[;K8!=S)+M*P79/)\Y-&\[HWM)EL2@+!,O%"5+//A9860XRK(BQO8*

<9Q>6:5#IDM/7/2C M&J_X>2'6$LYSJ-0O[G.LL8N@;I]JD,2A MG0"#D.X>"T"7ZC 4&]*]^E5U=>_MG><,%$M\.&CY,+K?CE?L=\V_?9MY8XWQ7>,CKAN^? 4_>:4O?N

*MFFWT52NG@+IS(Y:$YQW-'W68O[*6789HTEC]%=`"91>ZXWTLX34]+YCZ,S$8 MS005-'-RZ@/ &X]'>NT&VM.%-$+W4D-A,5HD1WLZA=0&M=3T7SM_]P*ZZ*

*M_EZWM>)'YP50(1"ZF)HV?V85+Q](@NXBQ9%PG;.A;KDI+A7N:,F>PN9CF[0F[M%\L/:\HHG$,-7[8)\KZ/)7 4,E 155<@$!H%X76'5_<*F8HE3D4#QR3J3|>D"*

*M4_9UE&;T/?:&D1DK1$VP M^MJ+#IZN(YKL[S"L(I1D9HO-=<<:,_>'*F5?=#]+O[CG"]T4NQEVX#1@PU!-= M_0.&CWLO5:]T1ARQ[4-:87W6-<315=GQUX^.I.Y?3^LE6'7K*

*"G>]JU+FU.'MXSPRN9G0,A 6@N@J*FC-ET!13+9;Q81N4_@^^24^6ZI@0$]@FC?0*$5@*@A.)#]Z+7;-'.(W%!|LVV.W_;HVD3E7ZW GX/* M)^8.8J(*

'|+UZ.W//^|XS4Y/=X#0+^Z_=P7 M8:%?^QO3B31@V;1'\-=O)QV8-O?BO+E!.R!^L#^BBPC'U$EU(7YV0%070SM/

*M9_EW(+N@L732?<#/#H_N8FCGN;V%VR@O$J*\^,"=+E%L#TF:-;"IW?"X*1&7 M[/2)$,T\+=NB@V))[.Y8HE01_Z/ZVX!TZ=T9P@&2R S$L56*F1ZWT8/R!\.*

*M/E*W4_R7:53U:/ZI*))*G/=O*#Q7W1197A=Q&:\8'3:E$_%(:!!9QG@>N=7@:.%Q M\+SFRUT?8V=\U(AG7T$!0PU!0*@=P$ZG[:=MK(SDFEQG]%B*X%7R1-JH"*0.*

*M@:QQ6$N=JB^2[+_\1$.T]@99LF2%1%0:Q 2';?$&\-*KK-2"$[3!V6*F&+<\C M$!'&,Q62?9?UYRLB@ZJ[/JS<+/YDAV J]C_F4?:EXC?%O%X4EP#BANI#Q"WD*

*M,2&0*8D3S7LE_PU8,3*8@4X]B)3$=/"'2$NW'/B'9$I[^XQ1;T]"F"(^R)U$= _MJ4-#()',DLE J&\,A*&M<4:6]V.2FG*G_JL(]9]YO2@2_+V3A_9>[Q7)9"24 M65+W\4X-*

*;]#SX+98&0"%,VGB?GDS*2-8MJS7F%N0[" H4#0&DWP]5[84E*1) M 1L$>X[`F;A*^%MJ=W4-I4\4J.(U%KY!60T62\]!J$HM9UT.%=/-7PK#C(7 M:34L;4UG]=,1#/F=IF?46)*

*T;MUJ]0=OE:,66XJEOAH;V&G>+&7*T?OD@NYF MTVS;Z^V0$,"0#,N:'H^H3"KV995 F"M4']40YK0(=[,9Y/T]H++!#K'O79R)(M26;Y-*

*82R2^)7%7>O4GWI,.K2:L#R8P/5=1R5Y1H<@8,J="/ OUC MCX/A0 (6O6.RIQ:*A^=B.D#R1D.HWO9BUU[QLEX+9\&I:.2WM]ND3.%,,*Y#?12MAMP90:K*.5BD9K*

ML5,P]B>Y,W,'F 7I]=|?$V"RIS/-\ M(?9EG0NFTGIF85)T<++BD=/IF@1J5E.OT@=CCTKPH5:2#8Q6[*V7+A7J88D Z M",,;;8;+S'A5"\G6&,/$2LNHL',&7/PKI\XI\U?.#]!6UKM/

MG1QVG@-O_-%3]!ZGEVT64RT;S7X0(/83>"5?V2 ^98HL M:,B%,09+@.QY%E4.K8)H{[=.WO]Z@JX1Z1S%]J_N 7R)\!PRs.4@2NNQ7C.M%"(*\ NQ6K@-L_#ZJ,WU-M9@P9&JTA*

%1B-+#Z"-PX&K]T/Z+-^6;-EH1>0 O M&-Q(19>4QB7X^ZAF@$.+;HHY WZQ88]^C;/W/[-,\E]P;[(^#0?:Z%^NE M]RI02EW"5]TL.\O"NK8[5%_ZH0[S])F/H1IVVZAP[-*

E.OUPFTN"U\M8?%&?($@2Y3%"&.=WW?74:A2!,743!4)LYSJ.P>MC+!Y MTKY@!,P,;CMHC%4M83+ V DC'L^U!CS"SHII${J@0W.Z4Y6F? 65&!>#QGFSN\O +L)K-]Q4FE!#"5-

<'8<_NA=4%-E0H9 5D%HD:\) .HJ M^NMU+RQD<@4&]*W^5FU[2WO[V:7%"N\8ZUNKASGALYN"FOV@1'N_L?_7(_;9Z<_4Y1<#/97?\&A/B/-*

MK&&RHQOOQH!;O)CX'JZ^Z'!.XXO;S.ZK_R6$1E;UNNYYT22"N9EJD:N0:CS7. MN=4R:GDCI@4*R[^[-,)%.V^X&+!X.X)0)7BK3]'-2 #K >Y=9&F=LXXFAU M$RAKNN-

BFTH30-PGY7M M0W@E&UHME)Z2M6A+5_919)>;Z=(,XF&?TK\G+O MV.K0"EA<=<*!5Q*/$?/]CZ3.;_ #!I\GR#>B&[E:E#:"%235A<&M\FNP<3%YM*

MJQX;23^51>?;"4/;8;+.:/(HPM>YAL#<&-\C=E>OJMP?ZJA; @:!L] MY0CKO[ZG>R_3=-]Q(6UO!5^C=:&:+OZ;G8R3GXSW.1^SVTL-W"<&4>ER ME15KSB4J5;?*

*++PO,>0H/@7&#SIA@26_.:F4%I*DNHW]4&]GU[N8O074_6E7%8:73 122VU_4@$=V. M! 2>.BKQ:M>_]EGVD8L?E#5X]K%IX8LX3E$^O^4ES9SM(JCC+@!:DB\"8'*

MJAK|F1J0*HC0*O0G!9T[W4)CV*G1GTI,4?28#/<'$TB.J0//W]XTW?^?)Z-_M$.L$DARA+, #58Q4$YE2N%CQYRA>B(&63N=8K\NFEDC]HI#,%15U8 6V>^: M.Y;WMC5U2*-I|*

*_XR>X990PU (K MY]^:YAU6A"@GGG?,@M/M3%W)5&_E!%_BNC6M+X'I `[4#IE=PQX'R@$ *4SN MW*]S53BU[2&X8FTX.'SL=':P?@9#(-3&-K"U/|_MN]YUK^A6[FO^"(7@%]5R*

MM+8[U0]2!HMMV=Y/M5@H-IN?/L4+.(M#<;#HT$WF@U%EDID[.A.G@F MW7V9WX&/G8FF'0A5QNSPR,I?6"^GK>@MGCDG4[:]D MUH/56^O9;=.]XNIA;N"Y_?*

U8C:7+,NJ:9WNP+WJ?U$PS&K59Q!+V2,R*'O) M%L\M9<.;U,H*7G-Q..QP,3'4DD@NG"XY41W"VBSN51M/T5N:$:+IV9H_BK%XM MTE6O(C,MQ7L]V0!C=FK[E"B_==!

*V7:>0^4F4&<(2WOC2B3:,%X8!R%$:T7 M@^Q(M1W W.FY<G\@0[+M#R8)84$)^3^NK78YQ)'JT41H-PY*3*H@+9P#6^,$*

M6=HFA0$0T:O+5_33;#FB=_92D5<92WRVWFM:F3^-$F"!,_S:#@Q[G M!MEM%&2TF,VZ>SE->]=.T^JURFHC46%XZ X9(EVX8_&!J1.PNW>L+ &,[_MQ M;&>G#3;90-

*8;\DO^N))H SC"^>YHO]0#*1%+N')=LK3MX'F** !>7A%>2+|-M?P% \;UBIL!TO6>T.2_FRM=#FGF>,|WLHOAD@8!#:O!,))>/12C>7\LPS_<[_*

*M^^\//_WT%_O93NCA^H\)W]6F.J5/([Z=27%Q8IW"J4!]Z@/8Y?(J.68$ZJ:G MN2!Y@(9B45*OE2)1V@M[TL"F!:1-TKT[QW\]V_5+=>4SK_|=+/H1DV>+&)QOY[*

MHG88K1.A>$RKBL9Z@&B-\!$'0KYTX2T#L72%\\H>,C4OJL';f62].6*@^7-`MH<$'4N\^B$4NJ?7MQU*R1J86-`FK(4E9-RP3'S%20O8V@.GW*

MZO@MN-8%NWOMGFP7G%7I>!^P0L;U&N*?Z=5&EVDRU2H'B1_(<4RD,ND8.,W M@CV4)2I\V65!D'ZH0QI4;EH:P)4*[AE*ZUBE=[%(4_T9W*K2*

M"%QIX\LHZZ#RK8\RT,GEDC\:\J.KLLC%ES&WV/:&P>@#]"V+9,E5M, ^"(]_V MN_,ZQA/5-C_X9|<)HGX3'4LOIR5M\7CKM=?DL:DN D#@Q2N"1MV*

MV8+QVB\Q\"E$1O.KIB&9\OIEK8DL-;/H0\S@MS%].R^[^S-2A_,_;S:\17\DN.=\'_$D24IEG!<;_+$?_YA MAP$[X/T .R0.V#A:GZ>2:9.D=5&J6]5=-VN2$]SD24=BH?*

LZ\T1<5"O#]^:W M8A?I/,YAU-#&F6]FERLO1CBM=CFX]K7R9&-S]F#F 1"; GDHX[T22!F!+F"; MEI4+- R^=X^N%#5A4AC[*%[D!:#:!3MQ#F:2>W/;NUVJWJ2+[5!#N?5L+C?U*

*M)BYMI=)C0=L%;"7W:KE#HJ?-S^Q$$E;5_-DWA:6"($<$\NG]?8G'AZLR%$&&]*2WANSM,Q)5GUB-]"GK6W M^YTI#"T06<.3WQL?O8F\Z^Y>ZKR-*

*&C_-0.]US5YEKKFT+L'0?;"S_\/&)3-CI(Y1FT5,]@BI0#:G9?5DZ/2[3_NUWIU3.*V%=<.O M$L(1;@H/BZ&;%F95@X'O#@ OS.W7DYEM!E;TC+!H[*K]PU\DRZ]% #9]4VU2*

*MU4UC'>+4\9O<*LY[W4P.%,J^@G20V)!S2D5=%6*_Y75*;;&;_JBL>L++]1P6 M*'RW6\)5<>S%#2YEG:(Y(DC!@'6H86WO('Q\-]9WK C?\!8$6A.>PVX$=N-, MHBF*-5$[3PQ2?N-*

Z$$R !13_@&&KK;Z.G?K/%@:!:)!;/.@M#A'I!/6C@C+ ^7V MMTVK&^T[*KQJRCI*,_P><^GJKV6[AACA]^?C;JBL<+/.;< [BV).AX.=C|%. M QZT18O[0JB3\S"F.#4NVV-QXC$!F:F.R?

E/BD"%NBA[98J4D&#YDWZC=E"F MI]=GI.A7<5(OQ+LHCK)9L\Q3K"SB#^C^ DMT *HI" 96K.%/%4'9 %$[OEFZAD/4EOAVSV??$+_Y6I-!?+E!K1@R9';E.*

*M.8GJR'N8$4N)F[A&G&Q KB/ 1%X^\ NQ]YW?7+EK[,$134#T$EH2I+.O()^A M@A!0@(-;N5%EKDT%*V\XP,;#PSQ>1.6]9THJ9 >O8#.O3AI^6]PNTC*1M)R]M4WM:-*

$L:K/JL03I,D7C?V;OA#-/KD#'HA Q"J8K&=#3VN/FVYY]2D&S%59G& MO7AR&$HXW+$ZM36&L(0H()9B3;\0O^VMD<2XC7IXDQX/+5[BW3R]JB/AGPD*

MW1<#).0A#E$S59L\%6XF]574^1+S\-M8--J0+3XL\YX"1&42 4D@0^C3UR)X2^ 2< G9*&NWBIR.F8)'XBI7Q;WT&;3 MZ^IHB\0U0@H-5XHWH$VM

IQ.P[S3.XAM%6ZR]U.ACEK1>CT@+8\9@<$>SF#& M. D+%,I9I&0>[^YTV8"MLSG^MIHV]:(H@;%H?WL^C0AV(AH3,X-Z\UZTYY#Q M

*U?9,!Q!2[K<4DT=A/+P*MKD"1Q'.U"2B9;]\6=/K)2B_LJP.*^=_^Z77%= M'B:O1.&FG 0!0P3;.9Y ,T'C^+WBL8VK*N<49(]GJQ/TD?TH0# MTT0L[GW]WFXEBR52V$&//&L-*

*^F0.@VX%N8)YW&&+ HJ+L;/_QKL3QDNW+W! M%>6O(R7Y'9S^-+*5YV#D\.9UYK&U.E<\CS*(]XK=ZCP7X^95/8WCLMEY^,0UXB:L=$[LYD6M%W=LI9E) MU6_(*RU !A*

*AUC%I+MB^TIXH*1H"(6] /X%B#.QX9*NB2H-0DX7TBU7_-,24 M"508]4I^VXN>&<=O@NX(FH#TI8"# S#9DFMO<7I,7%BP0?FQ]|J"0>WM6UY@*

*M00D']2W0&0D3R*YZ=A5;=\26T -Q+)'I8M1\%B<1--O+V!?:,FQZ 03BTXP MQ&^NV\&M$P^]^NM:!(DD=CP&,,5|!'A.7]W: M,H;2QV+GG $'JSN!%C*M-*

7L$Q=#DRR(]$QI%89//4M2HG3A M@;LUS9F1QU#@&(SH3I+04X& 2N/3$(,]>=7<96E\EA71 MK@<="25)@AA*:NAA=\!@AAB[SAXA#R>6K)]@$285QN!)\9(_XF|VYTK$6@C"

*MJ"#N!O$2-*2CE$:ZB#HJ61A.Z4(D) R/^AW*5 Q"KDOR6J7V+]"5!A MJT6I_#YM 8T7/YUN$0N079P23NJ%-]$?Z7S@#>,Q597H?>#R*.AW9B>-UD5IYZ!64C;<_PC-*

&,@!051Y0WY[S?$_?S=3)*B|C--]|U]NE\!$|\&ICVF% MH_> 2P%+0F#/%3%><[W>MP=Q$BW&(H>)1DH=DN2607B"+5P XZ'681L0,:C M\$O.8/8X];[2#@L*

PB_,I%L,@/!')9IDJ2{(!>W3N:F!B+#>A;Z+X+=L$BJ M\'L6'I] .?M:Q1WRORB9=&CLLNI;7:?DN\B,*N= MI5E!:6V.84W.\!?J<#'V"9]*

<%%E"GX3OJ,/>$/I2=+3D,8<$;6I\Z#&[@)D! M+).7%6P-\COU0SA6GX=+=:F,'0E6'(F6UM_8--+A8O0^:=PZFF#GPOQ^":$,R;7.)/X1H&< .B(,1CL!BY^&[\,K5@JV$'&I1*

*MTMG@(,7I?>W89%EJ/8M =97=))/|.F'W$4J&:XD=T*CVC)L@P#P>HDDNFIKZ M9_V")).N)7)]NQ0=W/2Y+$0QD'.I8G5ZF$ /683%=@'DN=H'\'H|K! XKYM.G MHD@>TRP;L*

93JH/C^^%4EFML4]8P:M-8S+(2RU+58#14,8#E.H SLDT_;-B M+YA2%[@5YTUQ*6-P]EAE%X_CA.I36 (E*OJ;@ZE3?%O'X4EZ>>9TJM+$CE MFW?KL@[#5-*

*I8:&*6*9T,.5LW*9OGB4WGBT$^L5V8EP0*Q=44JGW$^4T^:V1 M&]=943[#/$O4CID2GLT52B*X1OQ;B=1F53LRRJ\ON&O(-?_Y=:.GE.W.B6VF>IW- M-SQ/B_*&QPUT2&*

*(=L4:^HR9I-&'7S=S=$]-'DAQ5]U-MGNN,VC6OFJRN9CE5P-Y(NIF>B_?M@@.,H-2++*2;2#)F!0J<32U*.M,"H_G>5 MZHOWN[X'8F21,_F3L,_/GPVK56$H@]L MY];@X(1%M8F!!*

*'7]&+G1H0:C&V%#+T'|/U89L6LO^4Q[C62W=/F3 (Y7-=V'T M3N [THP^BN5 SY'5-+ J89L%\B% QZ,\ JP1*R((N6MJJXH#Z]C$)}Y10=_B MJM@=Y[F=FY15'C(15FD(U7]*

*(>OIZ&'Z+O_QIAST:<5H8%H"$SI85!!QK-,Z-M5Q*>9,,18;6:E=[NQ)5$VF%R41S?'PE?=XOG<.9 9:A;C\TEY!#R0U"]V1Z$*R"X5!A,L'*!--!!DKM#VW8@5(*

*7O*HX;Y76*GXZ MAFMK$S\,.=|PZJOH<$RB9 AB)'84=G ML5) 8WKCG[=:_2J"%.8|K\LTK])XSV0]FHY'#]-FY-&C/'!:'H^NWBR\3|53 M-/V.,#'5+9C>FVF[4=3ZW?*

VWPL)YONQ[L>DUR'#C,L@$[_TI *%AM5U0V.# MW$9/OZ;U HYFX@A]5I3=+_2N*492-T'$-DO/I'M],ZO&Z/W0B2)"A>U8]&]% M/Z'T#;O-*

*+$YG6*&H.Y%%/L%KZO]6(^_ZM!&_8G5+>,3,8O$$2K 4$1WDX%@=MGE!?)B#/C\3 S+++,PMXX?5*1;=4[_CD" M,@X9)*!.N,_83 [AEH_-9::|_ M\M/OO.X24-M*

\FF6S\@HE/1#'PU6G^@=+\01UWGRGP:7)8(P:YD)!/691EH'C9 MBM3#&P@?HTHR&.7=MUA8CE8TCB WVJ ^DF^Q\(U0RF8EDVJA#@85,]3,MER+ MT\BN2KX)UIAH35CD9E

*MW^MP9-^\; ^WHP"/D&L\:.0 5-?OG\&8-WQH]M[K0Y*5TCLBI;-&P/'4JF MZ,/J6]%>9 BM TIS6L)LW05NSCW5&EF(!0CU@&{CBN?&;Z^F.HO_6S943ENW*

*MZX[$8S)FPBSS+P(LO5>R!@;*L $W|U35O_39DJYT8!Z[$5_%Z "HA(U+8BD+95_EOR#/!@+:.Y!4U5BBAE5P1C%NE"QZLRS>-T ME1&(F:/?M[$FL@'71!-9Z9G,-*

*V+!!FB'OP+B/0YM77?4:T6/#P";(*E<=G6"D\=[,6:.5_DA TMMLWP. ^B2M,;_O&(TPH] ?M>&Q'0K4-^LSEQ;.8D!E1U'%(M47Z\!7 M' OU[%AMF*U6E?*

Z1S'WLL0/:M(&!ZC_J[:,AW<$M&P4;"A(H$8F[>#_ +\|$ M"|TD<,('ET%&ZZ7?0R'A7EVX+<(663YIP)D CY9PV.13O$_,@0)1EX14%C2W MJTEW6M7I4BP^L[FF=NS@>.R5WU*

JL,'D#U^%B]54X.!=0AAK?WTC9F>F584 MR^Q962PO>;U8U,7=3NQ7GZ-2W%AG.4(PWA.W"X[TH9(lM$]L)"""$L78OD)E M;(G:X'A((QU=6U:?_OE#;C*

+..X_8X!T47!GVZ0&5OJ;L/E+*Y(IHH6DHO M(\7LLW'C>,.F\WWI7AF@Y$+/+91#*6OGS"_H8<>;.(Q^4_+`0}J.G2(R#0G$ MM!_D!<!ED*A*SW'TWK3W%7\?QL S\$0+!3XI?*

FOBS1>7!:?Q88"C% 27@3.M,:/ZV\E=GN\0QL$<8!'YD&>71O:[Y.SRG+"G$VPAMS\+.E#|P MS7]0?%M\PPK@+AG_VV 4 ,0>@XE2/@V8@/:-$^@U3BS*

*M@*IWO4TA(S=PBE@LU!""8J[:"6)G<8P=HVIFPUI/9+7'R'WB3!TT5SQ]7>$[MYPDOHTS-AGTP#(I5N<$*:VR2AFJFDB]X7HGG1V:+HQAP 59P-,/51SXO2G#%*

*ML(%8,PQ&'>/.0-3$(#K"BSD5RH9Z32_53TAV(",>OUBR5$=*G "I54%H;V> M9SQ5^AL;B9Y! 7M;(!^4&KDEZ< 'I[;/;/C=?SL8XOM=*

*JGG=O[4/V$Z0$P:P1,"D^_;30*S")8 MXYC(0^];=9C;.ZB:>4Z!TD=O9P%WF=":%"+7YWI MJ0N=Z"%P>7K0::P.I5@?@(=T]0,S0[P[1URVTB2-RC7$_23V1@__8I"B438"*

M(1,/9N3&U#?0 >?5X]HL'M)$G);6,#W/W,DL!+QQ1N>5AU1U+-XBN@=-MJ@53JJ +Y @K,]+\'=,?$#*,*OQLV@$#G6?$H0]*I-C[2>KQ;#)5;AMU/-M.*#G*

*Y;H:0B8K*1.6#0'_HI\D!S%'0B2SS(LBDF+@(!X.(,=7*NVVM 9>GMV M55G_8[H4:W<]4-N4T*\Q]7[C|@EQ"%)_AOC@0[UGXNEC&#%\:W&I-PP4!#+ MTC@ 4J9-*

*B7NE*DXI.'C"\T(<7/ LYM_K6K+,*M5QB[_:<"G27A;R|:@V# M+,QQ4]6%6(TUJ@!PLU5XL_GF*?;64A817!9D,P"H>(,/DUT0QETZ-.,==I!C M8DJ,#=2@%(:(?P=P@HL$M+,G*

G5]A"7($Z_O3RBBJF|$4#4<&MT8,G^W,/OCZ=*2,&?HG)/1H=$N\A#7&T\T\-MC.DZ_VXJH/N&@JW2!"-4V!,N\#NDA6Y?ERFB\%L!^FEFL!,,L6G=XEI;A1B*

M8AH"3_MW:P9CP"U*H[#6AI3$B8+P(#98ADEG!)>Q-GIN8YQ -/E1#2BV,ZN2.QZ&.7IM=0]VDA2DU^@8SH9/?Q.XT,MI&;OQ&BY'N*

*M&5.LJ1H.A]UAVQX2TU"E)/:8ALNWZCI%4P(H]+ME@(-W+++ZV.'*OF6C_GMF6 MGBY=)XB?2&ZJ&A%A]:X;B:J:NBC7NH#2?(H:E65SQ@IR=1@(@SB9(XHXL@P'*

M5A1#8#;$6@LUD@4X@..%JLB.&QDT0"E#&GZG<-QYA%/|'H(U!=<.&ZJ\KGH<`M.+0.S^>,WN-U .2AG7T$!9PU=ISLWS@[088P-.YD/OEK*SVKU4K69<]KY-0)T*

M2/]4K'OVE1O&'J B+^!.2%0]J2K9I MA9'(#CCL*+=^;CUF7B+'1@V*3&+K_E*?&0!A^"3IJ075=R[>G&F8%F.)9B1 M9(V-*

*&X;I9&CKG.CD_7V)MTLK]TY(MV*MU2K'8V)W5%U+E@4#D.*N0I3ZT5E$ MP5/WHNV4QOK#D16(E',($SH;=)5 KTM=7UCI7SGD8W@R?1"7E'MS!E#7_";*.M*

*ENUZ*VU@]JM*&ISMKK+87L{US=G2>8Q^+/T#J,3O<5>-(8O(^/I"8#. M.N"-%*X1> ^4C0 C"0"R"\`X{0%[L";P#M&%)$=3\(GV ZN):"(%"_$K6#G%A*

M8UQ"#"5L3@UG#MUX();H@8S4VZ<"RH42\C"-P\ ^)A,U$$+?HU1FQ,IB@0E MMXS+KA;BI+(GDO8$B!T,:\\F-/,K'MD>)D\E]6&V0F5]E.]4_M=.,!8:#8,YM/SX%GZLTR.7_?

*11F#C'M;P4*HBA(L;)G&<=F(2Y=A;#_N179& MU3)2]DUT/U%\6N,RRPG HVV1M"T@R?W>)FVE54- MJGCYD,8\"%[^WOW0=:)OZX";&3O,'$-E6I=V J4[[FC<29N?.D\C66<2X\L*

*M)'[H3AU\]QI!BU1,"Q"AZVZTL.0*8IW=>"TQZHBX;3_B2*OHSL]@%(>:YP!6X\T-N=(=)(ADB_$2H^$$B\=3,0/L#T'#*4 M"T-.D1Q\5U>T>+]-%IPQMH?,=(T5DNS;A-*

),,#WP9=]#EO&^?3C^<7Y[?GI M#9M>GK";VJG_QU=G%R>GWSG_VWQ]^^ODO/|3_?CF_,LO:O.>_N-$'I"O M5'#MI >_C92E2LR%-

*';BL9IVL/$[7#.!C>B+ZXC'PALZ%4)%"F6*IX.0V3J- MT8E5C@UK=-@1#6\4B)D#>|;51F^?Y5'PGI"#=(FH00[R YQD:E&GX;"#O-G< MIOF(P?"&;&5S;6HXF*3-*

*67{6Y,)FP/MMJMDY(A@GZO*A@^SZ'X89:WA?3]TXA-V4 %DB7. MY0LXFK N09<;*W+/#"%^[9=KDL+E>*FRF\F%294^245$<2D?W MO!$I-*

*%TI&V!%,M.'XD/55;'-RR*7#4CY/9V6Y+#PM[T3'>%&R+,G09T7HMZ=GD MT#VF=*C,+UG;1 &VL$_+.2/.S44YK6M>D>?/*

*MLNA^UY3E\=DUDQ*9)9*!S'%8XA0T[,.RQ.!M2"(?"'6+O5%%6 *NEXT]7\&$'@7HV0[""M\+ (_U!D"+E?+G*BC7G^]_H.I3A"2^(G;F9&)Y]^E:1KT BLBF1X O^7I>H*

MW2/91$9D$ZN-3! 3W],MN@('<-MD+FF00USJ8WV9QV^&] 2<%&(2[OJ^VGXYVA]^UC<+HJF$DOG[:-81-N83ALA7RU%0R(S6&G7=&0Z 3:L7:)G_D&4]NC\^3K M8#N-!H&

*[5T6YEPS'P7 @#$;"\Y*P]>M:^>|G8?AH]^D\JW[PP__^D_G&)(M:?S@O788HAF)W"T"]]*HA1T&"\|\Y'90D 6-=[5930@XNV=>#" M]5LE719A_>91R R"(=W(&=-*

[!=2%09\PY2G5K?%-$DP&A5E5U&;G.<2\@2G M[5VI\/":BUM;E=9S#]>[!W^XP*H0OA,97$ M;6T,U4T,9\4$LE)WXL(K5GS5SH-%';#U3;C"B>TMN'CD("T8^K_,VLLIWI_-

M0%4!'$F)WN?K0):X-,K;8'O'8LQ&A]=V).) *4/%!7,,N$;G2)P@W"QL^QR5 M]ZDG@%3-@X-;&:EEI)>18@H&)!M15",_X;1ME_$RRTN8&_"/^UL]"M=$QCY M-)

S6O%]VRD619M=W")<,%/DO(17Y;DI]=%,.;KJ#$7'D\%1G\EG.+.;6.:$ ZW-$D4 FO(?JZ6N\.(6&=F*$9B22O%GH!5P5(5'@-KH6-TV1J#H=S-[4'@ MUS>T>+]-%IPQMH?,=(T5DNS;A-

*"!*YC@?R7K(,7#?SQQ*XV[+"&JG;M;+NR+;-5U_M,A@):=C1.B? (§/>7I"QHZ?ICR=0;5BF=XU<$ MQ;`\:.]3?C#;`6'"4M*$& M;N/!C6;H6^IW?E?A N,_K&$ "S:.V953AQ3&CD]-*

*!,#^W&JQ4/!4*O;?)W0N MQ8M;@R5?(XJQL.D%7[;:<_%CE/^3W2M% 1J_;&+G$U[%9;JBT.LO49G"2@KA*

MH8]1M3/E2HOF&L!2M!;8W94>"LZAIC%W<+!I&\KL.51.!&2X<^GH507@+Q2 MY!D:A;$^D9-V!G;+K@A\JHT-Y7EI=;#5&$5(F)X+J3Q8JV5V$/!KD)&R??

9Z(#_'37]1SG="#]6KRZ1,OXJ3B5V4:B[=2#]BG/TS MT__^QQ_^^%_L/?OW/_WPXX^CL6"C"W,E-$MN4,,>:A'O(%.H' T<,1 - =/ M&,K?

_+Z10]M3OK$I3)4"C5I(6JG=A,XB@&GS/$$U>_D/%YB,O?/A8]^X,_MZVU8]6Q*3Q,AD4;S6]QYH<2+T!HL"FZ3A0T \8OT?%K@=**S82++#PRB%T\PSL MVX]1P5E^I4L?*

HSN^6S^"4[7 *ZC:YZ&6X<[%EQ@Z4%RHD(!KEDI58 5TV2@ M\,*L?0FUNDM<-,*V8&"@U> M.%0$9K+0]+Y#A]L+W.DW3G?Q 9SDRZC\)Z_57*>9C#,8Y[-7ITZK-+J*8@#E
MI%I7X%A9B+M9_X,EB&92MBI>15(5$#\FH[)->]BI:TZ8,O^![6JMW8Y]KB$O5@T:/%E \|6^3")X>XK&,*D)8>+3!KDP3A)&XS];KCK2Y[P,H.8 MY/XN#]<(*C#+9:T;WYE\|X4K
^FQTJ?P>XE0,TKK.S.DIRY6 Z9)HU V8D6$ MN &0(9]*X>G=GR75?D#!EN+,08'C,&,S[Y(HB^"*%^:).!GX:9[H)/S']:WX M^QX,Z=A 2MQ&MY'-;.29,=VC91O]L5WF>3W!V&?
OY_')+HM:TU,7'[G!BNAY MRKERCM\O@K;E16VP8:@(UI0D^;U@[L%7HN^NQ";DP7M\=9< MY%2H.G,IQHQ!A2 \NI):C+[):MRBJ&CM=Y6J;0M"=-#97]\+=&P+9L!XK.E&
M"2#P\AY<&VK !H.NJR-)XUX*G%UH) MV5>2'J)V-J#QFRV!FU?2L)4#5J,[?0DU[AAN^VFH8@E+A?H&"^E1RVBMW61= M(G@[C!\>B9TD$7?
CJ*S@>$*1;^^="'>\3!^B&GL)E<77:?7/'D=I(])ZI(&. MT4.:X] 4=-GDVYAK+C2E<(C!LKDO>5I7US=?>O;A*YG$9,)0*CL27EFVSO_'UD'R;;;\51'-X-1"+6;LW%YHM (WRN_#
(%E)"&52S M@4._'5TS:CD6G%IA&;^X$TBRC3KRC !W8(Y^)FKY[2B0SLR=45=YQ6B$[*-W M-I-#]*^3;@O\8NL#K^X7VQJQZD-JK81.9,N/HJ-:T1DB#%&T+QNWH:>VVIRF
M^[#Y4U$DCVGV^CZ:[E@]Y;N6R$?'[J7,@QM[J]C^P(>YI4^&1355W0!$-&%J MA^%K[6='1]N,LN2.WZ^P4OX;A)5(\&SG(0/@S$HJ,> B <'YT/G1-@L
MEU&YQCK"+DD4353*A^$T48Y9)OB(J^*+$VP$:)2X%L5T?)*0"VB ME7B&-")0\7Q\!8*[Z^3:/\MS3_S),TCK);'B]R)%D_+B[2 M92I6V&' VX5")C6R(ZGS'9-:F5$K%J0?
V$7MN1#%O_URSAZS2_$_8[K4UFTX MDQH#(:Q[]X&3"CR8"5"5]3\T8N,X"#CI\^PG9LKR3 M* -FO&DWZU-S:CB@[?8UF9V 4^TCAE\0)!?!7#&^/@8#[8=CK S79SB(#3;M
M\4Y/*@13\-9BB-,G*H%+AN@DQ *0U%0+Q!:7 E>*0N I>#)7'].<.A>',D(K M"-!FRL_EA3(M?A9?X1(]+M5#1/HF!&,.Q;=K7EMIU%",&0?I5#<49R7OW:A)@7 >&ARB41YV
M^C61!QGB).)WZ1(_*Y;;.4^](I(:V&/AR[ZTU20D()_7EPIB:-)?N[X27RHL MJ-9B)DS6<>ZAGK.?0=@E+%*8C MJ??H;7*+#=^'..#A3C]-$FP0LTK)>Y[HB.SSP3[^1+!9;"4P("*G)--
\TWEU&[N6 *#5HHTJ.R1<7" M;)$,9$XL!(XQ&?1,QY1C8RG4^,[\NFVO6XNYL%&CEFV1?=<]F=04]G;TQ[*H MA=4K?B5QS)>KHH2D4Y+.Q9]QX:J*,-
!7NB0.R@/JB0L'C=^E9O3>:P6"^+2= MU3]T\|7R\%WEMHWX0LWU/4$B714]_O4OZ'/MSD1Y,*TJ1=%";EG&PT,MP0JX-U["LPA#0JFT40I]KX?RF (0X*["B^G.:I\MF
MN3]@)P."9Y/R6=@\9KP(\#UA$ MY<[%/+W6T G#0P\T*K\1C6E2 M2 J,2_YX30%$BRNZ;S!(2]<.S<>2]8PDZ.**Y_3>O%<5/5Q9*7&%.>YJ9- M;1
V6J6)/0I53.F:,/US5&M];Y&"0Z;!HO\)W[85P$U;&K*VN8T00L$QWKL9 M7V"KAA&F>9/F]S/=YM6SFNBY5A*:(:20&8T!2X\"^&&_].1 <7K#XZ84DTJ5
M95Y&RYWW#RE*UYDR$';H@W?>QZ 6R//E;XV\Q)P5I3AC3N,8TKN .UJ*29"N M,D[UC*?SN=B AB*X.K=8K2"G*!%9Q=4("L+C"*L7(S,X<2H5EZ^22A99I >I
M3ZBL64%+*/"T1&+!*K$F%RM)N1JX[_M'($_JFXEQCE"(MQ.CDFF=6%$KM#*M M-A"Y0RA_.'<:VP%%+KZ.97OPAA?\IL[5*4V?)L[*8MDG%.&6!.G3F\7AA[44 MGB-
8P]O5>29M6^6$2T9F8-:R[;K]Q((%TH:WK=WC\JKGY[6W[YJOQ&\6XD8U MO2\YI^:/!A@O5U%9KV$_[56=80O#W=E[:897J]Q^EI9IP6D;Q!?4^X6LRW.B M4.D54[GF%8^$Y_
&D_'GA541Q6CGO#,%,.8J-:4+L8-^%IVT#DZ1FJJ73[^ M3?8& JJ:*6A\>4O;]5EJ.>HJZA^PO>_(-^$+#$\ #V2$#(G#1G;Z)-[\/,I4 M*+ZN#9=S=.21]4@ 2:5 <"-3>G4$9,*
(I1&+4.]>X@D!?3+EHB2\I/KCVM^ M'P#-_4M^EV89MTXZU7&OIB$ET#J]5=YI4H>WQNTFE";)RW3U#!_X>"QTKTG: MQCGGA
E547.GMW4)3FO'S;+)$$J=+IN$HS6;JX1;C_R6$2TOLMA$(:3#&Z<3 M>OZ37SY,=,ZBK[%S;XQ5P%?5ZQ;Q#!=7H$)O#[;ME8U+=RO&,4T=GIP =W.< MXMU4?)UQ25EB
TMO=<.N03FCGMGZ)TR/)PP3UL*$GKB@T&_.99W RA>\ MJO[,;/\EUF#>G ^ZFF,]S)U EZ!]N6\3<-F/$S]JW&8)Z/RV'6J0N/VX4\@/ MZ$O,JH$?
[^K=$@RM;EQ@5[LHHIR=17$80-R^!M@)4GR0=W4P(IS>@W?0#_@C M"^]_78X#X*1940%:2M\H@E6I9$EE7P.&" 8UR^GA-+9]YA'(Q12<]YE6S.O' MJ.1B_5-?GIB(+\
(8]WM]I%!;LH>:_\Z8H/4%1GU3)B) MBZ.JB5VO1_S%5U&:3!CH8ZC0?UV6\#FO:A.LZA=;5/(<8,1 H<7!;+&GH38H M?$ 18E.?HR?HLNNUUDL9WM?
RWN.U_2X%'>Q8W178\V@=(L8FKIM2K"%3*'[MV\P4:H 0%\B>/?#/15XO>F4:Q)GI3V_,/#EMN\B)K%884FU^ M2\KE06J6>S]&;5F1$$"U@>UE-
K\JJI2:7[)TF>;P:\H"2=BMP==I4#YAI!XR M37H S(Q 9Z+D(-Z@G^SWX]>B_.>*('##A-Q0.:U)L#9*GH !Z;0*TBYNK# M!NXEY#J]7]2S^9>*8Z*I;^13QBCO)(&?
J6S)0!DK0=O[8OZ^$=^$ >+T8*Y# M5:ACW&_59OGZ;]PHKY5=@&@;)$LYJ%GVVSI[^9$A"K3W*$ZS6F48]HNRXZA: MG&7%H]7RT;-ORY;.0#P#^JRK+7ND! WUZ7]5ZKR
T$PP:H MYB"=0=>09JJP9R/=VB0$8!T&?Z$#>--OK_@/M"A(&W2)EYJF+:=P4US(T// M/#+_S;56$S:JY+AF1ZE@=LE_T-"KA]:C$H0_;RD_2K!'"M7[Y
MMIH!7Z*!#IHP*78DUL@GHZ3!H9T !,9FB'U]?\::0 4? QG5;FI#(8AT[MYD3"JB$G8JG9\$RK. * JT=2N6=BR# >D7-3>N(\-^_;O]K@&R;3:0'E!SA/ MA'2%4VJ@9X85F)Y8L^#/
4/N_5,%!SS89U,!_N.9E3M(30MOBX.'(W95Y=%UEV1HU_.W?X6.1:T%-H M3O @G$GI 1)UA^4>!UWA_K[$HFU&\"258F?7$<,YNP>B2-;8W@1VB#LY;K]W
MUZIJ8!RSN;AH%M#F(XSNZ"VBX'A?!!.I#(Q.I3H$)VE4TY$I?\"CK%#I.2KA MU7P5HE!FS^9,J4'\D:X6.9DJ&;'53O1BAR?NU72)#05)F=OB(X="J%E^N^#7 M?)G6-
3D%UH]5),Z]6$N>5H:=!7KCRX=^=!VP4'*54:1RK)48!6"=PKI0ZH& MSQI[*"RQQ\)*.9@WZ*_,N.K4==65Y:IKQU7.*)@S#';]=EW56F('GUW>UM^-
MFFJ[\%G_*\I+P&-8MVK>= JK]8",8M].?TE6/^@5T.W%)-O6.L]M1,O>-)D M8JK/Q'PK%:S%8,WR4CS,7E0@,2U&:%;VO$4! 1!P]3(6:MIQC=Q8A^^:+"IA4;52C[$STFSN$%:M;
[P=L*QB$?Q C]%=X(8T%G 04AR M/F&1(GVG_C"(^KH?85&E]*@+1K7@XF,]/<#NZ(T(2604I!?\WM)'@,E*HI@ M--=DHZBGR6-
@,DKGJ7M@\WLV]_BPVN_>K'LRLEL):ANNZ)1>_G[5\0KF)U!! M?*\ANP@&X4EZ=QWV1C@H+,/P):^AC $!:!.>?%Q_J8#6@9+%$.+01H9
M]^PH^9)TE0N;"ZMI4@+'Z6$PJ^1!#B0 J^^>'=9&O92.DR%.)+$UUU9WQCT[MVTRFPRM$IN*9.)- R[WRW$I(D$ZI84;>Q;G!E$CO=R_HL8! (D].L**;PI)$ M)7;)'_%7.[.?
(%DB262])WY*M&3HG-1(SVC7U$O"#1;4BJ5OSJ!R5,4[%O#'G3A?/ MC\LH^VWZM)_,G1>.1=49,VMJ) A M@QLD=D/8Z6DM[6&\YVZTZDNI3ZK?SEE M;3C^H/U@-ZR
M\US,!S6_5)#1;PV,VF@^%44"4W6:0^A'PLU21'PX< ^E!'-(1HU*<.X)UL.O MZ<[MP+;_2K*1='C"ZV2'PX$8WL]#-QJ"3(K;-3A_GUTLX7][)0S5@D) MTS?
8;\@N(H<8\U0*$C4$#I#56-1#^C8&S!VSVK_%B:J"XD:L$MP@U>!>!PT9F>"O.\]1^V4 M>.FA>TX8W=7G.8"I8'>S+#6A^OGS7);3J]Q1;WI+*8_9I2=6):S)
M(P)JI@I)Y/U@POX)B M[PT:T%HR+@LQX>H9R.W%1>0)F94.3>H,#V..U^=IWG> M1)FY0]31]"*X$2HQ+Y*JQ90L33*,V]&*I$Y((_X1@#.]!@S4!.&RQ:0^.Q
M@S8AJE;V[3ZGG6_;#//J@2YH J"IPY^?(RA,^M#++H-2D!H5Q-='J%BITC)" M0[/OP,;6POAZ6\/ R@:4LEP>%GDLO!VL*W M,(GBO*TE'2*X@ZA[Q0!"L9\
M&RZGL\%"T!ROBC]2:%'%WZ$6:8_VNH@WSSQG!9@NGO=[WQG'9P Z5
M5TT&>T//Z2SEP3U0"O0[7WN/7\Y*-6XCZ+"'[6SN&S[WGHMH(CR.1@_8Y#&^>D5IZST#\V=9D^('KO90&*HXQNZSM?])0X M88 4*&,18['$P5,U91U,$HLS!?
#$^!/!8&@D(V_)+ZB7D%O/F;@F1QF =)_F MR4E4[[SCRBV5Y!'JMY#(3CR&88EU46:_.:+WMKWEHZ[*K(T7O>M6G@VZRA^B$K85_EO MP,(%7W9OS48&H]-
]EB#K2Z[2+CPY?8K%1WOMMJ\AR;)5,M(9:$/VZXEG6(13 MY*PSO5?>T5"1).4SKQ=%8B".KWF40:;MDS@>7A15-8-P^JJHHJR?C>=Y7"PY
M+.1$SB*6*U!LX6&/UMY622J91WJ8431A2A4#7>P(M+UCE$- A?LI;?;56B#V M.VSBA?[&O-I3W7:O+KLMI50CL<1*.[Y8+-YZ5H'@F'?.*L@:>NN:
M<\H"8LD'F^M#K'^<2J0ANHK$ >M6#* "0 %A\L>U_9OI4[KKI49Q,ND["GT+ M8N%"\Q5$!T#C]&6E6SAM;//;LX"@3%< E)8F=.'J&=HEE*<5291X(7Z#N_U- MD!.,ABXEA:A>
[C]R)S35X?E0=+%R=X-J'QN(%BK+^IR$-,B$WCU/L 1,ZV"V MDK$:VTF5RTD)4\M<7>BH(N3H=26@N#&M0I@>EW!;.^'T[WEN@9KM_'!)%CM2 M4M]!XBL
6IH7J^Q3XUD'$-.9,$/OJ[!'SXH E5RJC606);\U82([_LR43U(IF#"I M@FF++25V7&>\)F^FJ/;V7&4%"W5H4@$A+AN XZQSSAKP&4AD[V?S&_'3:DXW
M'@0G@'Q:KQL=#F+"]#"8-0XK^6VQ%--8H.35'LV$X7@PP1?L)KA/#[JW11]N MJ-_J?\WO 90[RNO+:+EK9$FV^1M9#(0=^N [@ H"6>#4LUT4^?TM+Y?J+&<.
MAQXJ%Z'#AF'#4K1Y= Q>NNC#=#DE3>TB*&&@A>G3LH6_&[AXT8?%6^B:=&M: MQY,.5K2(\1!M]$#A%JR5IPU(G;4Y%&3I.)DXO]X
M#ZAV5V4Q3[^YR,*]F1$\W@HE'?"@,WNT5X<^VDW\P<,?LA7X"SDG% +:-8?> M<=A:;_@]TJ[LBHI.\'OB3F!$,B5S/-9T(H*DTIC4A7(I$U :G'T:I8-QN1P M+X,DW@N
UI)2#'K)#O$<\'7+TY1A&;\VWEM=#54EI#IX7ZWJJ;84]2*(S M #O6:RJDJF=+I"2GEO=KPMZ\ULFT-9NSU[3^5_W_GMVG0D;GBYY>9_F]^*@ M^%@O8+11WA.A58ED))-
)H2.QI2,2&M@@(HW=2)1W$9WW!X&BLH!$:MG.>N^9 M&-B+M7)::BN5].V,]B,TTLWAD0P6)0^0:O$<#73Z)J9Y0C$4[K91] T0ZL81 M0E)
ZC[2(W^BF.$]P\KXL58%$MWV&";$RX@4ES_1&D9HI!NFDJR(LI--G#2* MUB/.3'M=)(SNB+ !6&J$*UNBV/D:D'0=X#U$*\8M/"%/3&F@.Q,]L;(CA"M
M$BIB2"FSM4ZPWS$.B+X9R".MF A,@*+\|W[:@J"E\V]%FM>_B&\:P/[O]YBW M=051SRMJ8DI52%Q5.F!6M\4T%B,L>1N/>=<.3BD7IK"4' YTV9MQ3INF!).& MQ2HUEH6I:!
[.LLZXW%YMHTR<6>][$;'*;)P1%XR3=2 [.K*[X;9"U;0SI9X= M%?XF]A"K30B7_1V?D&X,DDJ8"8=W$L* JE';;3_1-V"-%2#;Y5$&BJ)Y]8%[MEMWH=",6/V*SQ0X);/1F=WB*RS
7)YR$G_+>W"ZTP0536,KS6*P@%SU!/$ @ M$8SAX'BG&_1FUAR5.A@NJ:2VPLP"R*M.B)#H4\=FKHDK[$,9MY6Z$ M)E89*-'J"HI^<;(8P=J4$V6T,*W0)0'M7?V;3) GC#A/R
MWG*EZ?NNVYF [?>9D&^*/Y.WA?'W:[<"W(-R1:CF+HML5L/4V* ME9B'@W3L&%50+F)T8:4D*&,1:?..C.C-8CFW+4L='4PI85)+&)X*GQ:W\!9? M9_;!8A;82%S-D@ ,5
/!+P6TK$!TDDC5G])EL]P?.(0!/&/68*U^!S->Y!69 M,#GD[]?Y3N)-N>E!2]8>8D=1Q2)5M.V]+L@*?+:907>NZ#!Q7DW/::2.R" G M]V31FT]8I&7**U&0>5U=16ER5I3BM 8I-
0A4PY&P*,/"(=-=I'.=RUE>@%7DN0S M4#!"&YWD!-W&BP=>2B:J52?"8N0:&LECO-I%."4)\R..4\JN)"?BR,#]J'. MK+#+55:LN>=BCRV7 M;D5 ,)L#?%A$!5/4MO Y@J*I?
O%5S;60@O3WG.JQJ)V!+5'!F["Z=1<_W0*; M61D6!DK7;?&)9_B,0$Z1+_SV,(R>';,YXNY%3!;LD5;V^>U,$'MY.'G5'/!_MC4!.FQ*G['5:_?/C^E;\70_T!4LI04)H[7?
^P=&!IT!'"L\=_DTFEBXO2\3"< EA42\++1/$?(_TOQ#B2(LNBTJH$\!;N@-:($WFTA%QI4:X* M8 U/ !U6'"*XV)OZ @9H^[^6?/4_ 3R1>-H4!-G3@OQ\%YRU(M-HH<>&QGOX
M*^_^_.40I(R328<=A%5SK(1=?%>-T3QM"T4-HK@A=/#6N7DFVW3>!AFB(&M ML>H=7WQ0>R52:"?RON0)+S$.2>\.Q)[%N[P)?-ICW^B$/-WGOA'4"6ZV>M,3
M7J^:EX7J].M_T;PL=(_G08\YT\/578Y!KO5]Q]T*[5KN]A:E=5Z3NYW# =Q[G[_:&DA2:^@(B?BOI]%J5\BB %>9TZB$D5?B M!(G6#\BNIT3#:5LG!T-4W@]L4]9A#LK=)SVB*
<>]+##OP1,T7B-^ M15^3[2IDK4:B9BA%$BKC[=CNE",WRV54KL'^2-D+J#0W7ZB9]$I\L0_0)UAA MKGG=E/D,CU6][D#=V$[P7WVT[N*O@*HJ&@FCH02"8_?G#
[=:%RTKR3*QZXM0)QYC@PTP'+]*R M-7)4>._B+W(B :][O9F(;'LAQNN;?6JH<;N=78 H@8,/U-;,]X6^V0R7AF_7 M]%O[UO'[Z7=@M'V9> %^ZWGT+15P;)$Y!LA>'I
WG=WH_K[$$M\-ET LMEX4 M3246N0![K\XD8[&=]HWD)P34OFKC$M47S^.%>N]0LT*5_=Q&3[-<FU=4 2%V^(]F4OB&RZE'[Y9SU5)C=VHK-L>Q4YT.C9[6EN3MJON?
D[>HV3G MRU64EC"B6:GHN6=S.#W@R8<.(L-W4 MG?1A848T<4#B-S] >)":4QSEF4)>UQP<<1_001_@FX+_HR;7CJ\%K[M>1*@K,BQHD5\]Q*XNH-
D^,8\U!%__B9W[.$5[PA++A6ME@1..<]E4N=FP7G= MN[*W$Y&?=%)P%MX=X1 %&_J.73OT#S?B",C5]F+X=Q1>2\!:X6"^:]7'*"8R MY1385? ^S0&%N1(GK(06+5+-*M!=>8?)
[$?SX&=>][$&W\W;"B#!MP_I#%A>L0=?_:O)]%>O*Z>B7D$>B,!;PY" MN&EOO'L;6$Y*#'CJ%A?'M.88+V[7^Y\UT"]K5^[+THZ>!I-*&:/N: 00*QS> MA$W#@-0[$=?<*A;
[TM^A%_S;4[K-^HLIQ2SJM,E+BIS5,.BCN80#+I)./HD M/!C]2S1B5B=!-6R5XTMX8J1T^F=_R:T90D5MD]<:CF$PT>F'LQ7 MK*FEF=LO.D$ *?&2H%?
(F%:4ZF>F6J0IADI5'?.^"L*&- &.9W5V+6T,&U+ MP]C@@!VT#?&_K@+D3%&NKZ-'<582[TR45>)L!02O%2\?^*XKC!8\84(TT[(I M6(:LKR1_?!8Z$#+"MJ62ZOV
8#&#$2C6("Q:XM!3UV5ZU]2*)>TJ*L,4W0UO MF7.DL:3^Y[_]]X>??OX+8C76:^_IG>,%'"V[V2?Q+M#SR9%\B!4<.U2B2L=$ M9@;#/4)O%CM(7]KL2-X#L93 V^.D4F%]+J?
[VV=QP5LVRVN^HHO$; X(3/U. MXJW-V#Z,R]OVGMLSI[H:P76Q#HIA"O_S][7]8<.9*<^5=@ MDG;58\:>J:J>Z;EV'Y)7#5LL)L6CVD9Z& ,3D22ZD4 .#I*YOW[=XP "0 02
M2%S.HAZDJ6;&Y1Z!"#_=]3R\LOTF^90]7/#(Z8"G6N,.-H?0C*YH>3$39[. M@^@%71SP3X$)"AN;U]+%?PO;!1SVP2P&.*V#\PH7#_Y7/C7_UO+)G6+V>8P+ M4W.H_-
%MM\+?"Z\?(ZI'NL3+;I'^YAD^>6>]H!R2)\61E3Z6HJY MWBK-#7))*7HJ49,E6K5I:#"5<#(XX0:9Q++/R\GV68G8ZJ4O_+V%S0N-LNYC M9RBPRCX7C$ZX\7/%3X/V@+ V/\>
&5=#$_+O(E>GSM.,3SO^AC7KD M%/,Z#:WF2R2:DENEXP,#'M4XP=E38=GXQB-Y%7-!]-"+/K_/A3P[@S'/T<^RG[#1Z.30P,!_(X2-][\%0]!=?B:5[]GD8(T:[MON14B/(H8J8)
[(J+U2K.F*>RG3"L+A19'_J?>D?:X1R.-B*_#D1&C/[7B3 I M"FF*^[/NL8X?: "P$1N1*X6(K(.$ &ARFUXS<%M,)FL'CJONC4BPW&.-4#Z% MP^=PM$E4?(F"H*U,/43D"RZ5 -
Y0R5< MQM\+_0C/C.5_'4L@E2%+%>>#SE:M>%BRRG*#HFWJFL58JN2,EVP[]P-VE?5X M+<0P#H[CB($H+[H4$C[9RO/KA#WB#7'#MAA['CX6KJ7>[DHQLL,/7?*L3:DO
M#T]BR?PAZ2R&G<*"N,]\6/Z#;DCD8;8J$EF(DQG#Z.0.]'"_8 M#YT5WP7N\V45NW!<;,MJ1+NP<*+H#D6^E,:[YDTGZ!0LY%\AE6#9_>'3!F M&0,KW>
N^N'#AX\?/@RB3I7\A0E?@Q,"XP*Y"H?[#!T?B^[PA9$E^A'MA%:1!MRZMH2?;/L:T4EJ,$N-8%\:? @.8Y. MKUI(B%?U""/^1H#BN+&?H,#E93'^SU3&?
1)\D0=D+]39D6/^]C5,&85+ XT7R/\2]OA/DK+,+X<%I9,: *AHN3J[2'&42. ML1AC#F?40&5'S_/CEV<1H-FS'%$=;8OK-;]$/LCTZ&6?P!K8EZ*23*.-,UD\ MG2%?
IF]Q"C(@JB(W]@M+G]#4A[$Q7"'J7?:.#^N(<1UMX!G"T88FT9(/AM)6 MB/EPXLTX9ND+8P(6]L2-XQV*A/E=6JQ#5(2+(V[[CT(X!4*A@T:\%&[.TI^
MPEV$0J>\A*')3_Q#_BH^Y-&_"'B?1>8?)TAZ7WL4(T9Q1:82ZB-.5(]X,&JJ ML!X&DL8/SA(!]U)LZE5 0,7N3R3U]%QZ4%EU+O7*%!J927<5A9'Z U6*C$KF
M&]L.70^L[\DD2EJ^\86&>ZC(D1^A26'S!R"@O U\[5SPBT;/*^L=!I2+]/#* M91L1$Z3B=[]& 0R#L/3H=9PO!DM3C+15'A5QQL5"N;OW'3*[%#6BV/)35?C6(:<1Q>7QQ '0R1=E
O+G-U>7X\< M8<8]P6<99O-XDGD$UI+Z0=:V123IJ;-.V7*EL<"WZ9NG!JLFK;NV;V6>B-Q^HS M@5LW,I\+X>3.?;WP$-U=Q7$,D3^#MO;RJ)-
ETPQ$CT'NFIRH/!5Z"/%K:2U/DM\=*>BLMT56.6D:1TP<3Y3L6TT%S*Z% MRN01!Q?\Z&QZHUV5 X6*@ 9M_#D1K48A7=]3C?XOS,44NU'#RGE43[S[Q\G5
MH=_7WRZN1C,!'KZZI;H<8@ ME4Q-4I'KTXPZMTA5; W_^OJC=S0@\DWT\HQ,L@6_8\STR:DHTWS>G79THKB$ MOJ!:F@+WAO#/2FKG-P1Q-L%NE%WH^70S@9?
9@["/JT4VQX],/ZZ5*R43DCXD M-\SAZ ^UZJ.C1Z7?1NL4"&"G[)D%$0>6[.755.,YVH"CNS$')Z86-HGAN_<) M<]0,8U."E3LP8(&7"H$./6)Q>1$0O*9X-
11X$F&XB0)QAZ!"WXJBGDE!RNAG M*GM(V#\S.$IGSUR6Z9D@D_GB/$F+?6P]4$<0M.W>L$PLVJ4(BHR,A3KH><% M$+7Y>1K:^":L,0A6FG:)&
(DF@*//$*6U!SA!F$'Z$MP*/V%Z$]"XM)>5*L$ MF7T[3RGUO'2ST4_?\W(ZR$_;S#&*.PH60"-1$]0B[**SF0ZW;GY^O#*QE5D MJZ9"@?ET;YQZ?7_SK.I8?-ZC[6P2IPH0[C.+'F-
W^^2OW. T0J7RP/W3!W+^ M6PPUVE/<34BUPY39%@)[T)!Y)S K?_(H<27:RWY ML]?G)&(,.;1:OB*G6-*12@ 4JW**9>&EJ1:&T(-J:>6,T&3T3Y0<8_5S-C9W
MI\6^[>.6J.'X\L&.G(LDR:;&\.WM:Z@!]_[;A]]^^/#1V;HRR>*O&I3O7YP_ M"WX\ '_3^9<_-4)(_E/Q^?T[%!=^W_XT;BY5JA/%V!GEM(!N-H@?K,> .7L)UP M
;H<\8TPR(H2%DP1B"4L3=RB!N\CXD& ?H0>3N\X2Z^B].\,-%[_4(^,'-[1 MQW?4!,Y#EF*):&?'4/?U1W^K4B[A$&_UZF$L+['EILH9 M-X4C[MP/_91=^L\HCL'C]^@_!$S&0:Y
1L^X)54_V(=&=?&)ON1?S6+)=\6PM5G#F8C13)ZD M.F%52+'5Q(9G^(M$A54 MZ"F_R6K\(V%W%U-,EQ%]'\:YBG+GOBH(.\TK/'@^N3XE#RA7DSJZCWS6//&Q MN6)+
WW1[KB)\I%[W?#]#=1DSDHY'MUB.O@CS#8 ME!=6E0+6.9^D<+5JTXP;'#,>P48=Z\2ZI:-'GQ4%6/LEK6D#398LT'_QI6=" M9GD$Q:AO@ #-J,Z-
YLYJ>C).X:)_ADOKF:F#C$&'O;R,Q9#%US^58W!(A2G>IE3@A+@643EB+L^4 O@FNQEDC7R0B'D\/Q14YZ4L$ M;<6:X#]P44[BOXY>N&LNQ@7Y@Y SC"_!X6MP^"(M MQ1&+
<6 UDQ7RFHMQ^H?VPV__^(?_Y=1YF#/ITX=//T[O=:GE1BB[3P_'A-D/ M54\0R?^63.*A&(MXH_2DJ.5N"1%2[6PG"D&\!#*7:V$1.'=77$9$YYSE%P7,_,VP
MI.RNRF3A$D7TFN7/">;:P3_A@(39AMM!90)>)GI)]'F53W;%7IP;]AP%SSPU MK\SIZ;^<\RAF_F,H!,353J*K*BDMJW-?IE(M?DJ$4Y=[$;)H'P=VO.[F^2 M6Z7(9\F(E6*$-
*R/'_R+B3%1O+MBO90>-XPB&)T];(7CVMZ MF3\^I[D,)C,P\CQ&Y!5IHXB69M$3RWFH2L1TXQTY&$'\MQRL?-?)B2"R7TKWQ0 M^ +TD!^4I^ (\!")L:_;SU'DO?A!L
AK@2T#)JBI6=XN-4&9$*[V&.*3Y@.< M6L:/;BBCA(K2VJ*&X37T5?>NAD>5EP3KC8"LS8TZD#:[K#55S%]&ZRJ6,$&R M'KHW+Z.5&UP_12'K!0?)AW'X.!,
0/9==#E3?:J5FV.AQ86JP=L.E:D@,4872\XS_" ^*O_*U[\/$W&URU4M-'3FE> MA)WCOVI3?SM,*4D=2.6V&"OYW__ZIT\?__A7$?VDHSL$A]&92MN\#G5LZ&(
M,K]-4T2;"+&%QUWU>W[R>#,^UF1/R1 4&.$Y,&0,M5H)T_$FZ-!>#,MV3(50 MFJ=GB--\S.
Y8OG7<@K_D\!U!,^E=/H,GKDBOZ('/K&CWQ9J5C.9FP7LR<6)AAH,TD2:^Z]1J$,'U=8) .QB26G?K*")60QZVD@T^80 MN,#Z+$XQS:R(52" BN!Q?R7_BC>"D S+..JC+^$3?
M3?'"L]<4_Q-.Z*6?#"O"8=JSHB#_B2?@?2=6^)NC6HXX)\61M%0;YQ1I]P0* MRZ4S*O_^WP5AH+]G&WFJIRLT<+R3]H+;)\;2SW&4;>&(\;N@=XF%(Y2!Y? .
M']]1$\@+\4W2::FG<#PWK>I)%OH;_\22P_WWB$C*42(X1?*5G\"3/Q 5Y8 C M5WR_\.U[2-8DX?I]"3'&S[U-4HSRH_EX32Y :IDC,C._J*(#S^PX4E$"\A9/ M@@K3BH04PL7AZBFD
MS?#QL;^]98*A>Y5JDL6F!CI*9S @YF6<2TC(]@-RBERM&;T\-'/9JA2M:P M=)50X"J;-6$N#P>@D\#4O5(8!)*='&DR=/O^RZ^C\S84E*29-<,.3USMO2:AF^0Q'CIK#P4FD?
@>G5R9<'H72<2]:XF6B0Z!%*@_4X"9A^ZPG "+!,DI'#6'B!E) M!799/M$;)-EHG[R6"0F)'81T$MULO"TN06-WWN>113>1V2_K^RE;FLP>DM_8
MX8]E%2@B+_.7VRME+$...:U+D](X, C$2Q 5H^/[6?OK%C1_] ML"BYL QOW8#!=7#WQ'Y"D(NOT#V+>PF,^6'P7S.QN^ $=#YL3< M+%P#7A88W?#3UW?!,?D-B>5(3-
M2#9&Q<INDN3[6+Q)&@ ML-5".7M-:A/Z_6"5=Q,Q]'_;ACZ[OI6W2K&<\2 ;X$(8]FMR2CI72%=:2O7 ML;]"'!R>0K4TAZ^-PPB)_&Z9 "87^'Y86[(D*.9L.7/8 M*]P-
"3+1370<(6#:&N.SX*G[E:6B>-/4F?*7N#!F<3\K_?$T8\11/B8B1WX_M8I8CIREP (24!\8!THY&A[UHR*_!%RGB:38)EO+4[)4U[*+D(CQ[70%IRW61 MEK-0,/]-
/8=/6>*%4'7C:ATYBE>IX^OE$:]ZHE-SQ__9A68[]H/D6#09Q_@5 M?=QPBR?R&C^N7N-+#OF=G+W"K>HG6+M(A$K_S/S')ZQ=(]#9U._\MA_QT4SV

MO)IRN5C=2RX83[%8\I&C%NW(5>>MQ"/[OG>A'-,D4BN8'-!SOD-C4!0$;LQ? M6 $L, -D''RNV4:L[IZC% 8K'H,0/M8^5_0/3?I-OJAB4L M?N9.,KC4X\P-
$OZ_3(^+'0)37SVV^._\AS,5WZ:6P=T+:B%'CER*'B_[K?*L M\KQRLIGN6HSEK..G@H5X.$7FSHV?_"HR@?!?AT-*%R,Z.%!>3%C\QWP9R0,2 M6P)3*%%<@.;BN)J?&/\SD56?
5BS&:(,ICW@10L0/>L^TE--:F/_;H:-Z8>F! M4/+>&C%7"$U8BPS.1Q2?^_'FXE!803F&@X,X%Z=CX@5^\4-_DVUZ!8[(,48/ M"^F]7OV4RX'&/MIFY\Q]Z+$XP/QA\?L%IJN* WI@G,-
=J3)V)+,VW$!(Q'AS M,>&/*1PQJ(*4?"EOEQ?&\N#OE E[')L(\Z[FQ;Y*(SODX7E]5Y\6<(J*!C536XVK1%XE_/BKCL>8T.#D1TU2N?S/;4X6Y ME;R-
XA)K47ATW)3'I#%@NRS]@]4=:,$=J0PB_,N;@#7*4Y[P[[2!BV2I#85' M>A[%=T\,XRD15TI$W/>)ZJ\5&5$3<7 R/&X8&FE/:AB[Q,A8=,LC9*#W5M)[MK=,
[>K[*R.16:E%WVV.RU[;2Y%6&9,*-Y7=/;B@O]*N(:^"LZC#^#$.GI_#1 MYS!9\SVPTD2B42%M_BG043R_.2D&=SXGQT%ZG *7ZW]V;?^[>R\GLKRR,WG_
MWRYG]7H%5=X^Y*4)_H?#AW!8O\+S&T 5B>3AGB+.F;@P_O0BE::*7@;D8D\>T?@^G5PX[F;EY4+)*T1E6VL9T$(M4K)]9$/Q' M&+V$MW
D(U"3$'/PX%V2R6DXZ/>_XJB.&M81X[X9@O3]F8VJ'*75"M:3E-%Z M!JK'UH3!DU1!>)(9HVTF8XP)\DK-.OZ]HT".DKL(K:;ARN>%3;0$M.C$39ZN M$3'<8][Q#B,5+\+\N5D
2YYY$%E/%XBV%+0\Y8OAUI1RUAG\C&MRU*)0O?F. M!X#ZX6^TS(5B;1/"=%-@:?D%*/$USOF*<*<<%![^BO]>(4NW.DLSQ=("%=/-
MU_:7T7$DM,R"LC&P'P2,&%9D54R&\C(P+958-FZ#5+D-6TG@%B8;U5:4A[*Q MPWTK%>/?A5:*8%R[WA"+ER=*K^HRB5]L,)LM6DF]>Z)B7,#^*7TXO4"O#.9 MT]7
1SE6_+3P=P-1:-BS@EHU]*@G[^XENGN*L@2$-9"$;OW7E+%0F24PE-A_ M9GC3'7:UE?%0/GWX^"._JM\P194[#B8#=5G,Q@7>1,Q7A&S)&?D-[H@YQ[T, MQZ5??I-
(MYK%@6D<.4]A?E9T3_(T3T!X.4,8#K*14BIYPU>@P-R]L."9?8G" M]*G78_+IPZ<_?"MTR>-[4&+T,AS="<+-OS*9 "3[?FCQW.N39Q'DP[T)&NJ(MY.XDP;[#++Z&9%S?
A8FPAP>AI_R*"XJ"*'S\'G9I,]'&?3V<@&(:24&J-3PR/F[T-_R@.+R3]A M&L6JVLTX\'AJE@G2<<1W0OH1K?EK] MCLUG*I4<_9;H+YWI;+L-^ 5N8\/XEKI\JN/=";PFCW#^\-
UY2&\9B,*@Y2U> M_<,Q)AY21XWCJ.%!&($A)S!"CD):V1-AHF]"?:5GK;22WC55=;3>JZ_KO0H# M?!HUZW,4>2]^$"Q"Q.&%03 P75 T6#EF-0>WEQ:SJ&(-D]9C+N)!M"11(;%H
M:1K]HES*@)-2$--&?UNTE8T!,Y-HKFQS@D&3<8J'2OPS$:!+?O1QJ%(^VA3J M/[B?EL_R9JFM(,DHHF)>KBC,4(+G55?%_@H#J8^131X/#?VWCQ\^?!!Q_SZ\
M]EMX[@78,P\B%;U&BQP5+@ 6;RXC-SQW5]R*.XR/!ZU< 8SJK.6P(SMP!B%" M.6IP\3B:HX:;R!DS"!&E RF0C.2 DZI'LCQ$5)C6MLX9Y'36QD\\L*OJB(99/GE<[FJ9,^K3L,:K+
M2XU'YQ8>+22/G#EX9 .#K^=#)O4"BM<""&21IK'_D*5<)8^NW=Y"<3D/\3NQ MHM\X:/,Z,B+*'SGN&OC*3>1XY&[8*@!QE!?>KI57U)>+3X18\#?/:&-D?:D
MC#&N:SKLVMDYU++,YS3G<2+WVSD"HS!^\U35*4,:QUMSVD]+G;S#Q*3RQ:MJ MCT=%PKN^@O$=^ CU=KMBH1O[T7V8P!K@-#*O7]R;'&_TT+9!%U]^J,6@T\3D M\7+%(
6 YI+Z809JIPSOB,+DF->+T<(L@3B6I/ZJ7YBH=!1Q^:R8UBGF=62A M&CT@$RXU.?DWQ)=R!9-IR-/,&KU3($^T6A9'SK]]^.V'#Q^=K2NS(/_JN#G(MT5\<&.'H@_@_I0N['-
S_IRQDS@\?CJ#%I]_SITG_RP]'"*6+UQ/<7<'NKTIU MQG9182OYBP-J]-''/__^Z,_?.(__OG'HS_\\/NC'S_\.9\N[387]9T(2IL@ MS4A\I".1.N51IT 7:QK(FCNZM-/?VZD:;C/!=;1F._#?
J*Q/U&ZL[X9SD= M:0'\)8IY;()>U 460SALORLI[1=]LR!*"VA!#W!HWVU_]:0)^\G*#5!&'!0ZR"B+"BP86(DCEU(%$\(%.6)% M7&S]EME7ACY%IB22*2N882H+5K1NT&3.,\17-
>@SXX1_G('@M.'!6V+B\MF1 M4_,S)&MW&5QHWS+?#&;21HT0I.TF1DX?A*)*#R]6*W2-(("PW/([Z-Y+82S, M3<7@^8$"R0/&GRQ-:@PR2_+Z?EJG1>G(,P?
ZRB)2W'B0>6U%NF["[D4%L/Q M@^&')% 7)@MY\=NA4IG8K1DE;X2.DGVV(3UF&ONI0CD6@<24E&>$U?J&D\4@W"C8&^
M&8266FVJXK*)DN3$C>/=.HH1T6S0DEW:_8/8%J5YWC#))9 8YL&P(A8NP90' M#M^A/8(\W.AX=\-X 9_P\98]"N"H8:/!$,R)SUG$.!WAW_)Y
M'37QV$%.9>2:&Y9F<9A@VEZ6LF2YOH2-$R&4O);TC7!'W44_9;&?>+XP50ML MS9X!FF(0Y!&W3',,RT2N_\:%"L1!;NE:PS#07[15\-[^CEL$;3C-!VAF>'? MK\._AU_"T[OP;_
_M__NB R,(]Z'O;J;+88"__OUQ[__X21.[@W@,1$BXR2WBY!*R9]C8BGF8ELE93H72OR A[/!4Y M)(,'*SQR$I@ WX-UQHOX_C/SA5% 7C(1UY\3D>&%$AP(Y@R>950MW10NI5=1
M0L1C.*8?\A^V6,0)B\&O@HR;*7U5^@*']%P\H!O.&_X;7V&(>NI:.+0X2/01(.CE+[1 M4$EUM6H55WE>4CWO[,B1L[]QVDO1==\&19I9Z+ MG<@V-#(?RNF4M4(,,MZ/ M@_>"
<(=5ZF!:QQ.S"\C?O"K#Z*7[JMIO2?<=S*Y2UFZG V$%&1VA_(#M>4J3 M")O-\!+M:]NOZZQR,JZW2MV>!Q*OU(3CRD'CDBLWM4RF,F&NH@8\,K$_UZ$&H39X99A/I;SG1KU-
VA-FA ;;1BJC%G!;XX*PY';OT$CJV<-5>E; M7,5X/PH?J!]YYU%\[L<)&O?"='>.*.%"$I.M>/VU@:VV6^FR C7/>7GR5P*F M=/22BN/]Z0__BY]1
M_#$>GU]GKT"8G[!K]%S<()/NGF+&^N/1_-NGW_[Y1^=[A__OVR'!?B_Y&D)E MS)72HU<6I0K$/X?Z69/<1'CWC2#4BZO!C6FPP=U^*@.'W8R=%R+3;%F3!RB M9%C-
I+B2F;F%9Q&\R+R66VQ5'KPXV-C]ZN0XFQ!><(7J;*O-MD?UNL0.NM@,B8&%5V@%1_#) M31V4XW1CQP/CY1'%RL>/N.55@ 2HQHV?_'K,PM73QHU_[9?0IP_KX+A./O!T
MF7P#TU8!F;02.+W'7GX=Q8&_"&T?1\^7R!S8H&X>[0J!3V#_Q3/= S4+S^J8 MR.T9A0P:_7&[BWG&U8[#1^A #&>O,DR*9WNIA_R&">"7(?BAIA;0%=\8H8&) MQE*-
:0RQ5Y%HHMY-(*%M.CGYTOP-%6P /3OD4N51Z=G-YT1'JY!JORX%4X MP\)[QE2'I'!"]U3@BT3XE8J8<.4"*5 "2(NPB+(]]U,M8(&HJ1:469T:(4H9OYC**JOK'::K*@JRPG$
MRSOWM9_Q3$XDR[.L=DY:3,6M$F^84GG\M%)X1XZB5\VGB^%'"N44YGK#9)?2 M\JO;RUY7XJE^U$HMPE;+3'41:0\+>'93KP2[7,V4&+#"0?
*&B#&JRZH:SY&CAAV;HBOV4D!R7<=1"/]M88#=HH^$1T/<;S$?3< OF-#"\IFGJ@;1L4[&Y3 !]9W+AUQ. M#DHP.D=*G@:1'C]E)4(!E:E*X?1 K2K7P)D*KZK_\NUU?
$8#IBHI[RI]LBBP M?17))S0]"$#8:H3)\V&+)JUF(\V%87=YKN7'O^J[?"2V>8+;,PJ>X2DK?Z"]HF/R,9W:73-1<,R@ M5.G;"(*)8R7O35%55D5GHXD+F
(E_91G_(O80N7\2=+81V\|;\9#$'DY(= L MULQ'2-Z#@SNY'TA,[(B999AF(>T6TTNWD4PKN6(\P4I;Q#?')?W,X[P"8!63 M#'.6)M%RIJ* 4S!W;Q$Y
MT9/53!Z%3OT3N,QA45Q%=O%Z3V"MP7.D7(Y)K[=9#I8[;)/)WN1AR*@8V*:U MFZFJTS=1$,C)^]:O_F\'H;X,H M^=#KTU"U-*;Z('JMN6R-X .-?
OSQ+G63I^LX>O8]YAWO[A.,U3KW0Q /,*08 M*T5Q'**>T3KX8.),CIH*\WR_NQ=AYK]Q\@F=8L8)(W3&9T/I&T,^K(/H1=K@ MUCGQ;CX/ 6"BD=&9WB"%U9H,BJBB+
'7^C_]5:91:^!E;Y;:>6& M::GNFW2O)4]4DBQ**48$X Y**2BUC)5R\M(]Y7KMZY1%1!J@#3RL3A9K.4WC M:[R4>5?ZULO<*WWA,_.P7(!,A:2@?'H=LXV?;0[5?ROUV/) &R[Z?B<'?
WOD ME2P_RE3-9*DK+:73K="/>*&.)^<>_P&+0?=.>5J B@1#[?]OS'LL26!%^%'O M; LUHQ8))XP?(8DN&$H*P>02_*P-H?+QQX?N !KEK1JL8IQ W]JI^R6\;5__/&'GY3JT_-&-
!PW+)?]PBF M<7[)@[W&O?W&(-5^83C%Z,Y/><#3FR.P[&/)-^V[7WZ3[QH!2ZV4J=_5*.-G9:B2KJ:"KKTP0"R%:B<"_QB!KOE+ MU1ZJ*DR2 ?WZ?T_0Z7J7"/(%U Z?
8#+2A1510OX;[= M\O]P WG/#I#HP.?1]N;-$A68Z>%F1'T6]4:-GYTR.LDU-11)7Y=)CW32'^1T MHUTCN:TE>TBXN2P]PXHK26\ ['P\1PPX*=C48-24B^]52)K6AU&J]'1 M9T6
MSBCQX ?%'!/[H?J2V."$$L*;-O;;HJR4?UC:I7'Q+@XO#J/C]EY+ZV?G_+)F M&2Y'9W%7T"MZ%OF7AD54J)#J[HG>VW_O/P J LK-V"(*#5)GHM 2H=[M"*'-0X1Q$*7C)';
L_4:O>0%MCQ>QHC%Z917"U?WN\ M,X/$/$]O:51)]/ -H0%H('0 .=KD4 #]J- W)2=E*X9\(Q1H1E[K9DQDU3WX M"C_[9P;2CI9OP=$=L-BU3'"ZBL)G7J:V8C#[#$.GIW#SY+$'-
[U3]@=PL0MZ M2@DD CDCQ?K=>?I>3I7!-LDHG? M0E?(22T2B0ZM9%P,>J1350S\MLBJHK((6[4W 2STP'1H]_/^/9K*_:9D#?BZ
M3J/L(5UG@7H\"DR=@22#8L"C0L[CYC#I(D=LX.GDAC%)-XH3L4:_6Z)_)>A' M?&C0)[2TV?&S24?A@M&7CD7-_U+9^!+AHVJ5=_Y&/%$5W+#[T =*;^\'L?4*
M5=K7"B<(7=%/,/P#'IW4EYY6D>P&'$#;!3R4SZ@OHHI8^4F3RK1RW62+5OY M:Q^>+E4#>NVD0-&X=HQQ>":O!1Q<6AUJ,&I\ N?&N77NI_$'C$-I*5<-9I#Y
ML##>##7UM>+57G6/P)Q$+":_(;'2:T%N?F^CTQNH5E'<8JQ/=S91U(1 M3C@8_>67'*^E5;GQBLU*_QSS\2RQ>]X /0V_5YP3';']]>27(K?WJ6JV9!S)6HJ
MQ=GPNYD6SV\OM$S@MX!X/%]5;S M!+>AU0Y1M^XDSD_YW.=5*N#6TV'032>A74^"1.)CMI^@_,F;?_&=A%6\E1$! MQTSA04.18
.N]@KN7Y'3:Z*NW(+$HBT>__S/9P+Z3O)]D9XSN#?= *6.+(WB M7=$?/BL3S8-.0()EM2@(]0>Q5,NQ;NI"@JPB$P9> YXRC&[\BD*$$03 M406,CZN)Y!
[#S%R@__RMR>15]K8[8R)[L,&)7&OXY,3;2*1><^O!":H \1>G?&19-C!Y#-"P4(XE.U3@O M$X-F6PR)K5"@-?F;*>7^A5-KP<3,=[1KD\:;;X&5N3.#/UPPZ/A+#-^2OY5[S<
M1%Q<@4CW&503#)++/2#+M5"GES&>@)@](;@%8N3C'[$V-OPG[.ZEGQB?J3G6 M06(#0!&' P]7S(J?%1E;;%<$FMJ3(*B^D_)EQ>UKM_5.!Z(DX?\)E41E:*-\
MU8XZ)Q!9&5>J(S?4W%!P]8+ *XN!FW;[D''FWWO-*GH7 M+3QX1SCJ 7Y]\$2[6Q^$>G@A8%\S/WD2CPD&":_0@(J746Y+/2E":)%T=1G7 M#LKH,Y(X51=<-^)47H2+]9J[&5B"
:^Y[LQ5B-,DFC%_PJGY*?(#].OT!S+ M$9MUUAX#SG_.#A:&0=Y!8#Z0>N$8<)WQ*X:&A8\+4#5BN$S"$$29.'C7=U*
M.L&DLQO1%AE\0E&,;KRJL4S[B<1'H9Q,TJ5F<;DU^:N:>Y(@,G_J+\)MAK 3 M\,Y_:I!=[U02S#$DGN'B1&Y\8O>[M^E'@D#-3ZPY&>Y# MST\$-B%\DE+YW2%2G<$?*?
*WG##O(R7%(%_)5F VW<._2[=;8)"X'8;^"O4WT0<$#K>,?[2 MM;I01IB&!/OTT.>3_=JPUFQ^):0&'YZ7)X"GQU\#Y\-4F:5+F]J]-XF]@G,G M<=/=.-
ZMA5FT.2)P3Q<29)E"7A)CK$R['B2(CD8/G15.!=K"/ M\VK3B<9.8N;"!ER#4+_FOE6DU??,6DP)C^C?*'' MNY/ 3=HW\.V*V MH\@X,O@4!,J3#-#9$U)Z\%"SLF$E
O_^\=.U3E'QUUD7APFA<&Y0Y%_&TH-; M]1;:VI#X2O:EO\A L9C7/D)+#D<.ZQ%.U'K8^;\]%T<*2P?76_2;;_CER2_'*W^\/;=29![BEC'*Y$>!/\. MN,\:A#$]Y,U\NO?
W(T%@#A!;RFDJYT5]]H/4%X9I$ZT=AR!!-I>LBGSEDG I MTG*MTFACK]F?FA-16PAV0VR+6-QRO? B;J&L2SCM>Y'8N3PN&??"[E,S-".Q
M_)H%Z7@'3^#J:>/&O]HNS7U]2!#&&8U9="Q.A)R(1DM[1:M.Y,@M9=#P!R_ M.9K_H7DZ$NR4'@2T@9OJG+9]21!J6F$>)==T EIU)$'BK9O;+=!BO%S?
MQ2ZHD2OST].^%PGB,/XJQ/SOGZ/XUXL0-+852Q)N$>.V3J* M4=JMJ77333T_FV^S[5:D'+@!*'<-,%=^ 0)#X7NRH+C_Z M"
[!X7C<5N.A'@L#\WFKP4.QK.WMHI$@6/N'B,QPJC[W^!RM%B5H;S?]MY5+, M2V2QL-=:S+_H\OTEO^?PD;OAM&AM?#QJY'3H.S^AA9OF.F:(.HH0"_Q2%X8[M8=5J#>+0?A
2ET/?S$;-1W<1VN&R1IAF_I-3AQ V9\[X+*EDKQ_0G<1I:5BR M3/=H4G_:]R9![,+C%U4"RY.QZ2:BZJWF/YBMD?A:^#0ZC$%BUVI&-JM_WMR2 M"!&;#:*AP"LA[-$B=,
(6*F1H2H,,>8;DV<%/1$)!'^\P#-EJ*&W1CP2!_(D7 M;[N)#NUG$LLMI)16J" R58\+<87**U[?MM%< TY$X%XM9RDF=T\Q8]>8G7>+ M]DM$BY2WX6G&?LJ"'^L&
M/(7Z+E)O3SW^?*Y29RVXCW^S\R-X<,/=B8+K=W(T6N@^<]:1;$NP5HL/*\L M6;?K06)?A:LA!P?:HWR;FA(Q[$]46[Z\)
<;G/OOAJAD1M]*6Q'XLXT*T/&X%9.5(FDW"@JP*CYCFB9'=!:2T0JM"!NE/?W),A,O082C&_* M+RB%$*EJ]>C-LT:P=!UHWJAI65T&*TS*2C.8)E1STC>U([&'XH9"M#,5!N*'
M&>R O(KA* M_:1Z>R)*S5[C$HMB#@QSO.)8 O)@E 4\TM!5";GV"W&4Z4BP M,Q=ZF:?B3CB,)VO*]=S;B01IK1SSQR"+A6AQ8&;DV,Z#T/C*3Z[^;ORJX>]$ M%K@X-
2]P<3J_(&C,:D_RP QQX@UFBLZ=29":ZR7+EY#%R9._+>I7Z:!2)DK; M]J5[(6@N:(313"YY[>/65X&Y.PER[;=TMSN=!C$U-TPCE$E#@L5-R1;7;W7Y3[NE"@JR?730HSM-
7+039&T\ORR)$ W+]<]1'!B@ MN\TM2/!?Y"!]8>E3Y&FHJRVSF=KW)D$L]U@\['=J/.PO4G"!N=IAXJ_X$_#1 MZI0<9;;YCWMC#"?61JDK3/MZD#@AUWE-
8Y[SD209/NT\PL(HB]J;S[]"%9T- M4R] 5@\1>P/K$XW,:B*%ZA!&+Z\ M3OUG]W>=1,\L-CGJ:C^2.&R6$JM74>@)'SC83YB5:QTM6:)46< M?
G/MKCW]2!S01BM,DS>S1;_9!8+3:)6)JCIAY@8W#*69JEQ@:D-B9VX9=WS# MA_+%C7]EVKU@MW/LZT."L%,6PU<@T)!4:CRB=_Z->8^X> 1*XJE9+6T)?<8C
MP9"\;H]9&FO*D&K5DP21Q>67-,=)&!N2($%'ZS:[88K?:00,_'1MCFB OY/@ MZ U#M%[F*0$.7DH!L\4PQ-I?
FB!#HE!J,*6CH_R!998F*1P:1&++K(+MT).08)TA.*J,4[<7I0Y%6M0M,=6L9?A5CQE(M,$W8ZI0;J.'K,S8D08*66"XCR,2=(+'.L,R70'A6CB&+*:_;("0 R.]O2P)I
M_E<2^Z+E5DN@;?7A2'==ERRN5D,0([M^76A*,'TGH$US,W)A^3 1UKXW"6(/E@!$J(EF&N)A!'=/;E@'0*J@ MQG[&H*%3>/AR?6Q0V630E9'8I)MHYP;IKL%B56XQ>U2?
+"F!YD*9;&!([VIL M2(+OF@7$!IJ)[DL.J%J!XSQP"!)DE^%5+YN";BU-29!1"[-LI,3>F@0Q94:C M.73_=F K$HLO4M,QHEZK[6?&(+*V)D&,*L6$4E@*]Q8^-UMDMR69I:D]"8),
M]0ESGZ.2KT\SAH5OSJ/,:$CH.@8)PAN=K9@G>Z"?MNA*@LS/F8MB#=-3 (]W M5RX*0#;K\KX^) @[B>)M! >.Z:%S#>'W]N8TR!%G)@\SD\)
<;C2JIWLW(OVMB0(X;@0V%H1F/YL>L5R&"U M$# 1[68DJ$U'$B3F.8K+-9J2SH/HI?&Z:VH_NRG@!/G,XJT+(K#)GVUK0V(G M-.U="UM>>+]D(K/*+FRTZTF"R/86RZXRR#
CDV#2 M;G^4&&\7"W&"XB4,X; MR]GOZT."L#PS.A?Y&^)G+&U)$+(/$L-BQA&>2;;916)'+QN CLP$X=NL^>!U("-Y7_YQ="LVNBJ3T)@L8+[.#A&^-4]>HX-
PE&E\S@%^(,\.HDFL%((0T8 MQ-BSUQ3_$[/:0Z YKE4Q&',>$@PL;D1[ZI,@UNJGOFP*F]C?BP1Q M'; ;K,I"US%($*XTG(&\BCV&(\$.+1^D(=VWVHC&THWP50=FO6B)&_+]JD1"
MWC"T4'+0'1'ID+D!QA-]LKZJ\R^-QC;EM[[9_'OVN@HRN# $A#L:W*15L2IT MMY35AYJ%!O/&KALUJ$S8=E(2K#4@]
CX,/X98AR3YK*2K;3@GXL0CA2H[RS>'R,V:,>+:W_VLZL.O(B2+"^^%BO6'J>H;B DG'6*>^EL>O\=I2^F81< M?6*>,2-@E GF9QDN(R\FR0U\!8C]>12?@H"5I-SN(A&TX
C4/ZV>0]'X0$;3 MRJ\BCH+*O!%R8+M.3L1>^S4*,C@8\>[<#UA<.DO61B1.28,6K?MGI4:"D<9W M+Y'%QMY]H-EW;P%GS,-S=AZXC]5=*_U(8K?
@ABG26Q9I&OL/((3BHQ6UKWC4 M>1 2I#>'WAJ=\(T]YG^J5(C[,C1$AYA;4-J))%U8L1%Y[H-7>3B1(4U+8BE=;V'O9U(D(9U L(T0E$O]!-0-S]'D2<24B7F
MA:6(\]YN),@KIT0V!VS:VI(@9.%Y/AX?-[AV?1!<9>">E@9B(FE_+Q+$M;T4 M^EPH) C58!B;,YAJS4@LOR20[Y7822QY6N=$J_1#-+?+DE0=RI+,LSX: M&V8N:"PXHK$@)]\
MTBY.G'I[$@0M5[Y(30"Q(W"3Q%_[*[V@.(;'EXQOUZ[5RG#84"384(DIM^L) MQH:S?UU< *C?IOT+([A(X_BF*WPF)B,V_M[D#@^GT'5 MB-T
WI&%MT&EF.O[SZP!MFM/%Q)D=G9AFL_Q+@D&&0IUZW[THR6]OW=2)"G?$ORH[1MIZ$9B>5ST>\J M"B-E_U=1U]9;J;D"':)4"'J/,(?K\S):N4$'AUN7_B0(/KAX*=#B"[OSGJR(
M(08GX*DL[L?]V/H_9<'N,/3^OF.3.%/WH8<2!\KB1=6/Y5J&"-UF#XGO^6YL M_;IMWYL$L><9K)##EX7>N?_*T5\;D ZLK><_XK=/_G8K@*W^!BA41DB9'S*%CD-C%,
<*L.WGT!YN.!#O+D3,*S71_MC(UJ28((_9)L[439VVG^[UP4F/P59 [5_$_+B,WK!V$5KUH[#("K>'>\)C_["%=9X%".K1\WM;V) BRF(BN M6+H'GKE%/Q($YE%4F)#1\,2:VI$@0&)
Y3F9(!&MHWB#1MWBB5^[@Y@P? ME^M;^&NR=KGYWIH^/\S()C4&(N@4$@$DF\6KYY0=$#)J7-8@WVH^>_>0;,L M3WT$E R]O_LL\&H7]GA3T3A-
N3NY1R'$XUT]>*BE$WNL64DP%U3:K>M[T@*< MPP7K->\LFO"^;B3(&S383 L#:A%L-G[P6\?UT-F0,9//O[BO_B8S5HN9:NZW MP>AD3]";5C5,H3PU':^#&#[P&N9_]3'.W.
<^[CN8I!Y18VTT>S3-B3!883#& M>@TRIN#VRH(G-.R M2[E+/:QV/4D068.=!V$>/6U)8DY&:8I@:SL&"<)OW8 E\C*%\]T P6AJ2(*$
M#LB7%L#09CO_4*.38%;)=;8OC,?:>/X7HU/DWR)[A*NU%OL'?Q@BKG#?Z"3V MO2XQ84 O4B0: M;\OFKB3(K MX18C$97.)]18=J9#(11(9 GQ .'YS3Q)$:E4BFF,0C U)D-!@ M
FH\B6WZD2"0^R!"-[A/F*IE9J\+:FT\>Z:D@&+DZ\.(AF=VZJ:NP0FYKRV) M/1&9;%]8^A1Y%QP7D]_-]GUI[$"")-"W$/??KL64&I!8LI)N';55"B]THC$ MTMM:2(3.H
*#;EB:Q2&:1KH6([GT^\$-#;D.$AN SKG"?V4_/J9V) C(W=;: MT_R%N2A(>'NQ8_2<6OVJ!U#W8X/-KN[Q@,0AD/.P[CSR\BU2M M%[W,2TV9[=)Y?E*-F1W>,QKV3>$^;?
N0..Z%55AHP'43DC#]YM(V'%@_C&(E M1S!N;2Z/8GF4]YNT)ET&"?:/ARO^E8.*6P) .,[]J5X/85_Y]"+([%56*0< M_P^)>P:QA]?YQ=Q6?+GQ!SB
Y3]H+8T25)\!2;!$(L+=/C&68G(\/QX6\YNM M[>PQ/#PJL+KJT@\D>*T<-OLQR@@)4UJU4/-EW*(N7E-/$D06D6EH0A5OUR,+ M5R#;-61;=^\]OR!4;(IZ=)=A!6O&+@,?-
@*)'384>B]B6N_Q?72#%0_D"Q_- M>I[2\%1JF-#TEIVJ(T[)PG&EE-A;=B]]58D%B\K E^[H+ TP_\XLS) V-A7NW_\Q\W/.D'ZWTGLT"WC14O@4?C""XO# MOQO@F.RM21!SR>
$,$MUB2\N5@5.=_OM)P<,,_^K:8P#+%2BGUU4J&Q%Y;MT M)K'3#?X?GB;?T6?$^Y @;*]JX,14]8Z+([%5>8JK"&0\PQ$TPXCV+Y)VQG3%F;=@4DF&X06#D21@*'*?W9#X)C
M)E$;1;2-!O?2%*QZ$5[!57[N)RLWP-#I;L+(J$L@P?8O[NH)B(Y+-G.[D:"A M.0ER4%GA#X&X_H]W17V<10S/?0L9H=,()(BNGUON/D#4/&[ZWLGKQ%P(JFUG M$J2*/+?
E^NQUQ7&S, -T&0YN6QUA&A+L:ZQ#8 ^3:-%M?CGYDH6/Z1,'A\3W M4'G0ZHBD^UO/;E1>OL =FSSY6W/I@LK/_->((;P^F,82 R7B$4?L34D\77D M4NCQ3GK5N>B+
[G.;6V)/%Q)D"4DD#PG9YVEI:$Z"'+O-DY!E\F"T8Q/L00Y MQ.)-!X2+(6:;_VI1^)@J?%;X\+4+.HO58 MVY,@:*K@F3D#=^9_7-"""_^[2'R7(ZXRSR*WVAJ2."LU);2B>C;GD+3O38+8
M*_8BX4,1(R&.0OCGBFEA^RV")KJ.021+8^%Y,4N2$ZRU%]]%+Z6+O*$9B7UK M82RUFQU;=R9!:JLXTOV/L*4C#>GH_&U43J"O_^M2PRST^C6&FNU:^D\C.A
M(U/+,JWF*J(=\M1?@^R"!A0WL!^BSD.18(,.R7#+'IM]$=;&)$AIJNN0QQPT MIE9W&6!^4:H*,+!X?(S9(QRRZ]B'4[AU ^%,$[C"6(P/Q(RZVG[(*"3V>SRA M60(RSB6SUZ:?
_ZRU@LK*@;)JAZQ;=Q*GJ^ZERTUW>DF3=@X^8U<29#9"2]4) M25HGR@\R, D6-44:8/G30):UA+W-:;Z*\FHY)<*15#P(O(,1-VRZ64DPMVQC M/7=73#PW^^VQ15L2A A]
(8KMTE.YQ>P>3QWL+_30&.SI*3_VN(W.G4GL#S>Z M9*N4EU>0F'OH98^?FX%:VO2;_WWF22E)PDL;9.PNNGOR8Q["7K'&[FU,8J^X MW-2,MST_$O;4MEL>;4@B_;.\$A*;4(
G">Q21;Q,YN 5,6NT)XTFRYY#DF + M7,[B]N) MM=Q](AVRB:,$'M[$@1=PE-"D77,2@J MBI6(Q%&-B85MO4?OX'Q1Q.+K#,ZOIA8^OYB;%<(CQE*,H"
M[RI*+S9;X'L5<+1&Z,$CS<\$)9_=L&T4I_C]W(>FO;2TF]UC+ (GKK.'P%^= M!Y%K@;[4&I"X%BR%.OF7?\5>^"]=*GR6.\Y_K-2C*\^YU'7OHK-7E%PR/WD2 M&
(=HBJV=M2Z=2>RF(?UPE69N[+O!9]?GN([M_#NU;B3(P\2Z5):UEIJ/]:V+PE"FSXN8X'[KE^H<1 2I&MNLY,6NVIM/?_54P&)P/_'_:0+S_.K
M046M.LQ/4MEAI4=:E*PKW+ZH2M35=?T#!B%Q-%7-^1NV8OXSBAZ-X8;&MO/O MH7 Q%OG\RQ#.77B[2T!UX?%0*EJH+GNU[TIBO[1$@VO7]ZY8.3Z-
5I@JG5N5B_3<2G"\AQ)6@8("_6*?DQ0^"+K7G6@]#XG) M< IN5)=2+WP0)^[63S% 0UC=,Y"C5 T"TQW1;002>ZZ583F/XH;@?FMMGRX#
MS+_/MRSTHYC7$((=X8:0W*=DR[O>VX5&6/G%U8V^=OWO)([:32F*Z3SC55C1 M>+O,?)VGA=Q_1)LJ#CI.+,!=G;UB2!6FR#(4)Y%8&3]9.V$&CS/ZV MR4)
(I"CP6)R+2K,E$U:KC M_#C!SR_B9 MPP8GP2IA9>"Z>)OR40W-29!3/&CFYUL/AE/0.(N@29=L52E;,"["M_J%S=^],-ER$,<,+N4_13Y8?H5 M]C$![C38_,]IY ^DY
)L"H&^SAX3],T,'FB@B MJL'_[\Y*^>KB)XE!F& M.DJ7DP*OK9$\X-@DOG$+RE,IETP+CFF,G6DW! FR3<&N>Q-8X"O&2-@$OVJ6 M-.)<##D^48:I8WR>X96E?I!6(R-

H3M^QYK]9I%U$@QJH^Z]K34CL7RNLHARR MV]\@9._Z%OZ:K%V>."WN-2-L^%!CDV!4(<=5Q/[X;[U $ MD5XI6^B)M3$)4GAD6?($@A6F#WO'NWN>BR>
:3!/'L[8,]>WF[3R[J/0(![1 M[8KX8J"BD4AKZ]GS,1<;N 16KL'#7_^5!.>OX2EO#,8M-9C_[2I'W%=P$$]9 M&,&]K! ^13Q^PO$RTJA]'/^!HY+83_F**=CZ*E3FV>LJR-#SA>&
[";_4C9+? M <-0.!M".=4 [' M\F64R888EP2#)*#TB0S15I-*5V4 MC^[CS2[\Y87HJM]V[4<2>U<7H]L)VR06WUM;WW\6!YZ"P!-4A VHC"6.E%=_MABP-
2>P\E[5OV#:+5T_HGJHEA!OOE7V=2) F/!$J@LD>^&YJ-__QZAMU5('= MRK\[]1!F;H!!!B;+P!SSDS@QY[#"E/$*S=743,M]WMQC_E.D^5AJJHRQ 8E] MX!J51$.K
SF8]J&Y!PFBZOA_"@H OAZ;FKFWT_Q'[)1[\S6T!C3_B,1$ YQC M0V,2N]2DS#<"_>L(_T7.[\']WWF(L'(@]\/4]U88(.H514%T6-S4LWXTY)@ MKW;)P2J[)1ZU[4LF;4=
(EF>A=UJ)L[,V(K%'ASK\N67FEL7/_HIK"D) '26V M8,]4)-AH\<)A:9!P5?+"=?#A&7J3(-9042<+8=TBJ5\4U6EW .K]YI<56AD!
M+GA]I&5X8'&EO#N)_92A'S(C3#WG$NZEX8YNTV_^_50)UI'*/!87BUPU_[6V MB2WZS/[P7*S6L2SEN$A3EJ3"71FXC]77Q]YR_MTIS+]P"\N.T45!D MTFEP$>YU9AF-?!-
,1^)KKLM*:-!M3O)NZC'_&:DF^IUF[(N[NWN)[IZB+'%# M[^X%9*O=K?]JB??M.@")?3268&LI,A-#!JV6MA1H3-S/P ,DKS&&_!8?3@1^ MD$@Z6
RIND/P!UM(]Y"CD]C_19CZGA]DZ!&3,#P^!F%C' ;S1)P&@I')NG-G M;HSB!BCE(L'97KAMD(%)L$CA]@@X;>:)I77*]>@X! FR-;BVNTCAJ[H! D!> MA-*3P[?
JH6ICN&%PO2=^RJ0Z)?11^=AA ZL[9>PY23"VKJ"@^LG7ZZ\T:4'F MCVB02LNUPIK6$%.$F+ TR0YGKRG^)]Q6EW[;M,1IUD)T(^PYB6:VW$@C;G$. ME9FZI6EBL/E(,+0M^-
)BG;)X"!2GTD D6%"M&M%0F,K2='X9JE!?5! C M2X MLCJ#EJ'76@WJ- Z)?527FTA"7*Y+\ $Y=H!I6]OUG%VQOXM=#I&YVSQ$@4Y' M[4<2^U'7'MOIF"06_SES$?
F$:;8YY9#=BR;9MB\)0LOQ[JI$C.131;'*#:IO:H=O\Y"FL,EYV]P;7C*^L M13-N:DSD:'9/JWR)VHEQ;48BP00MQJ4X=8VRB=YP_B-Y>+5C_7@N$AU&F8-2 MH:?
46&=YPFGG9^\B\=UK=^6O_56>B7/RY(>NY:/?TY[$D1^O0/95Q+,?F7<3 M!<%Y%&.G00,Q#EH!";;;K\@;!E=DN RE]EO)G#JD/Q6"5;:76)45A\S?7BM&O8XW5,[8F
M08SYMA47)J\PC%N&'AH,&11@7.TO[<9A2)!OK1Q6I!=S8<0(5=&Z,Q%28Y!+ M12J76O.-GUAQ&IK:DR#H!MYR8&_*1"0B+]IZV";K#3D:"E7++><:7_Y!Q M5"=4:@2I,?
K_8UY#QXUW>B-[>$6_$:DP13J%6KO,]G29_SXXN;HZP7AS^/>= M[X:_^.$7YODKS/!;/84\>>(DNO0W/KS9MABCSD/,GJ">1P!\9M%C[&Z?<+FF
M9'5K0Q('LI*2;E7A3>WF/WI6X?WL=<4]#O4LYB[]2.Q0J[:_9D1FH.>5D*TJ&4>-#4GP_B3B!IQ8Q [ZR:^%+<]H&6EJ/_^> MU&S*5OV.FZY4=GXC:%FG@4CLJ?E2YG]-
%EGZ%,5XX?*Z/MJMRPUX=>^U'21C MA&E(L.\D<)-$HI=>@FYQ 9*:N4J,J2$)$@;=FD8>C#,3828>F#>NO!Y?(PQK MY1B(\/Y^\4-
DVT&=99VGITPLP\|1=;N*OEB=J8%>@QYYO_'10.BL63%@&//SZB%%\FPNBOVDN<2Y[D2]4"/YO9T#!"W()2YL1\U M&A_T1H1O@9Z7WJF/:?ZA9ZO(-
/JD)%AK0AGFHBW6WE#F]OV8?0<,0X)\BZ$4 MR?'##)$%18X%0KPTJ/P'##-[@+M,.MPI,]:5NZDAIIC:4+B=\RRX\PAKD$JD M*XPN$1#B 1-
VI!S,U!:@=^A(\S,AOTER.ROFC#8^T?N[S/Y0%5"1>5VH$]P0 M%F]=4+/Q_-4USTX=25P[-3L"_$.D$/*6- M"(KRGZ?P' 315D@I25,9H-:=29#:-B^]L2- 9W>3I/(A>+D*>0\4%TR9(
MP79=YS=F%0ZC6B")Q7*WMP>)O2MY#O"K4KCLQ7/2M"\=NI,@MPI2=XKX=LR8 M]&MI2H(,?A7@BWBQV<;1,^=X@XC>T'Q6MLA?,71)&2RI0NBJ/XB=NL]/
MKG26JH1OA+!_B3_X]]\$%SCU5-#N;). Y @NRCV($& UBI 8DE6ZI_"#WCT-HAAM[S'T2[&20W2V(4J!MZ M;AK%NT+KN'6?I<@NA:AZA,%@0\]N"%5!<%@=>.4F!D>*O16)
|WM>B@5E*MN MBEC6*_;"?S(';[?J28)(BQAH=DH;FY(@8]"P8V6P6V9I A*/Q\//K)E[$TT] M>[B;B#T^]P,6G\ =] C7C\X.2Y/Y;^N#PU"_BI=' ;VCC.<9#&D#CT_BV3/G&FM=
[>DT_TZUJC&C7;7[RE+%<-F=^@[/Z&RT/<)2*!9@(>L1DZM!8G7T81J?^5BD(+=W+>O#PG""I#! MJT@4+VK"<#*WG5V7D ?]'.YZ-\ P-$O!85L[$CNAIZDQ7GI1\S-)B[&W#&\P
M3%1&A< W'JO_Y#4&+IMRP >=@ 3+K.*G #AMU"C:]B5!:&,(YCWH]0E/DV+> MV>L*FMH_X8,&(L$"PZ!@G"S<)<>],182): M2*327*49L#!SW0A%IH M@YFZA@[S'SE#6:
HB]O7$,H;D]@=935%;YC_*/7!E?CN WZ(U)O79'/=WYL$ ML3G,1U-A@SP6!4.F'Y?K6_AKLA9WX&T*5Q^J_:[<\@99M>:A'OEACUBQ T(MP2; 5.;^;]29?*XC,)'K&(N40(TC-
,6]I(VG> 3+;4A\D?^9 MP7%G<;"303)NH 6[-RIG[7]2()*CZ0H()>,E6OQ,8KG*(RPJ>[N\,/PC#T0S MAM%86Y,@QE! H4@;MA5.,-9C&&9$$DS!'"'<,?Y6F6@L-2"QY"*<;J_JEMAT
MMQ95)'H.3N3!/MLP1&I[A)OE)7U"2MS0$CIA;#K_FU;7 4Q) K5GKEVW^,58VMM5?\5;=2'RO5RP5-Q*_XMGUP]XR&L$)VR#4FZ1P(I&XU53 M!,&!0Y%@@P5B$;9.QW!J!"KK.
0)LE4^[EVT6,'R8U:-R#&:V_=U(D%:M59< M0\2TI2D),GYFF#?+O,4S7"E%%* ((M2LF_R3,A'7:0 2)./U(>#]'ADH#*S9 M%69O38(82VBL>@!!596^<8QEN([]*!91?]
VSPHWD3W$N"08I%5?,E^@C;O? MOO?\PH0.@!B%\,\5$SXKM% $.PYY92W-TZ4SC7V= $U;8*8,ZC?J/#L)9FLB M5C6\W*PV6IN3($]#F,0G:
MB#=?]ZD=.!")W:U!GS07(F]H/O^.ZOJG1;RH-R&Q"^@Q;X?G8FY)@HB^,2Q? M16$WN GS['O\DZ:[572\DC-[C*B:?BN:W?AZ&JUX2@5J2U&\C6+T"#%Q, MH$.:TY)(CJD8=
[O*M'!MF^HA&FF5]VN(J4-\8B.50;T-GQA_T/ MW,/^L-'*)YM'#"F'58;5D>/-)^N)F'89)-A?1:!K$<._IPL)L@IC8UYNEZ]5 M(I"TJ.73;0021)O"*/"T"9RO);^_[*]#^]XDB/T,ZXQ=3$U?
>!OXOA*NT3TS M&XP:'=[]1IS_3&GE?I:AC(Q6SU#M9#0U)K&_%YNMZ\?(XF6LDIZ6:PPEO81[M2&94M'B(#QF'! -4C'M!P+YH^')+$D04 H(6K"A?3RWW^"(427W+=>ZO6JZ+
MM[2+(#+'V,&O[/K./J%>P5J_=J=CBE6 M0F(3M)@>E*?\YOA2>VL2Q)R#UILR+B-6C<"B!(QN*)9J<1.Y?<8CP9!]R0J: M#3@YQ()TZ*@DF)-7=6[GW6UH3H*
<3M&8!9;3T'&>UI'G5[:_(I1OEN2562W> M!',S$GN,(2PAAU9V7[[XQ+[;I# RX[Y5W7$_/:]2!!7KU366/S(VIH$,4WU M2O@+TE@8J&WG^;\I#;J>OXA?
X,G<9)L;MA6VMN4:HV+:X]^W'H3$+FL+E^:X MUQ7?.[5SR6T*'YR@(4\^5E=BEY>V__@D&*;*E*$J O\L /15?EH)3+]E&:V> M8U+ZB!"G$"1K#Q4-;6ME,E_E?>
[:=WY"U<5F+9#: FBA15\R1QV.(/X/OD_/ M;L"X0H[U:% ?-/\NK-JV8W[H>"08DI])>VYUJ06)1=N+IQ^$!DCK-NX;&](Y M!M,6,F*TV=%9'8G-RJ7XGV,_9:?1BP7NJ]J*Q.(E#&^Y-
'$UYW6/Y:G] /,_M=,6US/64^]#GQ>H4OI,(R+/HGQWZDMC; ?$1FV)3;Z(@6-LK"$Z_"A+,OXYE M4$#KQ+OF'K,'QI_E55I$FKA.@NEW$KL@88P$KA&RI3[Y,[R
M'W0)E%L"ZV@K$H-2:;28SGJV7C.[CC?="N9_/TJZ' O]*+YBZ263<@I>;1?) M9R #5*$[6/PR!G)!6(E^^/#AXX!*@RL' UE-S-&S]TTE^4^?#02S."?P!X$
MZ6H;$@MOLNHW.\7V]R-!H"4OOSD]9T\?$H3!/7("=X@O:J5)3=&6K6=M3(*4 M"G*\V=I4:D)BV3GP8?'<&;_[>C,2RY\ -6A0\TG[:6FPUQ"[I)-SMMD&T8XQ
M;ARYSF)0#1.&+QS2*'A2T'E8J-1 T\VOI)YEZ.:X"#W?_>)[7L#.W 2]'8LU MJ.&NK79F0$:H.<8&A&8OGV O,B,$3](/.X ML.8:ULAH)
[JV&HH$&T8IVBU_P3MDZGKA]:F)?.$@@%UXL/W^&NX>7%B3S=G2 MF,2)V?_)$_S:T1Z9QAFO97(17L?1(QRRA)GY6O$,51"Z(5RE5<=92>2I#/'N'R=7^OJ+OQ*YH^1IR)U$J.-
G MB?F*,K ,6IJD="0)NLX>$ M_3,#KIX][P.WL+4E0E6??GH!-EO$FG5D02)>WS%+8 LNHU @FB# MWIRD_L:U*<[=DM';C46"$>WJ
QD+\!PXQ*QD)W&JXI$^,U"MW.T3J+G!:83/ MNTY<8\/9968%CWKN)[H8=59U<5E2S,2!X\;YS YXYM$-\UWA4@,<)=A,X*
M5G+VJ[B($_BV'J/89PGB8!9XU[5="TR$JPLQSI:%0M#,Q++M]LPRXBG*I;C M"EZ2XD1WLXJV&9$$4Z3\P%V.<#RQGM6%P+7PCK/T*DK_SE(LM] @>^SM2X+0
M!O0!#8YB7_WO[J.0(/X.'\PLWA5?I"STQ3'=1!" T:7>HA\) @O/H"6]7M,B MN_@9NXY&@AD8AN7]DLD'1 M57(3>?9@EF1M7N4XP^1Z^NY/(JU7\UG\CP7>M#AG(-
(@SG_MSBA-TRI)5[&]M=VK7 M,>9WU6OQCH6;0>HB_((4,6(<+[/FLN_2F<0>MRNY2+3:XBF"&-,@6B "692RY.XI9NP:*[W,1*L<<;.?:!7U@Y6]=,^V'CT:"&?F1;%-#P=*6!"'*
MHL!-!@UGU=2.! &%O55'4"\@8N%_$C@Z"$$GY.PN)MR#AB3!ED*WPIL%ORBX M]T&]:(_EUV4 $B37KQ2X085MT%_)O^+Q%2HV^-<>9P,I(;%(>C'R\TVM"?(ZC; L'S
I(UZ8?"0+512G$ M8+YEB45!MC0E049Q!]82]!>A#O[5Y3KM-!0)-N2YJ9<8-=0FDZ"Y!PVB,-)D M;Q&[>BLZB[> :50L:7P-2UV4(U34E_W;-;\B&?
MBA:,U$MNZ]_SF=96"H9YX:3%O#R:]K^/\ M)%I03]3"L=JG*Y*_8)] HO_BQH^^5MUJ&=ZZ 4@YT=T3^PE]HU^A.RA1-9:, M-1&)3Z(D#?;#SNHH>@XYV>R6;!4VS64-
7Q1:Q53#JD7;UH[&63@T%R['Y\ $ M=UYO=B.+'!0Y @>\R*<4T]6QJU M)UD+B8W8BUN4[,%]5J@5P =A&VM"?[9^X).M@ 33#<]:@5)TSV-M@A6>&OB<
MZ]FQ<)C*Q;I5FE2[PSW(5%38N ^$4A7H0H D1,!W@Z2.A-]DY>L[-@E&G6 3 ME#_YIOK)K\(>G9Q<)$!6Z/XW(\W%UY5 M!BS].'MXDBPI5M?
Q:S^2.")F98S#+@4(<"%^OT"/CAT$NO,@)$C7!%V[1:;6 M:'Y%?5#DK#KLALEK.N6\),Y&#I+T+;S*+Y[8FBEQ '8=2V6<,[=B5QM@[^LI0@D*.SY:@ \IN[BKCXP*JJ
MZ6<8.CV%4Y$'2@SZQ0^X+A(;5+9QW>"2EVM08D5-WWHM^?V>_OUCD"!\X7G< M"NP&F'5T$#!2+!"2R*_BU"R"U<^CXG67#(1P@[R;'(/GM$=&J$NPORS M+"H--Z*QCC
/"0;JIN>RI-'@7M_39WX9(K>],+/R8&U$8D_$PG+I[5*J+ON" M;RP=YM\-+8T7KI1;'P1.%BI9 2U_F/@+A\F2-MRM.XD=;.LB0[B>NQ<6/+,O
M49@^F:$1#QR+!",TX'HL]]X0$&EJ2(($ 4KC>=PV7RMB;J*EN0<)HOXS<^,4 MS8IY'AY(WV[3"]C<@P11>AR'PEC0E!&%D741&LLN%
MTY0$&7I.CDPKEU]=MWR>IKXD""WT+0VLG6\+?_C;E;/M/ @)TK4E'N\DI.$. MO\:']);!P]&8(MJJ*PDRM0>Q*8^@UHK$XAORX=OEE74:@(A]0?-Q-:9?M^M! M8A_+H>\:?
H_X9R)B-OS(B&'?NC,!#87%&\RK5@@T-DW$V(S$3A6OEPR-3A#$ M&FW[,=SO"KI8Y(^#$H'PDBK.Q))+UV]$$DRQ1>K672I)/07G&DVS4;A(198Y MEP&B:[?Q)AYA+A*,;
(EK9NPVVBU_4:^U[B/%),QEKGX'@S?D[4TFN%!V_0C0:#%(KW?!TZC?H8!,N(+ MAR+G-]=YS OYK*RFA!;=2)!72/'U6/$N-K%]O4D06PNB+PX>R"0Z$G>[&'Q[M=Q+D-
H#OV"072W,2Y+2"S\R#"/T-"I;K6_AKLA8R1J,(,]SH))A5?)DR7L7W MF"01;B3WERC.-?3C75%?4M0!:J/T'SSL_-:<7+VX82 OA FOJIEBU9M+V%>! M0,GS[&X8*F7I7?
13%ON)YPM)5<16VL,%^HPZ/W/06',G*^U] 0IB?IG#5DI/ M,I=)0P31D\97'DZ*20=VI7[0@4E\7BUPN8= ,^PX* G65$(W%DV;'QZ6G:=_VXH<#1RHZ\PY&")Y4:!\8#N)':U5-
QRLX7C M%ZN"JO:ZYGOZD"!L_*R-.C;RU'.38'3;*P^H5TD"*T7QU1Q$A9]H['#_)?= MP:<4SZ)0($"@.^<9LTDJZI-H)4QD*Q[P7Q>6HQ\?E;7\Q9YZ1>+E[6Q-8E/ MP2*_U
27I@B'KF.0(%RS!PE<)&ZG5(@CC-W)UL4:/.38+1 M-4@$T!163QLW_K7!B%L=:M=?<#)%A4*HFIN]#.7E=!AG<"-SRK MN^*&^9B:Y#4QI^>0)-A28,L;'TRTO%S C?
GL>YD;?'%?$2'B1%98@[^@:<(2 MIM1_W/F?6.4V4EKEPGM&TV;2 E/1WH5(8-WMQ@V"XRR![SNI508W-"%R7/7H M-Y#C_.06KAW76X9?W=C')P?
ACEI$SMG[DB&T9<"QI2D),NQYD"JD7\2N6&"@ M.W0G06[I19#@([+P\MX'I-R+JD^1O&K26J!:MYXD=@B. M5Q0\PV=4WH0FY/*&#B1(XA=A\MF[P9-^SP4&!X1=;, MQR
GXQGM/2@)UJB"9@J6O3B;2;M*:(T=29!X+L)$E)K0D$UG;DF"")6#)BI2;"Y"%ZM%$Y\-JYCMO&SC?%AV=>)!&G&?'-X"__&O,?29]TN MQ;+'5GX8E8P[GE2L,2.2VV#
011:]^D%YF=!X6'I'D#L0KYJY3 M\|LYU-CSGR.#K_$E:N^75&VI['@Y?)E'H^SQF33T($$41]'@%@8X/GI 98-< MU]QE_D-
78_LMX^O[^.,//RF%O7;ZVG0BL6,M!#)Y,9QCZE.:!LQ6VNK H4BP M(4\0,:6'V)VX+;J1(,_@EU)ZT,KQ#M&'[^U!XGP(PUPM)*$!(;ZI PF2:CGY23:!MK*P,Y8
FG<.L*7"MY_@SVU\Z=21S7V^PAX;) >O;,$ZX: ^9L MC>??M=J=6 I]KL03M^LQ/U&'Q_3JL5>JC&] 6W@\4D<:"VI3F J^R(-JE+N MM>.3VW]4$LQ1_B[8RSV(H^:6)
(B@4$Q@CP>+V!));)MVL^9K+ S!)BXV]R!! M5/YY Z=/H^PA76>!^G1:(?MV&F#^%^G.WXA#6XD-N]!K+FYO;?!W+7J1F)' MZSE&[:UO];^89\ECJ#5TW'S]?HJS5)?
P+R5F,BP@ MY8' :F!^5.8[K\(6Y3?.4\S6@H8$B.!<3]CJMX_1\^\|YG,J\!_?XS]^^YIX M_XH!WR<1O*%5ZQCGG@@(+_]N.A$C+$IP\(8]^CAOF%ZY&V98F['9I$L\X=:U MX
(V]/4_V,ZZQFJ[B1:9%Z*'$0UK*_T\|9)$K-U9Z*'QB[%.M[O-0Q08UEC^?5(^\KU3R/56 M]I5;37Q/GOOA;;I)S^(XBD\BV$?NIK;<2RTZ32:1(MZFVD_ MHA8 _5/J:G3Y$=#7>_G\!?
3YV]K.^ MI6HMYU@HC\5;QCP707/6V%9;;3['DJ\C>!Z#__*W)Y&W=\'EQE/I53A_S%S+ M DL_3[0D'FMY_00ZD/63KS69='/1)1AO(Q%8Q(^9@*7;-
>YRQUQ9WK%KNGL=E$2[Q8K>-%YODPSB)-62+,V!9]M*'Q MQ.X>S.&[P9@%9BI.:3BH^_M.9984K+2<"OW7:1>D*B3;%Y6WF'9AYWZ\ MN?#LRY*_&Q:E^V@&<7=M>?
FI[U=/?I OJ$#F,7IARI@\56](%'LL_K__\OL_M__;#OSA;+'P"C?[OOWSZ%R=+8$'15H3=X6\R0.=2T&]=*E\GO',)XRW?!EMJ M'AC)ES]\|>*]*3M]%#L^OG=V5!Q.BB^?WBM?
*CXNQ8\?AN4'+. A>B,/[Y7]E1ZXLW MXO#;.4 -OGO%FW?=RK_U$ S%DGQYM];@H@=Q9QW M*PN7(X04.]ZM^%N/3E(L>>?"[YZH*,6E=RX,VT*O%'O>K31L#O-2;'FWK]
MM$RQYMT*P_50-LF2/[W;Z =S")UBR[L5?YO"]A1SWJWPVR%(4/'JW$WX76JQ3XJ9@PL!+\E9JAX2\6*@27=&BLDV$<54&-LS \NVN.%<1*% M213X'K\OW "AC&Z?
&-.P8R9'_%B[R0-GF\1V$0&R+$@3]9*P;5(0 MMV"!-+<=)*SWD*5C:99%Z.'_('S8LQO@/;Y(3]PXWJE"K!92VO6=C30-.ZG= MUC1TF(V(9M"]ZMDR-Z:P
W!.N!O]*0K@:DL$5%W[_6CN3H' JRA<=3UEACZS MD5*:+W!5+M)"SO]]L)'4^2^?^.5:5OIR@^M(MF!_V[D*+KO-=R/^?O6_K;MS&UOPO\|[GG*2[D\ZL-
0_RK=H9E^6Q7:G53[5H M$9*84*3"B\O*KQ\ )"5><"5! @2XULSIE 6 P(>-C7T'OK^%+GG]D[U43!QR MS\N.HFVYU3L*SP!7?>_>YY0%\OOI8\NHA"OQRJ#Q8WH'?
4+F)8R.*4^VFVED MNC&\UK(3JE&)*Q)"8C\BEO0(:+@SNVAD (S'3#O'G-36-(&$O09.)Q,$1;Y8 MJ/.@=A]S$1<%17OKN[M]/R@L)T]>X-]'U]XQR+RPQG=H]SF_H[9%W>.:WJ7Y
M=;7=XO+R($7/+01^X"5(>TK3>(/_"AG3KW$09;_!YO5GG5OK'3:F5B@B..R) MSJ8;3?3>ZMT2SQS>QNZD]78/LNJ]3L0$(/\%4&RGDA>KASX6'4<[5,(9O;?* M9764QCK-1-
5;1YA,4(AL O8@2O&#JNC]B8!]U^)#6*(;+!,WK, M8+W]D@*L=PF)!NT^.O7[([Q34"7T* 756_(-*S%=W^?V[+LL5*_];Y4)"\^7 M_MB;_X[L]I3)"G?3*")G'BI+?
^LEZ&&LM/5LV":@R\O]!V"X7 MV_E9VP2K1V]0K7P.G1.;FBDBLQ]H#?)_"ML]M4WZ;L@"C*H MN+X#J&9D7K0+H#Y>\'2Z4,OH-E6RO%9*;FOAA-+]8+'59PD\7?$SVG40FAI
MK(&7*\A*#& "9V+3DDE:44T8$[/9=MIJ/K;,\ZHYGH;(/%A/RPNZ/\JX&SM# MT^BGA(4<+0#!-:B$ A@H#]!U8'8-/'IP!/WE8J+=V0G@Y.B,&"#@"$[B,08-
MEM9RX3L!%CENH0N+F[Q*6)"0CJ@HX?O!:OCD1 J!, W74!LB79 N5]?P$Q0P M&,$T3B F1V/=L!U'0.HG5H@?9R=@Y L<["@KAT 2DCN(@5PE2#]:#9*<=,&+ M&W,-
LB&BQ4AHQ9D7&HJ6F" A'"?G!+')D9=($-X8L!E4ADK\BAP8W.<$^0G? MH35R0E+= TRZ:N3&0KI&GIB5RDM['(,M R\ B3O3MDP3R=H MCG^-2<.I#"W)POR/UE-0W)LGI@+,
9.Q@H-0R*@"$8.:E-NCXQ&)L== G#.<>9,'&.Z>XSJ-4Z'EQ M<&[@'OXG-ES^M.^,^@ M>.&%.'M6#^T59R^'DKD&:G,CB >_>>'A=WY35)#^\@OC4$L,H+^^YBN"G'>' M%
(WT3]:V8J#-W"M(%NL$3]C'\=)/(,&O!E.6)MC9D,HT:>4(K'0<+(XR68/$ M (;L8/'(\RK/]E"P_@OX0CO7Z6348N[3-)=:2-G!J$4TGMT67DF]EPFU3R7Y M@TA/$Y8E>&A8/>56Y
MZ0GJTJ/M!$;6NWELJD#0"2;5-WNV#:Q;8#$%!U$K@Q,9LW(<7L:&X01\?/XE M, 9F1W%[B?';582>R\/B$10+3+6BDJ:BR1CB1H-(?IH;5PY$\ 1&LA&R/ M3D1'2N-
%Y>)VQ[+UQ*G%I^P.U>J)$8E)J0WBFB=07=-O"&O.(.\EM^+,GN78+?1)_T,WD&4]X3GYUFNB=\!\|>*4'I]F,3 MYHCK(&T7_C^?_OY/GY'4+CM-
LMJ2X;\NRX7_0!7#_'R304D&)._!!A"">*C- M=$P4YS<5"!#IJ7E1Y$3'G7[71-M6O -41 ?[J'1[('7C,$3FLMQUIG[,;TL,8O^ K M+PTV
U=;C*'O!@%AB#"/_,]>\@>HL5O:;4+OH'$1^&0S>5FSC6FD=1.$.=*/ M!&.;9$?1]SQ? G4Y>(ULJ8\+UEOHFR:(() A).J5?PBB #&@#&JB[*/ ZV6.
MI"4J81DPY4MQ+]ZD:RTUZP]H#DB7+,H5? ;9/O9K!2V9V@2OK\:E90"R$8YT MVVZE-[#R,8[B)GFP9_I9 A9%>45=Y!]A+LHB)D:5,/ MR8$2%OY76#AU_-_SXG;DO/(^TL>,
P^5P(N 7_(K],A$VIWV4YS@]619$KSE M&3(%OL9%?0%)^ 9_3F<627LQ'!)B]9B3[['KZW$B[)3FXB) (^=5LAH]G@,* MH[JWU@EDQ=A]P_7KQ.N*4GR=ZW)>,L9$@'4B84R*L
C._U% M,NWT29)2W6DR2B;=//$1#&A8",R$J9+IT/.,Q:D455&]-6C/6/,F'$NI20;2H?HR0F@JD1:GI8Y^H MT+-;V>G!H%!(TQF=I1[&>&%6%<:+W#]F-%:%\J)!
<(.V*J@F>%%J=B44EL># MEO($?9>]E"=8RA,X5IY@1@GQ.EZ-\N!E];?JHL*S07_YQGT"BM;*"/"L?35I M1M4%9I2\/4GY#V,%\25O?@F47P+EE[COR7-X6(^!4(40Y[Q]UD+XV
;I3:\ M(Y!Q;'6D; L[76)+?/*XJ2B. ,,1N462XASQIAKZWL+T?H%G^'^^L9T#ZRTN MR+V/0PA#6H3Q+2Z "29- [TSZ4[#2>WBU_DA#XMX\^T6;+(G $^)O]ZN_.)P M4(WD@AV-
6LS%_4HT,O4:0K]-O2 ;Y/6+(^0.9%@LV7WT5=YISH9IR2:W->$] M6J;ALMM./^&0[@;QQ^D9??4O39N?:2B'(OM/A;J9< ;F_2;SRO>#0B)\|@+_ M/KKVCD'FAZC5P I'JFYR1.
(:D$R^"4D_-L:$TYZ^P&239!2RYS)CZ-O M]Z# C()\&DA6>R=%.YOVJX61TC!MK(&TNALRSP42%<%$S,WD=+8M!W#YPDJ6&-;O9<"% /<@[3I8YFV]&+7J//M M10.,T?0N_QD\
[/X,\|2(,,E!ZI@IZ?P2;>17@4UC$?_;.*8S?]"T<@C?OC!0K4+\!01PFIT/ZW4'& "-'U.)#.TR(F:V\)'DA:GY 1*P]F^6 S)*!6Z[0.S M%FVT5.B6C;%26[C;8LBDCNQ2V;MWQ-@H-;NM0I ?
>+;4]):(0E-.V*# N_4%@>?.Y3]@O?4E@B?.X;CQP$N1<<% P.7TN'Q9.&%2P%Q M:2[#WH)%I)X!4^HSH0-F9.6N%,H>7KJ_"^/O%Q!G4;$+ MLN
$0$7J!A3_>Q^='ULMI2S^^P6B ^A\D:$U1ZCE@. =W2*TQ!%V'_U5'&R#WVRW60/IVQCM52ND&"@T)@+.&A).=D-R:094 B1*X MX"=MY\0'T,=D\N,QQ"S#"RN6<1]MX^10R"
<"X7]>#D?DWP61%VT:!^4F2#=AG.8)X&S6X&$U E):W8Y0@BK\ MUW"_D)KN7^798YS]!V1HUZ@+%^QN1MXO,LO"S0A!PXSS&@M>LUI*%Y$X_0S21Q#?C>"' @E]I-
['"GH'E[[T0Z9X-&30AE5@.7V MT[@[&8"W0<:3#9]M%!?1N"B;R).\!R]>"*FWDA49TK $9Z%F]+,5[YW &D-6Y^9S*#G8*;=PP2%=;#&JYJO/"!\ M$5G='X[PZUA-0S?
D0X'[!OXS>"=6V!'LJ4]MI,0=-K]]-6^Q[F"ZVT5M/$,F?4Z0B<9_7]T MI[[#BQ;S\2K8&OT V5;S#[66%!#&^))I[)*@.PXVYZIFE]C!#ZFOT")*@?OT M&HL*8E+]=:I8[T$*F2 4-&
[B_"W;YN%JLXES.H$RNV@L/WT\LT(4795"SLAX M78#:W"""F68'*7@F_GU;#96^F581P=E=7OEI;9X\%RV28.2>%;K(#NI/Z!)XCT"O332>&]!B._"KNVBSPCSY!MCL
%]4'SR@@C9 MX-=1TY"#788\AZ-@9R/LNP]!!% L#13V ZH#E=K>K%L[R8%?.TLR%W>[ZW(& MJY;??M+]\MEGD.V1,(L->C@/ ,O#/X"_N68W03I,4Y1S!M9M9,=Q@AI6N1D
MTMN/?@FB,![DID)&T^L\S>)#I[RI3$_U\ZVBR2'3@K=J9=$HPG@^>\DNB K^ MG+[&KWO $^VB:(8#@=ASLMS3I,B"16,7>::5L94?1Z&PO*.\<*U/:ZLMP M?JJ?G=W+C
AI^>#8>N0T)^I4:86_&03C,P)66VE*2N)"G2B@J#:(MKX-]0A4 MEZ$4B&9MP"81'NH* Y +)FUQT$Z@IA/$J"K8LY'((QPOZ03$8T97UF$7"T9T M
O+^X8NMFXD7#^@$FJJ%TT8(HM+*MP;?36J$4Z:0X$2UY?$$T7'XM,N;,E2D M[4;XNL(MADBRK9AB)PA0I1@K'17M!,)32;&\TF56@ZQ(;NT=,NX(>U4MT(H%
MI"LM*V\NN(HD72;-.U&A?SQ)5X;^789:4GZ52=88!=88[IQ)L"J7RD1S2IP@ MVJDD,G:ZBQ-0JY7+B.DVCD@'JD6O3J:/TG=5S,515LH:):'(B3=LQA/#9+*5
M1H':>GE!+JG*"7*>2FI@9WHY ;4:J8&>:>;(5:=:9.CDN;GU>IB@P#!U,MTH MFV#]!2>2K^<$>4]UK9'2"9T >-AE)I/_J!1.VZZU7JF92A]]-!?12:^X<9[0 M-
/0]^*FXJVCZJ2,$K3Z,\:&97.?$*[CZ ^=C%NWWH:=@K]^^VD<5(U\(&,J M_BJ?6*QT"VSGM(PT9D=P5"K4DE.MW7HX6I#5"@>,.H'>V.Q41:J]$QNAAJW* M)/./ JMI9D35$BVG;

(!;#\U+"+?#3+E.P#I=\B.G.,1T:&MZ-^Y"8O"N06'= M7H3\V_=9^A+LHF ;;%!>>.'[0N_4QV&PJ=4_F<51!DV_QI\BGTDOKY &KD+Z8QB33\,,/J>4,!MO MV4Z^K=/E-
&OGE.5+]//B@>6DD=9!$MPX7$ZTM\9:<,P)\OB/<'J4(GV\.7*?U.L[BL8'YOR@(#/V3'F'6WXAOK1 MXZW=H7/V*8[]
[T$8(N4C3S9[#]MJR._PS>,4UE;47HCPT[9R8^@K[BXR3=Z9 MEAS$C#/>:Y,;@4F2T#G$$FY $KQ[*.^V)IA)/,#B.;&#"YKJ2T![OF_@;_K M]^KUD!$U5EJ6GC2/;0P:T@PFHH
XFAZ+(2 [Q&#NO"#YS0MS\!D*7O#?,^0K MYR5<5L43_)E=M'$&TJQX1Y_=QXRS+;)![YM1G'DKT13:F9LFJ'#AJNWHBJ8,'I%1'|\SIVN'9Z8_ZHK@'G
M^'$Z:3N&Y'F)'TSQ_F8<5;'-:\2FBR/DTB%&J)Q+UJ$$1U2,YG ,XQ,H?JP, M[.BW>1WPRRKQ=]59\W]SX? M.*H9S$0-H33D@Z%H.\2"2&_SH/!D/,8D4967Q./H\B.8MA[L!*ZNL0
9C"& MGAO,SW5U7DNOO70VKS-_GKBPQL[JH?/1UO:D>*>7V<6,\RJP.<3G]EP_C97 M7Z8IS4_4K\M8N)Q#%A0>.AF;N? (VD[M$YQA,3_\I,,3%".3\T3+S9.XCWL/
M9\9I[['IC8(TO<&TF3/4LU(J,!_2'\P(6;]!FY*!/R*3Q4[N'X+@YU$R+K\ M('T/_-!5T YPWU$,"$/OO8.78I,]T+/YQ+8M>F#7Y('SNLG+Z3^#(WKN(=KQ
M[/&TYOHL\:T92=C@!7J:S,.*V]#FG7:J&MWZ #^O]Q+X-3"TSEC MY,;+O"^1E_L!Y%3S.H_DQ7!.):>3MK/9G5581$:@")>5G_/X=W$.X MQRGDK> >
[BWMO"C]A$:@:F2.;YP3/Y&%T44U^V8QI9+4'N/L/R KWL6"6#-X M>>_!]/E1D414O X&KYS02U,L+F">=%[-
#4@W27"LEVMJ^T]EAU&\C<]!^@VI8!SX\/JH"/Z@'.RZ.%S!T2ZZLQ MH*]\$5",SU";FUIP4VQ9DH.HC^O MI1R%HA#504T_7=XIH4N9_E!-(I1M7?1 MZH]8BVV6<'>-
ARH#2>2%4-IXB;?9=R]A\PAZ>WU+.!SAU8)?%$BJ]Y2*=R\? MH"#N%\6C!'E&GZ%,+#,FMER) 13SD9=]<#P67M-_>Y$?HD !E#$DP#U$N^KT MK ,OV2#Q[09RN##&)
[Y\)H%YN$1ZZO,FGI.YZE&IZV-IYFID6+(EP3XCF5C" M0]3J(3R OKPG+XG@K-!SXGASQ%;&ZZ6YAFI1/E1L*:P>IF6C,<\6NX_^9!Q1 MV9W27"<;."9@CT)QW\O4KF)NPDQ
K+N)/@"9A4H/8X:3FN5\/(=ER[D$I_-. M:\2ME_^P[NLG S\&=J%!L(WVB,U 3Y[MN(_AW6L6+6,YQ9S@"$I\RHW<)]4\+ MUL,T17JX28GPSPO" Q 6C(1QXG'XL;&FA^:4\/ZRP#L
7MG H4J1L=O2-*HZ MTR/0J4+=;AU^?-.):,15A?>B3 YCW=0 L K@1;$E:APX,[,ZE M=8+H*6";/?#S$$6?M1J!H% M&Z2'!F&> 1_O.[?
<9,_1#%C^"E*YCR8'6&]!".E2Z);K,Y+N"B7/X. %Z'S"XXD+KT+Y]_+\"#(P MHXB\U^ FZRW+_"OZ;:0K(4@4?T5C76ACD'FA<%?P*^V&?D[Q.A"J*\9]X?D M86_%N0RP@>B&Q3/?
T,@VM MU QGIF(OJO48177)G+.L77X_VEVB69E7CG1W S3L1)S(])'$..;51NM=%2A 5/ZBMEJU4$^C,@*$U!4R^5&9UAO-8F/81 JU.;U9_80E(H=.E,VLWBQ71G'-TZ!4S
MY_CM6HTT%GB%\Q!VM=!:CZ:9%9&]Y1&(=OC[S\%N#_%E[3,/T(27J/!Q7(O M8RA2^RG-%7N;LSR[ASY[Z(EE07]KGY',\$^03V S8IQ"]E:KK7Q\QCU^5FNP
M,L37XX@ZY!&KY9H^Y=WF&2.T0)UD9$%GFRTKAH>039C#^ M7L>;K' 3#HT3@HE""""4.K!-BB3)HU3 %A\29&Y $[SB'BE0+<(Z"S&5%M86@ M4A7 WZ&B%:@,-
C:]"HLU0T;4?DVNMV7)T]N/#2Z]7$6VI34SWGGOG^(T$ [P M5?H) X B[O,G+XB0_?@^(B[F$I(ICI:J[YC!NQ6<-_(EJ8)NG1!,1ML!90?" MH62?R&5M/+\!LXO^UZQK;M=R<_QU]
(RRV)*BFM5C'"75 M/U%"H5CDF+KQS6 G(AM/K"<]'-_IV+5V/L&H=S1';L%8CK"<+3?&>"W6$W\ M#/7(0WYX!D?O5-QQ-^"-[8CL/XX9![_7'I(","4 =.C$GY<_LZ.-YBVA*Q,;
M&Z'=<8ZO4)?1N XNT O2;(U2]|]!DB&[E2S+$1W$#'[#)BR:2J*3AQ@-5E^" M\G@BAM5/%&<\.$8QB=0_%CY=-%OLV36Y[6BF+U+#=-G@",D<9U>7(KC M#3FNGXJKF:?
7#1S4 .9_WF.0O <;0*[SN@KQ-'#E$JBVQ+L(90(7[_OA-4J4 M.E+\/=77#G$^U_"O.X">DBP**JZ^>XDODL_8?S0#2.,R^Y)P\40Q,R@*_Z9(MN2TV+$WS0_$W24E"R4>, JN^U?
5UE-9&L2@^!0.;"PKZ:[K*LSV\4^&Y_@+O MA:2V(%Q#^NIT^P&230 OG 3RB6=DZ!X,VO /&P#J8XP+N0(?+ZR!*IB,QI"&?-$0,5F)_$.I.:=:B'!#<5&V(X-%%R=B:<8\ 6ID):L36J?
= M!EDIS.K\5XW0*Y#UK,ZFG6)KQ"1&JQ-L]=T!@V35Z7)QM5L@?XV#*/L-CHUJ MK,_0ODAY:F,5^?65\0R*LJ-H4]H^7I6=QN:A>4)EEM,?!?EX7 ?S2SN'T4 M\.P7>?'G
"ZF\MAK"-T+O/)"%(/VL@>@U^H8_4=S 5:/T=ZC0,?;"#*$TU,2 M;X/L,U1N JE\8;FAS+BT>K(6@8> 7%.Y!R#9CU\XH5BK1Y7%I)Q0D@= .HQW M3J<':YQA$Z]=4BX,3+O+PK$
%XA"6AD!_1 !ANMUNPR7H(CS"R MM$@B(#V@&9*! -NGI5;W8J].Z 6]0>W!I)U0"7H#VH?=.Z$1]$94\MYPPA'6 M&TSY6V@Z[]7T"E7]);8HON(X6/'ZC^G@$0U@H$
ME\NZT'1ZC^H+@!3*-> M!BRO>KJO8K9E&(:LF4=H% /JD?>642CA/NR+WVJ%?@P\E4L:5EL QM@!E8** MU<:"X>!/(A-9;6,8Y0",+%!9'6(]RH:P!3"K8VG'P%-0XG,H'O8%[!
$ES_, M,4:A7,0S.*+2LM&.$Z! ;:Y-)ZF]F7T+P4P@?57O9:=7IT\@WB7><1]L5@GP MQ/23(2,J-GT\@005?/!V &7DU1X'AW=-PG,I]QE!W_,J<;3#E8\+F;#?SDD.
M8H:G@W<"Z^QX$+%;K5;*H-GK:%FM$O:A1=D3ZU!E\O^7>PF<6G@ZUY:]\3+O M2^3E?I"5LNC,Y 3RDCC2 J>3 7;,[@QKKPQ*6C-EQC+CN(MM*ED?D$+.H5*)
MKWM4'_7H12?T(D26O@10Q=\&&_2P[V:#;A?(5Y_B,$"U*5>^'Q2KKS]N"3(O M"&?&']!M '?D@*NTP>_"O\>O^SA/O0$*2K%4./VG*V5,2^_DF
M6R=E,9#51Y"V%DAMIF.BR*99SB$EDA6[K;9;!A((VOWBD=GG(/WCZG0%HLW^ MX"5_$# 7[F;0@JIY,4\[MYLY"\+WEN@RBL9:->8Z$V60%+&I0:CS[@M6#\67
MQB65J_-1^E7 [Z3Z:BN5_G4$&!=4IY$Y6PXE&'"?@8,P$[QT4"\E-+_TF".L MUMN:X':VL5#D (D!M&W!"@J>?A#F*'+[!;UD@&.+'[T#^^AQN^FK;U OVU'4
MJB&>!7[[284:7#N'.-'VKY-.Z[/W@4K>4R?6_-TP*K[]V(0YU'X*][AF&=E M%;M;+XF@NI5"0;RH_7(B#\"X.\?\XO2$1Y'U+[]IVUDHP!^A.G5"<2$9*FW] M9QX)(-
R(]S5L65^@1Z:EM69^]S1[>R,FI/C$F^V7U,$=-JH-LRE:8XJ3J$L_O<8V??OXN1+]!:$ M(?"?P0; ZQ^YU8MRY40KG=P(VLAAO=W"R8E)U>2VN@71]((F<_;4Y@8R(E%?
MH((/F*>L?DG!-@\?@BW-.2+24]_%&&^S[QZ^JZO_O($;$L;'PF2?]=51?J@(*4-'_L4G(B&=%I3;:!^BF/_.[P= M[@]'+T@0/"AS@X(HI;$^D19*UAG 7KW4/*/=H@YX5]
[F$6ZJKOCO$QJTTA MT99E?&BW2[>A/A9TKEC>>' E29#AM;!5=HJ:%\7)/XY!(=X1!1OUXVN#"#FG M[Z,T2W(TN>H)2%1;"-=N]2\Z+ 4#B0$4,
[D;.#RNC5I_J[(HN$*41)GM5<^M M@4K=S%2Y*?$#$+A0UJ%\B8,XYS[C*%X+I;;/2_Z6@C]S5-H&T_#7(-L'T==] ML-D_QI\AUDG@A==[=!32*HV)M$25PYL1X,F.RCO'PBN-
E+,ZS8 7/U=53&:$ MKHV!3V@ -+)A;_6P8GYDF=54)1:/UDZ^Z 9_.0H2G;$)1'-9C9E0%.WE&NA& ME5F-CGAT6OVFE(D6A+-9FM0%3-&T0G8QC$ILL,EG:B](6[\X5O8' 6,*7)P
M@U.M!JV?):AKUK<3'3E+D%ADKM6 \>P8S;!?JZ$8J FQ0H^=P*V/'$8)=78" M+WD!3$7PM=5%F<5%,+K_=PR C';K0D)VMU@^NM!J>'TTTV]-\) M_'J*&Y3D B<@ZR-
IT#,:G(!L0F&CJVO:^?J $GM/)^;';:R8>KE0&HL3N/6\ M)"029IR 44POJ+G5K7ZMH]^A9&0HN8D6E=T+Q218_7Y)#QV!FF?F)E!4XAHU MVFJZQU],PIK)]F@YA&Y")2[BUD MH?
K9+:B85"66W+D UV5_A.31$J9_+3"- MD$Y:H?O+@FZ?1-6S2\ONH"()08^=:UO!9;<+4 :N7NF_%8QV&S5RA M.X'19/KG4'J^A')Y6 :]BAIM@C H51
X#*159#2($SC0#8#?"B+T+_2NYWV$ M/N.%&_3D*FY_Y:7!9G6Q:\WB^91'D%W>AEV]>T&(7]"):Z=R'X<^>N8-+X]= MWK/O:/K*U]0G++
(HC67'6QHQ9RNHS;4MX"L(=GO(AU;P)H B1NL>R+,4ZA,^ M_R50Z6&,7S ^"P-76XQAVE)OD+T&^)W9RBV6.HHQ9Y&U@^2VQDR]!%=P\E7K MN=;A+UY+IRQ6S=AFB)@#
[_6& Z5Y1XZ1; +/^UMLEHS.NVZI",F [43B3M][MOXZPY%6ZT&AO!#O$J=2B82"((Y(G7?Q9L!7&EB)KC1$%YPB"9Y%OC!@:2S%4
M)'=.%W&BTP!7)LB\Y(>#EYRPT1P#BZR45'22L[MKXACR!#KJ[XB>7YPDZ2JWI"G=3/5-LO;Z/J,1S\591@.X]S$@K MJ3('NJ'=)8342K.]A]'WM 0#=N$#(C7&6.37HO;?
O#!G;@^YPX2'XPS-\ /" M&FHBO,7.!*.7D4>@N/WZDW^SORY^Q3T+@B/HJXZ.PAZ0?WJ]O0LB2#F!%S[% M:8"%4_;N"'6=XO)F4))@)VWP$U+IR#*(0
>=SZ31^29[.4)=1SK19GY3*D>EEB'*BUC=)IVI&,#?;B^D0NT].)5RH>5VU MOTJWBOQUM@=)36QY!!F;"XGUG>P2D*4DP1$TS+_'/:;J\(YPE7&9/[.+&?9Y M*1M1/?
6?;\FTVL^{U}QZ@;*/@=)J: >9,3NX4FR(5B.HPDS)!7*A1YXE2/Z, MNT"Q_[(NGB;W5X,F9(NM.=):]SVK(>DLZJ 8/))2TOECN"CDB[R.U&<@PN25<7[<12I;I(4'7L!&V87Z8/
M8W6B!+1R.)GB_'2%CZ?/<7R&_^=;)]%QY?M!L:[[:!LG!_RE>>8SEIM^J9-V MFV8!7!#HOA)-25=A=M6>C-.=7?=% N&%U;IJ6UA)@L\ 30/5M0,))D'T;-%; M&.PPI54E %^#
VRRWK[OZ9;>%KA;XW2R*VE*QI<-SA%>C;A5F"G^(CVUE=U MRT.%<;/392_2YK.8[?I:U/:Z=Z@_A3VT2V>J)N'+!\P,_S\OL"H3VB<+H#N(
MXLA<(NPIM@2\0OY:4B:1>N7[FTW-0PAUFFTI'PZL*(;,5.3[F[TMU+CVOJ,H MWJJBA,CEA*ZC]1%$+Z<4\B;\+.T9;M)&2?163V(E(JC$+@N[QS@[,^+XBL[1 ME
T[XDK+VLOWT?G9H6>0YI!*U]$ME"&STTM)3KRUB0^D[WKRCD'FA0C2BHK0 M4UV/@)J01N]@AL(LHP:1#&!L+<.)4$>U>HD8R(1WJIP 652_J:.H:G^M"H"TA7T)S
3;UV)QP>1%"+%L@'\5V5F^E&W)LDU^BA*#N!X[A<1%!G=P)I MA11+LR%8'>!A$,4Z%\@Y#N;2IAHL[=51W:AMG)_!:W*)Z[X.S#..$U?U2K>G&E]AL1WR_4B35_
MUVWR<"@;282<"';$YF^Z]\M6$]62730%2+!#$/L_C 51-?RT_-;[8//;QN_S MW3LH 279#92"&+X.Q1\Q&ZPITH FE'0I(@T2;PEBA1/:M_H(V=9%;S6*1*&F M 8*+Q+1D8)A^:
(D:OGH1R.K-X%TF39G)"D6+=%NV0YM@=<+YL9D'$U@ MSS8@>+**H"

'>(D"_XJTY*(M2Q/I:=JR[@]'+TBP+R9.J5&70GV-8HM]- .AG;=:TAP/Q#:=3?F BG87W4M^ M/(;8X>F%YTJ0-3>=/84,Z^D#D$;R398G4#Q817YY!^)KCQE%+#&"-F;ZV?L]
M3IZ2^ B2['0=>FG*L.-2&ALT>69D.K6YXA#6WSS("/*TXC&,ZE>4EHKGPSNT ME^--D7CZCJ*-,#[E'HH/_4TGZO3HY>AV='IF]O-J 45\V)2/+>;1E<*D26N MH-
;U#F\0D'*%;]'^IBT19^/EZ)ROMU4-Y?0V1,HG^KDP!)8V +G%2XUL!BQ8 M*D4+2$'R#CJV$]:Z:5VU+>PQSD#M593';I'VUG(8';0MHN3L*$>WFM*$!8G238&ZM)AC*?
%S-.CMS=O9[A'F]?/##/8X9AG(*F_Y0(6L!(MW71?/5YXEEJ95$9MKFT!KPGPH/YS>LGBS1^O<$YIX41(;S\V8>[#FQ"_;3> MONPAVO#F#](TAS(KFP2'CFH&',7D5AMX?
A)JA7%6#T/D53BI'1"33\NFZJLX MGVVXI<2!GC^CGVJ21"_B,[2]06H.$L"\N,=I(J4R>$8/"UM6,XW%?/#.%)U9[,PC^.3Z =8*H*@%[2&[!.RC^>(OLO&D =8/; M*#_@^D", O=[+0
M[,]C.*="@_Q2/-/U.7V,9DRVVGLWT&S=2.F4H4_;J4[4+EX'D&]ZMATU:5MU M,P1)@178ZL/>QS!<1YAE=W4".+[AN0Y7/PNO$T#*V(OSUQ2+;&.8"9LRJU3
MH9"IU/:+1<)>W!!IZ/98MTE..)J+:"YU CO10 +"C4$PS#H!&3M$BJW,NL+) M%)F^ZV RS<=.$-Y TPI?V1LC=-4DJE2GN)WM_HXDY/33Q 0N9B?PZZ5']'#L M.)F'VF/Y36RG>V-
?1E3W5=.T./ 6UE(7QXCU] D"E5W,2OS.#H%N=2=+G*7 MV8Z>U"4D[PAVHU;F,,8I1L!CE,LTB1#['N/!,H$CSY+U0U?B/ION93'CDT7/
MU04(+JFY%A0XSY^;O]1MN62N*%P$*T*0V%1WW+.(0W9XIHTQ^X,?I!,D+GV3 M+A\F2/&<(&-_B+VH.;=KI'Y0,_7$^VM;XD,<[5Y!^I=%U^X:3F\KMVTI]Q?
>VUE*9Z:6Z1F\L"*HQH?8OGH?%VV#;5[D=%*!T?#D&:(N=A:UJT5F;42+F4<.6:;?G]-(I8*(@%;G?=!$*5M4AM56>\!^^! M#Y#/L_H"*K;[:QQ$V6\0J9Q<@4*@E^)YXM->\4-
\Z$GS(K32MM4U_L0F5T+# M<8X^\1YY1?#_; M: J1#32LV4.*..YZ"#>\1'680I9B_9VX<'H]!*%G-CC=S2L^^\"I=R[0T;Q% MS;>B[E*56G19)E2E_NS!2S4"28.7,RL&LWJ8MSNL
&9.)WVQI,!+P3X._?O# M,8G?\05$?OY&I(?.J-_\D.,4#I$T+NINT(."U0ROSS*YW08;(';JR&W-.V_T MD 5F%^U5^>&$" 6A<"Z=4)5^?G]]F1%Y$@6X7$GDWP4?Z+_8:V)T,*R -7,9
MS"X65F;ER?V.&-)%M81^)5<<1<_0,H3& 2BKA?>M:6$WBCTK.C)UF3& ,]+, MKI3_N91R-,K9?>@45; ;Q)Y'EZGRN@T<\^"JT[$=28[K29\457V,: '[+Q5W M4@T'EJ86,$J, >.<*)
-),OTX4S<12_DV/:6Z6(PYI$@4 LVF&4^@'CXOU'1 M_O1X/FZ1#:&NV@NFR!4.X?4R8Y^:Y7?I_@).)VV+N2F9VCD8LC@-](4P.HP1 MG'].P&='Y[>:F1">SV_Q-
;6Y(;0[TVBLJWV/)!)2VRJ>4RU7[28'K_'K/DC\)R^AS8O9 M7I\^4SXC_RV>73>W1,G&YK=2?4#]P7E(3-.'F9!M".AVVVD4^-%4WF.3UZ(M-
I=;$)386F,^.;S/0)H]>2=^O0%*8VV3QPE]0C,GM=2K.=9XE4!V-Z&U9L6W M]7)QSIO0$4O=V=2!$?1H8$Z<,) M#7LP[5'%($>\E8,!I EB3F2-#T:/* DZD3\^&#JJ-
#I*!KF=\#&DX1+%?]EH M:9/,PZ_%_!5E"[JO\Z&*]TLVOEX'OL@>L3+RI8;0ES]7O1:)XHJ@D PG&4)>1Y\WNHVTIK=DP<[K);4T@-_PJ75@P"O]WJ,IP4TL%.YNP.-9!>."4@9 >
M1N.9BC=_H&!X>,L7A$8]2)V&)NS2#=A"$/TK$,'_R%#@82I/BB*#Z+/=;8(K M "\>\ PVH9>FP3;8X%.3%G]&SN4L2X*W/$/L^35^\EA&O9ZCF;#7M*,DNLV< M_G,\@]]^M">
[6$Z.<<) *R3QU#&DR!5.@,64J2B$QI1@G$"MK\33R"$A,+ Q MP#L".)0/#T62S1!":D(GYY0[089]#J^0[.>*'VKP(>XM9RX("YQQ^1UR M8^ MQYZG!KCB,QWAVH;JQ"CP%1?
W;=1-SS;> H[\RG$8^ CI\T6=KK=KN*:"/2[& M;XWF@3MX,P6[J/#=;$Y8GO=P)NDGR$G0$3C?7A2E6F:$,7*H'B%M%K04[8]# M6Q:6QK^2]D>DF]Y0,^KD6*%F]$[6F#BDJ-
7R*D(*8!4_1%8+4PH)E'=Z1Y&M M#'&-7Q#"%8+26JI)A4;QPRQ33(JI7E]3$3[GH]1(X&+#N,F0ONL[IO?S=E,>?\&Z%E7%J/ M?T#.W\+):H(GI-5IW%E6WWH&Q^**A)=
E2"!8JV!X-$6&V?>!//M9^,6P$D% M97<\$#HHYHR2F$KWK3H""J--/4'J95EU%'22>UBUV-FC-JD+-V,%"$ MPIJ_.&DY_>QE>8+SC=M6U+D7L9N5E?0!0)D,4(BU,O+?Y.
1POKZ'83OX',< M97N:9ZSW<,8#\!_@):_?XX'KKD:9QW+A-VEV6OEQ9K'DNSBG)=!)#S./!0?O M*K88#V/\@E=;*/XJ6G5S+..7/G"UAB[P2^1# 0.5+P?^[<<&-ET=T+_ZK)8Z
MUJC^ OQ(#HI2:^FU? \!M:JM$8S@%9LC7Y%6K2O2=0&?0F9/U*8[][T$8PL/WE">;/40'N76]:!>\A67< M^<7+XE[6!7 M5DOMT^;,5?\$20G(1?FK*@&9LP2!
;0ODK,$[37S!IWK^F5!/"U.F) 8?(($ MD%.!L)+8B+ $)\QKDK@Y6"M'1 :KXJF;Q0?F*'9!'2_(H';WWEWDU>FS]WN<
M7*,Z:8SBXS(CZ*N@0Y_D98J/W@$PBY3+CJ(O2_^L(S"FS*J5+S& MD4^004Q M@LBS"B,WVYA(?@^<*NM"7?45KJZE2JRW[0E2EL3H%VTUJJ":I)>MP!C7I/
MLKS5">%=G@4+8MK=$B?P['F#UT%M71BNP]:Y>1JE2#F,W0GP!MLN9)B $XB. MQA4?=-04GJ^K8+7Y,P^2;H]'D"UJ[*+&+FKLP$6F259;(/S797'P']^>X03(M+_JT?
YUT6I\A2(?\0)U8_=%\7=8\:?/[DL*MGGX$&QIAU*HZ_3'D7 W-']S MVRXQ(M?Q/MA\F;.IT5D.A\"9DZIBN@]CS7JS46B?@F]"_M9G4*W)97?@"1XA^.^ M@]J+Q!"Y'%?GL2=3\
7.##^]W%'6VD%WW8:*JVP^@&B7[=?;,H'U&MY,B%"? M<%)I:U8"'9;0/[U!./..SCJ3.S,0M=E(VV0OS*K.HR+_W\#?H?#P#?RI*,XO MJAH-
&7%>P:TZS+E4GGNNVL7AA59+DKV<4)9#L;C$Z4R9[J2U&PT%7+\1+M " MUVH,>X5\V:U,T@\7Z]ZR.2U/2B5\R0\'+SFMM^L\2Z'N[,,C6-W>97VBVX_- M'M%<=9O/TQ^C0V-
4*"$_Q@51,E^=H#97LH 4;/YK%[__]Z:DBV(!U;\NDZ_^ M\FT5AB4-(6Y.2@)D-M4SZ>M_W]$FB7XR@!0NI_27VZ>J)-"OVD9U+WCU2DT$]Z)O5_G[_2)H5^TD3H
MJQLJH<.?]$SJUR?JZ4,_&::O$:V(?,'7:OU>1'1&,#6E5:LAD9%_R11$$C.= M@(QM=VQ*ATX (J)Z- (+F+*I8Y MUMH^UEJ2#M;@X$1.;S4L\I<!OO02]9YH^@>1E#QGW MU8D\
,,]/N87M<%X'T&N#2[06ORB4YS(42\7JYUE<_$,:3==WGE! M\IL7YI!]>>C?EA5*."_OZG3^SW\'(($4M#\]@'<0LIZA$NNLS^!%VKON3-GO M3TF-H6VI#W&T@R?H<
/>^/D2E,:*"U] ?><=)!DJMO("(L@F'N,,I*^P#WB* M@RA[@002W4'&"]GQ!J)ZDX/7[_'K/LY3+_)?O\,_G> ?B&:&$3Z@GTJOO-"+ M-N!E#T#V*8GS(\JUJSP=9S9\
[6$&RW^2:>BP!MAK#,AJ&[2CEVLDY=5N9'71 MOY"K$XF*6!9+H:X&D-B2+6=&MMR97NXC*+"G6'KXD>VA8O0PYAYF$!2QJ6ZG M[OSS[%HVZXK&<;TW
I<5\U!S1S%#FY.3YALV:CE1V0G[UNF/AM(T:ZA,4 *#<)G MR<8;(O]Q]77IK"%7H%,GD4BK(DZXG/H2J:ARLX#( )%\Z8SASS/I*AE.'QM)KIK M.,, WH ;-
&M2^3%&0_T&ZL53/FM/.4'P0KRZL!61RU!*==6VL"?T* J\4B^B M)6&^3(.^S C&>%B62(<91CJ<:CP"WTABO)/82_]RYN[F;UZSS -%;*HO=PI) M-MM;QU3:@C#
MK,>J+'IU$S/)%N:8PVV)51LE^H=JU:IC*64T&H1DA]]M8(\^#8G)Q V<0 2^- DK"+\63PCMW)"0#IP0QT-<\I@"1,E%PM MCV0"= O$,6P00CS
K;!*235:VJ#K!)H3*M$U0[(3T(JJ*1SC\QA8F:RR3,<] M:_8,J]_1&,HYY5P*;D$Y,K6*9%'8^=+))$@S4RWL?"YE6@I68SR9[K$6"S,T MGC I[$$6;+QP2=<@^+LM2->8;
[H5WB#\QG"4S7L R7=0+Q MQ4VL^Z8:1Z.?P &@O3K]=7PX!%GUN 0J, /Q*)X?M:=&O=EJ"%]F6.6[/,UZ M9_PJ^(!Q-&U3),I50&AMC/M!K]TB3K#9I^*_+A.$_OGWV?
H^3:T@&\0&R M*L)4*8TFG21ZAVN];)C9;;41Q*<[Z$3 M![>;40LJYL7DL=QNBKGM;QZ\Q_/T3+ATMDEIJ9S[5[T;"!R. M<<%J=&2M$W5BXAL K(9.R"9UYFPT,X35$'$-
'LVT4ZJ)P6J0^/:)YCOR38. MU=!P[0\UP8%$9%:#(VN';3A-J=81)R"3MZTTTZ*Z!]4)V/C6FB569(D5&9B; MV,?.U$2/K PY@=X8:C;/%N9$RJRXBLW7I-
P$C'E7B!L>W02O0VTTJX83.:YR MM-6V^;H)48>"&+J5$^F[_\;EV_@Z)WPWJZWI.VZCQXAP%#% M"-_!9[CU>V*DD;*QEVB*J;?W/\!+H#*IK(16OL&F^JK20HB3-?;0)Z8.V&?
&6S=XF^0$SA.1J=G?N6$W4$:5DDF.8KJ M'6=>:)X8BV%;LNC,+H;BPKN9S2/:,7(P0Y$?3 NNAKH;*+B+T/QKS0U9 H8 M8AX>:G/%QZ<@Z?(A@D(Q/L?=T,^$0*I)?C/DM+ 2?
DDM#9DV(RF'T'!YN5<^-] H.QSCQDM/]X>@%"59B,'T@8SS2#S?Q+@K^ E CO/62"))/>NUE M8 =U%Z0C%<&86(%D'I_QOJ=8*K@+XSA!(5IT$:#=1&-J[%FGNCJ5*)V*XJ-8 M0
F8V9&BO0WASHR5$!H:J&JY4'=ROHF@W/H@'VQYMO&[8NI#1JB'V(N8USRK MI?K3D,9AX*,-*:D59*CX>0+WY1EQE/OT4P+@SYCEKY/;/W,O?(W__C__\\/_ M__S$ P?
UQ#:KQWHXC]3R&?Q&GX0(GU6?\7;^0B^BU,8O;'B6=VC(MGKI'QA M%5ECO2C]$OD@(4QAE8"G!$"!PJ?/?-B H_K6+I9W;*JY 5%\"")\-=_%R67_ M(3^,D0,ECEZR>/,':95J!E;-
,$2M*U,85-0>:8CP!@PXTF7_4V3UX!.3V##C.JO-Y^;/ '?5(^OE37D K\"_A) M<@< 5Y_L/YX9\0@3EF(?N6J(<:$>'+

.$P M3\N;IU8* MU0>R$SN>VM1TOEL-A:32P"QG:C="/+6!&3KA!$+327AJ(D*ENBH%A74[L MA@#O4QE$YD0!)T%YFF0Y< (?(3;)=NG9#9!:@:0*&W2B IC@V1,VF#H(FN@E
M(!CJ.5TU-6,0%/2[/N@H.6<,2*)DQHC#+5'[:4&M?RQPB>'/KF/8+[2X1.]? M"WJR\>\Z4-!J'B%Y00: MJQ%EV"YE@QMO":1K9(S# 65+23:YR2]U F98WBC>OM[9\Y9B*5S0:R
MDV,<@4[E-DQ#-F$I;S75!=$*9&B,OAQM"G_MP2XV)=Q=ZP)?FS-DK*7=TI#"/DO9-5T'>BF[H?R9U_2RKWJP4TQ3^@.;'4Q MXK*X7&
("]T6ML<9=*#3QXME>9+LOF2;+YDY)H& MD-9"3XLS7DC9=Q"M)?%T/,&K;H1Q K@E]5$]OZ*8Q93F2?U2 !7AR%7?7*CZ M9/78'4ZEBE5-^7"E,>3$/'DM*^@X.5!FX],
[HV))%),^GM.E/)D1L)@?#AY* M_JKB86_CB!*P3IZ!-\;W#P Y3O2C3R+6<8SSMHEW]HH-+W;C_+Y8Z@_P;WY M"^-.68YP=VT+K,^B2I\"/%\"D!AR"GU4CG]U/LV&]^L)
,D1T3R8:U<=0"1-+4I?J;=%+$#X5!=YR875B< M+SAAYA,'3H#?.&,T8",FS_6FG*BMAG];#^B?.9OE,_R;N> MPVD1T5/CG"$UEZ,BJ^>:%Y-F,15V1R,7 M17HE4KR?
&7*I@$1"+_!IU[=JW*XY5!H>7#)&!CD1*:Z,L<\7DY@QI3,&E"I MEX.< %B0@W/VPVJ[7Z\G].R$0OA8*A!L%R ;_$U /';"B*P$L69E2!>*+F$T
M[B,4@8UBL4,O6D7^[>$8QB=0_/A4G5/TFS4V4[0:;F&95B/%3F0T.J2/G^F) MZ:T6\S,F\8QF"@96O"F#Y46T9^WEJAQ9'Q%X9VD0G8GU]A7./(4:"F(!K%,D
MT%';HAJGM]2[BHLSPVG-+XL*!#=>#X^@J7G&7"];8^]3+. L>GX(F_U2:>\H(_APVJ MNH#?)<$02KDO 11"0528W!HB,*-\G]P(I@@GMQ\@V03E4PNK]%)A=KW]!#MG M-W

S[KP@(?D>IOSRXE$GA/-BWL"N'=9LHYKJ.BHB_7Q0VVJOQT2AVZ]!MK^/ M_.]\',O++?\.HXP_T$O/X+D\ ,ULEW!T.8J==2+ZD)MD2^D1X_R*5-X:YVE
MX3^DOX$4122NLKL@2;-5% 6HL! 4AY1R5IGOFJ%?K;'I3%S+:K0W9;M+D M[MX5V<8*R+<@6U:@9EJ^=@M_46@/Z?%]C&5(HR 4;]-8NVM O49"ESR]?.&5(M67V,)(-
G@#B23[D2%7]"M4P<'(I/R^R53$]3=@SR0WCI7D]O[&@<,MHW]!G M* ()MM-#B:SP!C&/'JVUN3(*;2.*JR.MM(_T/BJ.T2N*3K^'(E@0I<&&&6HU MQ:?-!98JD97+P\K;>6U?
;IH@+\JWE%O*'W*94+Y&>@[?DF\ 8RS_X#L\DYS?9T\ MZ7#4;]L'[5E8+/^$VM&4VHDG81_8EY&*3N<7RW71-F\^YEY"G!M@G6=IYD4H M07>2*YW^/5-
DW/K5"/QQ++JT;\R/C"J[?54!I7,T?L-GK2' T3#5/!GKP=<, MMV: W_@K?&NO*G^O#;VOAWBJ(CH*A13%J3C?- 4-@G_.XG1>X)^CJ-0TJ9C MZL4+O20 \'JM+F6U)KP>GY_?
^2[]'Z80'V;8YPE2$O9& M^83>=+?BY?!N?#(UV)29V-=CM/F=(>XE==8'6N8/KE/?J*G-;V,L2Y*6@*QV MJU][QP *H<7 /5)YEB< '5!D2*9 (C^.&6D&9'_WN49-.Z,;C5PQ
M9>'A9QQ5A6&[@;]P9'8]#X88^NP$7J3HZ3HR[3-N-2B]LA@MAV+)2Q<*^VYD MU0GP(#=04QUI3N),#M3+4!N63JF>,'2'G-@!CL@K&U0_1OZV@0^2F2042X;_
M6YUAWZL.CYU03')EM=(7G "4PS'I"15.5&I0RQG5YGDXL0'$C"*IHDF]4D,< M>11K%&Y*KI1G-YF:)$%))?DX47I\S/0QJIFRF4%4X;PPE/[B&JPGIA. ,8CH(#M]"\3LY4RW8L-
^*?;F_$0.8CE899 M(6X["S*(^*F)H^5>_.3V3BBZ>JF9JA7*"\7WL(I-DT!;;M'/RP:IWR"5B;CE M/OUKV2?I?1+(Y"W1_65!5QK=B9***^?3!*-?ZPC?3,
MGA)\R0\'+SG18HRNX5]WR.VX"7,?*7GH1R\ZO5Q#YA.'@>_A" GX?POVM%T? M(?\I9-T(CY2 /1P,S@2.$1_ 0YRFLWRI\!*-)636785X&O"_UMNVD1TG2XH] M8Z3R6]J*E10[?
Z:2AW*RC(=46#U,6P;SR0UVG^61*06/3$U3@I9[QCJW59_" MLA)?T?<04C"NA>JOH3;#_2?-,XFV%EC7:4TPX893HG^;CN=CWL *(WMX7U[M
]Y!&!_1N2J1Y#WQP>VIKR@8"$.4V!/YG[WD#X""_D36Q.VF;4&?0 1%HQ#. M;.4?@BA ;]):"*K$NMKB+P_IJ!45P&88H43)2$$!"L!P)RJ"S-F'1.E].[$ M;HPD>C4*'PB**T[@+:3"-
,TL'7G(": FN\24GP G*GM(T[&0D+Q 1[S?N(*X M$V40I'$3E/>G2^^>WC*MQBC="8?I&*5?]Z"T2Z>%QZP(BYVEG5GH)=]QW^ M MSODY[Y'^]"2YH3Z3@7 !WK;1@-
]1OW6R7A^8;6&LM=2W%XN[I+>!=;*7YI4Q M*\9,&TWTD2.OB&Z;I*CM]?EL((&^8PGB$@_R'*2L53"[&+"0JO ;(F0F@V9V
M6;QH)GC11)^65_>D_.+X6QQ_!KS$S*^OT#X!8WQ*I_M1^+UZL3[VO=)N7NU; MBHKGAFUW>:?%3%LXN4:U4G [X9H&'%&=[]^8A,%F/ MELN>?
Z,V0D#_[R0M$4L.VWWO6AX<81))3B;BL%GV& YH)V'FE]-6ZJPV"6.K M7I4P"=C)B)?XNIS2^ "C8)VHL*E805]W'C&8:5S;N,F;#IP#7H'?2:KJSRU) M]GQJ5FF:'XK4^R\ISC*^
7")*+XKVIUS[4N!H\S1GV48DKJL;5GO!W]@'?B>(6G^+):6-,DJT$*_W6!D_+V8[GD]J^33JOU MSG9G8LW?IT>,$.S1_,V.LX%4XKL$0"49,E6OS3=\N;VW\;B\C*^\07?RL^KS%
!>$I W@\O/F KS$,@G$ MV@O$,M+;*\[(4$JS-^CU9:A=_B< %V-$/:UCQ*_I/1-]"NN2UH3\8LB26+Y6 M33\9XWS07,8B0QC5FGZ+H:@2A$%VFDK*IWS99E@GE#G8$[
:Y.GD#O8$9F+1 MGK82IXP-SNKX$HKYK7K?OF4"V;\P'HR<(MSC8.T#%#1@=OD=4[P+NCFJ9$)PJWV,JJ M*ED5K6HR=H?*K(/H;WPI7HUFGOA-%=,]/5AG-GTZ9P"(T1J[SL
MVX0^J'(#EW=FY[F!;95R>8EVIOO8TH4F>+EVMID)A<"WVL!>$)XO$02L>JNK M,=J2C>!\-D*9E[+.LS3S(C^(=I &P[LX03^J!HK],1O *YYX'!^W\CNFA):5
M$VP]//H,D'H*9UO5=LB]$$G%E#AF+5.87Q!:EQ@$U_RCZNBT 3-9\BB6/(K1 MV-])+8@2H--(5F.R&TH7[+A)FLN;?P;K?6])37'B$*^ZO:W=37PGGOHQ.+C" M&>A]8N
^37/@W^1PXW?%9/&ZTGK%E6J^5,E"?J#9\N!R"4B]U,QL^\QDAD?: M\1Q:A5329.\3D&7[@S.DOA;CTGJGR$W"X:QO[3+@79QL09#ER66O1I+N2%\R M%S8>A1-
6H^.@R4[#7,!-];I]^X<5H)EK&YHSP'R-=51B%?Z\Q0!K(.R!DYKM M9M3DY5')NOL=&R#30*BB7Y]Y-&,GU$M)L"(G5LKJ)-QI LU&VJ:*-XVQ0\?" M7)AY26;"/NF,XU*24C$DO,F-
$[A4=C#HJ+!CC4;B9VW?F]7;I#8P9RG 8<3= M+QD---(Y8@O@#D@+LQ&TA>EEJ7=AE!!.#):R>H]L$&3R.4J&+35 MNS S87Y H-T8VUB();>1;\)6SDS<5!G/9_41'4?8U'/?
+L6*U(J9/:(YE6[! M+\461)CC&L$%;9$C>\6<.G&\EGIWQIX;24%PI!!7)TZ!)5*>9)#MLK5Z!#W: MP5ZJZPW,8UB*3\[30$N,]E9Z&LP3K2V[>J0#SQ=F9]01) 68CU(V=+'RZ78J
M+SMKY D4#]I?BL'.YD@.3118MMJH,TI(-5@J^L[F, IG/4RWI]-7]QVEL._K M'I2U?=/&@$^8LO8@"S9>.,M"OTLEMG;:$3W8T([?:\P]?
3#UU8*^ZXF_@Z1G+I4R%CS&EY;*W0KT1:G*^#VY5]7JM4XT)3LV@LML&EVNP"Z($.>Y\N!P$VW,T"F.SQ1A>RG#0[V#88QQ
M*4L]@R*_PI1Y%^>)#&'6VH_M^!=ZM#4VIOAH9K*>X(HT2<_HY MY8!I5Y0'FSC'NUT= S";FS64A[.&.KG66-'(_U6KJ?=&[04AM.U SILTJ,+ M4R23K=6[J%T<-
L#NZG+EE;'%Y9K)>4'97'&Y8QIW8[.FK]HV4'2T>EN,D"BT M^4BLWEIWQ R>Q\7AXA^CRQIU3\Z"L[G2!O'@.K%A2]DO%^4YYEES@N['=%/J=YBO@]
M_!^+,E/[%#^4C<7B#VQNR!IM[K=_YI J[B/(JW(L*ZRS/:I]X$4E1WN,HW=< M\(50AD05@/TF83/8XSSZ*OW])>]NR;M;$LAFQSU:9E/\4,8-!.7."Q)WR^]LG%CF@_+3 Y^Z_/6
VP>^9%IK"VG+,*/:MW]8#;)YQU=\:@.VAI+< M2[HOQ0ZJ='>3W8#:'KSOZ=YP."UE;)_1Q-O:*FFO=$>+QT%>,B_)C-K7)5%U MR8.T:P=,$ [T\S(!T5.OAN[8!HS MTW?
NQ._.A23FRFG;/DNEV1_FOK:[Y#W-_,"8RT.E?:U+PM7 H(#ZOG(?@7 MFE#%4^4C'*JGWZ=@LC-[7O;VY>EIR<=U/A_WS*E6:9H?"O8&R>8SR/:Q'X?Q
M[M3K!5VU7]8'JX=="NCL():TWK["9:5P2G"R[.!Z?DY-9&GKO0.[51R4?M(LN?XNA\!"$07::FC);7[89U@FO+/8$K 9Y
MNFN+/8&9V**GC=:6,;.YD6$A;%FCE@1VXNE&BA4,@4*P1+D!13ONL(.1U3 (MF](:C$O@N+F!VJB) O0M<0+<)7%1]P[,0.PAFS"M3H;@7>)-TZ;54(S*AUL2 M@AM
SO/$GVT";D3PSR0]T?)=F.E1J2P[2V"V&9M$=FI,]QR(G;LSDG^D"@%= MML6,0]/VN)3[\].R/R;N3UM,^WG9)B.WJ24B_,N!^7Y0 M+.X^PID V*XYR^CVLZ909*$4'J)
[G&^"U0.QT$%FYTGCMM;?(T@_^^!("4IM M_JZQ.#4V43YY279B1G83&BJNX5DG;'JI3D(K/?M*1(O4PHB]K?D]H*9=_X41 MA2PQ@+ZH?
O*)7T5^G5)X0;:RHQ@0A4V9BCG^PDD*$?+V\%O MG\](I?#?1W6@20=?IKOBF:^*2WJ5!MY#<$!U!.C\B=I6\9PJ)?P&;$(H1+7K MY9/;J-[1)#
[&"6()Z^TSV,2[*/@KB';UK;B/H&0#ULE#G+8ILM<0V@[>ISCV MOPTER@@<8>Q?7VPO"J/[6^:Q[M(?9+KK=?(HA@B#I4I=$>0;9*4Y"EZRW^\.)D&]?)MG@[%G?
=XBJRUU4T>)&U MV=Q'J^T6\WR0GC.2 K@3:1IO\%_;>T19][Q%1\S"O0WY:V-+C%(9[<1O(%. M\ K;!MEG+]EU^,*PL;0[)#@N"--X"D-PD.(JK'%F(KJJM"!9:R1>?#"+TV%Q
M.A@)Y3#=?*!XXL@!G]38::T;8H"=L[^0.0:H:%!A@\&4D 9ZOG71!Y$;Q*ZLD I9VRNE+61Y#@OZH1OQ-7Z,X0^0(N(0?G!7 M1P,]?@:1QL,[=Z&H?G,#V^EU"RX&JT MN7-
^4++M&ZD %V&^.*X[OXQ"RSK0X$1P#IG!W$Q98Y$@(+*5J MN%B7#>'A-EB7"R\KFP:;;9R/-*\=223FB1[?6EO-N\V==:>9OC/8X=VTL]9M
MJ!EE)K9&4"_Q;NQYI5VSMA6B6*4-#$4 X1>ADU?X]=]8XAT<=TN MKEO-BUSJZ"Q.OKD[^?H5CZ&PZZK2(?#7$9EMDRATM&\9@\V I8#-_MX5)]#1SCX5)4(Y7%F2 M^+
X/8QV>CA-OQ11SPF+]@"P!TJ7TQET=9K/"I!>O0^07J!&S^/&$4)WO47X M78%MG (VWN0PH_?Q4FMVQK5L5YMX+^/7H3JX;S *>+G=&'O2WD7>%.B81.P M!U$:O.-
]N9F7E:U)4"B',(ARN.#+(@N@:N!\#B),.E4V#42A.0I-KF";*G3, M1&-%7>G%0JD4SC_8J(/O/*)F&.!D+H=7B$K(/>:TF^7##.HVLQIP3B#?
Q"\MF[6M5I(Y4>6B*%>SC$8H(XG/R[C].$*=#UR!"$"]FT0X'$%V MP(#:1+QRSG< TK47=B;-7BFUE[;E7$Q4JC9UR(C:82@WB#)WSHHYG?5KF(/W M=E9[:HEB7;
(.;'V#U_U#O)%F.YR^VD]=8W[]SI[0$/I)46A-QDV_NKT*Z5SV MSJ/UTDYVYHTIOD?XGV'N(\SKT9UPY](X#'R4 2(1 MZ3E'/Z8$[5X0;>R#.C<)[P/Z3=;-B5&6MJHL3V>2;-
B#RO/)2@!D@_MN>1USHC*'CJTX M*_<9,F5XT>_A+MR =Q#&1\3BK^&M&70JQ IT,&WCVA(OX@DWP1;*!7#2 9(2 M9+:*.YKBS:D$(?BI=?7Q6R^)X&5!W!MF>WT%&R!
D+K?00.W)K*?@C +5HMSNPLR_X$7O!Y$]*)W,64Y[P:(>B&*Z])#EMX^2[E_@T.ZW,""8LL_ZB M@/">D3J9L)@"<71 RK^5K!4IXF^'\A[[RL1'1#^PX_GB>P
M^LH)W4QH,U:;/_,@#2HK#L\SR._WMQ+7@X\>/53]T*PTP0(/P>[?;;>?DD! M\<54\7[F')=F;)WH*6CU,F$Y-5+X$OD!Y$O!6YZ=8UPI;O(! YFPZ#-/*DR*
MO:XH2F_MRSO+.^)@:><.8L& I26N:6[T [PM4../D@ C^VCL&4$T._L($(R2$ MT'N//6^XY5"UR$Y/(526X8:CDEYXNW&QK\R+=LA$)B9*B8XU]H> 'Z(X(>?
M_OXKI:"E>#\3B+Y4 1GQ2Y3&YDP>:^92:KQIUCNQD!&>'<.),! Q8PX3-I;% MQ D,^],=T1;C1"B, KKK;?5Q F!!HNQA65(:(&2NGU^<0D4M7&Y%5O6DNZZ] M36G$E
WT)FS8$Y3B,ZEDU,KW@V)M]Q&Z ?#7 M9AD_2U0N'[T#:+[WWG)9\7H<[Q5$F#U%#UQ]JU&:B>;)EEMHO!?ETG"?WQ[M1ODOQ-FU?
YUT6I^#*#CD!^K$FK]/C]C](VB[3YN_*?:IU\YZXSGONO^\TT9_MU8A5GNTQ$R;@Q6FL?_+SCN GLD3&-M#;Z]^),V4P+P%JM?Z)U19)N_A6T+L_TJRH+5
M&U31X#Z05JEL;&TDV7]5C[']:;V#*5=8/MI5?@ MR0O\=?2Z!\| 8I\ADEMOOT0).'IP>LBJ>E--%,F@5;0.:5L5C:QQ4Q.PB7=1 M\!>V0U3.I^4O^"=,Q47",77W MU7_)--
CDEJZ:RBF?>=U[V=4@;!^)KD.WA,4+\Z#6NBS,IO%*# MN+U,A0/K%)1JY1]>0):%1>%WN"5?HCR%E^ZYBCQ#;908PPQSLZ"-L6YO;MOQ MK(YYIM@%$1X$VYP;4-
0M)Q40#8RLAH%I@R26/VE9_JQ&IT]8;!=,)R#B6B7K MQ,3ETTY QC:FLP^?XT#1[W.*9=9JG+@6X#I SB9\|82?IDG7ZC0CX5N?P=6M
M!J@/Y^$:VZU&3(H',0WY3L'4.7DMO<3JK#,AFAGL7'$*P@X],3"V.L%,G+;4 M.;@60/NXQ:S.+A,G0U7N.*O3H"2)< 0WGM49/BK@M3PC1?Q #_ \6IV%HH+(MQ-
R75J>DB!.B(B^IW1DKLOJKC']UG-P5(G(FY:YG82"OA76'MH6 Q^F=-"\29*#IJQ#BB!)5*:LK2UWF"^&QQ8#SA*Z <:"A#6T:,#=@-&#DAC8-&+FU?
ONG:6X2L8H0X]\M5CLR>Z+. MT]>52J='?-:@II%D]D$F?>E9[8*8 EOJU6"UR5TMLI*7KB-E\]1@"V_B40SO M!1N]C;J0Z7P*#MZX08(-'JB>CD4U*BX6BQNXK5"*/<7+_.R?F*F?
K\QM F@ MI0'F90] AB)6\)&C)Y%3FT^:=HN#^D "3W5V0N&BE&(-Q&;3EI(QSS9["&W M7>T2@(]*>U+$C'>YOAJ-0W4&<)='2$K'9N64F?+$"WN-VNV2!4%_=2\-%SI$#O-R
V\,QC$\@07-- +Z1DE.] M$3-5?."@1C%RYB%D=#"1H3 N)5XO?74M4(VWQSC:%"IAK>PEDYEPNRE.GWSY M'J3I0[%=Y"$?4P(5[]](DZ1WU[]6T-U%E2PV?
5;&.P*@N4Y5WH.,NXJ()5^ MB;8YDG')?,%YDWLIGBFUS&4S2_[>A!CY[Z#C&R>ER4[YX[R@6\Q(^+<9_ M>H]NAI6GEV)?M_O0U66K70T\I?NUB(%XCE(!:Q-
EN=":]:&NIO[YXN0]Z@(+V+ M/H22%.^P(%F:)31$ZMGA]!W#'8D3).^C\D^7:?-3YWH.9M#BRSR/YW.$[3E/ M%)N1I-
URHN/I#CJ#!Q(;P)YB.*'SL26(2#6[V,58QHY,&SBV0=31H6)A.NCV M-&A9'")51>PF+?D%)._!!A3/=@LNK]['H*54TH?46AJ=#%I,YYRTM%74Y@GJ
M_\$F.'J\0,H!XQH$R6J3Y5X2>.$G+X@>\$NDHN>QT].@996%N(J4M.9O+R*TLI*DC6?]F-44Q> M;O\E?OO%I(55LO^=%R2H>B98;R\FAR'*!'= @T @SE6M \
MN;=!R[O,JI=T0>ENT)'N'B^_? OHU98LR 7TQ1?7K>K+5%$?0VZ3H03#3;X M$H*EAYI.E0)O7I6+,2F;H#HY5$E(*3'WL HKA;I)N*]QYH4F8#TF]39LT%8'
MWXR)8M/\;75,R*2LE*<'6ATI,B;2!'N^TG 0MT2 7FX$^U]0F(I+D#T3]C^_M,!6^3>.$TD<9W.(3)%_)**\ST.OE68:HN'O'@6<;QKK=R$:\45YS,$S+'95T
M.2D0/RQJ6"^IEN@EJS!==#)93,6=+,+PEM6@GMS'[_$!?M";I+FCG5 M8'@^@SA\[CH^0$ELCQ;Q7C[A>P6V<8(>1I+?U3Z#SPN<1Y ANU2*#%/(R5VN
M1B5M\8!)0ZSL[J]>&B84['H T0(R/\Q%LMWNT:*IE!-A;1\KYF$'SJ"&98 MO/_8\S (R=Z$Z M6;NVW< N%>"7FMQ&H#J.+L\+*^JO"#NQ&1/7L[6[.K5%\@C;G.'H;O:72'HQ
M.$=1UGT;<(U-CN[+;'D9.PK>SECM$9B8POUW%'JMG*W+P-3 SPGP-"B@"X$2 M1RB$>+U%?!X'3P:;$D;$ZJM:' 0+0A=6I# L(6%+2)@9RUE"PHP-":/P&MF@
M!,XP!BW8HNK8]H="O>Z][&L0AE<_B')T&UW!^48 8D"78#W4?-9G;X!5"/- MPB"XJ]=>RO5AX6"]K7+#!CY?+S2H6C#2)*L! ?]U 0$]MH9NE^+YF@V(/,BV
M"/>)S0%T\HJ_M4CCD;!MPR"SJJW.5$RX?E;.DLAZ6RQS35K[+;+>I,%;"(5ZB4,YZB3&%3WHJF?$%,J9 M]6WKYJ*5_WN>9L5?R51KS+0,(FL2KU/(-A6Q1V$2DQ%R!+B[)"6-
]G4#"6; M4Q2,(9[K(QBT3/%MKLQ5AE#=H.D8M 7:]F$KS)P6M<*SSW@S" M@L,9! !KRR]SUDY]BJ9B// #P3(D FY)$5U21#5CUS<:1_[I'==P[!U'S-L M1_&<)!R'O3-
R(2J6/SPG&4*ZY,]>H./&_R"P.)$W5@.T)!B/1G:\6*XVZ;5C MCZQ&:)3X)>EB#/+1/XY<-;WU)0;#=31948643WP:TC4@559AX7,41T$V5O87 MB\YS>]>TWIE+OKHJ6Z-
<(1/74I=5W*?C!F*.L3&AT7O"N9J-"9H%P\K\K6$5X8[S6[?014!>A7CB*EP2_VTS\MA+^"4ZWCC2CU&%1E=96F^0$O M;I[54;O[^Q4$NSTRHK^#Q-
N!V@*_I$C4OO;"#;)X!=%.4:E'=5\T*-.EM0KN M&A"%(;7F&;(R\72_(1_1!M92D7>IR+M4Y'6OJJO-M1\GO2L0^UYOD8@+UXG7 M!R7#<'XY,&
2DA292]+B0RIMA"_YA!X,F21.7%>8BCW2M(#I6_6;+* MDN+/S@+0#CTHEO[8X\|3HE&9GLS73%7NE2MN'.OO(7'B<2CI2+ 4A' .#;1 M.Q)*(7]Q
OHEE7K)%#8"U=F*#"R1;TGS6=XKGL-5R+ S.(JZX4R'9]9P-#.A M?P!]7RO(O1H0 MR= M<'3/+#W]B]=U\;HN7E?WO*YCO*U1<4LB=Y1VI D.M[B=1WHBA0@[2EA_0[" M=_
97HE[^5=3Q$:="QPH:_/U>ZP&A6JP62T>?EKFV*/- M:OG!N\+MQZ/-9?EHLI?<[?1U#Z"JM,VH4HJRX4=_98HY+X'[CCN$&4KVXH== M_+":L5-HYQ&5OIW
=7&R+DY6(U!5I2V+U?815-F<0'QQDMI!OF<5>P%Z J + M==Y1']ND4!>& T<+?4V+-+91C%$5:D%:R!SB:$$B>>C[V6/&*%-C2H;],_P_ MWRYRUPO8H477]!#?
#XH5WD?;.#D4:LHL'?'%TI[!$95RB78^A)5I!@(KH'0P0RNQ*.J.L-G;* ;&F,/K$B4 M,IVB8AX_?LD/!R\Y(6#>092#J],G$.\2[[@/-L]@MS!G[6%>Y<:DJ$XQJGV4 M0&J\SM,L/D
26T4XP/4!RG)^$=DJ%O?5:U"U8*1)5@,"_NL"0N-EJ L]>B$A M[(O==MHI%U14GP0QL(O==M(IK^!^PV^GQ' M0@.-P7-2!-OQQ71BZGH.IQL M-&$3OOW8A#GR@*
)P__GXPJFK+5+C:38A7V;)_$1W$=^X'T. M?#\$MQY^S6.U1<1&)$;Q?DJV* 6;_]K%[_^-]F34[%#Y3\NFU/^X=OU8VNV MM1\T3.?7)\ITX_^*=W*5!MZ3A]ZLW)P)YWH?1(Q-
Y'69GW Y]+*V6EH7NLS/ M[T'2KU#[0>*)#Q5(]4O;:F34"L2==T>[!.D$FD/%J68@1@_)9 R4WT'R%IN! ML_!YEA"'G/"GJCOFPTG=:L"%*;0NXUKM9Y9&!
(G95ON#Y;@85Q68SJ.K,R65 M;F*]QG03@!0J%<67T_HK9&]%[V"Z DD&X!JGZ-\7B\ZI27CFJ7]%0H":#%) MD:8EKX(.S>^FS]WNX-0X;S]LBVMLDK#VS<9_2E0NK#_,0
M5YF=SL/IV=OESAT#6!,XVQ#WHYT.V9&H3"S^1RFDLZ(OFD7":E?WR!Q-6%P9 M ^0.]9GE'C\C?B'+%2IB?1]]A?^Y?]V#TB/^;R]%P3KA)5CG"<5-)=EI%?FW M?
^;!$8W\"%#HU#DG[@&5PWY&I>K7VR_S MM $O>X ,I!C_/<@0MOH,F=4\>18-0D-]QLMJ+DQC9+.1MLFNPC#^CK;]+DYN MXOPMV^;A:H.92?H,-B!X1_.
[+N0DREKDQM"VU#I]/Z O(%Y%C^ZG-C=J 8NPTU)BSD!SC!$[GUSB(LM_@FV3O"][?_FA3EX LG+'HI)E 4)=M:YN*,7^*CD=)0"I'2NH;R7 M7-=-(NS'6,4',&0',>+I*L_V4-
#_ZR)',W>NT\FHQ=RG:2ZUD+*#48M8YUF: M>?@=)HF5U'MIO$P/ASCJPQ]$>IJP+,%#P^IASC*8QX76VISI\P*LXNVA>"+ MX2)YT02:3C/"A"_F$:*=Z6(>19/UL_^-@L6
_W_^5Y;DX/+'.,K 1W8;8A7\ M__ROM+ GT#Q-8+ M4R"]5!_+9'\[-"2"/HN6M#@8C4EP*![.^YO?$&V;L/#L#G5P6-KQ3) HA?81 MH3@K!F9#PC\P=.6HF=3 T-=GC@#?
&M1@'525WV@8A+B$O#6@Z4_L4M),,&'Q M"]6@S(-S[.'(R29_W\[P\2Y<*E^9CK#'0. KM2E6=80->#,' PY+BIC^#$9 M&(7'1(;/C ')CV8?G*X)8 P0_CX'$"H#PA@_&,.
#1,$&.@\$_34! R\8V! MQ$\&(S$-2_C9> 3&Y ?_,G[UHS.#7TR#H&O)%%MV&?S5#.Z:./2+&/5U_F-Z M?@\2_@J%0I0[FX]$JS>P4.=WY3UQZF<:Q:<=7KV.::WUWB@ M4P
OZSU$]P:>R##&)1G*^5&/+JN/Q@@'3"B\@>HL5N:,COH'1^&2S2X$WVIA&6C=!F",U1S!^ M1G84?>^7)% E@]?(-J!QA7H+C<^L1!#($&6.^@>HW*:X.-\[8!\%7B]S)"U1
M",^E:2VW3OLP!Y\C^F0?9Z3/(]K%_'[V#-,,F"\I"Q/IJ M7%H&(!OA2+?M5GJ#]Q[C*&Z2!WOVG$Z&D!72^(,HA].[F+ZNP#9.0-$.*OL@ MO?V W"=.(+OWDA.V*J*
"6IY6KB249D]L:,_52B!*V& 7 M%3$3FWK,)19\+_"(M;&_STO[AM(3NLMW0PYTL>,_^_F_[?WILV1X\C!\%]Q M^+OMF;%W9]?Q/&]$Z6IK7K5*(55/QWYR4%4H%7=8I):'U+6__@'
HWC@)$$B MP6*$P]NC D!D(I'(.XF+ ^T*#O 4X,UWM_U$2E=A>-(T]E^SE-C&-U&>D:Z) MOL&?LQG[WP9&0D*B&4L@/9CH/F.NR*[3QG&P>5ZHP3WC0>-%&!TL%
0^&WHUX7X6K(?7P-.^(T)?B*"J4_'7-Z+6&'\91L/5=-1(M%PP#D.L1:3D+KT+B(Y1(RQ^'7(@:&0_0B4F.87M6+ M2(=1=,Q>1$),QY-[$4DP,H?
P1>3"C.I(OHA4&JX/>121&YSYON6#'@5H< HW MQYL]"O#@- :N/WP4\,%)S/JJZ"AX 2=0C15G, KVP(E@XP4:C((_<,*<,,[@ M8G);EW8'%Y7HNN2-+GFC%YCN9Z-= :?_IK3W
&\4".3-MER_0[F3#J6F39+< MO,1S@@W?T(KG7$(;SZAQ.;1QB63CAOF*JAYSI0/04"\E?N=1Y#$5BQ5RME9(QF'S M-MP9.*EI[CH[9D$>W+??
HVWZA/"MVZWWJUU^V;AV.L6)H(YNX>8-H5>2]B_ M#SG9$(=''%!)/B,!)9YC+XV\N1NAX9(]UMVMVZ\M6*OY*^D1VQX'ZW*SO1]* MTT
!,I#E@B(HMYO:K78[/Y>^]^Z@7B+L3".78%DKR4^4T68ZSF MQ$-KW-/?UI2$DML?6*GQ$VX-#_UU[)T>%MSIA4$[7@B)K)^TXGQHIYI?(0/'
M*EK(HJ\E]4C@3QEL)SQ$SF!H)T;O#]:'T]C?ID4WCM6G%^]HI,Y=%.^13TRE M?,%NX+(@$?*(/NDO?: ^SX4&6GZI>L+6G@P3./.4K+$N-)105O MY%,6;P]>@DC,8@_2YJ\%#?
3\U+C[]44#@M7L@O^,WHO==(],!*AP'DB0\H/H M 5,QT:) 7UIODL*OM(DVW@_BA"#2KGB?O\5[9TM M/0:BG^#-#8._UU(0SG\3<30UNN?7]IZ?T3\R/_%35+AIRQH%#
[(VC=9<7RR*<9W*,?H[0^2N8C1=\@=,*0M^9;<4.); MK2[K=11^H#CU7P/T&*7H]@?F6N%;^R0G^BCHB]$R7Z[W-
2ANT"NO<*.1I91JIEU')H51V>V9CUZB7L%$=QD+\V#YPAT%7-]]4X;YZ+NF0:-(M*1I2R4/=2)]F.U,=P02KOJE95,RFV*G0:\[I1^O^O=#U8JORCAGL>/
M&YIW(52UJ*)YES.=*F[I,HJ:F@E8&@57X$3I*>J0@Y.17:JY_ LX$=JMFLN_ MP)2\6=%0CA4UN?$3@M$L1IL#(O3@A2=\1^[3Y 5?('_O;[TP76VW44:Z8[P] M18&_];$46?
ROM0HGUU$0>*]1WK9J%>JISOIV498.? ML!C?^ED[OAB??Q9NBXK:\345*>[#^@@_W/KO^$(+BK ,6],:*C9X[;-;4)A5
MRAQJ.L2=C4(L,>/_'YSHQ]&.7UE7:SZ$P'/*@LH1U#51&\-5^D+0EV'LK 5 MWA1E\:<-?FFN\-?^X#))P93Q2 YLN"V]-[,8MERK%H M4=D7 B])Z/O<%&1O4+*_7=!1I?
V,H:/\=E/_B!OZ#=\:V/B:$U+@8)+;>KS MK!W.MP1?Z-LD]8]8?.0QLM8@:YOEZT=)4T&2G,OP]>SQ.B\A=0G)_Q#Y_<,+ M\Z.4HC5YMI\SX@L ME#>-
(>SC.D8[/R7_XC]GW!GVY(K8VR%,.%3#+)ZIA(AYF(2P0"T\(;6YUD C M_49#O.Q)C<]PAT/M1J,&EN8BAM_C&[1'F&_OBET0#E5\>+7[P'=:Z7'67\1F MMY=W+$"F?
D"K*)KV6L@;XERC:??H!:E)F VG2(OA\=0+67<;;(PQA>Q6:@QB!G'.3D5@7/NL@_<@Z@ MTO**@<:(4@V%7OZQ.DVQL>H(8D0E%4;!C!N9X@J7:6Q6)?8%0D:>
#TV2;9]X([G2X^- MK@%>>,=3K$<77@8Y]QW/V1Z=;-4"!AQ/]IY ON;')CB> #XV[A0#(AQ/%1\; MB_S8"]>SR,?&G&[0A^O)Z*-*WCW"3UQ/:1]?-52-<'$]\WU\'LD-I7$],7YT
MU/4*X7$]37YLK.K$![F>;C_JLZ,1ZNOWXPI!":)3K>?AC([%7();K>?[C MJ]CJ85ZN9_V/C4MI-)GK:?]C(U 8OS8*\F:DT$BBYD9!WZRT&%ZDWBB8FY$2 MHQXB.
HF9Z2XZ,H)A@\29#OV7!:?,9;0Y1EF#U>O.)_TS^P"_(8')YL\>6Q&GMR/!_MG8^+])_S&R7;=-U7%2 9!0RX0ZSL5'"T8L])RRH^%64P_OA)985GHN Q-]K^==)M??5^^,?L MR-

U8\W=@5'S[8QMD6-7,XT:.[UF:6_GW;>/JU8F]@*A$WHA?!(;&PJLD91SL66Y,P@.KRKHP'M#/ZLRJ_J4:94O/Q0K7XW?[14T MS;!N0SHI8FYRY_^@/16%-
"N88*\R%V9_21$2_XC$P@5[['@L\P6%?A3+.5MO MIFG@_9N.$WCTF2:PCF&#_(Q*ODA_RPZ8TQ;?I,D(ZD=Z_U]^!$1Y])=%'\+ M7_T@((D@92)7DJ>W,\W >BM8(X?U?
H\WIZ8DL,?:L[YTNNN^<.!\B(5!W1 M!CX 3P?_EJ!]%CSX>UXLA,I,>P]CD89#'-/%/VMAYS2$7_Q8*L^W5[:M\,RL M\2EX)%;H):]SQM/*^>--/QW%AY[1>Q33ME_?L.#$=#?
QAEHOK'M.2\J;Y3$Q MRAEL3Z0ET6N(YDVULGZDEUEIJL7N0)35)IAHBXP1WNO2'6BW:FZG$6PM*/+J M=![RY)W(GVBG=[QS/Q?OF(*-^?
6MH8C8H\XU(6@6)4K29R]%M+W>[JS#4^C%B2J+"\<9+]=>Q4CLM<$_2,CR,Z]KT@ M+\Z6$$Y RKFP0#2YO,/U3&5QO,*2)/,H.RHVJ%<)H4;#6T&C3%B75!;12O E
M"29U%WCEF%&5V],)?G0$+Z*:K&,@QHV2K,I51<5I!XV40&94*60D*.412;VQ M%0.HH-3O!9*5NT MHCQ! ZE6Y'W\>-
!&'6HID3F"4F%Y>%@X=4.*DR(6,EXZ'&$B.1RBT9$;QU%PDA9T"CI:R<0$8Q0-W($ M&YK6@9[H<.3>*!&)*'E49 Z8$6$,0X$CQ-!#*^;D1\M+V<^D1\HXIGEQN#9D
ME(U@9)1;;"$CQ)S!43FLW5%T]+,XCNRRLDD&3(NC6AR^HZB06=6:X?N. CE0 M(1$E!SB.D3[2!2?-P/%.8?IBA8F4!LA(,RA8\ ,$("-@!$%"G.CA*#+TQ(AN M+HFC8/?
P6^KFL#B.F9[O+2?_Q7%D]'EJ^>DTCG>5G/"U'5E=,86T:=3X<4.& M)BU_K:.Z*>4U.8Z1GLQ6(S<*P(S%/)OPL9 M)V8E5VX:'^3&MR.0Q:@11)!Q:9S5\)(KG>\!K(,$M21-
YUO[ZJ"$E=[I?%=> M'0083!5UORFO#N)T$DC=;Z^K_'2+DU/=[XNKCHA>F;#NM[M51I#1]%IG6_&4 M3:4A-MDI]O:,R+&3CD HIGLC-N77P'^CFRS/8.,?\1!,UOBOR3YON-
0Y_%8. MO<$/6"LD,!@&4=,?0XO;JS5&[^E]>.XJ=9ND/J9N)*_DJC(5(&#RVJXJ4^<* MF/W"K]\](MNFI_/]$9=CXH^W6:,3O[#;E#R-I7OSP?=>_0"_@!7+*-]6WFGI
M+6*XM@:3D27K](#B#2:C NG\$FA:\V&_#4-8_S3'4OC82XIAWQ?]^;"/15H M2'<5PT>U.A(F>[ZAZW"-U?>74X+%(1HT5:&;=5 :L\V36($18M\5X>XQ2BO1 M)KKB5K^,9)?
@=3-;A+7XJT]-+04XRV-07LEA:_=U/O8"@ MM*0BXME[1"GO*>)/<+:PD7G=J6Y\,J5T@$Y744MPT] P&N$*2G*N(_@1IKR- MB" W\IZ4'7-F57DU9([MX)W2?JZA.M:1(]#(',?(N(^
KAKH>O:)GGUT#,= MQQ F M#2.)X\%K(PN& @.,.X[RCH_\97M NRR0WL/D&04>O82E9F';D4XC@FC0H<0A MSAAHKXE N1>1@[HUR+ %5>F:W(=_0QZI3,HRG6JN -
#MNCC*83K*[?N1AUP: M0O";SZCWE2GG6]L[R; XJ1MT_9#M5A"SKK/>$_F(W8 MY=8+Y;BU4 QTKP<1-$86_XX9MP5;4%O<#S#=#Q/:@TTQE$I8<-QR:10?N0#B
MN/71[)/#$FGO!IY"+V,X@,'*"LD=+1R*'7-;F)!E';3;V&\Y- MWB)@O'!KT[(59'2[<77U(_8<-0G=%!D1H"7EQ3*T6(86RQ <!V#&&+L6,Q=LS&V.&&G&Q-Q5UL2HM-
:5%,G<3F&*8C@-KW2_;^G@L17G#G MA_@8_88&#K2$(JD NDVS&!,@2<)9A3O\-Q1_(+FBK3#57G9(+1FGMD^Z1YI] M0YLY"%-'-%:P!N97[^]17%;GOPZ\)!%X6SF#
6U>F&_!'6XX2/YW#[.@+"E+ M%@C*B7%&6D/HE\PCH:*HGFQV=7KT:+M&/EU(IX$"*-^7D%*DT^8&D/VRE1P> MN<)BT$?>U.$UH9F>*J^)<#XT$&GJ:E$S^RE*Z!N?W
9$&BSJK&.MJ!#C](#7 M6MD:6F@7LG-/MD>42HY:,,$:$(7 1C*ZRWVM@B#Z),+X713GK2I)2PZ4?,?2 M*18*]CQNVFLI:X _Q>C=\W=%[3V#&VZ(;NR2E,-O\VUU/&R01<5PUBO
M,W>L160KM%'BX%H^$QY8TA1:E9GV5(AN!SAA!BU_/+R3D5YMV3P8U3M)24R(I--L/SU>4 EY0BKC#G==C;,OPVYBY"59?**]3C88N4ENQ2LZ MFN$G_7&K@H#'?
GF5EO,"&)NS7;1#!AB^S7>U!M2 M,VD50\W7Q8Y3_Y^5Z1B+3E@"%K GEFBCOXC-9@ Y4FD:'K[W;Y@J$B&K%LR M<1GHA2TIF\B47U%ZB)1N!6\JC.MQ'VZSN-A8E7M)^K-
OHR-:QX2J8G0@KJ$/ ME/_QEAC2$](WZC;,CB@6MPP8X5.&K^<-PI_%SVMNG'\/$#7=ASO&C6-=3)WI M#DW8$;R(RL&/@1@WRL KQ2-H&MF;X08&S-
=S0J#&RR6R<3N.$KGY MOM6BN8>=W'$4Z=C(J[>+;ZD&C0VEUTO#CETG'B4[,6CLJ-"*LBV\(1KS;C83:RKB%C?!UG M0H,VY.#:J>P-0
MXP@9^^'B.I\@5S^=Z@53TDPA(VK21\R8NV].&-5Z!%6>",>1H\7@]7VHCE[T 5)&(=_& MJY1.*)F^! M/ -(2< \PX/ZKMSW@>QXWV)DP&%HT][IB((>)9.L ?. Q11T
MB(+=/=8%H@_Z*HD;B8EF6 -CA1_A8T9%!17IE'L:')B-+6\-0>O]WM\BM5O' M'@OOOM&&HGJWC4RQGG"$-\3P!U/#AU("DGR^O627+,9R=$;W>.?_(/\2PR28 M "RD70B&
<(JS@<#JE26""&CDN)JV"<((#N%NB>.L MA"J&XXXGP^QF'MZXGG0B5'OF:M 7THDY#6JNZ!-3%$?!T$4]QFAU'R M38MJRT"PL8IV*G*2:2UASTY7ALJ0>YJ>R":CD B(G^2>
(XU4%J[$?J.V&,A MD!N-GPB**KM_SY)4:L)6G&R1Q*+M'T3_0'&2XYU+5YV!$$[DAKP8:'>%0OR/ ME+QKB?[)J"QBSV&R]:\0?I/0,][2] L?B_=%Q#S]\\;[L4K3V'_-4L*M-M$3
MENBX#J2^JT$X:QZG5CUFR7QGK>-]!0".UJWPIH*VZ2G9A96>UCJ". \8:$S(M%0+AL\RA#^$CZ#@^3%PEUI,*&2W*KH(^',>+B2O5 M6P9RW 3Z>LGA[\##N[\/4"]](FDB1#
&Q]\D= M01)ZP"?1V:_,**,T%4"DLF"?:K'*T@5LELWE[>SJ1+/C9>U0=%: ".9YBX_> M41SVJ[O*98%KO_+P$WXA9'&US3'V%/^:DY>D"C;1R]/VQ9.<5?%UGA!V")R<
M0T/64=24^AZLNE7W1H\G.((Q42&8:5'F1M&8'K%SJO*/(NZZJ(>,+P5%IN=S MVXCE:#Y=\T6(V$XK>17=T>[T%+OS5;OVXOA$0T!2ZVW_YUTFVUFL9W-M;\?
=$9A]#RMP3ML^#! MW_,XDM+4Z:F6P5V:OTU+L0M!!)J?-RR9M-BQ%CO6A=BQ%F.,,=L#1Q0F:&"(HXX"N5B< M#%NB<9U@1R(,S*;;"$),B8&,,"F=N,HD 89H%"/FB]Z
M>K+#,ZCUQPV+&YT_,U H7;&#RAU4,M K_<10!]C642U"Z MI[=-,M_KRU&L^U@6G1-O7[+CT8M/Z_TZ2Q,LU9/>"B5W(MU/PNWI]L?V0-!4 M)LE/ $CAS#6>_>0/0029< H
0$I&)NT' M()PR%T!&RN^1*$+EX\)1SQH_VXN"B&+DOX7E UB\B^**W*(I+K)#L^2ASQ8? M_\9EB_@G.YNZ_?;,VQ3YR)98Z0@^1%FC)A$RMYQ0H:FO*:M#!EB!"ZIH3PVWMU
' (T,J3&;I80U M6"&393H",XL5] 5ZW.L^@:U;_Q$D>A=D8 WP-K6'P='(*.T3ITJMH[%-VL!2 M9=G13@':P%(EW-$F -K 4N5^#&#_#!!8:C08]A? 0)+C1%S=<-6 >Y?,/BD
MM.0J22+210CMOOOI@91&],+3BWB5Q3$[=\=LH8V4,BRM:NS1%BCJQ%Y X$$>\XO6T)A7M#VSOBBO!BQ M@V@&-
#"$%U,\9SZ@V*^52;.?;G^\8XU8W&*",7!QY\"Q8YERYV@)#(YC1%5J M:.&'^3"#1H62_V>"5[M1XT^*?/=1JO""UU$B>5X@#R8JI#E[5G[*AV?F+M761G4YH*;#JG__CHQ@S
MAON5%Q056N-RP'5OEW@(0K?4A0?;]"K/%V ,]AP M,C[6N3Y0G)(R$B\HQ,_48Y2B9(/GH*<(O[+ 2BPSX(TL:IV6!*I(Y"_5J/DGI*LX:JDVI"@T+II*T#=J> MH%9?5DOX9F)
(3=QS!%7"!DG3X,H-DYV"N4HL'5?E6PQ+K(XC;0QFYFCVT9*0 MTYMX=%1P)J-BB;"@D:-$+"+1MHX&'N<"C8$E2Z>'(T"JFHWNV'*@KAC"-2Z
M.@UD'(Y.7JJB)N0TFM&1Q.;F[OCF)&ZYJHA8V>:0CGA$Z7I/(+Z.DC19A;O; M)/6/)**]6F2]7P4!&0+&AU?4?@YW#[[WZ@?4DUJ NEN'S\2[&I,^CN'N,0KC
M\C^OO,17=^@9^89]V^$,)1<@(/7MX:B:[Q#'[\56[)K5HDCP4#[Y[HX-^?A MW#PS;<(Q'LAT@T'V/AM6,.M9?!2&0?M",\0'@:W7'V;XKC#NBS9*KN M[91, O/PN.--9S+0NQC]
(^.4&-69:1\LUM:T)=7VS'F"Y?PK8A\ IH3U[#5 MV+1DMKWS*4Q4S^@="R>TMQ=6;G0%&]U5 KD+_Z/<07R\P>L'?8S^HB"#WQ. MS:LF/%KQ'&N@E,;3];ZW-*ZUA/LQ5B9-
N4R/QW #Z+PO!@O=$"IO_6")M8A[3R!J2/O?@>ROC5I$M+8I4P'$4RP*'2V]B32 M#CB#%XF9*3'+'X55]I8E:>^44 ,? '-T=K6T)$YKF\;_==XP:8W]U?M[%%]C
M3$9'%+-25CF#)MTD:2FSWC=VP;P/XK'N;=E^9M"7#-],+)6@]6O@O]&W*;DZ M/7HI?M0$="V=!@J@?%]"#BN=9IC7_NYA42=+JCO'9YJX,62S$+&0(M-
%C^P%A/%0F2W!HU& ML%A4/%&>#\H:#N$*U9HCX0:K_(GC--!:X5#/M9'K% M;UEPZFV''[P*+$EKU:9-ARE&N(+<[J]2QJ=O"]%>W@>!>Q.=^SM-L[0
M+M^.CTI4@6&@._(*R"E> MU0[=" +B6F) (T/I2=0WTC3S0+K\ S1.5/0+'25KB2,Q'T<"-CMJ#-539E># MC+(1%$^YA
X9(<;9B[KY$7*^F$$ZX2FSD,$W3A5MF^TLTN#D9R^08"%CP/CQ MXZP#8CRF!'=V\-+Q1IL$[;XO*=LT*-%@;;OCX;OTV.,$[9^_LW5UA!+ M&?W9Y6-H;'R='E"\.7CA!AW?
H]B+3_?'=\^/:5MCBF*BI*#D&6VCM]#_)]K= MA[=>'.(32*ZQXO&&50V4K/>YWXSZ"X44.-[W##/[NR"*8F+S^@]B[<'+T'T:T1VB.ZR<.>1'[W@^D#L G)B4EMF5$AJ*+S] ML:4?
W+'R?+2FCIR^M7K#Y/R&'ZW69;Q/D@SMR#7TDH-$)M18",AEN4')-O;? M-U7!P@-_%<5Q]$GL<-X[_B4]\:Q=.DL .9VZBG23D2);6$7RHYW2
MB7$G@SK%;V&6H%V)^'.@R1U"4GVR_WK.9B-* @#X4;(NY"$JAC^VBKUZ'CF >- M.27:T?3?U\EI1+P[@E>1R X1L8XH DXV @6=(FUUOV$2.NM!DV?;3P!5F3* M0#,^
C*0I@7EZ6HR 6HX*8Q+<1SVZ<1#,X$TCN?8]N:SPA ;R$@QQ8%:A@O(M()MB.8)8)*? \Z N> MF"L=Z_WM/S+Z$I3F#?PFO$>W MQ7^\XBON;7F5N92G6P5PT]RA
);V2"!U/)::3[;OAE,UGV96!.;R*B(V'S\E M":PU!02_/;\#"BRW-MCB*>P1WL(N;Y*"KJ,D31X1_P#8HT'@7@'C2[JFNX&Y
MLT[7O*3@7%BV;UV];588$60LZBN%D#&SI+UI,1@5O;@=W-Q1.1W'QY(&> EI M@$M.$!BQ8^32"#!]SF(M&#(>E@29"1_5NEW!\0AVK#$Z1
^A237P&V3KL.O"19[VGF1N?(VNX&YEAK MYM)S] [=T=6)[D\492*.,?N.-8ZV'9JD"/UP6B2W_BAI9/+]X]9F3CF"#)K\DJ2P^8W?T3\6I9FO_.TD0JWQKE"/7\
MC.@M]HX\M&VB*W0>W#ZMX>O9(^3FMG?UF-A\TSS*E$\$"12KE+;Z/&==<,)W MORZJ"5]9R-8P9=5%08Z8*/,<0('#\6N:+ 4.S5KVE2^R>1'%47N6_2*?4U:U MD=&'
>''<0N.^A52$(Y<3_XW@0NMM%V(MAL"VWU(?#O$RQ-XX2K& HVI<&KF\-182@I 6;:8F!0[NBY<_>R1((MPI M$/G^-K.;W1^OHG\ M,VF.63A;OT\-
/FM>HO4YY!%_||7':C@*\TB'ANHL2+/66P&*F'_[\5;ORCA MMDK.U5#6^R]XC.\V-ND]:)OKSXZ5GIS4F*D4=J3Q/V^"WTT^3YY9LD MO5DTQS15=DQ/_/O#'6L] 9-#U]_]]' ?[OP/?
Y=Y04$2UU%(8[U(E6\4'_DM M9 TL;9H%^L?\DNJ0EEKQV'=AC\!!0/X0F)F>]XDNU/Q.-^ JR#P(,FU]Z04ZY+[,#_7 M39029Q)^&,+$WPHCE*;X-%S$P?
4>$7:#=*F\VTI"FC2MD^CNP M]X#%T1:A77(71\>:5:DB#EXPJGR>?:,:BC_\XJ7M'.-C1/M&H%QY3BCIUW\G M*3J/4?HWE)X;4-3AE!GH1OWV_%!;/?
G%G\@XGC8P\2;FA^SS2OFDJA6++=J6 M[0?N(R1Y =99FJ0>5DW#MTF>=/[WH B)]:<1[<8QE?&^X1X9E0;1,K&NM(<#Q<&IY,[-'OF5T6T;PJQS"UXZ%I]X/9;VO]9$J-#L12L?
Y(!0VB?\= M1Z0.^2ZCKKND:?%_\0*/M#_;1.6C;-80T^/S[MWOPE#P48,65]LZZR](L1N2"$E<,!R7ZZSB;$&HN M88"3/3HTXM[Q/#UV_$]5 D9_TI\3QK= MWI#!%%X,1U B8HR&
<>((YU0B%V:PO59MB%Z,QQ'$B8C*"N;<(+T^]77,9%VS MQ)U9%-B5Z(BZ&1>.8P.2#JF9\^$HYNT7AX)$7H:$;4EN &0LPF#QK3?8\6)#
M$A[/S_]Q'.YQ[,MF$H[FCMJ'G$PKUPDR+NWRLPD*2$Y8* R2=*:5GC9WO!L2 M6[A9;9#Q!T-@$5BB'&_Q .G2]TI4' /_?UKP7T]V' /%?[Y,%'.S*9*+F&"?
P5]=/0"&'"_$390I.@KR(5E+82&? MDTLZRBE LO3 .@5YDNDH!P))&[O?C$\]I? MX[^^$?_--LAV1 4A/WKAZ>4:,X H\'<>C5K"_S]G$?OU.^8!N507TI5B="!A M Q\
(KQ$=T4.4)+8[N2E9YU8!_3C^UWK?MH(2RUS2(;@^A=TTO@*@QYL9D-3Z MO9G\EC74Y31?W8^'8K."#AVB&=# $#;>$,^QUR4EIYBZ);U.4+<_R#]YU*DX
MV6*1CB2E"K2D8GIWG,WV$0B+!P?\6MR@#Q1$[X1:"DS*FDA(9]KCF2@(2+1D MB%7M^]$HDU48)).LP;0%Q3BASW .UOMCEB:P5J!1^0+%:C4YCI;YV4D<8)=
M],7H$SRS9,@1Q)/Z(0@?<\BH5$MI5I!5%+#A1*:R7 V=X$ZK2B*.8U))=FSJ MZATA!G)&WQ@H4!**(*<%C8$4N4@%.8]B#(PHRF3N6++,&+$Z+N".$6MS0(4=
M*\FMW'DPU6*76NQ2EV&7ZM%!W'0=Y9R)5PFO_,9^[(%S["$,H"E*O9BAF'O4 M1BXMC]5OG&"GC2%P:R/#[LV\-,)=6KU[M(Q%['']0:?@X#C0%U)C')[3
M9H)29TN!]AD4Y[%0@VLI<&T9)2HZ0K,TGD@4=Q\?2U'K/AQ*14'KY#MGRD$/CQ8G+O%GL3[BR(CL4[\?@O-_6!I+ MA=U5DF3'/$'M6T(S>VY0BF(2'Q&^51EI!7T5F6RV'?
_FDIY,-:!\@.3>-U10 ME.O2'[H^7%\=;]_5/:C=%A)8A=)#M(N"Z.VT>DVH+&N:L#2^;!:M29S64(K_MZXQ.3I.& N3VKY-NJ]6-
K;.QYN]P"7%Q&BL$7B@XQ_CCI[\M#%=J\S>XY*C# MG8A"=!Q3@90(_/4WUT3OCNB#N?Q2F\^"/YI1Q207F@'!/R&] M]W]&0;BYS6RUQ;,PV-](&^NR<'QCM27P=@F\O:C
VVX[27SC@KLH)C^:IB7Q MQ^ B;PD6=2M8U,[%R7O@C']GBN] B;@J-MCJN?2,"&GBW98YJ)D7$-V*$\9O M90ONQ69UB4$1YE],!VT-V,D%A R/=,>:G9['O$J<+\V!3;?;98_-KEO?
FP,* M6U?]]@>*MW[1KI9(=/NIQ$?5C?MO8GDIK>81^9.^,& \EMS\!IVE;3D.5F]O,7KS4C3)D]A_/W"/@*NM,V_] M&!SY-+38#=]@?= MY8OE_;/*&O4V 1?9$C#OHGB/?-
)+N@)TI!>>]26X:).1!P,;&U2JNPVX"!\L M'XYJ8%?^_(P1;,'$,'!3SAY&[5D?E:R[WYD#RBP0JNK7EU34)15U2OR.%/@Q M=V1?>&+FB.2J%%T@F73ZFCN+<9B&$DLGY(?
+H,UMR25W,2ILPE]05[B . M(1F)+;?]2XX>@/U(BI'.1ZQ.03.Y?7O%>UT MR6>F^7*%GQL MV(? G+3#["ZU M--/DET8](&\Y$@#V_*'A?9=:5VOR>\4(_5MP#^_"*
<<77DKUK.QX].+3>G\? MTG[2%)NO4=:PX!)V4Z&M0"3,(EJY>6>5I0=\>/]$.UH$K&;M(2 G37HCA-/1 M"I3B2@=_;"FVY5JQK9Y'?AONUOM<[NW5XM;@9^>!T/Q-
7>]K7*K@2U/@5?!U M8.A=ZIM=;GVSGL3=X^B'?V=/@\#O0A^D1Q(7D<_4D>GO8G M+Z :F,TSOSIUCT \!A?FG(Z"/4DIS^MV-+C-M/B,=F>D\?![W\MO[^]0R M4_N3\
[B!7=8B,KOJU=>9:$OS. @ILVE,N4)O?D@XSY6'EYOH8(9N<7RFB,=K MJ9+U":/O[B[*8IW-U<:/OS?_0PMQM?$SJ[5@RD.QU%\8'><"J[W<)3F"87N6 M9[.4:
[!$W5T$RLVG"_Y4.?*H!ES0Q[!445BJ* "BM!'-ZJ-=>!?(M8;]PH8] M,_17MGG8Q] KQ6@T3\#H MFYCKKL8%@1):GO:U'^,X_LO1XU"GYYI[VIW$O\$Y?ZLM'HY!7>^?DRPA]G+\
M/S 3^_J4]C#5'.)A2=AS-F%/X7AO_Y'A.W ?8@Z:40#7Z0'%FX,7%GSV,0H_ M:-X](V?<%(WUVP1<9"_99FS$/>,SQ,\./D?*EK_AYR%Y?ODFS#@3SX%+ \-I M?9RN2=K?
7]*70%!#RTQ!*Y?>>"FZ_R8%MT"P9^U=GG1QP7XC.P=S!.*:2$. M+,SG6H_P:>"-GB%=-0L53TX[K<_/'L'P;J_N_@P'M;.D,+7+JCU]AL25%RZS M=GM;GY\]@N'=7MW]S?"
(BBJ8%J]!=P?S13,I-@KO&FAM;F:I3TN;6>NU&'LX M6\>SH,[]$ SE,TE,AG/'XBAF^XG)WHF6M4OBCLOQE2XE[H#@"GVLR1.S#07Q MU=$(6.<%&3WJF?
LI&9)TN.:TN>//81FG;99?CLK=AT?; S#+.&9S?$W?;S!W MA#K,Z-H>C.6HW&5TVLZ260:YS^->,KPJRVFY>S7UO#?N!.L/ZM)S^_+TM,3E
M+W'Y%Q677UWS59)DQYP[X$OR%:6':!<%T=NI5R\=LU^VAU:/4@7A%$3Y6.\W M&*P$;PEO5AQ/+Y\(HQ>+>A>64<*FDCBM;1G_UWF[^#_^E^:-,;?8_G72;7W%
M;]@Q.W(WUOQ]>HPQ MF;O]F[4-EKXN]\+S[5;HBHBP9W_#Q8[;.?_'$7(]+O M'6%A+'W&DM<4C);YW6GOD/=#?(<:O_WM M>8>O0R_/&,$Y(5E#2"X
M[(A\XW_X.ZRN3<6OF-\%UC.@"]JK#FBD5IM>!P C'YP77?X>!7B9P$]/4U-F MZ\MS1NN$3Y9X [-&\G3/EG@#2WST$A_M0EB1CB7+=["J&P;:K)A2L
&24PXID%*+_4$+/I'B>V[<]1 MO,L8SQ? O-?[)[BVL%-Q+C7&QC/Y2]9UEF4U0Z&?;<\? ^Y]F M@?>1C+YC(/S/LT#XV ;B,3#_ZX)Y=1OR& ?PE^4 U.W+SD9W_A;A_H=0X[_
MO=KM_'S3]R%-^J!V -O!G)6"D ?DYJ;(>QH=3+6"#@UP Q.E"P (SN3L42WR M4CAYTL"4]6>(XN3@OW.BJ)J_6ZQQBV\SN?QQ>A*&(C(&&B[:5K^(_-ILC%%V MSI6)+=8(V-
NK6B>"(,&:^36Y.M5_$43W:2Q@F&2?4$RR KPWS'HJO)8ZZ'U8 MIU46+>M,-[SS5?Y.KA+?HVW1T(Y_Y;AC#>^IU!YOT#; 4DF[Y!I[C.D3C:/W
M*";DL]X_HVWT%OK_],.W^E'<+9A ,,'LL8!W(^^,[%FJ)-* 4&NPN[$+VJ(C.T9!+)/- MS$&F(H"6-O:6E <9$PI:*%\8K#+D64(::*BE?G&FH-XY7Q>AGTA=Z9N6A5WX8^=
<9568>#[[2X3CL VY3 M5^EQW5D_@+/H*E^N.]8'B>BJHW)+DKX=8/?'KJ M5RC]1"C<'-"U%\]/^.+5,*J[IH74"?0>D\[=09D0EGYXQ&EJR1!
M:;+>TP\O/I#%!S)C*^_B3;&9(UVCU?MPM=]3?H:2*KC81PEF1M&6_A5SL/K> M>40S;$W#1*YF#=HC_#3O2,,.HV]VS#%HS![WOOI5R]^Z]#0L+6L&V(EIE>+
M!4V8*!4\BAQ(]-=9[,N+?1FN#6$Q0"_V24?LDX9$BH']/;KS46V)+(0"YV%46 MNXJJ$G_]^'A=^+$VOA?^W0^_HIV_]8(-VAY"6B#B.I*&U/58Q2+R/U"8H3O\
M4%Q'(2U]\=U/#]=9DD9'%-_^V ;9#G-WPM+Q_^TVW@_NZ>BO9,]>$4=)DLLX M/)-%;82U;>*W-/>)"<+:FF-@;'65IK'_FJ6$>VZBQR@DQ@K\T.(/OI7!!"K@ M**VS&%@6
\MB8%$SL/1YX$!C93' 3*\)]H(9+M+LPA0W+MJ8TI)H+MJBTD-D MNCB+RI47Y,W9$$H7FPH4(!>;RF)366PJ/.0_^-XKJ:'@4_<3K9=WB +\-B7Y MC9!TRU&>#@' /#!5 91RH+5-
YTX)\7Z;8RX^:*MV?$0@43WJVEC+IRW==6>8 MO3>W<\]Y[VMWH&4L"W$+@GJ9?+0G^UWLC8N]<;$W7JJ]48X57>FO3CPLP0HT M.A;SZ_1FHY8@Z[AA%5!4Z(10&V(2=?
G6<8R8N!-CHV-"*_L0 F&)NHZCPP1U M..]M,,0T.,J0X\@91B'JJ'7' \-QOE1X*N.^.5'?Q+U+.GXDFVAS:"R1+$X8 M"$ N3IC%"0/6]MPO2Y;#BLIR(6BW#MDLB07-:-\"@9-
J=^.@@;V\8T MUAL^)M*^A[2R%6J3LED6]>$$X0M^8"J@G$&3]M=@-">M]=:H_SKIMEJ=JCL; M:_X^/<8X37#.OUFL.E9%@@#&5@]IO:="E% M"]WN.L V#\)O
\L[OG;ZRC#LN])^+*PQUK;>E$K)'PCH MV:>[^QPU?K<84(N5\56X>\"K![]EL9_L?*K-"XE$-@L6*UT="2UKO0?Y#,-B M-:E!G+>?#(+HDR1LG?L(W$5Q>?,P7HMZUKPRBT-
7,]U(*PPS+Z#9F\]HB_SW M-,D12$,6\==O?Z"\@R91)$FGS5L\ENP\W*VP'KYZQ>IAMV2&V;6MD>2W<.=8BVMUZ<8AY4[+>%X=2K\?&H5"-!0P?
+,9;U5XYND)/GK];DZ+:SPCC/B4D M1RIFQ^C=P]OS://KY)R?2724^*,#ELF5+1YJ7)G@,"Q7*$1[/\4DNLMR6RC> M(G[R\4D1LGSPWA,,T.K]/?"W! #"/_%IKO>4BO-:6-S3-
\E:&C3]TTE7,^ MLSEXZ?D$1\U/F6*^VVSCK MM")8IJQGE&9QF!3W(6E<"%*7 5\CPH\V45V<2?"3ZD?,+HQF%K8I**UV M?\|*(+2M/<[TJ.Y%N8)?C1?8JC#S\1L":]-9SS&TO-
LBU+>=U>ZKA#2]$B MT73K-N8)4LH&PB #*,TH$'HSFB62V;;0"%# MK^:MEQI(ZVB07GQ'\,%J_C@&0N;4(%+L!A!?EAF1QW T.$(4#<@(\#P/9, M#;\-+
<4!,K!#3WNPT\;19$%UY)CS_#C:G56+:^AX@L; QY^ X,.H;VD,1/T9 M"*)&]3:-@;A?W4#<.,#_!0CP0YU:8^#FKT!P8\3G-8J$"T6I->DU&P51 '4! M'4^:.VD1YXP(3
5^3(%Z"KQPE*R(X3&.!!EH5]QDLL_S_COGUXYY5)H+H,9! M=Z/)>:>*I0Y4UK &:KV0.;$P4&[#^;F#I\TU).:/%'\3C(:B6N $^G/'#9M M'@)ZS^+M :MAJ[<8T0O=WA0SPEEO[OQ
LA_!W>3 =UE(.H?05SF1U,R0S;,& MTE-N?LH94(,G"4./I=/L1=GGNZ'-7HB>6NSR]O@>1"<4$R8;(_INQ]?Z(&%X M\L!%03%R(:4*)D"\=
<*B.^)9$,$9QD3L\\=U>D#QN;!AK5"9D)E(IQF.1GSY M]!.L3>S1';Z=.TKC5[]_X9<:$HXWO+>N7/@MW&=$B2C1TJX%KCS-=*^,Z#VN
M8>0NBM=8FWGWNV=_C9\X*_(4\=>/V5 :&EIF>O7J.,_BUW,DFZI/1::G3&4IY% M:5E[]E+TU2/7,8I/Y]?FQ?L@'I*SOTV-__1>W;D(Y5ZV#W91*R7+ N1@GAZU
MK32L*76D\6T4D/$C#P<6F3$JS[^ZNNT(,EBA@,:Q,9N(0&45HGYAY)J^XUCI MS7^'F@Q XTTIZ%AF\)4Q7L>XC;"JGI*QH9ES([V-CN!%%)]!F)FPY#E=K9& MI++43.(H.GJY
BIWM]@L SF@=3JI5WH+(:-IC#=Y#?:\DNIOT)#YFM%U#,6K]&OAO>?CW/7X' MMBA)UOL!WDAS7YP5&M^PLH5_1T]Q]'?
ZU';F38AAA#*X2E79KQK8V//HN[A9Q'E'[!3TU"RCF@ MI(+&)(IXGP"$*'.,0S33 A\3;@?0 :B1T1-1J5Y0_.%OT764I'E=@K&(5O8U M0.@S1S!WGA^3,@"H_JL%PF7O
Q#*==Z&41Z<)81K">$"Z\Q:PG3 A>D85WC% M-N9I%,/9G5)OF[ZR+@@:94OTD#E2&J(:2VAM@%[I:(# #/FJ6%6=W3GUYZR] M[M'L\&>;G4B5_]G%CSC+63A&A-
D=4&^68O!D9X=4JWQ&FYV CM\@ $8AJ<^T MWA,.2DM5^=L")82)KL(<%0SMH8LB(LLM$2!+!,@2 ;)$@,P@ H3#$76=Q))E M %<$YZ5H:O/ 01*\5[1$I]^$%PA_(++
MWT)2G-3?^VC'K0'''^O>ED'G\#WP*$NC)-0DO&:$P"! S[@6+;(8V^@4J? (0H#2(V&<5E M]*N T,G6*/(-U^]*)7ZL]SF8:Q;LM\3"E/A8WW_P-2[EJ)L8O>J6V-K%8:Z%
M\EJ.>L(SXDI#KQM2SC70>50+9EN R)K%ZPRR34/L49G$=(0ZN24FC?1T@ MP>2-&=9ACX!4P1)P"40A('^23P(B!=%KU#QC H2UA]'05NR6%N8\0W=^Z 5G M-

E(]2H]1Y=]KJ\ "$SU8R[-54"H;M!V !W 6<2KF01O,K2):EVY M?E9&H.)R@! @.O+SGJU3GZ&M@$?\0&0MR6Q+,MN2S+8DLZG>,;78'7$X:",< M9G88ZAV;+$/M[#
U22R16C5#M?@:T">P9/#U;$DA##HJ*Z<*8F<<@9[7@V(8 M^,[7.%<*C&JCH1V&Y"CLHP0I:6=+ZX?X0$[QFZ:0,^?20D:,-7&S&1HU.Q29
M+%P@O^.S0Q]8(50MW&VNYV'UY;G(I&<3K';< +K9H;Q?970+(7:SPSQ0KC\% M=X>]|[BP6,SM$ V,-TQ71LMK*9FRISU2, MZ.P0;TC/F2)P='8=B4P0O5HHZ>Q0-P'9PE-
5_NPZL=J)7!WC*'YU_2@$<:IC MX.LOKN-KJH#7,9#_5]>1KQKL.HH5VODXIRDB94?!O/,N/UZH[Q*"ZZ2)#O2 M32\E 9>2@*.L"6F*S]\,U3*S=P7 :&Q M!844!D(21+DBG6Z5,3?
H(Q#K-BYE*)"9@S> M>=!(G5FRGE6#,?!W0B1!S>XLIKCX AUR=O&RP&E;IHS.[CSZ1X/VU4IG%^<3F7$' 793RNUW/UW-%?#)9L]9<\GF M@+#TOT^YCZ"QY4=O;B#
<5PNZ7DLLCC:''6V+JV=Q]3ABSE&5Y4%C;&9^'*N4 MI*?'F0R7E9(U.U/_M"C,5;79&?LG16*N[LVN4L"T.*0ZX^S2 MUB?
#H4#QG%UFNCY2^^FT[GCLGO'_^]^S1/R2J[BU/V3'HQ>?UOMG]('"#%V= MOJ#H+?;>#_[V&;T1YZ]E9UVQL834*"*YIC'&\G66I-$1Q<3#2#S]#YC&=[F+ M7^:_Z[T<
)>>YM[5?'R]%C6+C"1.:XC_W5&0J.T\)DTO8#AXA./G7;+^3VK M;X+IQ!./=6_+5?'U2;>^PJ2*]Y PO8J, 19]O/2ND:M& R7P8_3=3P_E=;O] ML0TRHE>3JX;_;\?O;MAG)<.6X-
LLCM[1?;CSO:_^;A>@6X\6_5SM":Z99Z$^ MS\@1)6C[[V_1QW_0X*7XE)]0\1_GPRG^\+_7CZW=UGZPL)W?GCC;P3\8/LE5 MXGM/'FDSL*T(Y_K@AX)#E$UQUF8_5-
Q@F_'[O=R@#6KJ74QXSW;5.H#_\CB" M 6DGD]XHF$.\O00M1VWN MRC=,0VISU':NC(JZS.>HB5L;5B)0.FJ*UB-QJ3CKCOE.Q7)W3<_71\DS>H]1
M0BR47TGMT8,7;E#XA!\I6L*-Y!YXX2DI6*-ML]YMF.(3^.[O4+&AK][?H[AD MT#(KGNIL $:[SE:O3HW-)EDT. !M\,?T8*G-L ;&^9GH;$^8>R"? MMYB^W3-]#^-0A)
[UF%,UPX+=\-L+QVZ(?X"#U4(L\=[0SZIHK4^Q]ZY[2I% MJ()ZA?R$/WZQ<$]HX7Y&"1:!OT=83>';M+N#G+5B:TK7;*/U ,D5M"E**416 M55*MHTXN#(+&B]Q$IR
C<&&#C$K;;-?R-A38*4#7FBQ,.TX7E0-*@V1A2^4S]VG,[8CPQ2L /G) M^8VZ%&_76!X@4[#:(A(+?G5(#D*>ACP/-UE%*FP@L;7RD&$B8()X2W1WG@E0AH>ZZT# >)1GD
M2=NR^<*8A50J=%U'81(%_H[4FKGR,.1;]') B,FM:CMCGCWC;)/ZX>(-_6=U ML@G)^B!+_9N/=\(^VJ;)IWZ2^2_7N018I[I/VM4%2V[__M-/"F_DY""]I-'V MCT,4X/TFQ!2?
GEC@/>&+CS!L.SK\=R\@5@%W@'SPO5<_P!2.B%BO!G)MCJ.@ M2J!RD%A;MXSAC/:2 SYA\C_D9#^\@):G2J^].#[AA\1ERA6 O=I2J3QY\D[D M&7#V9-FL)W<5DE/TT+R(7TAY'
M^):B<%OGNFZ!SI3S&D[MPPC!C=YR5X3?^=[)'$:3XZV]*^8 M#'Z+L#;U.QY.BLW7[7C04:#&RE:[G9]O^LGS:;_&=S_U@AI'=PGF/LR<-FT,@WD[*0"\]XBS*BQ%)E@ :O-KQR
4(U%_Z@0Z/&B9Y)!: 0[6Z].,3L M-ZEQ)F+9W_JI2S#++(I%/_;]|HR>(T# $IYS5.,WK%(7WBA2) ZO9Y,D[\# M\(I9$/5YLUZ4U>Z#>&-3J$LY"#4?-*5F=D8S/C/\.%5.^670Q2GY-
6YBN(X^B2/ MK$M "G2V\|O".+]?M4&;)J!#F HQ, '"T.9:Q,3<8SG&7K(55[QL)U!U!UK; M-#,V@+EKUDAKVU8U<+9@D$Z#)!\[R"V*;Z3C('VJJRI.;*8<*C-M<<>.;$# M;#
[)'FR1]XB" SA,2##%8AF_MM^?34OM858WS'7<<_?.FV$_%)7OF6<"(Y]G ML162ION=":#N*M; 57"V,P&4S[,&TD#'.A/<86O:>YT4G.KLETH^T6X" <>5 MS.8V_
D6V0S344^2M40N^Q8X&SELV3^)'OE^2NO*G/;U<\6WPVY[!- Y[9JU Y Y(9FXETRR M!@S;S<@$@3D4YG,L!D1I*EB#@)1A:2Q@SW7"\@BR?2>,D99ECXZ_3R!RM,=V
MTWE;";M3Y_,R4WFK/R;K?:%]X%^I'; FG1.Y'$*>[UE+*/M<^F&&">6\|RNT MC^)"F\!*!$IN?V .$,4[/_3B$ZT20\Z(\(4HP%]XPSP:Q?@>"0-
US]]U*7H16]@O"BY#6Y01\HB*@/ICA M$K1?8GP\3W&T]YEWNU>_7'>@9[*N+A8:2'('NHG?@>;G\GB"KR@]1+N:]9Z9 M.P@1>8K/ L9:<>N+ED>DSCMHA M("?G_?
EO;3K_I8XJB'A2NM!?,&N/O8 4AMP=_=!/:+^0#R2 %BI=&.+XPTM\ M==,OEKM4PSD>'C7Y5)O8] /%IRR/."JVF"46Q_FB?<=X]Y7BN<-K(^TU&&") MS>WN HTQ-F,
9:RP&P/(G6&?4$R4HYS,I"^RGO"L^((Y]AS672FY[;.NC;"(M\1YV',XYZ*\$Y"WBFB047A7>7,N@,

!\]OSZW#7G?#Y8-/WP,_=7I6T*BH2I!?86? MH0]NY9)=2S*+R_\7_G0OA6!H_>.$;>L8WX';_1^PZ_CITZ([W M<]CMND&8_Y-T(OP1_.\ %1+AZD@X_#_IWUWRYAB^>NV83:=\
(V!O'/,TG*",/#UOIZ^\0T+W3'YCX?("UFX@.FSM7_/\E_6^_KH=3AH M7_,GQ;,%^4R-CU&*RG(<;)^P0_"K*VX?/FE_>A?%-U'VFNZSH*Q,XE)MMV%4
M@*=M$=I1X_I]DF0DEPGKYXQR\W]R4ZN54 -ES$T? UZHS"G*E?NO7OSFA^OP M!;,(+'MO#JA>UX!95\TA!*D22L$LBDH7& W>#^)Q(G6K\&1\B222XZ\.J"3# M. K;.?
6,O,#_)]I]\?R0D-@ZO/&3]RCQSC6+_S)O3ELE:'^/\2=NHL^:RCY[M?>I\[(1]K/<-:UG75/;S?[I[330YR7I/A-_RT6D] C__R=$KT>/9??!#1&SB
M^+VIQZW/^SEIZ$)L!,R<*Y8RABR!X9?9L\BN%E@K]7/&PR_NB"B?SH:I MR.$GHCD:%?_-H1 M7)2*; L1[()C/FHT)OCE+Y=)(JVR2V=_/7"J(050GJVA,[>RZR&D*H6RQDS
M^J+99.'_FNCHY@:H+F"S;',5><,$HC8 VDD('/YJ)\%:P-Y):(0$L4]*?0&K MU=NG=WJ=$-XU&Y(9Y[%HEELNS\3#LY@:/Q9 M8,52X\^L!>R5Q!7&7C#!$DXQ7(U1,2ZBL4^-
B?:*RH\1GL \K3&^9#%)CA>8 MP(2=.]RF8"J(+.")JOPI-@&1!0?PH)',\Q!!CKPNYQEV(+6I0M])[U0Z-!> MSA[+U7;!L_FI[C+VZZ/7?.M,D!@#[67&*?K$F8 H3K9^!YGN;>$U8\T
P?L? MF@Y:*<]OC@U(USX.N/K9YQ-;-Z%W?U2Y2>+M\R?:!TIT M823&9OY,^V")+H88+,%,EU^S+08IRVWJU&13VFB*YG.YJ0; ^T8U3=$>-U%Z M]NW4F2)M,[_:[6A!U+-
L4C7F U[!2Q_P^@SB@/43XF6&W_^E_Q$7/=J)HZY4 MRHDKI=Y>G/'JS0/V6FGU,W$S2UJX#2^=<>.3B"L2PE)"2GQ/S-3_YH7Y'1< M.:V9^@2U2D-_FF;U$6;T7C
ELW(LHLI;KQM#Y9.L"4&RAY I_T@FC8/RQJO% MQ7%]E,40<>G3P\2K?)[]^N;-%X5G%6>,-4P5*ER_2R4*LPSOD\6CN_MBC(+0 M15A,KN+^[#"T'ET'1TWUR<.)ZDDG-
/[/NM93B[1AY\9P#$'<\R!BL?T0%,]V +?X4>("(O">22?;R+HS1'Q-L8\N#X]Y]&'?M M50+$K!D!4VK&"M((S1&KE"*L93!1PSO+ !.J2:K/D1[?LQ3%+]$^_?1BU*BY MX#:4G1#3?
&@=0JCF)@F$9[F\3"EKF5@TC4F3"^]RJ1VBAEQG!)I* MS-QX+[AP%HQS8C Q^0EU)\$)HJ_Q*B8@@@EC6 G:?(9C)F@-FY'0UHEG!2? M=7;8LI!4#T?#1,JJ+>2&$*
<,;\WN>I,AD@KIQ[LG+^8VS7 ;YHK5%2&^SVB? MA=6QIZ'78PD7;VR@,38.R;KZ9QP,?@Y.GE!8RAPEV)_B,O&B46R1QM@ MJ)
[%_@!33P4'6DW7H@/0YC($8VB_\O53JC4R,)F:#G>281&._^)WY3CN6,-[M$K_*W7T)Q]M30B2/+%L)$4\RC&C&B]C%;G>03365_:KQU%/F:.L=@-M,F^..
M9@ZVMGGF<\/<.6ND71:LQWO%3!>&MJKI(.9ULBW230GC!*:S2CL--Y+%N.W7 MRW(;5PCC M'F[BYILDI8.-M8N,/IKWT5V@DOZGC]I2=.0=,A2"9D.BN,8=63
MD1+'RB>9YCH?5? MD4LYT).A!;,Q-"!;>K:(N8NRF.D$NG2\^!_L[+,+QLMJGZ*X@QQ-M])$XH8F M.MHBANIT\ !VW\Q! '>6 X^ ZE$YBAO@YH_=<(#I.DZ G#]C@R&FR[@!
M,&7!PP$FRX 'N/7P#(*ZN18XM?"L$9+2))]^$&#-]BF+MP>/MB5I]HPYZXO7 M7AR?2+>2(]&)U_NBR4QG!JQ,.%*&)<7'],'<*-//P9_A7#:<4>AKN43-'DO0 M,]_4L-
M3R>:!!$84?Z;=!I$@+@4IPLB;R%PS+EEL]/CT+=)ZA\)C'<925>O M0UHZB/;<9>;*LQE8<-G*-S9NAEOXK'.-6?%T)?+59H<*BSJ"#+'RW6\MZ*_" M$$\.",?
Y:*;$;^$.8XGH)Z2)!"DHF6LK+G'X/LC)8T,:4[#(D,=/H.8*X#G[M91M6^12L#RUW+=.Q3(J$QPAG4IL)G2'3V'C:_XU$"9#48PP2"K=^G4OG0OE7 M_"(=LV,98?
4^WC8NT1V6\0:/Z#,O@W[G;>$XY/-J6:0-69BD<4; M;MJ&JG;1)40=5E7OQ'I^O>K-M5B(N0]=E-PMHFLB89Y7AJT/S(V*;%H+&-Z] M.1+M F9L;2 PLX5P(TM"9_T$KJZ-
G"9Q8=A604 & &#:[= VLBV6>"VZJ_.Y@3J .>0_E^SBA< M3/*1[A=,WEZ;+*0[AYQ[=^92]082E7[UC+9X\UB1HCNX0NDG0N'F@!I,+&\9 MFE"_@D BJ-
W\O"0V_!R\&+\^S>\S3@@$TBA[O1$+(1%[YCUGGX8 MO+]_85 MI8=H=X9(L'>VHE9.3.[#U7Y/<8>2E^PU\7>^1[JJXLG1EOX58ZN.=D[S8H@\ M=!"NZ!//7B$IS1)4MX^]VS
E[M XVOOI5R]^\T.6RC-#')6+E)%U+&U'">QI MF&-O6%M\4W\=J[TW!]QTCO(T9$W#0GS_&]H5Z'NO9>UXSQ>/>5+5S^">]);V MP7S76>5,BI>XI*8K+R!VX9<#0NF-EWJ
;*:"O@S,WGHNZ"3G #A\K5_2:/O' M(0KP[I/\YC#U%'X!3 <@EAVB$;&$A#<\H7W@=0J)&45R69IGG .4AV.='3ZK_WT5Q;=J:>"U(MF<3CNQ<20R*[\#6-%3N^Q^B PL3_H#?
K!H+)HWG1\|R-#(-QWGH.?@WDVQ_X M\#&/\T,O/MWCE:DH1-K-14' B>(?\+D;_(\D];^3P!)CNF M\O&^Z!(:S_?.%)]J%5U"0W513&&A7!#Q8P[A!FA%S"FN/;NZ$#-
G>$.T)U.I'+@JQR%_,QG@(3>9$_E M55K:>RLB?@>\!3W.7W;P#D]@/H;1S\#5/1G_?F3S ?>@2R((5PP!U]& 5#= M9VK'WFF!)YQD&QB^,"*"ACO+LL"M"@:XTU"\5++6Z-#
D8D]0J@DDVW?')D\ M([H_DKG6STWMP1:>GM(2ML^0_QX+N1]OEO5SDSVPXOLFGNRD&:$9_D^"-*M! M*WH+,WP8IS:G><:DNXDX)HB\'@IANG5KO+PE)=,R#\>[!?]?^:-
>0M9E^W4V&&7Y@U$P6'[Y_FBZ;[\"F.2*,PMM',&<=?WQ?A M&U;VHOA(COO:>_=3+VC7__]UH"3ZJ(H3D]/@4>KC9(,Z/>B\NBY=6;"]'?.
M"0\OQ+H8A3__^3]_.R=*,KR<;L+,U_D:T0T_:^IWTX83LN4=3OA@:S"$S6M: MW33-:I8CQ-5/ACEE/(.N@FE':."5S[=^".Q[+R.G?#")&<2A&-4UOHUWE+A0A" 9FOY:B39
MF@4")X*KWS36+-!@3=<3^_+=?0_!0=Q4LU=#2FR9<9FN0(%7('W\F>/O6]E M]5D!"M6UQH:)J0HK[)\U#\Y%$053<08##EIX1JD?TZPN0BU)*T;A"<5^M/.W
M!2L%#NYSUM74B0*]F3 M$@;*B]&X .?Z5D_D#U0LH*.>\(RXNGNUQ9-S>%I>^@KS$C7D\@X&/IY+F.SB M3XFCG3>$T5W>[]J'G+[:XW+#)TR;<8T#Y(H$AS M.-ZWX)^+
<[R44 R3,SB)=K-,H62D6$K/XG =4M0V ^Q^<>"EF8(6.?Q(@Q!5 M7JLN33J0O6^6)E70-* %_$*<"L1)!,^$;! Q9$_=1I2SHL<:9EAA:1?-(E6^
M11H0!N?;77WY,0J+_VA^GGRWBB?HTJ(+J#=+CN?+7%,0;S*TB5Y0F@9Y :6? M6;& J@B:S.[96SOL6D7UEP(..-^X-P %W$4!(4-\-Z1@4D82XPN$XQGYE)Y^D?[.B "43-[J5\C
M^6)PB89M?AJ54IB?!$L>#2M4+YJHKP!2SC5E*-*6> U]&!#MJ)J,% E)<3EW M@M)ND]0_D@KD-'.&Q(O[>>'QNXPT2"U!]TY%CU7K\68@G*__Q__@/#_-_>^[L?[B/RI^(/81BE=
7Z-_(GE&O* M_^+OBD>MK-OPW4\/UUF21D=22_B#U,](BA9]__HOH7?$)Z0T-#],D>"R4;_/=__9\5J;TIUW2]QE+V70PNYA?][G3I<-W0A/TQ2CV[!
M#S#NB2B4QAE>R<,+DT&"RKFO7D#V\W__=5LS-[(A?T8?*,RP6G[T M?)*>_81BDB9)I]]?_^-(NX^K%@85LWK])#C9. B[F +'_X6D?,GFWGVDS\> ML^,KBINU@
NB2&H4HS.IC@T_3-$;B@<@8Y?%18ZL#!L"L&MEM3?1:K?S<^GT MR?-W]V&137O[@U35R/SD0,:M]Z0 S3:W["3I,PK(/S<1QL4'BFGE^<)LVR+_@WPOR:-
/2L!U9]7149Z7[2M5%D8O M?=#G;1>/"-X\X1K>^7)H3X1UTW"7^Q!__]*$13P&)%@EJ94/8I?4BN>"2:"JL]RATZ<8O6/Y\3HZ
M'O%9$O=B"3/K%V<8$+OR$/UKLLK20Q03P?!;N$/Q2QIM_UA3DW+N=/V!A0$_ M04\QEIV>R;GG/Y8_D'VVG[')/@?N,:3EL/ V\OB6]9Z\7;32(]8O"-%4=57. MB&
[$U;44"6<*PQTAW>TVQ<5AHY'?(@R*5UI"E I MG7W95W%,0*-QY]?SD,*LMR+EXNCCL-[G;.$IB['2G9Q)P_BR8 A)X?[0$/[\ MP2F#3XL+P_@%"E^07I"*%N\TG
M_O.I*V&;7!*D$*MA45Z'%>_5G06%AE3,]*48?A?%FP-Z\4@'NE*MKFO49URH MSP##1^4&PQ#C"C/_&Y3_[WW(LJ]4AD+%T>[SY$N=*41=T21$@"N&>T,0\?R
MUF3[E)J#]HJ_WZ\|0J^$' M_[UTH]R'OQ')Z7<\((LKQJDUQ3SO5,:%FA6?T;&X8ZEGC 'S+LH%I-ZZY9WG MQU2_Q*2='7/#U(W_X>]0N/N;CX+AVJO"%X ^OH2I/7E;$J-
P^V,;9#M,%M<' M/_1:+% V#"0G%(D'E<6JGW0AG [N>6Y9[*J>(YC_G\X^.LKX2*,-5'R/9>U3 MG.L07VD)SAB>=M#74Q3XV],&_4BO@FC[1YNS:DQL7Y.T_,DV'Y@R*;G"WF1?
M!$.-2_3?)?W7=C@U_>[1V2O5@R1WAR0UX$-0L7!V?G+D%+]L#VF7$2R$AS WY;$<6Z#T=K$#0 M?,A)402L4V-<-G4MMBK&'PV%'A1L.M6)XAA_P7(M9 N MK2E@#
[Y2GY/UOKS.-^@UI>%5Y#\>(J]2P14'@^'4\G,OVGF2$\P"0M$U6WO[M!X>HN:_]L$P7HL%T@ZV1K=7J^!N>;63";'V^PGGVX%<_]{(_9L2)SPM]?4]D; MH#,7+!\@F[W'*
(TS\O=:U$>9SK1KQ/ J#W>(%YS%U4X:75.$4Q@(4IQ[.?@D M8_4-/\C_XX6[@-C.2187QZRH/!PL42M'FO.C&;2F O6MC%ZSS[@AE?T9IWA)
M%2Y!GP!&&$7Q]QX^FEWZWX<3H:WLE09BC,C[\^-]Q% 0W^(&DMI)DE=2= MW%C#]V*?*/FWQ_<@.B$T7-;H\TF@UQ531UG48!-=(9*1O XW!Q)KZ*=IGHWZ
M+20Q$YA]:7U&IC+)U7N"30EP\'0%_PH><%;1/_(!O#X_15PPY!C_(V7Y28JQHMEZYB$DB-\EF8?45GPG3[V6HUZ
MS^4U93+S.%\!*XC4C,AGQS4IQ87O7H*:EC6UL>XHH]J%P'C2A&2:.Q@Y7X/2 M@; .:RJ4BLZI/!'LE>C]TA<9?<3BBL_(W^;Q3DHYA,-7!Q=14\4&M2,^N!J-
M:"10B8A((5Z\/>!GX@9]H""BR01Y=$7%,"2#W)%?.A['MG.=ZYKL#H3"%*5 MTZT?HF!WCU_ZZ(/^>A='QX<\T(!0(:V2ED.N.MJ=0U_M\D*<1#3ZK)*+J!A4
M#X*3#@,#L5*%J_+E>D&A'\7R!#.M?#43BX*TXSV3AW__/8J#5H(XP>0 Q/ M*GSQ?YC.4ZPM"1)IN21"TMIKFD'M->#_#N41D+.$;D1AYX(+AX \N'H82Q,6 MUB\@06
@G=POZ6#B T M&J;!B:I1C/1:C3D@*:#N\BK\#K4@?:P>9$&:K,,\4/&ET!]9>:@:DX'>:PBM MA;FF; M; ?,>*=B_ZK%%6)K$$L:[%^2^H1L41D60S-7J\H"V6OW;"$K@J(T$R.5I$,2?
O$UEU]<.O%4!G M_=8OQF+G'_,;-V:,12N0KE'/#U_]/,.YFY.B-0D*\8X8N+H*P\P+?L?@YK68 M6K*J^76!OGKU-[QXH8FV6N4*(G)1_G3G07R*2QS+NZ\+8T3:8'(^14D*,T
T,JT1L.#6C$.E<*F M,\6=J_N PK?T@ &*8O($E2FU3XW&%))!DQOT3 9Y1N_XU,@B)/VQ$MRX M/]"/A_>!;=>?' M29I[!FO.PV(4C<<;'K3JZM=:9&C5Y:[/,?NG9C!:
(!4_J5@0R^L@$H,&>8!O\=A"P\G/K.83$?C5;JDHMYLK <)8$@\J>G7)T)<'\ =O53/6FEP4I0_9._:M9+^D? MD@+L54H%:GRG?>+7P50S/,U0YUOFWT4310^:QEZ1J/08I?74P7-
6%MMNW',I MH-)#)[C^6^@3N&A=Q[(=JE>7(W1F0!$]Y<:H6IF7KQ[FQS2FM%X(YNQ3/1=@ MO0\?L2:%=8W@ WV-PO10ZPBC('H[74?,POU]9H(D!))@$/M;6N>J
M*&"7U/A]WC6KFY.@/ 4DT&QA 9-X_$;;0>>R;BX-<.Q7 U8 :Z)J!B%@#EXT M2Z,F;Y)6$]V1/J9YH/!UH_=ZKZE Y81&\;<\XPBE#P@+@5@L>B;KWR=?8D2* M
9"JL&MRV/CB1__YTT___13)XG%P%H.72+UA-SOB%AYT6Y5(*.4-DO'%\$# MJ41I.]8^[.3.]YDB"^?X"*&X1D%'A7";W\0M27SDP,9GU=%_PQ
M*B6NYKWK_AWD'2H[>=3ZK<71D65^41D)17XVV]5PE;UEQ(=FM*^A?%&0]"+N MR,84V(5#P5ST(2DM>NH*4 0H-^^K*C1WRM?Q$WK4Y@ 5QQAA>UB&JLPON1R0
MX6-^B?8I?N@KZ'M,=(@<#&3%BU*N32P*DH6RBC&5LM]JB]6VA+H(:<@9PPZH M, ?*,ZQ5KT$EQ3[4(Z'A2\(D("PYTPKA]6C$W)M>F='%8^H$\D:B%Z@!U#:?
M58^U^(STXS/(''84X"I7$7R(;#4;BE-^.C7_,K6HL!\#SR[=6W*+B M:)!G?9N1"A#WX<[WOOJ][78!N/9K,N]IC2%H-3-7&@@0S#X2JMVI:8Y[]6M988R](0N,UJ!BP
D@_1%."$O)4)#=#:''S2=">N5Z 5CW%'P>OFQGT+]UA8 M0KM.)U2EH5 @EU(]V?\O/_WT:ZOA=^NO(.FS;UQYRT4Q>!DH9ZWP;!#[FJ! M"O]WD 1
JK"6!N32XH29;=ULDK_SZYA872KBUIUF60W\/_]!H$^V!W3T_K__M!U!+ P04 " I@S-9"<[!Y-1. P YVA\ $ &%R87DM97@Q,%\S,BYH
M=&WLO6EW(S>2+ORYWE^!ZVGWE>ZA:&XBM?3T.2R)9;-;)=6(*GM\Y]P/8"8H M9ENDDB)2%=ZVF.1S 4(! *Q/!'QMW$T+OO?\^JM>JS<;??I*?X8J?
U"5_&_KVC(71S!7_^<.$!_>.=\9X M'/G_RYE,_2#B7G0^Y;;M>/=G[&3Z=/X#/==V'O1-_SYR/%L\G1TUSR>.=S06 MSOTX.JM5&\>.=S[U0R=R?.\L$"Z/G MQE&OUCJM"\C\10=
<=>YAY'@]S@,?*8>@.6[?G#V'S7ZY_QQ[$3B*)QR2YQ- M W'T&/#I>6:,C4TC@M<_.G8T/ALYT9$%5PH/7]G[[U_Z'_MW3"T&/@*H,7TN M+5K5DQ>2(C-M5XP69OU6_SK?]3;M?
-5$U2#Q &=-4ZKI^T?SU?/N?;ZI6_6 MJK7C=F[M+1B?"%Z[^(^2M8>^:\N'VL+R T[\'<,>"%S'$[N@WZ!W<7-]R;J? M>]>7\.\=N[O1Q-QVW#L8'=O56-
Z4AA>WO4O8:MV?;WL]I.%SN+%&S$C#0IGF M16?MZDFMOHX_-X]O@W2JG>8X]%]Q&#FCV7[DT]W8"=D
%L2S67!$/3=0827_O4_GAJUNG6^!^:4E^*KSIP(2&>MG%0RD6U&N:T\ M1#K9YX?,YI&P&0?ZBM%(6'@B,AXR?\2N_00N8<(F$'XX(ZKSB>_=[TR [6"$W8N+K[?
=WUG_^N+F]LO-;?>N=[D_>E48 M9Y>@J3WR0#"0RU,EF@O$BQ_](/ ?16 TU484BT4#R+@+AMR[UM(3.C#UP$; M.1[W+ =^<3R0^5&,A 91$#!X#"C-
*XI#Z(9@XL%R.#B+,&5P(,\-& %B-P& M[?9!_ZH/JAW[M7MUU?N=?>Q>_W._FQTL,2?$#0XGD$%T^M2_'=P=7?3O^O^W M=ST@.K&_\LGTG-W=?AW3M1GA0B)TX^/6C
;NP@BH.2J^N M#=9J!_]PZ).6?4=@Z)[8CR&^NS.W;->FP M_]>#OW\Y*ZWD9]#ME]YMKSN0$DJKF_*3TGPJ*Z5=Y26[D:$6CCH@ZH*@ 49C
M'C%+!!$';E@DBO3DHS)SWS&VF1&UMD!?,71,H-?P0K*/>23$X31!E,_^]P; M*_+)1CVAAS>TB)G ^X:"C>* 5%OUN@J;^+8SU^_ISEONZ7JM8?B>9F-@[4#\
M$0.O"EONG,PN3_;M4K6&(QL@%],>T-X'N#/9?"#X)_(AZ#UQE/DWHD?.\Q)N MH.&_<(>0'!#+;\;YP)-AK&@S.M[*XWSCTM??5)S7CSOF+/WUS6\5=H?K_^GF MME=A(Y!.]
[XO)=,#=V,^=-$9XH4.K#JY0R2;!,(2SC2BZ\)X-'(L1WC6#)<0 MQ@JZK!/2.J#KR?KF^8^NL.]1%N+-6JPKXUYR"
[#;R'==_S&@PN3(!78[$E*@$B6F(OAAQ>HVCQ>7MY%=WMK"VJH%T50Z&[GB"80@C'G3 MTC9JH."DI&Y7V^U=K?6.PP7U:JMSN'^RS)UI M?$JGWK]!IMRAR-G?
H59E7==%^S 9D)2!<9C(.]J*GA])#]NC$PIFBQ$)Q' , M:PD"'>0S.>5 %+.)X!ZJ8?KF$!619=(7%1;UD_3=7?G<8Y>^%>.O(=FWL 5! M.4!9D4I=C'.GT>X=[^%:\ZWV<*U]7.
[A[!YN%'H/)^I]J)4'X>++<&'$IT]@9.A%YT?7]H;ZE MHHYE*0H",4$E#/XWBN$CG/J6R 3F6.S!K2$33S#=,'1GB0TUC8,PYI[2Q.", M3^A[F#WQU=4@&4(1X>.C,;
[LE:1^6P;Q//'$NOOC@G1UU>*2*Y#T;5PJI1-[MXA&6P?%"T)_A4MN/0=@>)93 \^ I8@>PS4$.1^IS# ^8:>$MI3Z'Z0;:,2;U M+>0B\<0G8**&9YO6:#3:PQHMG^TK1[J+)=L?
MVR,Z9PTFL.B+-$;TDE&OU X M@O29P!9#+K?&W+N'VQ=V' G%(2I,(()M%&[P(=EL:@/1#EMIHM+KTOUJ@VZ# M]X)A[%C?A/<>^W,T>KX,I<,_&@=^?
#_>!;US\WSE&,N=N>?%>?,]N7RCZ;TB M_9\;=IH)!D:U=ES:&+NT,9K%MC%2!Y_K8*C":[5$^%>A=E= MSO&@=AYZ/HVWQ&^,CP;\E 0B^QO-[]J]3O51OWX MN-
&JMXZ/6ZU&!X>W;,^^>)<>\,,WWJ8[X/:EO)YRJAV# 2F>A!5K. $HT\". M@<8[S(,TEH=K52SW5OP1.WBK"O)*!^726S(#H5#@ [Z>O(F9\5C^=":W2W82
MSSCOIOQ>''F^+30E?OC[BJP[6E$;:!DU[\PP6)9YX^?VB,O@2AJ]V6HZ73]<[M.8%OEC(+C'E)'M_0?\)UQ;S (;"B".#AF!UH'&:LOBO,V/+P>?+XY3.MMEZ:
MOKCE=&O[G6YA9SNW$\>!'@)M1!*T1WP$5L,9=Q_Y+'Q^(FS[=%4BK&E;9" *_^=0?_L '?W\"5]3#(X'1-]QZ[-XAFU&%Z!8"N8_(6P,:+MEWY WZ0OEBY,!9?-
J2>,T<,#BG9FN%>!G@ M!0>L(&X1QKRYRE0[<)2G";[[(P9&0^PO/GL""='+@HU48;ZG$?=<:/52PQN^ M$>C+1BLV5?/(>?,="7WNR-=0F$BAJ/ TADN*6A[Y':-^1$'(,R2-A"[CB
M'C:.YE#LREBX=]#" 6.5VS):)4,P-SHF.:>_.+:,')B(M$1I([P*6KCG>(U!H1404Q320?"A@Y27 T0$[.0%G0 MVS5YBHH=_B/VA
X;MBKYS9O40:FW=1T4^)'4#]26@D1#6WD\8#*:#*,BOA-4 MG- 'D0[K;P4"AWI899^XX\;PLOGQ@4S64Y31DD#<^SCB*:Z/I=8')0.%,76H
M%//55'0TC2#S(L[[A+1#17MJTI0(]6#<"F3@N#-,>G247]21![:?:"2) M+R!]> 6.=4J?(-.)WW.L9S1_$3D@+)!7-J*) @(SV;E=L!]28BLQ+,"^U$] M=J(/=1BFZTR<2$T1[*^(7CD-
P)!S$!M,>L2,2BT%\32R9NA(@>/_1,S*_R M/[CGGO-OE<4Y0?'I!TX\P1M#>+8+2HO+'T/IFU$8+_B-WDNP";(_""4.=:G MYXRV7,A J&"9)W=6.D:*)#[^I'&09[B/_?

$.H4VA#ZPF<)FMT/E7714RYAPUPS4U"0UMH[M"43#[>%|P%Y%4='_NAH MZEO?X#C0WFXI.!,GN#4&+I<^<*QE.6/?'*QBN1H#BL(!ANLIGS$I>P1|!XG# M=0D-
3]S[D:,^2$U62R&ERBX!SB4I;79R=,@"0C]3G1W'2BL!)[M(#2XR\J M-":8O%3L"E#"@88>&*&)XG*YE(P\F5'W6$QX[C/+PSV3IR^;[J8&=>>+^!61H2* M:@B=%-
H0NA@CB@:Y](H_&I3WIGU*R@>K=E$VOY;(4,FFIJ*;F:2Z^NG>!U-# M2OF*S@=&:R*I30HWP"14%8QY'S:^CR[QN"L]QP>Z")E*#1ZYCD4F)/S* BQ(M=*@'.L 2J-3|
Z;^NQ]|JYI|9B#VI]XR3TAFJBZ!>:>:5LA3.Q C^ $6RP3G M4BE0=RE03XLM4/V8Y K,A?6T[\,@P:K";4F D6HKSI@7$S0'-J*53@#=1;+J MC_2T4&@RXE1LQ;|7Y.Y?@,'XGDBD-
Y7]25TXE<3)LT2>8T%=GN17SGN'8,N' ML!ET43C942 =:16;VR2>)>YETS33]5AT.J'^#T)AQ"V*$0J,",HP!GQK18'O M.1:;P$Q]Z18+N!=.G) ::R0GC_A#UCK"P&:V]Y.='Y(/.]
[!P^1Y8RMFM+$(MT>K@=G($ MX-6;ZHXNMS&<8 $I0S?I;J,!V$"PURFJK6R8D1-,U,F=B<;*V%$2;JDDQX^< M"^P(*A;H66+).9B6&?&G6
J=SB^NNCQ8"A|4L$=."%KE3R,.K["I+,! K1]@ M7+.U\2-?)DZH-AAIS:-EA9E79%AD<41)@'R^OE.57?NRE--($&
M#PD<"@>6@6Q+"F=IDNWZQO70PZ3L=)#"FG2M%5@JO%M> Z_(9*I@"1;".:D$ M5@^S6WP=W$_4*7PJRA[[L))9-@S#SW25*&((B168K7@L#3D:(L-6:L:9ECC_Q#JZ!9$PMH
M9#K?6 AY#:LLQ\1D5G;HE>[/?9DWOT4Z?HL >,MO@Z1VW=*2?

$"6=9V;L?D=MISNK$|$X8GZU@O&S;*375XJVIYNE<2G6FZ M>CAI M@5BL =@1BY]*95]0M7[7ELT;3D\7([[]_-|*L]FA%&K9=BU#>8 '> M#H=V;B.6WM<_F_>U7NRV-K?
9%SJ2!Z Z',#1$R^J5=K;HN+/E:+6?*226$3U*]3#J! MA]2)+'1L1Q:|S?[1R/'=;CT669_<+PP#J@O(G+(CJ8VILST/D$38'KD0?0<5,XO]|QM4ZHCK2C^%6Z0NOIJ*)K0MK|@Z|-E]
M:9&80G<-/,&6>BJ/-6PIJQW%(|<&0N MLT=Q:>PZC_E4,ZI<,?4]I31+E1EV3Y0O:1'*R'7 1L*F[O;J(6GCK6+M(3H% M]K_R1=Y ^SY(,[M'^JC(@Y@Y5CE6@<&=X3_2!U|V^*2L'-
I>2<%RG<.8Q!!! M#PTSH+D2#%Z"P0U$LS9+,'@)!B\D&'R^/S"V'S:E/S!&#V1:NT;&1GK;026=)1:"B Q 2-07M'M5B7X8AL%31;01+G79E:<928FCEM ME-
26>74479P3TD)MJ3QF/F#'$T]^2W\F^:|Z5F/'!/FA|$H:6UN7M+QH2!,! MJ&L+VH!IEQ5E;J)W-&1)5V]E4"]4|%%0J"G\JAHZRB+O2E?#GF01]9G%+ (=
MFB)EB*Y0MU.76KIWR$-'5DOB& ;^%QCVDEP9I4-2$"UD)Q.PF0:^)80MV0HU M'/5L1P2N$P6'2:).31:M]:O[Y=>.WG3?NDFR&&$- M$9G<'VFEGO"!Z
TC73[;KC4!,A^W&DFLQ'EP7';AVPES)*CL"ZP3X >>PRMY MH(&N%)+L(0WOICBM*D9"Z;+2IE8,^Z|81#Z&H? .,"D0<)!I(R5/D%!3TDXP
M"KEAJP2CY06+2K9=W:&,_=R[[MUVK]AM[ZK7'?38Y4UOP*YO[ECOO^]ZUY?L M[H9=7'7[GP?L[I?N'?R_'KNX[5WV[VYN&?Q/WM:__IE]Z=[>_9[>_L_KF]_P M@L'7P9?
>Q1T^I_??_<$=ZU^S7_H#_.F7WBW[U/T5_E(/ONM_[K&;3W!A[^+K M'3X4O]4CZ^)H8 P5UO]$C[]F'W^'9WU6SZJPWVZ^7EVR7[J_]MCG[EWOMM^]
MNOJ==3]][@@'T+K.O'?3N[JYZGWO7=^RW_MTO])[+WL?,_G70J=K/3 6J7?.A@ MT:A]2B;4Q+G"6::JZ"K|*AF*5-JOPK"SW[W<9+&7J=ZG$$OIPY);0SEG+(NB
M'0H2VVB+8$69%KR&WD>UM>B%J Q3"%:_DFB86F43I1%GI&H*"E5:]*,T>J4M M*,U'D!Q^K_K5: R]!.&=K97VBG589V=A_:.6V7H9W__"&O!I-J MNIM9$[-OUG+I@0||<#@,
()S :7]D|6EX_L; AC7NS=^<"/L[L]^DL;*_XVAI MNWCR:E*PQ9[7NF0KFLT-<1UR74X)RV/+ZWD1DT= M1DZ 80H*CBR8:&L\D*U6M=YIYNVN>O6X=FQ2D:&W8*F/-[>W-
[_U;L_^-@S^ MO@<,S[.E RZ=+*F];/F.JRTTFY5V@>-#90.(CG<<@6[CQZ"A.$_"/I=O:W6J MM>1Z1#7!MA9GH:P!*:22)H[)W+?S<)Z2[=1 MSGJMG[[,062@65OZ"$SDX
W^|M9.G02FVFS=R_]Z_[@#M3=_J\]UOVY=XUP MC,'@*X(UKGK7EPC#&/P&GZ[ZUSWU#2$WN@/659^?AL(_=ZW^RO_+)]]S=W7X=W+&+F\]?NM>_
M[_!M*U#HI@<8XA/'VR9#R:6>R6S!_4*#RX#]C=V\V<";[[#9CNH)G#I&,5N\&OW[YZ>?/JW9Y(;;T_[[C8WCK_ZZ$W N/ M0A$XH]7S+178/Z<"6Z_6ZJ4".Y=%TZDV&IT\8*<)[-
A8B]AI5D^VJOS4K%=/ M3GY\8\WNM0S9]3SQQ+KLPO>HYJR]D.3]'(6GT:DV.\VU&D]UXPC7T;#1@)5K M[##=<,=D_)^!$*P;1=P:"[O,MRM\OMVFO+-
=Y]N]GX0LT^QVXQYJE>ZAM5-L MRG88KY;X<&BVFCF!3]^OD?>CT3/E_4X,"'DI#F)3.GC2"97]*H+PF6WJ6\UJ MHSZ/+89#L+;#YO5;TOL]'5#_Y__|GU1#B7Q5W5$PV8 JS-
5#P]2^-:;E:/2" MH<^S"I4"B<:!']^/=S&O3YAUN,$.?E^^7ET>! L/[FJH.QC0:]T';S&67++J M*@7Z'JW:>E]O MT]O,|(7N|>U^ZCW6D>Q=?;WN7JO@T^]2]Z%_U[_J]@?ZF^_-M
MCRHZ/X>BS4[U9 /R9KN 0[-1;9|<[[R^X6N):%,##%FZZ#.?L7:%-6J->H7Q MB>_=/Y<'-Q6$W#Y&8S(C[KKDRW:CJ>QFT4P2'-L1A,ONGA_]{/ ?1? L^IQ6
MVVMQ5O7ZEEU[6M76L<$LC67O![U?J0& Q"T.V*?;F\^R$O_=C?ROK.S_2^^V M=W>SDJQKB=@L3^1]!JNWW%BIV_;[7G20%O6W6G/#!<4 E*V+FVOV:_?JJO?[
MCF"|6Q]]*UZ]*HKPK/C&:P?%.+.=M._-N\9D7COFW51BV NY=W*\&[1?M]9] MEG/\ 6NBOIR7]BCXWGH4;M50H]* M+$[9S70O2-?-
^FUK2WR.Z=;^'57|Q7YW\JOP%3IPHWJ\'8VJ)R>G;XZI>2V% MOL"V>T?G\]*I_RD*&"[B.WDZZ4.4.H ;Z\#=*JU MM=93XV37?/0^VV?0N\!2,ZS.+GN?
^M=]_##X4%\M[%_61Z_>K'::]1_GTM=2 MLK6K;23;FE9P1* C?&MX-N2AD!6?YQ6%9':+G?/>D[:=:J=Q4C]NM)LG)|V3 MTQ.L7KRL.=[+V^%5DR5YHW9X.^"E2S&"=]OL#EM?
9GAH1ST9-_%2K62CS6S4 M,)^-;JCK)S&3;LW^)6GV]Z'5+OG*0+YJFL]7MWY,36C755Y8E_PW/2%UXXO MY6R3?,NM3KG?#-QO+?/WVY4S<1!H<^'#MJ.4K:
[U1^Q(HP($>^0&Y"=B5 MSST%4T35O.0M(WFK"-:=F/(990W[HY2U2FEE*$<5P'ZY%0^^^X (H?+T,YZ? M"F"VY$^_E+OFC\#3DL$,9+"V^0R6HA=3@56RDYGLU#&?G?
+R*F6N1%2=@Q ; M29\Z*ET9\"QI7L>UDO,,Y+P3\SGO?VY%*(('8?^_#\=E&-E$)CHUGXD^"1&6 M[&,F^]1KYO,/^A +"O9>XC_QH>,ZT0RKVU^*B+Q,@N5$
MW([TBN]#V3DV4MDILY2,%! %"'Y]"7P4 AQ,'\')LYQ5>,)J*1Q>L T[1@J' M$D)FI' H0%"S[[KBGJ/Z@."+/V(G(.:@4L97_/%#N\1RZ4.[5'^-9*("!"VEBX7.,R&AA3>CD6.)DJ<,Y:D"
MQ"T'\1#F$,7:R2>+NX8E2QG*4@6(55Z*$8_=**T?#-Q4%C0PDIL*$.#*)X[MI05G)!<5()1U[6,LM&0@,QFH$+$I2_J3%!!U#3-]ES56FNRJ=W>'?8&PM IU
M6OO02>&49545(_9:LPA55:Y^NLAF:79*4*Z)C%0 ?TD^2Q-[FG#/4OZ3* *[MA,KV!\)V@,M*;*Z)7%8 #PHBH2@,+8NS7HQAE5#7+'%0)C)4 ?PG>/Y]@?$Z
MEC.5D.]SUGL"+I$>E07)53*:B8Q6 -?*K7 FPS@(A=2S2H^OB7Q4 .?*S1 (MKI)3NL/0=^-(?.B4+E\3V:D KA9YQ*4G7(+O*WG*3)XJ '*T.YVZCB5E5,E&
M9K)1$3"&F(K@3)*4A#+U\OGCZA@)..X4#G",_T.I$$1ZN!<\'#,+GS7Y2 . MN/MA)3,]HS72J @2];T4(%$^*-D1C,<==)7,9REP% MB'4K-YJJT@#L]?
7B"\6^^X,OJ_GJNP3$M=AM[\MM;]"[ONM2YVCJ/O9;]_:V M>WW7[PVRY"K1<4;LP581T'&?'(][E@-*PX5N'EG]<%("FTUDIP*H"]>^JMQ4 M\I"9/%0 K8#
2<*S!!8$FX"&0##+1R<:4^&%DK&,9*P"(.&^^(\BJ+!N'(W] MP/DW&37GK(A)R6=F\ED!@'!P"%YA[1CVD0@C4MA5#*1F4Q4 /3;-9:^I 3ZDHG,9*("P-UN'CT1A&-
GBCZZ+X$/_(!E MT:X<@]!A*HQ3\EC1O)80;!PKBNL*_;%2?-8R4]F\E,1T%149:]D($,9 MJ BN<6$C#(_=BOO8U4Z!LF:CD>Q4 -?X%1_Z ?O,*>&R9"1#&:D(_O';_J!; M,I"A#%0
/WAJL%& A7LSUK6B->RXH!; M,]G.#EO7D=Y482*R2KXRE**X L?". KA$1?^E:L BME6283N:D([68&OOL@ M/&M6\I"A/%0 7WCJ%&"_?#@I2WL9R4<%<()?
JG0R8;.!\!RLH^K98@B?/1&& M)6<9RED%\(HK">4'L]2R*[G)2&XJA(L\!,O.L\2'D\)5]/D^F*@ +G!,AN)A MS%T$,I59TD:R40$\X)F61247F]=W62*5]3V,
MV"'1:COD53U"%GDL]YHA*4N'X3TMI5RW$2N*H ;-\]5?0_^YB[K/<'/H:H4 MIMK)G)99]";R6 $NPC%[*[]R+%$6%W-1&5[O;*]7ME>STQ?='/[M>9?M]F5[/9.TA@(
U_*U(PBV=EK"9TQDIB+4)KT!#@ 9Z]VSKF7Y,06^ M2FXRDIL*$$C-AB5*+C*2BPH0/\WTCTU[T%=8+[)*KC*4JPH0,KWRN<>^P(AG MK/>Q?W?9!>9Z ,ZZ%Q_JM;*$J9%L58
@ZGQ5P)*7#.6E L1/-]0D*5G+4-8J M0.QT6;K;.1MPSY*@CY*W#.6M H1./\4!01N[H0K#(SNM2H;X+O'J'7;=^WD> MK)ZE48E6-V*_=8J%5D]212B N#)L^W/ M2S8RDXV*
#"DKI[U>FG_F\A 10 5:I6(TJ8^^[8LAD E;;!<$BC?W/% #Q:D /G25SD$5!;4+O60G,]FI #[T:W%/J9CLBROL>|$N7!Z')4^9RU,% M<*(K'F+:F8ZR"DN>.K;#@QF6V8"OAW&I5QG-:
5PKU_!F\GU\#$.'8ENJ9?@ M!".YJ0!N]ERPIF0C(]FH &[VDHV,9Z,B]%3O BO8TML>^>PFN.>>|V^NTF=S MOH22QXSDL0(XTA=R'$M>,I.7BN [C[$6FB.S'/.(\WJ)\#22JPK@.:?
TQCL1 M!'[@A!-9%:GD)T/YJ0#>\RMGXD0:LN"QSWXP'?O!Q+'""@@M:PUO?9?YC2>L M]VOO^F[;CZQR]ZG[M>KNQR)RO1&(_;>21'2&WL/9,R OGDI1CQVHU*0&|I, M!=
V;X$5; .L1MD4TD3.*H+&.9VZ"M6('(4I:Z!R-E:AKK]+ MM>"4W?W28]W+S_WK_N#N5A9 Z/Z,3:3KJ:U::@=F;+O3(F@'L.U\QZ,D!P(, M=^,(%';'L_D:904;$YFJ %K")3##?
2+*+^/(061+HRRD82(_%4 WZ#U9L3OE MD1_,T&G^X,A>,25'F;)F,A; M18!V4ANBO%E<,I.)S%0 3.>U[QTEP@KTJ67"BA1WV0WY2GBV"/!H+-&=)G)< M
<"=&$.>>$F*:1%9Z;MHR7=:A!(*4CXY'NM'(:(3G ?'CK$*%8=722_#*NA+ MV:NO[-57]NHSTR'=VG[>9:^^LE=?V:O/)'6B !C_06Q9(@S]8)73IL31FLA9 M1:BQDW;&
(G/ZYY@'W(MF[#./(FE1EZ 9(WFK"$'694Z;SWS&/CFNP(B&/Y*5 MG%SN3(#3RC*J1G): 2*OU[YR!,J@:X6)R *&*@NI&LE0!0B]7O!P#*+* ^.& M,"(?
N2Q49AH:R4X%P*SU,3@JPHC= M\DBPM!!6R52F,E4QX&I)T!V.O9XKK"CP/<=BO2=AQ3KU/J=CE>QF*+L5P!_M$& 9\J'C4LY.J_2@FLE)!7##XW%X'^@3L&0D,QFI +
[XGV]^[=U>]Z]_9E?= MWTI6,I:5"N%['TZ<$(O*8,W_?\2!$]H.94N>IZ'GDL$,9; ">-V[UC?/?Z1. M;UH9+UQ2_7?"305PLM\"._!0=N!2>4I"2*?ZE2.P,%:KC."8R5T%*??P31E
M/_&L![6!:[%$.'CL8R MT=),;BJ L_T?L7U/LNLB#@+A6;.2G4QEIR(T@_O"H\#Q(]:UHG.56'DK[@GW M1P5(6R5LP4S>*H!+?C,VB*>8SPN\]U^?+I]):65ELK(R
MV=Y2T8ZWGW=9F2Q?F:Q>;;2_X\IDIDUQ9V+AF9,#3>"=M\3;S# K QJ=:K/3 M7)>*^[(ES5<5;<#!W\@I-)9 L,YK)>*.ZXH.+G[I77Z]Z@V>0ZE-*O6T MD ?%P!H+.W8%JU?
KW;,/%_YDXD@4\2[(TO@34.7CA]X3V NH"EX)*II 'N% MV$ZT)QKE]AD6T-F;V;"";*UJZ^S#S_Z#" AUARWCI]/ ?^!N6-'6'?RENBS) MOO+P^9,#!L"]#.&H/%66>6:]>?
9!5J_XXG)O)PQ:>WGI9-,H73\^^S"(AZ%C M.SQPQ$[(TBPZ33K *=Z#$_B:_U2]$Q,V;+-5;9\U= W TB M'HFT^H!T_.D]FMS8J38.[,.S#U\"WXXMM)PM[KKREL||^"8B]IL3C>V
/\+V M7[POD:[9KNV[V=L;B6(T&X-R=C#*$HBBVB_77$$WV?%^+C77O6JNO?_^I?^Q M?[P,G8B!)OO)#R8Y9(CR+"?E;;OW@9"^/GW7Q_0N MT(.GJML,QOYE&Y#Y-
@3O))7RO'E&C"7:2$&P@K$!$/9G_]CZ=&K7YZ M'OY$91-1?GT6DZ$(DA^RE$W6X#+S*-]]P-CE[E=@NW89S6:U?;P_3_WR)>BE M=$NS772"
<3R94BJ,NCADGX[J3*Y#\QP^M.3-9-A\K0ZJ[(X_K=@"R4+]?/;A M?VY%*(('8?^_'6V,0JKBFB"_'-73-;@5#\"]=&C[W$-C9B>L6U1[.J51([._M'X$^&/$I:92G43.ET9V
Y;DR9"GOVNY4W2"".KM23:30:IN.OSL^@$^V=* ML+1'Y4<_"'P42"6%(G:UC$(7OH<9(,!0/\&?8)#&Q%V&M.:J54^:90"\" %P MTZ=;QKWG.W*=MLJX]TO=3UOW9#3]WN?
>]=WSCTV:$3*: MA]\T6^TW=4\!&>?"8^J(,(2.=[_T!VR>F$Q3_U5@(-H[(3*-V"=;S..5Q)* M7HJO.G,B6#%K-61/._#V1RU))_O\L,)LCO! 3CX4[&G4KK!&K5&O," G;5SX MU?
$BGPUGY);A$]^[WVJA=\R)W8N+K[?=WUG_^N+F]LO-;?>N=[D_RE889Y=P MTCSR0##+#Z:^+); @$%%,?A3FA0B,(([D6HA52]QV9![WV1\SJ>0WBC!4SL9 M/#7S
V1#6&!:O$$LD^\3O?X%P M,2K YBX6, +=RIW)%2L0$!)7?D: %7=<)9:VL5PYQ!P/9M'9K7YU=NS#NZ*)_U_^_O>L!K2K[*Y],S]G=[=?!';NX^?RE>_W[KN;R#G1]2V6R$/)K
M\.M'(V07Z(XH_MA&$NP(?(M'=/X=29:0C]4Z!>3Y-T^R4C4X_G^HOQ>AT"M M3%-;^G($N@T251U=[,#Q6!B#WF)Q&)HC>T9&_KT@_>C1B4"C\69X2;:L,Y=E
MG=G2F^'I;T^.YS-Y(7;BL@:QYA'1WHJ(V_'Y874WZ*AZ7?:)>KU?I5%M8&:D MJ?ZIVQZFL7_MB!W &^"$C1 .$8ZY MBZX*RXUM0>?R%+YV(O2_:38@KH"S6_BC0ZE:/0JX"?
Z+1_^C'WS#*^# 1B*D MG%1A+J5XX();DFU&*=ND'A,XF$B;T(XIP:8Q_(4-15[M"#\^V2"P3[;S@S>/ M&Z6XV21NM$(XYJ1 !@)X"J0+4$V@'JG*0"VR!OG!4@%18?
$4JRC"5\BRH=)" M/=N1KK5P*BS9-=KQYAQH%?R*P__NX9M[8JT >-V9HO(ZP7+7S/,C.2@+AK<3 MZ-U6?-7:Z3&VW2K^I=ZH5> %]"]2/%2'
&QH+L6'BV@JM70S27^QCMIPYU]. M,@\ES1\$C0;X+3QO_>+!X^(I+M]?6IF'2FF&C^.+(@A.I*/5 ^8/W'%53>KL MF(_UT^FXHW/-Q:K[^C!;,8/#@FT*)6ZJ\U6:SU-B>K[&-
M<=D3$1H**PZ 6UQJ[88@Y!O@AWO5"6DX8_?4UTUJ<_B<9<9@);'UO#H=Z$$:X__P .=-U!.AQ7E:] [TL,QRPY@4V$0#N?S4'UCN; MSO"M.!#NWZVP_?-Q($6?%%.HU ^?
SO,L+]XG.2%X698/YQ1]Z7U+F!?9!&R0 MJ0S2Y&X$L:A^P6>0.RA]BS'<_2SO 18]JNV_L6G5.YO@P-%^ 3_ ^B!9!OI>GB@JT:/LNET6I6VWGQ=%2KUCH@LC22DBZ#
M[^J;'$5;YH>=5%NUCKF.HJ1I.[OL?>I?]_'#?&;=J^N'P2'1/EXX)=HYBM>6 MD7M-2:U-.LHIV)'KJHJ9=&0LJS"6)59M:;VQ%[QV'1V3$;6JG6:[W6J>G-9. M3NNM$UB>'_Y>?
Y_^|#OFYDOEU<*\D3WZ;:JL&[(X7&;?8JQ%VSK2#+#0!R.% MGC]24!5I->,^RSSCE?-YTWCP0&+6689=WI_U6)1(&OQ=">\/!R@5>
MQ8C<,O=LO9:X4E^_P3:90=NY;AK56NVTW%\O@X-\O#5A8Z%3!J.,-I^AYT6& M^XBUO7C"Q!\Q,*/:-V.@"/:X!:8\X#(,_25 M#0UO056%E3#6GIJK+%\Y,%0 M7OE)V!14_
0:5ES[$3?F@77(9!MP90&PP=HV/DFJL6!Y' MW.20ZS]6J:ZR->;>O= /@_4F$86OSOR$M%>.L)289";L*_?TN#F??-KNE,FG MK\G&3"
T[Y1\^CZRH[YQWF46:IF%NG46ZJ:P_M8YJ-7:J4&Q_;7GHPJ<+)X\ M":[:XJ%@$SCCAG!X2(<)*+8B>0Q/HC_^5'@*,S",0<$58<@4FB.]'$]+=7UZ M5-
$YB@K"#B,M+_4=Y".&RNEORAH61>^DFCM&F'4T$.D4)H'!ZB/U\I+/3%B.10_/ MU9RBML86[*5KRJY<8LMMQ'^L*6O
MU23,9$'VW#Y2@S;ONL&O'Q,-9:^W0C6NKUGIMR9SQ[9YA2N&/>(# 94X$9FR: *EY\0#7>ND)8YZ0\ MH5ZZ#QW7R=23W>
<.)"U)@Z\I=I2F5WT108BV#_>DJB4_2_M$!GVPU Z%P_1' M^#'PX_LQ1LSPEXF/R&]TN8")(5OL4 ^C*/!=*I($FIWZZ&(^Z4Q])Q4_RY], ML 2OO$".E2)9,IPKSA$,C7@469]Y<#8-
Y8RA9H\2O27JFPI!3O02D M6NPF,'/Q) ++"87Z[2,=HC,7@OPH7BC5FC%G-ZZ0VQY>82^9=4\9![%!29L MW^(<%%K8(,I;[;/,^TPF2O:>I'\:!F6ZT%!$ MG["X7X5R6"6^*H=O">-
)ID;8WE*.ZRV#%#:TA9&L"(JS8PK(Z&" Y?(8CE,P MA"MS2;/DT8R]*7?LI9 V\NW(A4F+323-($()&MKP5K[PUN<\/],!5(XR 0I5 M"&!$3US_G+3Y2?JPN6
/"4^HHD#"KKSL[3W,V@]U7I\J M T+C *IAFIQ-)1^H](?][$6\^NDB.Z_\,.:GN3SU>2F!\@]Z7]&?UZ5!=XS* M@OXNSP+4_S$-CM\7ZEA0(23'9P?B"882AK+F,<>8DIK/X]
<>4UKS>8Z=ZFE]IYEVW\7&,*:$]]+0/KR'3Q!=H9(W M"H*B2,),%W$08 <]\ZAKN)E7/S78 MD4L>9G3^"EF,3F'Q;(+P>0JKM]*W&PA+P*
<0GC!U4@R^B6(',@VB)^K58+7CYS0@@>!J1^HTE.;GR(D@U ^6;.FNUW,81=6=1'- M#$&5Z<,#@N@'U]/\AC,C>4N?$NUJ TS"?58,*27@*XM)RD@)9L8OP\2E.4YI MI",0KGC
_$B9'@3Z("?F)QDX7X^E3$,JTY",2$-JE&E(91K2SJBYTA9IUJJ= MD[7.E5L>WW);GN_WES]VK_^67ZWRG#[L_%#>FVN6<03? M-=ISI26;U?4%
[1O5QKO+FS>EX$76.Z/;0(@]AC:,])]<41/*>TK;=OR7JTS' MNRZF]JYJTXH=U5A?A'6G$G7?#$"9>[GTZO6TZ;36VA;;B>)7EZ)]4Q)E"A]M M19M7\|URLKR;_HHSIBC#LEF#
=#X\5QI\C@85.QA]'C]$=@1?@S6@/,D['/Y MKI-VM99<3YW@IJ$X"\64H^-/ZD3PND1YPE:8LIO!F;Y:7017V0DMZ-F=:@=K MQ?[MI\A><46S7L6PW-IKZB?5^LF&:QJ-
:KN]Z3FGU=-&[AKX(YB?GU+RZL<2 M\+!T43-U>:4:B5]DJ0"4@5N__RAF=0]H)S%G<5"P'_K=(7Z^^M+[Y "5Q" MW*RF@VUT8/0;YHE5W5'OJKQKHB1"]#6JK5:O7F2_>
<4U/BW/ Y6'O)SXGTI M7?]4#+-NIYU66Z_?::N)M51>/X-\C6IG*R F(>='*/-<=EKS9M51.^_&2,= M5UO;$:)6:[8ZC>P_.]EPZR)8C?;Q>1->?,;J\/\-)DV;G AO1XQFM7'\HU&R
M^^4T>SOJ-)Y#G1T*E:WYI=FL-XYKZ3^MMQ4JM6JKMI0^ZP3YB4%2O+Y=W1\0 MXJW39NTX_:?]QE)\HQC/;3.:W0NVJKSAN3NUN?41N"?)S[".\!E*?C:,(_97 M-SIG3?
W5FQT&.R#7VY\&M>7]>6^GP2N(]I;'P3/(LT/IM#W'O/MYT%Q^7GX_ MYT&CE3L/WIC@_WU1NC=*Z8[BJV.8KF^4=*_ASS?N71_N;;? MEHB(/Y& KQ\W.IE_WEC
_VJRQ'IG^0Z2O%X*=NIS8)YC.#UV'8;/ MIT]7F_GD:1,)G*G6\$GL,7'?2&#/;:8<7(F ?E,$],E)B8 N$=!Z\JT2 5TB MH-\;
5U,L5!.KIQ<.;ERI%B06\W1T390E]54"\4<,UEL!JI/4]^B>T.UM2&T& M8JTH E,<8NZWU OC@< .[LP6+A@ABF*2P%1#1_:CS%*4BNK(^B5D_\CZ[K L
MJC&87IGUA7]D@:B%$BYIJ?FT?M2JJE&Z:%2RQW3YJ-B+'%>6<5RZTY"'5O - MDB,AA:K?.CP$"L&T[%BNF:XEN7+LEC_)=?],RURR1ZSARCW6>U!U62_%B&.=
M_#'V"+4LK*IGRZ)(LF:1X\4PL]<7;FML:BJS5<76NEF%*?NCRGSS +C M5WZ@FF/QI+^<7M-UA:]R+0[@&;IWNWQ6('BH.^$MK;N5M*4+90&O@R=9\'A% M:B?+)S-
2"2O5,2_=HVD5K:0M7Z9O)VW;1XY%N3AR%O$W,O3L$*NJ!CX6)LJV MX5,3?>:('OW8M64M94EN67[1=H#Q YSQ-'"H/IDF%+S.\6W5F>E-$@<]H([O8WY?Y0^!S&A#PS)3/
M$G&P9-$K]%+|=2@\,4JK-&=6216>K2 9)E-L$@+SM\4$7ZZ6>?FC5]11%T\6 M-14>S16T3CN[PH-'0K-A.$Z)1R6QJ6[X'*V8_Z#D_+KG 95BHMNR1YQ+UG/> M?
ME=6L^5J_ZLYB>9(L62,>@MM-OE\JMS(!#(?A]0@Z4#$1=/\=@KY3@F+Y7 MWR#!MT+'ETWT7EUXSI2.>2@(TA%5DOZ-P/H3W3^R'X:H1VBFQE[ELC_0C(U M[J1%LJD6-
^IZP,O:B)F[&2YSX!O8#_!-I'0[60+_U5Q>:ZVOZ+!]JTB3+,6B M<'D Z$349&OAZN1'>GGZYC!]<9@\-DV"+%J MYX"[1G13P#UPZ80Z>HBL*?4HR;:A"%1-
7VV%9RX.2OW.SWSW![5K,-G[TJD>[V]1#Z4HF3G"M4-V M'_B@M0/%+2'L4#?*^!E(.66?Q60(I^S! W=C] Y086-=:WNQQX^N>JS<(Q:7 M;?<\WSN"O\?I2[#FLR./>?H]DH:M-
&AM,02""+ ;'=G4#Y8W'<"(.RCV@F^P M-^C;^;?)ARR||Y :V"0FRE^.*T!B_/>Y(K/1>6%M^AUT5&^T2IGY4ID)A$K: MDR(V$'@K#C2:\:O,YC/> !\UV.44AV$'2=Q.W
MDW(QD;N#H^A\'/MA^I-3'#=_O59M[U$X2M\KMRPQS3B\EGM"R. 98MQ%-A_0 M7N&)J>=/[VGL#)V(]?;H^,]Y+Z6IJ!7^-<0VHA/K_O!PQ9"^#]QQR;>XK!F< M$2)X0S]
(J5H*=N?#3--9E"C9XD $OB>4[/'&>9@%_]#+!.PQI91K5*C]^MI=M M2>>-=+;FZ9RG+S;SO73"81R$0O<\YI&,)"+B9B8B&7$-A#.AJ\B)#6_ +$QM
M@Z8J'*7@E>NR>5WL^75)/61#[A+D1YGH\|3-;HD7-X)=[IQJO*5O"FX_-:A= M><&LHSOA^8$1YE""WK%5N$F#A230 #TA\VV4J5OB6'A'!!F#L7\4GC5&CZR$ M0"4
DPHAC1S5-SFYBN)GU/^<4'85:9 A15+(1'KQ 0FFR=3W1.I@/DP"<;Z, M*_AJ$$IA@_0,] Q9%=X]S #&4I+P!(*7C(%Z1=S#<-RL)VS[C.+P;G9H713
M/#JA&NB4S^A7=3^^,'EF!B:EB$9X)(OBVSN=%XYD1+%RSYKAU";\&WZO1A?F M8#(O&=9]>I"S2W"X&AWM%<4Z=+NM\5UXN(# D\&=%(+$'WS'UM+/]N-AM&'1 M-
16(S0(Q(=^01 M@NTGLN)N$BO36[^OI?J&52?KB96=DXJ&EO9Z-:KT#"M2! M\[!'4.X6X>.U4/OZRS,.3#80"G'V/Y*W#NA:PQ4#AW+ M\YH4/;?UT?/I3 M[ZO&KO9B!$U(I#CP?
A)C3*"M,3"]NW#U5_1Z/'X60A;]C&(8? MZ# B/3\YNY=,8P'=I_I#P[ENB] *G*%$S=)HOK(EZ\8&UEC8^%]=#;%,%X4) MX*[^)PS:]B<5 LJSOIYG_E=XBT>*$@A%(&'M%-8%M-

$)1EKMQ1$?JN"K#E;- MT82H0<-+A9.:T-QKI1-1YI"H%!6S/5[=X^;[D8/>MR">1K!X%[YM!(3L MSHE@A]3K$.*XK1>[Q.N\E$NUS6<"?RI<
MFSN3Q^$=NBBHL==M8C%C/:AS(^U(1% X<(KMT?\IS78$.*>F_%W /87KE)F' MN73#9>?Y*K*KLVVE[XF2NQ*QH;]/_ 3@7[6.5,B'>>MF+I D&Q*'JR6],UH MA^SRJW%"@?
QLJX2? /.&ALG5E/]6.#]$,=T0NP;_E"E+NY+PV4UC@K1?9HVM MEEL5E:4;8-ZA"ZJG)[%I"-$'*P@>I31_ MG YG?]1RDZ+%"[AR+-PEV+C32W<5 W6@H\
M"B.PN,YI/QSA:\.S(0^%;*4VOYN256E4.Z?M?6ZE9K71JK=JM9/33N.TT^[MOL[4O_XFQ!3&Y284<3RZ)^Y$^!*MSQ@9D_\NC-TF9S5:\6,Z(W227/=7,\]B<5V%*WKN([0ZHFL;T
MMMV/0)SV\>+AEJNH4%MFO*QAS4UNQO;ICYF9M:OM]E[K*[2JG6:[W6]>G,(6 MK;=.5NS/?$7LE^_68:%VZQEM5SH?U!DDYO5,!?4()<(#Y+!T>J\[+Y0?
=0IFW1D[47#"N/H!UU U#3/9_"Z&@4S#R;BKS8 MS)(8IQ&W,#1!V4T9M,?KQ&[UY6+WI5KS=@75#5.;^ZH>T%*R\C"KJ66--IE] M2(Y\9#A,[!T"*ZIB$$,$&H2A]K(*]LGU?
55K:/F;'AU9;LC&^#K5]%"UA^C. M1!&$(4S]4*BZ&CF$@MZWTEM+56(N?2LF!,"\";5'R'J[4T+62\BZGGQ[X[Q+
MR'H)6=\%9'U9PN[:FF0[@+'7]FK3_EG<0QGEQE1/458I5.$L%> 0LZDH'@@ M/=Q#H#+^+7/IX9M_B\ _?'LS@C_3C'@+@FC=:FX1YYS\27IUQA>W:1&?::T, M=V.M%
(PVVYI'KZ_Q=+JI%N6?R;XIL-R_S+3;V:?$I_ ?PJ@04 S2B@*66LZ/ M@(5]I$<%^Y? UL]'R._48=]<[[_W:F_OKEO!"XV]6JV3MN=9OOTN-:IU;\G M?
_U70^#51K20\3ID27);4>XD_J:X4[5V9%R8C:K3O5>?*2/?, M$,0%CD0GY,B^.E+NDE>& 2 V'%64OP4%835= 2RBV<
M2V(*5XR(OEK,;SEGNXN1;!*!QQ3KWUH"SF6]=7[\+H1B$<(B*X2B]6HJ(5A M-M:?WY"[W'N)<97Q-TNXL8=0[6P]? (<^P'6RH/=\."$&?_P<^3#BMVH?,Y8 M*@VT?
5!@T$HAQY'>\G8&_;1XF8<.[]2-G<4WY'+,*-;C S'!OA/$)2N$948Z MZE*RF55%XJ#&11 SL)[F1-$+YZY*W$L)-Q3IC'TOS6I[A]!*^\]D>GQ:D_&' MWR_NP7GM/U%(%L,CE+^>0
;1//GTRFV,3YS0(<2OXF/Q"FV<8; MP&P[L8W7XF=:U?I>V;]5[9QT3FOM^LEIZQ3^V_F>S&7^4K-L2.8/_B'&W!TE M)\%;VEY*SY-
E"K22E7\CJHADAE%N&)V(]'&W1EEEG1E8)CNL27:HZ(K(!-[1 M1%_%=!5)<4R]*CP M8BQF*8N34G7I!+K334W&IOJ_>NPFB^H1G>>7-A6]KA M19.VN[%K7RM[=0
M5$+8\7NH7"]\CH-(M:<0LAT%O2=T@%5XD)MPL'Q<6\Y6.6!DKB@)R==Y/P[? M]E3=+%Y+^%T)O]L?_*Y3PN]*^-W;P^_J[U RUB3'YW,B:J4I]2 M55XC*3NX6,-
ZH:P1%;5^H?"BE01UE 04YE&(= %/:Q%"4&:JF%!2DF@J\S T M!)&&)5$*F8+,+QP'RCC5&GWY"Q;&B-,=B4==5?"TAD,%"J#U_S-/?_T59<^ M&]NP)-
&KN>G\WC:CF5(*3.'J@HG9KQZ7YZXLSRL+=IL@9NF@EX7=#R3(])!J MV \%++VG>C,D1JI4>=?)CYPVXHPJB;F*9'MT4- Y +P@D@8=SV."L>-[9;
<7S\FQ]QMDJX!OVQ>5&5#NGDMDCE>2;>!#$9.KZ,T$EBVBX M(!F]Q'EP0*571H0@!\FFI7_SH$F_MYM?]!-&Z2$\?!?RJR7987[R445F5^; MO#;WEN4O:9UVCM-"Z3;YB67
>>459$&(4'8+EO!T4F5"2A; ULL\# 5UD,.& M*((=C$B]S59S$;1@V-%91'!PZ+KB:9EO[#O#YN^;GR]>O6J8RMJ1(U&-$4@#
M>=Z:P).747%WCHWMU/#F*0C1LN+"JV0%&GFRP[@1 B.W+4T\KS/=R3L9$.P> MSFU6##9S?>L;+*<4B26/O83'.M5&LXB*X?H"^[7JQA%M\"36CTM9_[)-B!!'
M$_;>:_"6R]M$'/B!UF)DT'^'89:7=FHR M%5$$:4-8%,X,7\.4 ^OT#P"<8" MT.\2^:\7@ CA6,]AV[J=&V77U==PGN/=&\%Z;*B'(TMBA;(TTPB!U+$;<4_X M<:A[
DOQ%_*)8'>S*86C*HNA0*K7G0J%LQ/XBP$NF6R4H-SR*_BVP@:P4?@L;4Y)'_190&5# M TJSH\Z99?'S,OO*1+%P4F9?E=E7.Z/FJ_&QGS=R-0^=4.74+4&(_=SM?JG0KL
LG+%N7J-0"F39)"'_ M.+#&RL\TQ7;Q040*&.Z?Z22;^(&/TI4 , ,-*_FIBO%JSZ;]RA.X;^+A2JQX MA%(X\'UN/H-X&#JVPP,L!YY4"Y"4V (A?+Q60NX@PZ<,5KURRUY1,8:;(9!-
MPF%,V+<\U E+,J M=ZZ?#C*!LRL,$&::Z<3>W-Q*24:B5_*TW+ CHA^!<,,QEXEGTC-.@Z/37MVO9I_OM981 MHBO$9)FPO7P$%8G"6XU:KD@ X)K-09G9=/90AB#5P8V
H9')$#0_I58AP/:* MQ9:L4%=R)5X$>I]G\| .$?,&?*O27$Y:-7:)VM@4V\V&,3C6- >P\XG/C$& M%NMA8C2"T^HPPTAKQC*/Q\-;TN,M+3H<5K)9@2%M)72@$]A5[BC-G"'.
('\X^H\>W#EVIG3R!3Y"5AT5X40Q M<9B5,[G'/]*YBCO/G^91MO)<#;.GDM)[01.K."IN(R5"> E$ \B3S %77 MF0J.R:/BP=?MDSQ8 ?
H@AS9WEF0F55EDMASI\C.5QE@;1&=)*D5 M%9+]5?9I[O@!92U(CH8*'!0IF_1!2@]!X).3/Z5%A0WAW,$QNV"T1:3V59!D M$PD+7O4(?
3[BG6BB16"APA!S\F:+DZ2Q%CVX[4E2KYZV2R?*2T^2< S*=N.V599D%(C=J@]WH1&%L9#%*5HBV:?K%+H
M5TZ(Y'=^1N>4211[TGI($G(>.=QIT\D%HXUEJXZ%N@*T>3YSCRM3'@N%5M;R M(\CQ$%^>>@?FGY'V?H8)P][P5+R?GCI_\0!K 5EX&CUK9,AOZ'R# Y8I)R76
M"8BR/,JZHY'C.DF?AM/S4&\!8E]EFZ:%5%:/:2,3*AP;AH$3_ZAJ4CEB]5KS MQZ1*=_+S:F(N'4Q*38&CEH6,U@X[NS,V$'1^-R A3=H+2^>) R=O+B:TK>)[
M!=K*S/^_8HRW.*0ZH*,H0"$T>X'L168;)*BPP2.?IHNSR+_+7T<,>)&7GS3) MS&N?+_OHSA7S*L+*+A]Z07*'YO2._2L=:LG)5\7!>N">1/ &.MJL3Q=8'G'O M2[EEJ[MT
JA$FON6$';J$"-^S)SZI#(0[^1Y9%ZO+B$M):3%B)C\:0EI*2$M M[P)I6709G-;?M,9PO7IZ6B]=!B_NGM_Q ZHZJB\[?_L/B,_P(3:J9/Z*_ MG"WM@-
E'FBV%3F,/GF+3WH/S>\;N8X[./*&N6,Q)3)N\4\UG_3!2:T$48%>$ M) 3I(4*#,J.5'CV*,7[$45>F")$\]I?E/L[IB1/$QJ*J@7HV_(*>AIG@@72Y M9LNL9?RQTJ2UT+U'/D/I0U3:
<$5'1ND3O$_$@6]3Q_;\+^2+P#E30!HAM^E/ MRFZ3HR//M6H51F.#&\FJ6#?&.0HJ[P+@D&&,2QI[$?4R?@R7 M$E';M@1#299%#5J&S+'(I_)I2DT[F+HQ/8U\ICA\@B?_I7%
M!#-E#HMD=S$5]T.Z,.D?)H8%_O;O)474%9(+R;(!63?6E(D>?;AO,G<=11N$ M-$6HZBG^(B^0'N?Y6_7N)0,BSZWTB6X FXC#[5'KA M#O;9LF&IK4:[I$*4];U'P5WI9
62P#O1WEPNI]3=4]^%%UD8A8J'<+S#>V5 M*>)/1-NT.4RF-,WF=R:2 ,TM.),%=\YG%,,:?@693]EE'2_4QZP=: M.N*!/P49CP$'EU&E0[QWJ#.+,*SI*-_'@BZC28(+X?
D4X0:*:I&JBKJ)^[<"4&*=)UTZ9W"6L./ 0Z&X@NA\!)5=&G@ MY$#G7\E+T_CP4 #W9]R?^(ZQ<.V=5>NHUK<%%AV7509?8=LMBY^88.0M5O5(MI3NRL*;PJM!.-
?'U%G(M,')CQ#*D51 7V_J _!0>Z1T$8.+S\:?WKU5OA LU M WJF,O)9Y2N-N,IJ'_*WBHX[@9W*+3R/J$""#$^M".Y]J[\3=IK\Z1OG=^VW M5_B?
X"C24MP$$4@AO4DZMC2D%VH8@<;PXUY= A#*JMVA].XLA1A(Y0NMS23& MB"I7C.:L\L>1:1L(L!T]J:Q6F >V'Z$ T7JU SZ**M0@+?!=%SL_..$P#D(E MD-#N&W,B)@Y0 C
LA*17F#B:\ADJQV$R,_@2\[X"WW,L;4%AJXR1E%DH^\GO MEHX.A_,H^^;&L#= N;1 A0;3%LV+L8^&I'Y"%LY)&JF\ 6/<^H9?Z :*LH:A M*JVT\Z\M:]-
RCVRC73TE6NQ#!1":9ZH;%:B.%K-Y$F TZ MJ.HM_$MIS#V55HPQZK0H@N7C4"@++>*8OR$36@]T'BPHYXB,EY"+E(@ :4Y[NJ.12&V-7HCYIR_/3W<2;DGIN$]M&X,PFXT9\J
M.-CF\8_S'CA0L!V/!S.=_3NE^D0ZZX\|2BJN))^4:6:05#,ZF"_3)$$VMN/& M29VF0XG'RQ8S$4^6F%([US0NG$T),5@RAZQ3;>VQS]|!IG:HP61"*L&J'SB' M!Q_W>
(K)C6\BG3K5XY*+RGZ:+^49. $(_[3'+55)Q;\|-B6.%KU>CYZJ $1J M!AT\B-,-9(VM].3#0VG5856OU2CM58+ T6]%8,!,[8A<,8;D4LG1B2-LQD:8 MNTC#<0E%**L873G""
[,%F.47.7R2B6N?RM4]MLUB!^G)S1$''+M);BOZ!I47 MHL)U145 MG%.CVB2V.0VNR.[N:0)Z$FQ16%=DL*D_"_+(IP(Z,RF>:=8/57 M#:%M3Y:Z/X-=S"=$$%93TE&"<<=@-
F22T7,#@2VIX*((,^X,A"TF4[E. M.MA&\5,%*\7(V BV-";>5H!J'KFED>05!()&KKI*%NO1<&=-7?6:Q8)(KBSD M!UM3$VB!!#I306+T%/PPM,;"CC$\J.#!2:+)&Q:S;93%;-
_;2'7]T*2.+BG. M7.-P,V6:DMPIA#D(2]@RG)L!29M\A!Q7&_ML-!_H='Y'HI?S)1=6U2Y9J"23 M+0RC;-9;7>)3?S\OA C.C'A)C@6(842ALG#O\(R0K7-08[@5#[Y+X.\+?P*B
MED+QN^OW<5(ZG]],C/BV,>+C:W50E:W)/ +;@-X1J\[:E!1QTB[+L?^I6,^< M8AYGLFKM&I1 A7G^(WD@90H):%04?Y1)50$FZ<33].PC,PFANU26+XC2.L]J
MWJJ"+:AXSXQ=JJHNLI@?5;=Y\!U9VQ9=BGX\C' ,Z,.45=EEBWAE4J:E]Q)0 M>T+>%[5H7[9[3CL;"Z.7NV=ONP=$)E8 DL9C)IAHPJY"/MX\4K4UQ!-LAD@5
M&%5ON1DN>Y2_GM;A*=#-(R=*[S;^5Q].8$=86E5V>]4 M%=I^D-7ZJ)EQEC;K+.4\WZ2 *-)'/@ M)7CN3.EJW?
#9YNVK5T^NA"3XYS(E>JC0S#8M.9_&MA>4"/#]'4YNJRCQ=K' MZ3BW+HZH"VXD\8,WA(NWMU0N2]GY8MFIO3A&B,JDSX[.="0_=SS1Q6C)&Y6. M.9$ZR]Q2KV?
3C;7(MSSB3ULEF[Z63=DGD+VWAA@]RF/JJKI@ =7LF5+TS .F MI1*AX=27P5G@["OQ(, VZFLE798D2]WCJ5Q.NIC+_(+,-8O)[=VT..YG8K2R M==$*#SO%"*F>C2SWK-
2AQ=;R2T]-C&?)ZS3/G52M2W7K^Y%G>YRS>WR-9') MA'-"+$CT!Z@8W[/_HUN&?9:-C!QV*]U]4$W]:_;4ZY)L0%4.KXH_J_JAXF*T J6IY M8BX(^EU5 I"M"Z0B#!
(QA6!M9K8,]9B.LO9+[G^@-T%U"D\@1]^6Y2'5$XC3MAY=+5P M5%8596%3@DS&P2R=4JC@?12>-<8*Y!JW'6,"2OY:_"S3JBGT#>),I#WB%IYS M*ZC@M8G=[L?;-"UI M]64?
=>V[2SY[SO4$&B]C+I/CV_,)4CI?ASYRU[_'"G69 M)QWH^+AM)X_FZ"6G_*_,>W2/9W1B9MYS2(U6=)>X$>8AZ5+G.F=(>) M+'^E\H"1H6S4,LWD-^7SDI!Q'2^6C./YT6*W4(>*
MG1,$0WCWLG&(Z_O?L*. FM32.PP]>[16V:@VZGL,0J4509^]%R><&C8O_"*!%>S5/2GY!9/ M#F&@= E-R2N*9GAU_G[5>F0M26!VF6K\GD O M:W6((E6SY":IB1=LS5+: S
MF<4)?FB;:I*;[*6MDP]+>^GE^I5FC[Z')5O8'7\R0\FZ(>;+#)!&IK9_(%"L M^:&LOD*)UCSIL^0)%$0TFX.Q_RBP8WRF"MAB M
[*%1'NEJ25Y]JKL@\C,*RWG1+!C/!Y4QVS5E1C/:%OHPIN@55T@-K](&0;K:@"V;TM$ODG09P&O:-(LZ:W'*NS[(IJ'PI#D@_BRH:-;(>9*I M8DG?0-5R*4AL!+*9,
=W*ON%94'7B8%&#:/B[@2A5M&P]X_JE[0PA4/5 M;D.>YV00ZP[L/W>[7RI2'GHJG0RNTMLP-SZ=%%?!)DD>=;-,AIPUDC(5)&0' M)*599MHW9=R*.TC)C<2VC1C.(HEHE]V-
(M2LPYV.Q9_R[V4@/LK ME/(@Z\DATPFS0)6L0E^ GS$HI !2IP#E\T<*FBALZD=&449J/4EC3SK3RW03 M+PO^QT>XOBHV%&1*>9/,E&\:BHPLL],1R;^IYV$'CYB
P'=7"W),.&!0Z(V MZ6.85OP6:%2A*>,CK97?(E,C?+1Z&!4JG[-(8#JL:-6H7 \)UA[>S?77;W MKZLL!I.6)@'D-.Y<1H"2627"N40XFR@9ZHV-$R\1SB7">4<(Y]63+FKC"V5>
MK!;OZ*(YOAMM^6*&#M&N-'_-"?0EH;:G\!E4PB,Z)(D?D&3H; M@FE%1L&"CSJ93J/:.6WOTT'=K#::[?H)3+MQTFC1[!_AG)'[[^R;$%,8EYM0
MQ/%P0D=$F#54^.'OF285F1TKWXFE?.>>N!_VR>D\UV"IR"A/Q4BS<.K&B?=H M3G:^FN%!+K2/%R.1S:RLJ+UP!VR(0C;:IS]FYMBNMMM[A7VUJIUFN]UJGIS6
M3D[KK9/F\@V0)5'M%=MA6(#MH,H-R&B*#S:['1.P15K3VMF4*>N1M:'1QH?- M)!:L?%O8L7:/6]RU8CR.J5;!BLTW_V1_=+9KOF_4JLW3D_6"?L=RGMZW3SE?
MJS=:)YUZH]EJGM9KIYU="7JG)R=X[4$:?J)'T_XOXY;+]K_6;/ 7C0Z$XZ MM=-F X1[O4GMS'?$]D7@>XK=A8D#/2(,!RX;A3D<)7 UE(/*5JF8U3UW/ 71 MU @0NKNR@B=?
Z=/;J;5EU);=TA1Y_ZVJ;)]|:F+'C>-:O7X*)U2G>5P[.=[= M7BW"9HU\W'BVP-+QC@SPB>_PA&JAQ'A/MF^U]XJ+;%61UT^.ZXT3M$".5Q@@ MK^#ZA\(P/1@50:3+-
'YW3(_'9+.^4(VZV?F.S/!&M=VLU5O'C583S/%V9X6> MMJT97H0M(=&&GN\=4616H\S BEYC-N?"KQI1GWO&G%E.470'@1PP]E!A>B2D
MD;L*PR*"!QG3G_IX#Q;VR@R)%,09&\48MTZ,]2"_F2E03FDXCLTR8\&W/_(P M@5IRU=U'Q9>_^\W?.EVW^4^VV_RD67Z'F[\(6B""S20";QX'![L'MF8TDYW*
MYG%0EI^4D4^1;?/1\[3&7]HR1UX.$F>,T+ PC"<$OU7IUA+2?*]@HB>#FR% METV@,$.=@TB9>4$LDX^2892[>?U1ON5N_EZ/\D(8=4L*GLN M*R)FK1?23+(
M5#%5H6IRNQ6V=19 >,N8)O#P?V)6[0Y]0VZ3Q\AUY_2;HGX:Z/6:+!K7^?4 MRGY7$I1K92]JRXL*MU^?$]??.43DW1 Q[ZQ?U$K-XA6RJ C"2%H6,-> ZR[O M%19[<:A4?K 7
JPL0 !9J8A4%(P_E&)%-R:8$E9\8\|!Q*VJW@*O[RC]@HG+ M2Y\#=Y0(PY.M,)G;+0:W,9/+^F8>54Y?G8BT$X=0WL254%1V0 :MY#LNLUE0 ME'QF*B[)DTST(/:H:%&268W.'A9R
M;,64+QV7_7[>)QMRE^RPH? $O#]3(4LF&R4WPCVQ&R69PK LWV \EI"Q(9DF M2XB=_Y^]-VMN&TNW!9_[7R Z3MT6(V"62,D:,I]DV:[C:F>EK^4ZI^\C"&R2 M2(, "X-DG5_?
W[0'@" IBI()9B&B*DV1V]O -ZUO+!(;<2]J@L+Z>(5:6 MO]T20;Z7+4E624S\,#:E4TW D?!*-"8<(;PO_#42C>*E;S'Z->!'XM)O:+VL MF;5F-U9/>[!;E>Q[Y&&J&=R!Q8?
0V\2O'U,%LXJ=5.Z[0%\Y+"LJSRR#[RJ% MET)J<[04@5DCRR&5548O1S/PTFZ9'FB'+\@C@1+FW)I6).VHPP5ZK%'%G2FL MI20CI14RQ+1)QO-1GY#C1?D4P5W#6I,XXT.TO%-
M%W;.&0Z':4"%OU(D*W GIDOJTZUIWZU!K[N(6,0XR- MS#-A5@.3&Y9%28#BBH"70N\7[&O.V#S$24*D=E'$\[/-10X*K\B<1X2^BQ-Z
M38_V41CCQRAL1@$&SLHV"0IZ6QYF>V9S;DF'5[7M%D!?W]FU:/:_57WG65_? MV==WOEAO[@&TWE^P9G18QZ3>09VV9N M:E<;R-@-&.=^@CWT,Z+[3[=M-
;W8(5,.:!ZNFCK,L&)R"S4B&+%(Q'0MJB4R M_-$O)\("YUB3FAZW1MJD+<_!KW2Q3L98]*N95CF:;@=F@'LBB\S%]=G+59QT MF4+WY&;0(+64Q8*]!.8I=VB$**P'9C$26&,
AGT!\S=\,5%)]N#PPTF L4ZV M2:2/&%=$UA64Z,",;UVMM?"=8*7Z%RY;/CV+T2!V>*\-(L^3QPGQ2QP MLYA4KM5T*EZ&0;H&$;X*IF#VO9-W
^2@YE^D7O6IG<)//U&V^/5>:9IJO=8C M#YO.BN/$>,#0K7.#=@<-G3DE4@@YN5>NZV6?P 0Q\+*KY;#XUDYNZ0&=IU[W M4"]#O;3?I+D8=6C2X#O6%/$M,?
O5&'V3IM.:!T^,W1]! /U5,$97UQLQS&?[M!,Y'PZO+?\^X^?$%SG'EQ'KK'.QC-D]Y\?1UM8%O:@U.6%C!KFJ4Y1+@1)) J8FA0MSM**T&70@YEFF(!.S2L!C)EPH<$HZ+ZF-ONF
MZ2Y1;6MZ@,TQQ!2/! MCUR6B2%[UE?4Q."Q0M.$F^V,&SB:M"C@(^XGK)M1NS0"]# (#?[(/$,[A28L M7XF-.#P1AC>.&+P2?Z(GQ:TYZ#(1J4%$U7J-$6JS3DQ^:=$(?
U/;SPI4F)PUB"W3ZQG@G -0LD1S_6XY+)2J$2,MSA? M1 1>!DCSO9#"![Q#/1I#&.%X.GS^*_/PRBR3WI+X-":A7.B,.PO26K-\&(3W M^NH)&/")^TIYX:.'3DA8Q2VSX
:G)G"NE#.)38)%;!>P']4L@^-Z>O%-].)[M>%(KKA3\/WY] M=OIBA$_C@,,WQ;5I>Y9D_YOBA_^<11$#:;>D_()6RH^ M+;]X2T+BI%ZXBMNCU5)T @#_ZT2: 35ML.$7%?
V+K92L["=2^)XTR/YAH>@ MJ#'1L4!F(RZ_YB;_1OM@#X'\>=/^&&8]$3PHI?UMWP*>G1BXXS4)THF".B@$ MPQITN19'X.-
<902MD7.'-08^3#@,+XC"@:OE$#D*'EE5HA"7=G!T*1OX+>FA8#BR+E;+.HV>S/.,G!]N@QEI[^H77'&FW+X"4,+*4W-05Q6=YS5;DXY:4?$M2)G7?G+^"7"CCB8/['MP
U0E3^#%XE.]4D*=OD!-+?R6&/GIU?3F^OKRX?#': MU_ (YB#N85T[SM9_G\G1[W,_;Y\[BLEC,D4P08IL6B+BLH989)#@229%' &FD;-BE69Y M?N:Z;DQ0->
<>F\WZG_#9K5?">OX\J4TV/X=()%K_1'*E]ERI4(1ZP>&,A#U MZ*]%)3K(1UME)1@,S47Q)<^\CU00]8ZX*!BKJ!I(Q=9XB4FEZ1RD3>3:M+(^ MII9/YD>RY0 Y$I8H$1;7>=@V-
)B;F4/H2CQ=S>5FH<1^MA0!2_@(C5M8@2U] M^UY9)CX>UT6D#A%%^ M2XLRY9/Q3:EE24M__HFBO$Z_L/T9G_ML1]Q"G MY^^IDWX+BS '93YW:C)K8V]O:8"V>G+QIB?.",
MWR1+HM>IQ:_-B8_Q#X0W$'@$9@O6,<"'K[@2'9Z'ZI>M-E?Q++]!1OP$?'P MDX +K+OH$!TT4DF= \O74\H/NMAYM1S& ;J/=@EB"$6#6X*\;=J> F==D!F?
E.ZO/UMXKS317=:S*5H>.TGS^SKEX@' M;NG%Z?0 ,_7F<*]VX/W'F8F@: -A(UVR&/\353X@I=.*83\V;!Y-2W[L/_O- MO_8LBSLY+MX==%Q,"YJGLE9E]|X)U_Y[4%?^=6S7KD;
#@3&'E7 MW_I]%U_Z^T.^]"#UJA3Y_ZC:C'=ZJMH@\&T3;+\)N$46L7*,@=XN;K>+[P=2 M3QMC6!O\%!\|BS28,54&5Y_4'8]:BJ7IE@R*" MXJ[,JD(061;
<^P)3^['-3>KB.RP/&'+Q3B8-M\:-#*T@DEXQ''?6K7#<2T2R M]N.9/UQ \(+RO-#@'X?S6N?X"UYOH$.@-:&P"<-+_D@)%E'!QXYT/I9A',5
M50F6<^IM:DUPC=*@86A51W0\I%FFVD)-6*<>LK$#(*U&S$G* &TG@S) ABVX69#B7X8V6;?# M7OS64#3YC08\I?H2K@]C%EG@EL[)N?I7%8M,=A>'ZIT8F./A:'S (2NL6TZ7
M4XDJSOY0^%)L2KT8],Q2&V$46]+*/P:K4:61WV#_?HH!UK@^82S6EU'UI-!E\H%71BV=<%*W]W:ZR?F]>W9<;G3.6^.__#.J9@'$7>F?U MN8KU#^:OOF%ZM/IC-
[!OOZ9):P_'%>YK.?A="/BL!G0PS M\J;JA<+,FL#;\859 +!!]Z_S^9^)$/AW6ZX]:/>MF\BF9O@)9RM24Y4!S[&F MMT[G,HD2+_#M[H* M ;USF/Z$,+;,5AU)MYM1 "[R,]=#8 L\9Q;J
MSF_0ES=!SW^[N?DR>.K2,EZI)#A[NZV2X'+/I>6L7UKV6%IL^5DG%Y6Y2=(.]95JQ9(_R5>H;:=5A><\UP[X,H6^BYY\KA)RH<7QZ+EB<)KP&+GW563(HYB
M)"5LR'T1]5WA+10LXA'3_M?8Y V!>VU@^11$WJ&=;@)U4W,&K$2+&K/U.WKS M /<;V&92N.(\7IKEWB=8V[)LHUTUS=#EIXX LZ&$I8!P[5["QXI"2-A DR=V
M"05K*6"QND/N$QCP^D=D*0SRE.0VI%LVO(LUQ+$PE^".ABY2PJ!/:QD^'?6 M.:KES#NG=(DJ>'!5<,T&08MJ1A@C;NU2VHOE3=H/)BRV>^SL.*:OPR3
MXA3DUHW^'#QXP9(R.^[F:QOXBB;\>6_"'W*?O5,IKE.N)=J%#3WW@'MONQ6M7[_8QGGWVW563K2,;[G;3MRP9!"IG3ZUV@7K4
M=,+.9X3;MWKTT9'+@X<4;!,3NKVET"TW9/%8XR\@/L&J+_CEZG M"-''BPF*(T1B6Z\+?;-C35S]3B2[KN6)#C;]['MS&K-NR&JEWBTRG'*11A
MZ%T\$1HRX$J+E]V,8Z_A]V@),;LWFP=@%7$0Q@N,[N*C)MZ8! E%W(JY4F5[MB']-:*[/-^A]@W6;5N\:]*Y![QHR"?H%5:J+TAPE#^SI1SD*4W9N&7!EX#T8KJV"'H\R:4[6'F?
*R#]],IW$2@]/3S;%I)4I=X@R,E+!=!G8A2;?JOWR/\8SZ29%&$+Z1 M/Q."-_D">>/!CD#GS)Z (5:_CK!#8!&4J[YLK3I?>J$,U M1L=BD1V48WM.^:W0<)GVLP
MF9*CPP]!CA9J0I90&F@C=6!+$&P=YW=130HNJT+-I2P-)K#&%S!>BRFLH4A% M(@GL&T?A'L;R#8F1*L+72TU $;23,#HY&CCV1B!C$O"F6-F4,/V'3JS10!G
MP_^Q!N$]G^C=:#(9MI0P19C')(I B/Z%8I#Z]@O>V3/EFF*YV>,M?*#U$<%* M0Y%[2O%;\$+KH=F$;UL@>^$_;V^UOH<$6"WL/0D> M!AZRV'.;6WIG]?E>,>^_;_U9G_;??
6UIQ7UW88FIY9N=RM#MJ/6!7Z\>X5DE M15OD'85T)HDXZ6HC]2.<8]Z!?M=0H+LR"[_[7$&+NT#ICKP)@VJ8HNMP\G;@_7-X-_3^1FLZK=V.5?].+\;0]L*6<*.2
MD1;NJXTT*E]^Z@7]M@O01K/I\DQ(_>1;D)/SM(.]>$&N'6U22RR^C@S3:*T9 M3 5_D^6?_=N*5X+5QWH#@=G M/L-\R?YPU0TK@!
M.!*++C#JR$4QPJQ2E3$+DM4TXK!BITZPLCKT\(0TXYRJB&.CVNK)6;TTH;;Y M%$/O!M&8'(^(TY;+1A5Q5@3.0?2]Y8(A:6"2D>J%S &ZYHO&7N-Z MNHP+9D\<*CW#-%?
(\QVSUU8U&)WU?MF.?IF:E$23DL2*Z%$Z$02DT1:DW_-J M68:("(K86&)>.0I>)/&_*H3,4Q:9YE1^CRLC\O/X1//&)Z,15\!88'T5<3PF M*E5P;\L-EV$=XR*CM36N%DBR[@"2?
4W8(U>/$:]_#VO%(_XBT QIBDN&PWV; M<]\FT+)V0G)"Y%;<7R MM\GNW=?7]/4U75PG1Y=]?4U?7_-BO;F#9_T&K(\K1-CI-8N.NQA>7+RJW,/9 MU?#T[+
([#O8^10\,!XW4NGB"%&TW"&$X!RG /RUM6I0E>AT_CMN+. M-L5,TEJTL$8=&V9O9#7']\)/6_F!]'7C,*B=6S22:#X59U MBCB^8+V #!7 *6C)"3'%&19\-
J)OH.RZ06>V'8Y*)C/A>"#Z=P2=V\AHQ//. MMTD/<:]#XFI 3O+2.-OT-/+T@WIFTFS[OH$F+(.-L'2V)SX5164G/7]WASE4 MG"3Z-=60U_*= \5F#KG&ZR>M;F*A<(: @\UK*
(Z0NC>,1E0S+1G2VL*-AUAN MVS@<>H.GC]<'3)=&E6+*?>D][EMWA/D[]9@&WZ_T67.<0NNC3/$;0QAB2AV% M%8K)(X\,[,]L&KD=[K[Z-5BNTE@-
N#,:@A+#3S=0NG<']R+8^G>B3OC=&,H M]]:$<0J;9?#K6@+[:JE,@C, =EY]3P/TRH@A2'6+7,4L[M+>WFIX>1# >>5)O&4G,@
M#'A'B6@(FR4H<&I8=:4KKN"*:JE82)@>D4Y"XT/H.UGRCNTZ*F6%=Q$JAH8 MUH251*[/>]JZB[R#F?7F4^K=A%K; PZ/LCLT '/< M?8M"E2XW+ICXP90RQ[(]U.^TI,Y.K?
EBPQV"[8#SX@BTPYZH4 MIF!HM'#^J**9[.@*FZ];-IH:Z/N;AH M'6EV277]&NQJVC<*(4ME]@!/)HP[YVTOOZ3X7&TC8?PSN8;]:L707@GZX5NF^ MDQ)Y7:5O.3=J07I=

(&X75$P<&6)Y^@:G@D>N\R,Y)^QC310MQ;U"U)\V1!L^_MJLXQ3ZPTK,X3L6'G]^M,#EQ?(`[_I)ELR210QH'VZU5:A*D-X,]%=B!Q &MC-M1CRYEOMFA<_!*G$V >P-KPB0_2NP-">^V7O&8DN,]&|_]VQ]fLR#VF\-MY531!],OCUTZ%U<_E"L+V@X&MT(E4YU\<,,26@!LQ(?MR=2[H%>W01Z7?5 MKQ[H]]?I KYY(^<"[<+THM(MH*V9%@S]-T%-WI9<\\SYF^0(C_45=+(OS#H/79 MU8GO,>G"!P2L-N+=Q^_"85,;'393%*?30EQ)1T8QPIZ0R.C1XB"[=+;,4CH; MD1$^IP1"511@<_KBH,4*

B24{6:U?U^/MY(_8F>YOZ_KG!\Y2$-=(*_M1-/U3RNTI^5\GO*OE]IRX$ M5?[2GY7R>|J^7U?TD!4\KM*GE)N\O!VZ4Q5'M(;+7CL6UW:,3YHE8BW?\RKM(_]$O'\G>ZCI73P_K&Q MTL%KR0;94'2D/8NTHGGD I?#*@5 J7]GX M5;['@& 82L4?H389QFP^QQN>NXNG[2*$BHEKY3\PS!SW. N",94QZO$OVT-.M/)Z6#2.P[>KI#XQ%^JB(F_?#[7T2U+&'K? XZL.JHAL.72%T MK_,XT+U5=LD+?&5Z6TFQ@N7=$E<>U6)@+#'|P+''F2#?E!=<:.]I/?3I{])"[W M=H1>YQ_?%Z,W' >>T?OGWMBQ8|NI-X"N?6\TVW&PYOCP?E?4K(0%\Y*N-?+>' M54"^"@A.<8U"4U1,I)A(?EN,2$IKE%??ZV[G#VM,E.P1?VJHI%O[71EH4],4N7-!\>US@&TW5:UP/MWDKU-MJ!V"T9#(7/LLXQ7[!LU1{CS7OK047*_BWNU:KE*<]_!{;>?_-X;,_N?+O5= MI?IO8O6K-WS7,OZMQ\GXGW)\/;A?3\F4[79_S! :^NX?-$2WC**O]>_=3R MC(D$9PTF."T]?I$U#7RV^,WQ[/>FTS|54?],?O/-$MPAW#SCMD$_BUK{PN MIU4\"^ANP4Q75E/MO:C9I&1?G#MG"7:QT+ D_$K#ZGHZ0?M-1$N)#K2^"Z33Q/@G)$631NM*!M@=-> MXNJ1=L'B]N0P_?(BB^5$1 M-1 8O@V_F.;T9A %9A%8]IS KD;IH+&0/^9;_4]_&=;M\@:UCAH.3Z-FRGK MQJZ;EMTIU9)K$2N^HU"J86D@R7 E^&>Q+K$(F#(_(55C?9AI'UH^(5F'FE- MUN3PR?_*; IXU\7>%Y[SW",>DQ_.]HH'PH-Y!CH\VG.*CH0K(V*F]G\N_>5 MQ5E)TYA.)B#-8 EX4N@;'#;L/,K$1;^,7#)FATLH4O@9O2$"^DI 5E).EXKQ@4KP:.[^2,(?) M=]J91CVPDSD#&H!CNV193C4L*8\;+64QI6A13BE!DBBS@1>U9XQ[5M%R##)U59XQ[5M%\1SS/X`\ 10,! V_U-,TS>(,QZ%)5*THHH$8$&"<31A2 MFMB3O/Q!FY5.X6-<0V^#4'O-,4X!S*R9H+. L\Z!)?ZW_ $3$*>`W)850M'$ M54:&&AP63*T#_L21\SE9.3\5(3!+Z\!DK.8&WPQ1X_ M 3F 0I.,MXIQ5NHG97GME^7UN= ^@YB)@'TMM[6#*J"U [!\ 432B6E^,UM,*U>2<%9!D=36=7+>.[FCY MM$[998D#]$Y@-"M <<,*8*[5=XZ[=T[YL*ETYO#AXW-XFC0;,&$E)P,/P.IQ M,F3/@)T'ZY)"1WP! {):+:0X&(^CWLXI=C.BSZ01D 3[fV_AD#'_Q.D.RPZGP MG,=BG;<,;3 6*E%>R+?"2N$HV\5H0#?QN3BZ[9$F278)Y\WJ^I=G$W;&|:), M>/LX< %^+..?W7^*|GZ]U^TV:\Y]Z M8# [0Q6Y$XOBC= `V!%?;W&3]],6()$ MU4OHRL2DVBPG^/6/*9Q&>M6^CKZH@{'_,REK,B9>5SPG\7LF^G_BPK'0N,L4 M^[EF..HA?M3#4N8>=E3^-?`$1'(7\- Y!;>9<53W]Y]J>FC+_AI-96&GWOFP9.0$P)P_CU%/V#'&STCKRR G_5 MH[R,OP^QS:?D(0"[`HL_S3+#6&_G6U]I-EV0-^T4DO=P0S%O]8_GH&/F^MB0V6$4K@ M,/IHP]Z$]TB>?0R2N[S@:#\P4&PV,R"L' MGV1F3"09NNG37!A5(PK'9C6XS'V?I;5*:,]9(DX2]['.Z%/"77+>5\B_@Q#_V+4;L)O!46=3AJPBF#C2O!)VEG3UE&D&2T*-&;B MJX5YDOF#!SD5 98#;WC>!*WS\H(.8]]MRIHC81E_;BU!& 5WAXB7'.H,@T!BQ'FC-BZ!.!CR$+(/|"_B M>;1]PE+$-8$1 M/ %G"43E)Y"H-4DM&-_3R.@35VEBXG\#((^N:^C]3H7ZZVI_0]B$D?%N?^[MK+YK_P0]!',XK4"JPEN @0N089_&1V-24PW^G;.N*0LIKU#&=9R**R+>E0YC M43;B F%^X>01$.NB6@!^I140VV)X57)RRfQB^!-@5-A*[5\01[^BF>/ 8!-E MR93T"$,YA1%P+F+_8#\7(+&ZL#PAFHG/:^TE_DD&_-_]Q%@\Z(5C\>:C]LTR M^/|]}!W/"=Z4)ER&FD$N77*=PFO/@]GYP=(NM+R$K>^B ?2R9Z?XP4?\X+W\ MX-DK,5'MN3/|/BC ,K_$Z\V@)`XJO!E,2@*5PS%JG.*&U<M,APCC"(P4A:K)OU#*]"$8>R]HDG<=;^6B^M8@!3T*B]> TKK(&]+5E(.U@B\/ MQ^Z+,3 G\]{4PI'V;/1CR* (]^&T/86;)UGVM,I/6E:";DE?X%/J5Z-%/5_ MZ==H[4G+&?@NG5;$R2)(+]PR%)A5=RHK^9F(84T)"OR3UV XM0<8P $>=^A^'T\7X7OBU#-D47 MK(O3NIZY%?=(%?C]/,O% M-3=Z?DM\FGI*0>56E6F##[B",EFN%5.6Y6C#H:O$>2.92HQP[\YZYKRU,1(_M^TNO-Z(I)3QEX,]UQA&L7[A,TG!K^8I?L 3C&/BLN-U<= 6%>!!>N5Q%+W!35MWU>|%Y M4@OCDPP9M;5>$W-Y>N-O1[B&N/[:"&SM1C&WOWNTQC'@W;=7Q5.-,'C(B]?LSJ&Z:CP-]N>N+V[6 M.L10+4-4AY#+%!"CL"3+C$R@QX\>;UXK=&[^<<=/ MB7Y_9#7&'<B;OC\$F_8:?/T&75/L_O'-'9U50I"\A$Z!%$;D")I!.^_R1P CP XEK.+,QILE@6%?<]@!Y$.'5 MTP@2(9[X%]MD(H!I^`L8+P)<-49DE5-#H%TX&?VZ+4Y4Fj+C$9@>*N-1Z / M >N]ZDB<-AQ#,W,&;UE5Y0[,!AP)=NQ-!:,[!Q<'U*8/X80Q-BBO]? "C5)$ MA#.!Q){5=/R2%26OE1'%-'ZP#$D>9!* 21/[*UJO"EN0;14T1XLCY%(_D5. M! _I* <"OF@C"LH:V<)8H+,RBC6)UB3XC?.""C')1=A=A0?M4 = IBF3P!7I22 MXGKT[@BIG\(,'IA,T/\2] M6(YY7(T.IA[WK9-WOWXX?7ND0:1@:,I/.*T<_ =6M$2P!!CMV),_LGZR"3;5-M(>.!=]+KT35)007'0!ZKKI;24B?%Z36"9X2.67 @L[HQPLD9,$^LI=RD]U9@ MFQR4MO!KA-$&]P?*_"V.Y"(4)XFP2@1DA9O@VYG.SNMIP'XYP,TAI>?AV.U"0Y2-NBJ]E#4K3X"D(,DNS/"LA0G=31YE-MEM!VG=KJ3KT;#BL!4/"">EWE"RP+SOZSO]*@(5^RO5/#0[T2%W)"=@G;>=FK M%R6)2OO8WK0/5Z5]J+2/_5#B=TK[V+,$RI?4#FE3-\AYS->Y>N_6HYW[K =S% M>-O1[B&N/[:"&SM1C&WOWNTQC'@W;=7Q5.-,'C(B]?LSJ&Z:CP-]N>N+V[6 M.L10+4-4AY#+%!"CL"3+C$R@QX\>;UXK=&[^<<=/ MB7Y_9#7&'<]-ES6;;7&RZX2BN.!@N&"#W19VG5 4%QP, M%VP0^'V""67C0. K@)G]CP]7-N=-O03EY@:,,FN9RGY?3D5NTZM> L30QO,\Z;PO.[,Y,\-,U1:-Q]@^_^J:_N0*EX>W].6?%V;S-,M=^3;.XU^_Q10RXJC%4=O*T>_M$:.8>S_H2|5UG=W@]HXNW*#T V2GH\F4NR4 MX[-'HE2U)%A;@MHCSS!W^:R5NZ,X6G%T/X)AC;Q L:1BZ2T_9<72:[.T,_)-`M? Y?/^E'=`"7;L\S-Z17L*3=`2= #DZ#V*'253:0X>LM/67'T'4*_IKG3+5 5 M1RN.5AS=#URX{IO;Z?M9=9OSV&[..PD9E2YTR!`_$(P>D&C): #U)A*H%') M=E)*U XG;N^;G[L? POCVU>^!N:[9[G\)W M,;.G84(EZ2EHH:3&,G>&.7& ^XT.V6"HQMOK#(P7"=BT_OEL\2;D=!%;#8_3' M-+8(>/"FZ[2N/1/+ML/3J[;GMO(OGU;N6V,+3DHPB0!(22__&3N-?9B-U7 M I8Q"LSA,KUOW+0=U0-*DBA)HB3)K45@(\,)]E^,* =4B0\E/C9AB 0=0(;+ MQ=Q: 3* 0PK_10#2_8=E76-Q^X_#]U'T/3/'8K(T;(LT_MW(`@]..'H3=? MR\)=AK)"]0&?F^8XI.#RDW4Z(XH6O-1RI\I@^3 Q@5S/M.?6W&@R7"$^I3Z< M.']Y18Y]]66SFR+1\DPT$**.,J*)$CZ<8Q=KZN#HSJ'ZI_!%Q)'!5[HCK_ND MBY5@LY*RT&D30\OZAM@\_%G/<_J1NVS,|HNGHBH[#]DB&'9BNZN.X8;>`M^ZC{OOO.^01FE2\BN]_>W+ `*\"R_(Z@=:,#9>^0HE\LC/H5G@#1'1#V*IPX, MU" (#VQ*=,WAGO&03S@DO:M'B GN_%36!T_2[4HP$&!)U4<>,&E@+7#0E]?7X M4>%*L'68Z'0ZZUQ*G2,J'LOV&<0E%R6H[_]>?YD[X)-1U]QU;'YEE)8S$Y[R M"EN"P.1@%]KN\?!TS?)9$\6__VM$G;A$&ZT9+\H6'<3LV%<#HY+-E7;!F`,R MD>7.U,.`^DR.*ZPP7;_)3-!@HU>Y5PG M[*IED$N63ZFM#';H83_;? H:UY.5EPT=E.:WGQ,\;FI8[8{4YMH?O8=\9;%K- M\R2,/ZO38O-?Z>`JK$!I9 'GI0U*2^R9]OUQ"K2#K=E2+O3X#YP(.[1';/094'K "69I,71=2HR_HZSYA>3O+SB M7#[>_BH?P)[%]5C[G+'%;/J-:%(ZR;'0+.C&9QC+B4//],HNY M4&YOAHZ *PB]'5/X#*BD MC*DC-;6Y)@DGQ!V*-SB][YPL-FP]GE'7W/;38HI:6?@V,_=`T:2BR?O3I/3U MZ/[XB] 0O7TXE5'KNK4=R>*KIY-)68%,/[VJE%I.BHYJ6AR$(L0E,`(YY5 MO\;B#^\>6H.0_LA9%9_3!PG8CWDIZ?8N4I';QQ=EPMM7/YO;E%Y,<]K&!#@@ MIF[FL O3BV*>&-NVZ+-"I:Q8;(>^]'3 #QNX3_I#HAD/;Y/UL&/WO6MMTV?G M=[52M&QO8D(HEI)D7[A.'I[N]90OEOI#?'L.K9]IYQ=-?GOVI*>-O.*FUPQC] ML |-G//"X%)+S]11HKB+66^#O*"_CI(X-<^])}$G#2L?C3+-5#>CO?\[D]WZ8*\ M.>>(MGOLL4#FPU+5;H:6E,I3*N_NK@&]MZAA8/FCA4\V?U:TO[]_>]2[B*[X MV12XJZRN@+!I &8K;_X6 B3+#%$W>GR8%5E,MIYTFPBMM>`Q>P.O/,#>`^Y[^V MS;#ZS>"9;8KP#HCP/DTO{LRUP0O'+FF'Q>"#"L.B]LG!NL&0'5"C!€\4-8N5 M_ZGH[X'T=T)7##,=C"&WYJI5KFW@0P8]T J.&IX4X*B.Y'69"-^!;|\+!9T7Z M5 2I"/*!F;K9Q420AF9%FDOR%*E%LK(",X6+1!&;(K0'$=]TF&""6DQEJCVR:ZB0 MH(:Y*#L^7%V +\N(R]H"2;@O'1%=MLQS$<8%&8EW&5B2= XNMDAP0\<&MBNN M'Y!DO8/YOBE@5$R#@]^]?<2&|!\%V!BE@$9^1&@!=/2QB144LIXS,'UF>_MP >:]CM(4#$;\4E-J%YR+@5@!E)1-6(LGI14BL[,4ZA%)SI;#33TBY@#>?U6/M_]%_#).",5,@:T>N:,+-;Y^6+-2YU>T93S M#!Y.T-KMYXN--)SR;*NDRP_;F+0.684I8Y=EA:PYPF$I-UL1(&S.>R_Y58I*:FW74E):K1Q3EYA\L& MA_E1%3\5@BR*"ZG>2)++U.(TSAEL*D$?U/!AD<'<*;>NK/G2=(&Y-&!Q M.8;#(%DSK HJ+WG!\+B)IG^T2R5L,QI@=E, [UHYZ"~NRJ_'T-4)LPG MB0MC@=8M9;%K:#-FPM1:@. _X;;QZJ+&^AL*$>(9%C 5.P?$@\LU+=J_BQ@G3'ZK MY|:U?7M'/Q&?NWHF(Y,+5&U80A?N!&XL1/DE6KGS-X)S.14\!7YJKM4T[U^>* M\.T)P>LD HN'X,L5YIW @Y\C6) @G .N2L"\L:[,!7DQ:V;,5!:Y\ MEBMZQ3%4DR=Y=[;_\U\F2HFPC"MJE#]2>EM3^DZH3[WRN3+/;9]@MF/I%JT3: M;1]K2'=YB,>P6%MR 3]ARE UHI*?>W]+=SE?V-FQ=L*Y]JELN.:,,-#+^C3 M]VZS:S"P"OG0.OD/*?$9>$]WJ/G906?ED+TT=(HJ]\%ABK"C/.J'RVFKT&/0+ M6I2M2%P(Q+?EZYUS+,+&IM("KUM#F24@B\%7 3U 5Y\HPT'DGE4(IB,V1GRU M$.C"B-KO$I\%7@EU<,ZPFKR3RUSVNE7 Z.>_.T="TLEX M 6HLK[/I>:JST^3>Q(U8PQJ3%6XK[FY6B.)'M/*OKUU D\B]FVD;D<2,69\5 M,?%'ZXY Q.&"7YH(+4FP2+>@/3(6]P#=']*SF\@7T%N MP"S*&L58>_/2J2!?] '_PW&"8%9S(5\9]]K0TOX5]H%F*\'Z/R]. <<K$DBH6+[Z*!]EM!1?,G^#]:ZA$8LT (VDL9A_EM?#+6_G9T]$6& M8EZ)*PXQAR[K0QA8MT=D9$ (?8$"1.Y%>SG%OH-YU1(;[=X? T^1,?$=X0<)M-M$28MEGKQ9!;K7PG^UEK<>(+@95 Y6"J=C#.*Q*_XGGA3(DM^UHHVC80C@7=* M=8<;1A!#K?/1 X 1.Z!3@NTN$P& (PA&BB]Z)60HKMH.HJ_,A@)8RB.9"4,6Y M+!*CYV KEQ5Q]LQ9%2^A1 2#=?]KF;38@BOTKM3H-@D,^E(X1]3&'`J9LY9D*\NON MU*>%=+,%. R-)&]*>]?MVGGY]93C;2+0%@1XC9T5FD-K#%%GP.XA.B1SFZ- M$QDC*M*4P"S$#HAWX)YR6#12'Q!OU?E +<"NN$F,#9IA.BD-U+O"E-_M@-9@ M4Z87QV/6"Q?"1<<[H3A9ED*5 X5=K-I\P:]$ <(%:6G> 3P%0$QED&$S_I(5?)O7^1N_0(^U=Y MW77#^8+$Y5&.;E87(.,F$GP18ROT X3HX@#[NWC(:D8/KHZEE[7R\5]52<)NL9L&KX:$7]/4!Q0510." MH1-G8^V?,PTIQ;&X (I;2VT5L?!YJ!2$(]7_UP#P[U*[Y M)U8A#-?;&&[9-X?GP#L0M'_7Y(590@T:RG,P4IW/UUZ93\I:S(IR)5I\Y1;UHO75OAR?M%Y:EVE1:RJ_M@&G-T$ 6OL9\R@0-W3W1?O0*X_@_W-Y=3&;& PZJP05C@."S'/RCU%?=XD! MOPI=4R4R%4'L(E[\H'$/M@E9^KH)"Y;N)F&_>R^"ISX7]Y]LW^G-I>-T,_1 M$,[$!'PC2] #30B.,>)#TGZ4.9XBU60)'.C9%48_Z6$.VHM\&/I2HN0QOL;L MY+.LF">-:(#5(.\#K0:<)*Nl*4I#XGJ*RZJYP[FW23MU4\F2BHX QMH7"2T] M2Z%!PTB '7K9]1) ;XJ#D"TL\;31$,F[7+=N)-IZ6,Q5 M-R;M&DU [ASMIS \|%U>1JU71LYZFOH]BYLP! B,)#)Y>QX&]>R8(.],P2L&4QWXFXMJ9,!W2]0-+ M);.5)5A!FY5>>59PE#]UEV<>N<=O(?5!P?G#^"<>4MPR3?&/D-! R@(]\QAC S-92CL[2YCKA^G:K49UA_>P)++:/)\&9O4L9MC; MRFWTXIY2LFR;:[=+MUCK.W9'L+ X70S4MJ'$7E,]WD'LH77G$K$)!! YI:KLQ&QE$!%I(`ME;Q*%9?_78%%.IN,*+&1Y1C-O@=S M*IP-.]T6=8LSJ"E^1#N8(].IHW,,X,_MY%=DJG?V9+\4FIK=8ANIO@]D5Z6.HK>).0B47%WR]I)#5(+WI-)>H4,_<$29 MJ2O,U'?BXOR?XN+\P^SB_(^-UM]EX3"=V7G8O .CSH.L9F&D%?M3+TXP5 M:?V3%*]C*AsRTTPY7$EYZ7(ZUCTTR^A%E_D%73$CE FI-.P.7F8ERV-5OK+5S M#L1.P=>ZZ5F37%BG2/I9-;LZR5J@A(BWEP&B,DH\"+X;FK 799$UZ)XC=D'O M=62A?K97#7.Y>Q3#C8GCZ#I.FY2X<^B_SN8P:@6&R(>;8-%/TA:@/,^0NR5/C9.CHJPZM%? W$@;ZHS+D*%0GZ.EEG+9,(O2:.^%U118PD0EQS K-&V; M[O)&[#G3R(PM"P1D%'??/9-.A"TS?A+WOY,":G;D?G] ;_^_*.QIOW?WXX^ MG7XX/3K|*]WVO^PB\D;_--',L65=7BY-Y^,#G^^/GDMZ_O3K2C7S_=]K] M\^CK/|Z=:.E\_G/SCL*6>O**<-EF.U|.4IR#8?,9(&5T3RT2WA.$X)*('HO= M$P2E0AM2\>5F1-=,6EJFA;!42 M&_3U-D!?\|DG*3 FH5K;.K0I87Q5(@5"1.KIRI2R6-KAR)H(%_Z]?68.23" M\M2ZGE)?VDL!@0N)394#SA-UG7#,&4M3*<;0'XF(@D='7!A40QJEYX#O9;N MUF@> (@PLYK#D[FR$$U/4O9_4_7N7R=.5B8$8YLP,*6$S<#H-"G?\ZLNNV!:SUM,V(8$1#I5*TH0!#7A-)*<.<866G' M(A4R@YB1"<==Z6P[R*A?@- E:,5T0]/FV&&A=LPF9Q9:6UP=KBY=:TZ?7H(?" M$2G%@=Q#$=:,QF'&]Z5<\WRIW0HMWV)P8"%=DRQ^?A*>_.<3I&=QQC?!Z=X@. MXA8YM,,D\NUF8.%(HY+Q60H2FI9M? C"J7"R(+IBL[4_EN8H[%RKQ%)(}?"3*.MRZ04T1\9>#WOT24;:>^F5=D5//R=P?I0E/R;%/MO4@W2/,IZNHY(-"N6IO M!! KX"TFQ5>4F-0KVA=U@(}C$Y]Q_32S+B$!DY]0Q%Y#)A!YS.)ROZVK6?7L M2&3:YNB[:G"&Y_UYM>A;&-WQ[XVXBA*W6L)=E.DD?2C@^3V](N=Q'N^46$?$ MQ-N'>,M0E5C(%YIG\K#XR&5DB57;3VNBH)^Q*8,TO.^,\"$7M^6A<,7,5'VNG M(KD9]MP&%#7]' 9,)E:0ML+6-*NZU%7P" <3YES J,,']Y0+EUDEVB]H5*MM&5>G&&;##QTSA-*^.N'%:G0%L[G#(45F8ET)BUUBCR9>3@ZWC\E>HAEU3P= M(V==.,^P6CD#B_%%Z^2)'7/O2_,'+NYL>$$"9IC]@MJM-3$8_P>KDGYMS]%U M_W$D8',3@4C;S>7:EPGH;H97*WAF"44):P?I+R&8;1 A@B%H;B.Z/*]H9^4 MN@2K>AX$8P(.)<]O0EL])E-2"G3BCBP0TFY1B37#R:,)VQ1@E9_OP:[W@XU M1V9S5#F+ITG\ <72+KG^/"L@I%_4,R],$-,T2:CM==P4R&B>,3,KY$YB%B&2, MC-S6D"'FXXSJ>Q0ORC$DT@M\Q%E54#\A&&K"*M%U6>+|">DB8AKS\4/"$DPD M;C_8O^(;S=5$9-C===CLB;,P$BX=(H5N*M)EVG,5 OW6>EE4&;%)=M R2YI MY#_3LA&7GVUU?>O7>,N2P01,$SF49P8 A0P_K!SZRX+`-JA=!)\1.R8(RGTR^,!!KB=?K+ M" (6,BV+OY4J8O(8Y/V8.(YA,HYX7-J+*:PCU1I@O<>^')I2_GI?!=>OITN!M_ML>^^0.+O.O.H1M\+YK MLD-.LD64./G_NL.^&^IK[%\MA*Y(@$'O*K*V2YS>#C3C%OZV,)M"B_0J?_ MW'-F;H.X@5OZ[:\X\;9&_QHIB2J0Y M=UYI>U>BMYE\(RTT] 1\5TI/PRW47O;CL!I(2^,%VL)E]4J;Y-,: -J1><$] M;'X@QJ-%C^ 6V&/+?=\5 [>7Z;TJL9O6(,"_>2* ,6!%.7H!;.AXH6V7+/N= MH^X9[#GUQ6I_ &3=:,XAH?T$V(PXT>RR=C\5DD;7<;QVT'f8RY><2YXE,;8 MF1W]5T2=P*TD]+5PI&V^%DUM/2B(CD]/IE=`XLR^BGI*X)7W M>(-H&OH_1)5D'P=UAF96+I'OA^MKR%1L H1:YFJLT/RNL8^:O]#^"4+0M$E3 MF!25PCYT*(WFF=LT>C);8V=G2%X;Q%L,86ARR%:6U7_-A$@..A!HFW)@"'- MFC=-+F(J,Y*EMA(PMY:B^[WL1B)T02P ?X_:ND0*LJ(%(Y*J96(8LGOSM.Z! M"(L,40D9C&=A(L;H.X,^ $ZO3<%%;D.L0J6NUF$,_DP<:GDB_9 O.K@6> MF_[8[*B7TN$%NO[!5 8ZM#7 $A@IPJ #' MW@8XAEDB.?<-E3;!W1^_3:S<+|1X@W!S*KM, ^IUB88:]K[#*Y-/AU` ,/]H MG9P>G.)[IY[M/6Y1E<7JB'7UZJYW\)NMIP+1Y1ZS;Z='7?VMOCTZ/C'U{6$R>>-M.3H^_NWKT;^U#Y^,/W_]\ODKG-C;S>[%(L5OU79\^/3VW?,33C[KQY_G7S^ M^,$M[L<2DCX]6=@DT8-93EXN&'GY-9LVY1L!)7$!*#2!"//Q'=1!.06[ 6-F M;\1TR%]XT7Z!4!@G-7_=HJNU>TFHG6+L9_A^F$"G4!$_1P#POZ_+Q^"IY). M=-+K0O.%5+1+/KSILZ#[(*]`;JK%*4CM$< 1-#VZ'[\H?-?"\V/?U@B|!?? M399BS'+YE*"H%8HG> "}XD.A2Q=V!X72)+'7-%^%/Z9>2Z29-$[6 M3R8$MF.Y.[#^2D_74CR^)]H_W@_??9&7+M_J<\Z9^#+8^[M\=_"I>KYWOZQ6O M'@:ONHI7|\.KO>##K.7?-\QZOR$ L2'&/9E=]8&"_CSK0(BWOW-@>JN+G",)P MR0D/5W'V87"VISC[09S]C2YPSL&GX57]#6^ZGIBS3WKS:<&(Q36T8NG#8&E? ML? 0#E37>V'[#VH3'MZ_GF?D8KX[?XT04\QX&\P;*>>^5N#0<.XI,BJ;4YOCR M?9X2FMX- %3^NN_C0N(D?X;]X)|7_P'\]8VA[,X9,E3&D,H;V0]1L M+&-H*;=2PM##[\>,]7BZ[LOG[^>:1_:YAT\>4=_.O3J?;UW=|^G&P3)O("94%^%N6H^F1"@B80 E%W+F%=[R;2W M8%G^$)4AXL]P]*]$O(!I5&=)Q@AMZB6^3Q;\'HN7=FWD5\'3=M"X&IFO/)F? M8ST7U2SG+Q_CN5LBTX"#T4+Y2N0D MV5M);,!O?]X%A7]>MM"?U(&F:MN;8Y&3:$LN!V<9Q\P*I#|4LOTB<=EH)8^U M)($> (/5KEDA^V<*9*BV%K9>"*)U&MJUR^.ZY9AF2Q;-(!&*&_\S?RSXI^&V MF?#,J(4PEH(16A&;I8'}"C?$#9M9U5X?(^:.1I*U(7D<^0SB\XML[:QD[*6Z8V M*BR/6%Z7CEWP]\ZU %*M#VRY;M0G="D:.E%97HAZRZ8J<9 M3;3(';+[K[Q+0_%Q0$0AF*%@OPGBMJ:X#8TEB :\E8^'R:4\Y9)JH%-QE\) MD$+ 3{A*W/VT26 !E<9O<03HVP1% 4R!*1PQDGO0(<7V3B\Y).SU'-MB*S9IY((.O3Y2<[$V;,M(8A[\%4$&Q)S@^L+@5*;O;?CTL*J?4DE#@9ZYR M:PCJ3[',$K0/+6HZY$5)G1+RUNUE?1=V M^>1_7^B!T&.*M@\#ZY-J--/L,P^\J0V\)[(SCE&Z(\"Y8&TXL&;C8>RM$:4(M^!8OW0!"8)D6V/$"W1/"F4&!U7X\A^S=[U:V]-%_):)60>EW+FFI.&'3@ZIT(E",O%]4P_$OK50L9 M+-0.&24"R#,@CSGO1G)*8GYDV'3YI*@;,$\&_.RPA04P=&]5DKU7$G%-2\IKP M&5D.OY.2 L'W;X>[IX4HAY1#?O,"Q0T#*1WB?VL9*=;,7#\,/4+9U)N/E$,K M)D2T,)*"A6(&6EM+OCB=%2.@W"GZTO3ZZ902E0D>NI+'N;^6U;:*QK>R*7%'-MHL)8RK$E&\+?2R48\P.1ED? C;P&HHX0)G!-D1T$#(E!<K 6;5S_*HQ) MUQ4=XGY6MZ\4<\".YR#?$8YOQ= R&$"PM(+0$0((TO6;-L'H)GIC(X;6LV47\%T:ME>1W;0(8L=AL'O M=Z"Q.)],J%R1GHF=1[JWS7$RG"'8Z.V=WWV;)NQ6P(L_D*T@=8[;:NSHMF"7 M\RMJCX"N@I8R2[4MB#4GZ*%"N*-L!$>P(S3)>\+;U&I,WMQT#6PU)KO#S=B<;UE+9L"H;=C^N:3;6#;LU MYN;I>1_4MU4J0FBWL1L1U^.H70?9>A_QWK5F7BGFZ0*A?<5";.N,G_:E9%.B M!7-=?H!L=8#;F.'9.>.9BV$0:)$VXJ>/4*MRZA/:>.T00"[[;G@N7V/YAHRU=PMA/X3]A<.,=I>? *(_U6PGNOF!V),A1TYD\%=.MVD9X8;=^NOG#QLJD<6F7427?#L;BM(?$NZMJ/_2Y8PO@?C MP=XLM4O 5JZ:-W0$.KZQ? HW6K.B^GO"ZL V#E!G^BZ$J/1O&2sCJ7300FC4C%1(J}UF@">_>?%DQO4 M:W<3=L&;\S*!J9U=^6IY?P/9'N&_ LPN,P= G4]%MLF=SM"T' M.Q=:T;JB]0$4QHQB.W%/5@_0.]!S[Q+X.[^:LV+16%UEZ9!)WC6T% 'C98:T M;`-=W7FP>JJ"^9Z1V;YH%V(H-9>!N&?2!>=#\]TSX=BV[%3W>EQX7]&Z)L8)WU]1[2/2!$W=PY,$B0;4W%-WEQ3++O^U=7#Y.*((%PIXW?F#(SNI?F%/;"!+]D/9=U,@ZXXH[%'? 1MPTZRIOM.9/L\R&Q%>8KR[DUY.O.,8==,U\:8M:4G#TL:M:ZFIR?F/DIOL]>ZF>"U<"/"YN7,JI"=URJ1&27O9855'%,O3JKOPJMQ<4_.M9!O/EK 79?!9J5. FJZ 6\&N2%Z1_ -,8U3Q4K2*>Y:6&.=B(AT)M@$H//O M1?D#K&2\'JPU>9.SW!7L=;YEX.)AL%#4P0*54&-D1<.*AA],PTB_ZY^AO @" MJQ7H$6NJR7N//GNZS7;@>:.Q_JV4(>$8 MW)Y.$A{U>I:R:HW9$Q:IN5:X>9(-=%XQ% MZ;!YKHG:072S\8ETVDRQ,6]W.]>3-&/MM"N+HL*?V8LN.&\6\]\H%QUFP"E_M@6[-Q'?E.VARV:SX;&%RI$P;$&FL!IGW@V-*

VA&PEWQ518#4X#9!0-OU-=5C] M+(AS1L.#(T:!9CF??GV_@+)82*18FIM!HE4D-5 BQ/7TP;-YMIIEH*R1(_@$ MA+8U99$;7N@ZZ4+SU\M=.L_*$[U#6M!BG=SR&[UE)%?
W:6Y6IR>)^__,D_8U MFEX_[69KDFHV3 CK)-6L/'&5.;.9(]J!B] -D^7O7)OS7A?5_#E035F1@+F1 MX:FHKYDN_&56W'R#^2"R7*@:H'W% 5WN*YK>?"++-12-FRB93,B[V)SW-
2%7 M 8Q$5P=T3S\X*6Q_(&?#U+^0(ST#&&@MOB7QR(7G"LZK<@I6X"RU6A;@B3?)OYU594W)-[>B9A8UFCM8EF83""F213H*:(Q M/:U$FE@TA0G"+-
=0&ZKX:XF4L,NLE&714Y M!*V+P"H]'ZUOQ,)<+[-R.AL*M*V 2^D*'WI@)[6HVNJ2^EK\M.OH\H,[9XKH M#X?H3S&B*$F^1OALT!5H0(I[(!A"W@3,H:\B8ZB0@
H)#!@2F*NU6H'=V=Y2 M]9W_N2MN"N>#B"Y$B5:'?"=@"$5J'05G,7.)=>^A,+"B9T7/#Z+GCL@$0 EA ML;:YT!<"SW[AKI/_Y/&46AM,HYK_9RH3[>8A]SN$SD5NR",ZI&2-
+;'J%>+ M4XO;MN8&?Z[_O!0'[Y#P[RSGZ^+LO@TI8X4U%CN_3&EFIRR/'H]1O3/LPU>,A!Q_,YG-7"=U=,^QX3N6'>FA:28Z2)\T M\IV4,)3Q[?21N@#_!'YYD]_[V]>C3J7;ZOY^_?
CK]_$G[^/%+ M1S1S6_+7@Z"E7>7X(HB<-#<^,'=OS!A)7'R7PWY.0[PF\\.]ES4?:,6PG M^,=%Q@Y9:%WODK+=?!KL,INJKMWJJHZNZAQU5:>NZO9#U#QNU^ZMJ+MXXO:X
MH 9=LG'I">_4$Q[<5F_"2$H'*:ZQ\:+] O:699.:OVZQN]LMJ.AD:>QG^'Z80&<* M7&9MH[/7[??E0_!4,A]:][RQ;[V05L*2S\VQ%]ST\4V?6>/0N^]W'^.U?_ES
M4RWNG538/I!&Q.+OB"M2)+IDN)3^6FR[J#:F^1 %@?4@)_\|LQZ=O-".ZNN=7Y07*)^TUK9_11;<1_M ML6JGNDNLOT35G_^Z$!&X TG&+)!MR@?<.EVC>& M%:?
Q7;3OP[1MN 7QVG7H[>CDY-WIR?UH;,DT-[@36R2&]FWA:K'[NEA%TGN^ MV#LKPKN[H;__),A]]$N]Q? MGF4_F]?%]$)/2LJBP2>>_=4+1JYOM(F+[8+_NL/$/QQ7*[FV94>KY-
I&Y%K@ M)C%S+:Y[;NKICAU[.F-6H >.'7&314$2A8MR+0@LRXT30WA%:J MAT;J)"QR[F[G 6Z%%L,MTSG=CCAN=&D3V$/;PIP76S9>QB M.MXA2[7]"BQO3P4IG?
*J="3160Q1UF.>46/F@'WXR%,EZ-VZ>_+ MZFTYC9ITFK=;];7;*7FM/1#_6R/+-5=*@(VX/L=R=#S, M) $N]DP/S%([CCT0U['K#"'.G^(P[9'AAT]RF,2;\W!%>,#]O]@CQ$!$+*3L
M$A'E7[)7RLH*%6KK,P;;I-LVW4Y"T"N!:(I<#6]NT=&ZG@9WXMA,X@^B8 MF>BI/_%F6/$36B/#6*U,%(TK\7781[N_XBM,(L8,W]>]-$X%W_^+75OGJ/@3
MU_),>Y!+HTV*+]\9^;Y_V.)+71(]PB71A^(2?BBQ";=2(0?%7DJ%W)!WX-N< MV6FLL\1S=8>[CA[X4:)[9NQY<>BRU+*&L(!;[KL"!3*0YC#M8&0?>B!5B2UU MM
1T7R&7GSB%ARX/M&>V08 MWF&K'"7,U-$>H##S39!FD0D>?6#[NF.%(,RXGX!8,STWM@TWC@>Y>7]$8>:/
M/%.5%:B(\:;MY[<\Y4"XLN]RF;9=FI5V&8S7[@LZMUW<>,_#OWWQ!Z&A'-,Q MHL /=#,,7-UQHD0/ SO17=/S0R?T;=CX.:!55*PR7C._>$&]X)+ ME(A4(O+01:3!;&8X(1CQ?AJ
Z1Z8>I3$OAZ#X'-M)V4A2X MW IC1P_]Q+!8Z/FVYPY28K8)N64'(\.V#UMN;3JF?1];=^N-V2]5.8$E7%%N M!V)'3B[@ ZKK5;KAH-A'Z88;,CK\)(Q<*]+#Q$ Y#VHA"EP7[%,[BL/
\@(^ M"&IDRXU?8XD>48%M@_(4>3U3#U M($D"VZ]I&Z%AN-$PJQ^:EF#$*K0/WTS<=[-U+>Q<3\NL&B5'+"NV/,H,?
M,$5_6JFT#*4IE*:0A>&F&5J6$^MNY,>ZX\1,#U+#U0TGXJ83VJG%^5!5?8(; MZP_%49IF><8:7I],HSI+,H:UMD=U7<;T5] D?T=^_9=@UWHH_(M1<.B:1$DY
M=;0'*.68;5HQ6$2ZER*XK6."?^\&@6[S-'8]9KJI-PA&Y#9(.=,=F=8&,RAV M@1=4@/@>K/,97#G69,69EG-6D7IE5Z@Y-T"M&9.E1&D6ZPP-FLI0G3G(MV^X^UG/'FA^1,
[_B2C^GO]6<;A@'NUD< M^?Z!7RPJ,::.]@#%F)L&;N 9 0B#P$)3U]>CR/'T,(D")S)3UV3F$.;Q8X@Q MRQT%[H&+,14OO@=K_*TLDQ]9GBN]<%"\HO3":KU@6^[KA)I >&
MZ>AVQ&/N!C;\;Y">0"WK#55 XH\|_\#+OI7$4D=[@!++-D*;8_J6X:4@?;CG MZI'%N&X:,;-MGH:F.X@ENP&)%1PX,KN*V=XKR:%AQ5D6Y2I"JQ2"4@A+%$(4
MN6X8@H1P341H2PV=I9@8![+=8=P+_'20_(;W&>@!_C&[Y,F,)T4!R%URX?[J MKNX/I&A9B:G#/MK]%5.I8X$@2AV=N]A>R(1_!0QD5>JE+)Y%2?.("5I XFI
M6T*PIL(L5O%7U9I=*0>E' :I5S8B*XP26W?C&)5#FB+*<*('D0E&;.(FUO5Z MY4VT9O]4%O&@QMDA3@=S[)-]2LPT%,:8@,14DYL"ZQDL]'_[G MZ'%H)+H3AF *&PB):<9N$-
B^S8-!&M?U8.R'5RO^*%3(P-0C#\0D UD9V#;7(S-R@]BPD\ 8!#EXDV+2,D;@."@Q^=0!:H4>_*9% M#U8F_49UE36VD F3;I9-56/-^8VEJ^#P>AN#CWC-AR;3WR'$MW
MDBC40Q#%NFE'B1E&9N#S:SE_]XE@YZ8GGXW_\ M[^>/;]]]/?F?/P66Z;_1WOW?WSZ<_OLV$CP,M01[CY_\|LQZMO;";Y2Q0RU] MJ8C=@$)6JU5$?
7C'O/.KO7<(J!"TY:KME+TLM#QC499G3<;KUTIB*(FA5JN(M^B"/>>=7J]K#/X+:/(ICV,*FUB;LBD6YPA_?Y43@QX]@'D1TDB7<3Z/$T4/7
M274G23P]"N%7'B2Q$]I1G')GD%L_*4&V(T>K!-E& M!%ED6XD=!98>!]S5'3M.]#!)8CT,/#_T;=<-G6L=Q.YUS;))089@L/:!0Q$\ M9I+4(9O&U11+?
LN+"2]JAF2FM,I!\9E2)JN5B>,F26I9MNY%OJ,[:6SH4>)& M>@S:Q [2* R&R6UZ=S')RRO.O_*<-3SY.(OO#JM73%\UIU"B3!WM 8HRW_4" M'J=,MYF+HLP
N]AEOAX8;FRZ=A#;QB]>!Y+E%E@(H<*:%Q%CS=>&KS0EZ=W M^:K4RT&QFU(O-Z@7GIB1&=MZ8IM@]7J1I0)AXVLDQ\%JUV
MN1I6MW@CRU16LA)CZF@/38RE:1+88>+I?FP'8/;BA9B36KH=6%[*#1XEX2! MD(\BQIR1Z2I4.G7!_D/P* >\@6'%SL9=@Y!K*0%9R3!WMH3-%^[4\ HTDI-+5L3*
M,E8:16D4J5&LQ$S<-.9Z["$6L6,:>N28)N'')$GL^=9UC7(7RYA5[.KU,7P= M7_M[UIRWS'@D>7'@% M[%;*-E:23!WMH4DR.S#-U'.Y'D060Z1;6P^9$>J^ MP9PHLL,@C1Z$\/+
(DLPR1KY_X/TA5/SX$:SCMSSE0+B)5O%+7DQ5?9Y2*4JE MR+*\&&Q9BYMZ&I@1J!0+5K/=T,O" T]A/_'"(L/$RK;*A6TG?"G.@=>V M*&FFCO8
I9G)7!NL7::ST$YUQ[.X'IJFIP<&YT9B.Z$3)D,$CQ]3FEDC,W / M6YJI$/(C&,DGYV75Z" 8+H \HX8:S6ME"E3,+N 3F'E"'P#[U KP7#7G4,TY
MAKSU=*.0ITZJNY9OZ8YK^GKH6*YN,=OW MMV!\K>("8_!1[_M:RJ\D=6G T% MY.N/?'>#C?'VI3.'DI%*1BH9>3\9:2<6_!]U$HW1N$]UQOU0C\'D#YS YU;(MAC#N-R]
CFONA>%%\'?%5:ZZ!\:Q5.6JUQ7,^/DRB(M=6=^!7K$IXJ:,]0.'E,,-V M79!6B6^=6J1$D%1;6ETF>89UV*),94L^:HBI)' J M92DK]:+4RZ)Z"7PS3AGW==*0+TXKJ4'W]T-
_#8X?.'KJ6R#"3)OI@14%>L""P P=FP7N-1%V;SRJ M38HP9^3YJHY(Q9!5L;W2)4J7/(DNB:W0=A&>E?G8[8M9$:B1T-:CF$5!'/N6 M$5W+8!^\V'[XF(LS,DWGL#6+$FCJ:]0H
5!DD16P'7/"UW=B9U4#SS#TU,C ML8T(;%TO& 2L]9$%FC\R_/W]E40^5&#R*KB7E63JFK2QU1=2<@FAQW+F*!A-# M]D50JMK[1ZN]5RDC2F4IE;61TE?+M;W
BG7?"T%E&9&KLR R]-"UPS1 J]^[M5OKZP+K]H2YI+7OD.AO,Q=X7/:6DHY*.2CK>+^?;=&W3L#G(Q 2,Y9MUOR1+'RHUSS6 MLY_Z>9: K_#Z_3?+"0/?#CT]#+U4=^(@TD,
[Y'H(ZMYEEF>8IGOK(#P-31XZ MJ6X8\'TG=0T]L!*N>]RQ&+.XFX;!@-[#<7EQD347\$NML2(A3LV*,U[$P&G: MRT]EP[7@54<62_^CJL55M;A:K2+J0SKFG5_MO6-SAXP%=-
4\??S,@>[KOZ? M/P66Z;_1^'^F67.E (&4X%"K541]F,>\|ZO=KPRUC?K$:ZC/A;-?<1I?JK:X MHT:U.M>MR?
SB/&KR+4BWPUCW;,=2W<29NMA##X[]_W$]SPOY'R0EG7=8LF$ M^,*JS]5)PQJ>_(OE4_Z%5R?GK.+SH2WX$9^'I^K/Z=$%KX VWI9YSJI:/CT+ M=WWX]'[5$EG"G=
,F6Y:&%%P U(D0FKM$M[! 1NQ#^=DA7KH M&6D*!)P8UP_XX31,YU,?=4N?.]B:/EP\O9L#LBL6Y]M6Y,1<]WGJ8H#9U /? M#'7;"S!;A+DV]X>GWL$7YX[@L/'_MX)VQ0K>/
6Q)H&?)(G']A;<#8L#?0H MMN!D?<9M;L56Y T"@[[L/#_4]?3.9XD16CQ/U.PU+U9>A*1&#'-T]#2)834& M$"OS0T.W(A/(SG*#P'E0.^VG6E<0)6'$'%^/(R?
5'=,#N1+:ANXF81I:1N)Y MPZ N+%O7YVE3-ZQ(LN)L,XN#Z=N&'Z=ZZO%$=T MZJ&?&GH:@N.MU M_"YRTH ;.HNC4+JQ5I @SJ#I@A:/P#$<7E>3[WJ_C),T^PE&
MQ7]Y5>*1!Y9IO5%EH/N#F+(;03;,[RB+IXRPN;;IQ1X&UWCDZXYM&GKD60EX M$;YI)69H1?$@#I]8Z>.'UYR462"1'-T/HTAWO#C4(\-,=0^6ZP>>E[JF-TS9
M^J;7IV)KUT_7F&X'7YDE8FI;%E?36(V5]W^?%ERSC9%F M&99#SF[_+_9(@TN:%7N)'L6XP!\Z:@Y45(FH=G*[E M @EX27BM2F\0HK]7(&M=@H]-(W9].]#MU&88;[3 @
Q#/0F!%6+/-"UVS8 < M9%7WC_0LJ3T$:C=#9Q3:R^H/'Y_BD5R?@$*Y$WL!'2/G#J;:%%D\X&P8AZ50AUNV883Z7YL@*ED(M_9=JH'B1>ZC$6FYVYF54-2:.B-7-L9 M>
<8RT)NG$\G-W>2Q"KP@$1@ F?(K7MXZO1VGBZ";W M8Q89C(7I()E-]Y=,H>HXO$=YE5M:E7"4)!F2%LNU"LTG6L%SIBH/B M-J4K;D"739,DC3TP1AT#A']@@MSW+*YC;A-
S3=_@P2 0?3-F_*\^*$X%IS8 M4R$#U:^[GC<*@@/7+TJ8J:,]0&%F!@:/6 B..(M2W;%=5VRVV)<7L"WSGE19Y=+YCF4F,-6J@T,"NU0,C"G2/A;9A M,3_FUB#-
;'K<3SW2CON_X%8_R,P_B?>?$Y/V<_UM5L-YP(_W=HVS;+VJJ'P M/"&L.G,E1Y4GRV(VCR!FF!>3& M)-TMH'I[)=Y4P'OK;?
B$IUF<-4K#*%C70X)UW6EKWPU!:SE&K',+,TI8$NIA M"N9[:";<.R@B?O6%5DQ5G=DQMOA=@8VL!W37\$,STT4%GE M!B@AK83T?@EITW1<,PW Z?#-2'?B* :!ZW),E[?=-$H-
[@Y2;_D$0MJP1J:] MP:@HFSLR N?0])?*#E(R4LG(Q[J0=7ED MFX&CQY:7@(QD7(\"T]4]WW.9Z=A6:]2BK@Q&>G:(\]=5H*H9.2375@G5)V2H$J"
M*@DZ@&]@QLQQC$0/W;&>A1&7.>N'\16:/CQ,# ECR5!_7!DF8\63MEE M"=HZ"_!?!K.G'Q^[)^_;=U%X]J2[%*+T.N&5.@]>O(U;S
M/"OXM1V9S=D9N[;_8G#TR/4V3+Z\Y_E]YWP"\|C?M&O/"ER 3EMPPZJ?_?4E MZRZ:<)/;LZ7WF(;Q8F%$*8O2LFP*;$E*@NC3Z3<>Q(QYL0&39V#,!8ZK!Q98 M=+:!D)-
N:@6&]TS[>9&_SEEQ]LLS7NB_G3S.;LV3UX=)_%+$7\>I0WKP%@>M.P@ZO"V/%9Q$Q?-WU2A2G3(\,!!> M-57(@B1E"%-A>2D"AB*DI)L$NI,&B9,:IF&GX:
(JI!3>KQW%#-4#VW)'MKTZ M2/;XA+4*3NX@B-?NZ?BOLN3 $C* M"WP@*1O[6;E E2%\W7-#D)8(4]#0@_9Z4_Y;F2H;-56B04P5Q^0V]Q-;MTR\=79,2P]\
M^,FTK,!S$]\"P;]=IHHHCWVPG?)D/)4J5=)5'7E.D-CHJ$<&!CW!\ A2W]/] MV#,=T_9]Q[D&4LX#GC++6LHBP?:">-DUB/N>?_?_;>M+FM(TG4_BL(S_0;W1%(3>V+=.>-
MD&7[ACIZ)(6MF8[[R5%+EHC;(,#&(DO]ZV_5 4E1!"51X &()=UN&B2VC6 MMVU'1LJ76T<^@F0]VE@N9Y/Q>%L7X!9% M.*_?_'$T>3=H S ?A!FVA;@NS/ANUK6"FRU:&_JJ-W-
L"MAE)W0U:8WA)#^[F,Z[=C1/9S@.31R>Q>F' M-IJM4?YUE/7#/6/NASK_3G\6FOU<[L^NDSBZ:5NE9H12+_9I&/\1/LZ?_? ?
M5Q.\W9V)*VL_#,YFC=+_MIBFW]M%W3N>^\=*).)TG%M!7XEW-W*=;-]0CUMBWJ\T M[S+&OO&8WK&S\!W [GE/];[:>E,,>QB#5M\R"Q\'K09_=M'D&?,M^.YB+#KS
M[>:J\/NGM>#WZ06N]&S^>]<=:3]&[L7-->RWZZMM.OJZ7O!##)2>KW0U=IT- M]5G?A4%KN? (D[T7@_+GT:0:(]/EO [+?#C #PDO%H,Z<8/NC(9!..\V1OZR MP_'9A'W?
M!J^9X.QVT:]*\LQ+!?3JXWC=BUM3:B7WEX.=;6;+B_/%WQV'8=Z MPOYT]8;43OFZF./3.58KL.K)U1ATV0*KS_[A=M+G^]%\U&VW?WQZ]?X[TCE7 M7Z?
M$\'YGRYMB3M>P)\H][6GO_8<>V*=V/3-1_V]7\G5=5_-U;U+I.^;P/N- MU-S'U,J')4])-MKRX3N\VZOSX[F[(>OW_IWE3Y\97#7QJZ_X-A-A_\ M/&G1[JM@QV9BM
MXI!%7B"8%P&%Z30.G+A M<.T0$,NT.,Y^_M J/4:3=_GU1VSC:FBY/G&V;;[S0Z&![U"RWW#V M?I3JE]\HL:.^9%AYY!^_>5Z>Z &EE5 9E4^NQYYK1G3EH&9*6/'"5
MUHK\HZ[F-:\+DS&\6MY9>(C"1PA&\V(8C^C7FA$]YNHDAM+MK-GI]W3U/@[= M(702.D\1G5$[J2OL("9A027OP/O"NU9;J%@4@:]UL2AH7*JOAYQ\ N58I:9E MJ?
[*5@*=6HG<$7P4M8W5CO5"I\3[E=,1 ^YW\OSMO9,=[:> M4K%)F&3_XR"KXV$FG_)F:5FB98F6I8<%0XKAR2H&)2O>^C&'NBPQ!UW?7):9 MBGKMF!<>9-
"J*#!**E!"UF6)\UQ7@EBB524$Q/U9EI0R0ZWW\JSYX] =0B>A M\Q31&:.1QFD-SGJLUGEBX-%*<$8+7WB,*:S%D;,*,2%6(TY;;+'G7-_#&+"B
M5(DH4G4)]@F==FC8%GH?'@CQ7HQ MG7=]BZFFK23JTDC>2:)OKD;Y?D^D0F^O!OETJ(=VH27ER6$E.@XJ#+41XC M"G5,00:59!&6^WJ!N:50H($H(@-14*>4LU;:]E$]W-
3N=;D,-?1UWI+A0V:V MN&EU(O),L#KBR3TF6 DN@TU,0(A2@DJ!@W,&P;@D7 P\>;,6$=VD"@KL-)R M:,06RPU.1)X)5D<\N<<$*XU*)I&PG=%;8:6"@ZAE!)%,$3F&F-
3:B=N;U/=N M!5;"#L4V:Z,.0IZIG'OG\LH*7U@U*':#4@0>M/5BPFK4F5@^]>?712/#5 M_@4;T3"N,UJ[UEMBD^K=K:P]2@RUH:0 ,J8)B@3%/D.=O&1C)0,TJAKD,CEP
M1BI@EBON763.N#[J A9!F B,Q:--5SR/JIEMP%%X2L4%=7!$A0)B@3%'J&8N7)1*03# MI ,E>0$OBJ@_!JN9[MT_%CFV[]GW3GJ-<7. N+T>3= #]1"-W/(27;9Y>V0RZV6#U_(N)-
M[#KBR3TJ=LDM^V=YLG7;_T'MLT>6DMH+3GAM42Z*$M.N24C.6A9]W4MX=6E%\%S MK]/(>FVO?Q,?_E+WZE+R7U>:U[,#+X:&DQ%,X*+)/0EP^=+,UFC Y=)U)$%P
M#AE4'UQ[RVS@;*VUTR8._/;!98;<;K'-TXG(-H'KB"?WF, 57&Z-YS38U@!# MY2B@LBJ"\0R%XUCX>N1Q$^]]^^#R0V.V6.=X$+)-N_"[J7G$"<["N'/=0ZZO
M<7+5GS/=)J0M7V5&W_,%-:I,BEX-"Z0;>&@!:\M1FXY"QK(W3J)P9PJ<1U M17K^F0KW'%%F0V8,E=^3S4V4)$KV6,"H!;&-,ZU7M(6!42=(V"H_Q,!E3*] M-
&K:#265&PJ[Q?)SHB11DBAY>I3DCNF<*R4CMN;2:#4$[BR(Z$1*6>CL32^U MH[NAI!I*3Y3<@PR&XVSEM.HV/5TK/*6%B!8B6H@>EMA@E&3.>;#*\[H0"0U1 M!
LR\EB$%LG)T$=0X[I]_'+EF??8($IQ.NF +'0"(X&Q1S!&&Z4KOEKH15I0 M(3$('A5DI01&ZYGFO50^; V,F@_U-A,F"(P$1@+CZ8'1"BNU0 $E,P-*BG9Z M-P:P7 ?E9+'*K@5X-
PE=;!.,CI'%N =)&\<9K7@Y2=-S')39]/PJ9C&=4*R" MTOE..9U/*VFE-P:\LZJM&BW.(0D;Y1PVA1G;:]QAI46_FTZ[VO=T.S4D_@(M5S2Y)X*K[&2*"BU(# P4,Q)"Y
Y"QA!=YB6NGXC](.^_=UR)H72G7C!,P*+) M/1%@I:($^I* 16M7ME*(48"/)G FT*342[.#[0'+#;DZ]?HNZG"P2P^]*@_^ MCR7N<+UKW#EI-:#4YX=4$ZZ(1,5G01;:L)W
65U_=5QY M%[2KYG$?WOJG1>27V?3\YTX9_ZO3Q9?7JMA;W'?HY*FO+X0PFMP309B(J92N M52%3&E20#&)Q JP3JO/ABV9]>/"[1)@8:DL^/2&,)OQK3.>@=,J
!.9">U*.ZBUGPC!2HW[+5CC?&C$<6WG M?S[#7YI,.HN%,$@8[#&M*7I,(A;@49AJ<\=4K?-DVOD(MG"5!.:>H@Q;P2 ; MFB,[S84P2!@D#.X:@[PD7[*6P*3IFK[D:@T6
5HE*71BW)7/?=J]R\#G5]].U=Q&TF0NQI^1LY M!D1AHO A4C@SI;)'"URT3 X>&+C&5F&RP2)B5+[T4HNQ4PKS(>>,*$P4)@H3 MA0^ PMH5';+,H$QVE<*%03OW##AB4C+
[^L_:*>8;%9CLV!869HL!\..C,/6$ MV$BG6G+5H K]=(:#B]GT_6C>-*O^.ABM:E$6X0/ULZ1="=J5Z'-7(C-3URD& MN2U4*E?O(;)H(!O>-DW_ M^<-B%BH 1Y,P^_AR@>?
SNN2U*YE-N^.HKC8Z>O7K/7;#5#ZXZKP)#02F@E MM.[<; TE1)0"O.>AFJW(VZGS EA&)WCR*H6UG,*'E_WL-5K%D#'*4Z1#1!ZB M;&\H[$*
[#;3;L*4]6LV3R1@ANFK0*\D3>.D#,,Z,B3D64]::0F\>:JEKT>5^ MP(\XP7I]/26"RJ$5^N1V Z@&G^!(<-PB'%W4,8>6NR*CJ,9Y8!"$=H",:V]X MB:&(_F(EVX*C&"I_>ENE!$>"
(\%QFW 446IK'+B@)2AM&,2D.20,I7@E@N1K M.=:;1SNV9SE*19;C'C0_.<[8Q2M<#,;3.44JMK;>B">B*56>+N,8'W/%N5]@ M\-
^WMO3+WOXN>IG[["TB9,MM=3QTB^1D#3%'+421(?NUQ,U-HC_A]ED-'DW?X.S MWQHK?FR@^'SQJP\Q_[8("YR_+L_/<58G_J?I>!QF\^XMUTLCN[DTBONNC%\X
M&=X6FY,QP+5J9_PZ#W5)-05OT2A0Q:JEWJKV_?_TPJ/.QT!]H2;.TP#LA7(M7Z.EBY:N0UNZ@M*1*R=!L%(=,.&J,9YYK*Y8LH;+9'E<:^"Y2%0OHZ\#8DNL0]!
(U?/S%NRY==T46:>FBI8N6+EJZ#FWI M*D8GK8P"+GSU(%A(%<(H(7N38Y)*ZAC["#7N\=(5'?/6I+ID)U/]SA9V-2R"
M=%D*5$E9T\O9W_NP=#'RNG8=H;W*P+M+5>\;MMW3NLOOPL_?NU'"/ CU;L(J MK!IU?EZ5L(O7S@?+.;83Q-M?+Y:M<5EKZGTKJOOT6Z)Y(G9#G87VS$KS[WGG
MC[@&;L%DHMLEN3J)B3ZQVR6Y/I&)/OS;W>W)+[J/DU_T 9[\|B-MZY]<@.F1 MR@B/-*YT=Q0$M>$!O0*&J8 27$(()H'1TBFG)1=L+8"_R>[SE1OX?.4%OEJ>
M1YR]+EUX8_YZN9@OJFY7]V\].K)R%#>L,/Q"5V[#G$;'+@M.LBG@HXF0HX\L M9*^,MEN\ZP MB*BA[SI'2PB8LC\767QM(A0 MVY?ME@71NGS0#=9WGUYV\
OK;E+';"JR,"V@94B!DC9 D-Y 2B"6+S)N9>" ME8-NU[*W"D.9N81%PN(VCOHLTG,7#.B"%E2.'H)7#HQFUGK)F#>]!,$.N8'* MWNH+49&H2%3< A6-E=%%68!E$=M6JP;ON
;)2Q)&NUQ8+W4&A]S29&_UY7&: ME7R6\,3Z2'AB!YCP],MT5@=U,DC+V0PGZ>-@,0N3^;@[8FH0\O]=SA?G]96T M;AWTND6GR.W7*PK;)+;Q>G&&LQ?3 M\WJ99SB9C]
[CC7/E5IK_XE+QWS:]7UWD\TE^^XD"SZ\A4!>_U^5M^-#_ 7** M8B1$U8.;9:+J?E$UV2B-2 :<<[E:]3Y ,)ZWCAF"1VR'=:[U-=PD-'(85+6> M$U.)J09- BN'P50Y
M])Y.D=]5W@A%:-KGO#@+DW?8FA=D+*,)YD%+V2@N%R&.\>WT3:C+;7\'E'+O3^X,/O)9"-N$[4/$-H^Q M*,T9E!@KMHLSX$/%=O5CI%(H6 R]I-
GL.;9YQ;8D;!.V"=N$[6TD>0@?$*64W09>SFVZ(ZU<6OI/FS(MW0*7,P5DKH>C 7321N[36*V"3 M,-(.D:R'3!*1-TI(JO]M,;KNX:XO_TYAOO'=HG[W5[_NOA!N-Y='[P=I'.95
ML.JWGL-X-%\ CK$%+[MOOL#9=4_X/)I?C,/'IV6,'SZ__1;O')6/5]_6O0+F MBS!;/.MN%-J'SY_&,,?Q:()K0_+IFM43+>V?>@A@?1HQ?^\!N_SR&Q&^?R!>
MU.L8/[NZ]]&DW0!T0_"5NZ[8"M<2U@;Y:G*[[^&,_>G6)UZ"J4RGB\ET@2LJ MO7K[N^!*99\C<*X=*'0&HA0%I#4YZN2#*I4Q'\['3\=A\NX_?\ )_/=ONQFM
MS\6KLFR\S/6E\|JL^6!:!A>S:5ZFQ7RPF X69SCXO]/19#%X7U^^G.%P4*\/ M_[D<+3X.SG%Q-FV'Z[S'5=A\V-Z^(?8??B?_?M0\,X8*G#15;$J4U<,(",8J%EGA2:@U;^%7K'.S
MQ%]FT_,7]I9E3>'P'5>FCT ME].V]U% Y; [A(*$]*J!I4@B,FO .%%%T_@"P6H-S$8A.#K$:&X+J0A&>%_] M <="KN*,%CSC"5 X$V+V,VIHS#'V?M10G(4'EHHH+Q+IH@
MUK;.S&V)/U[WLEI%+>=>C6_@HI M.0KD*)R\HY!Z<12B5\'ZR"O57&456@LN> 3#69&Y:*]CV2]'(4WGBV;HSU;$ M')2*S$OO@3R&AQED=3&+JCJ-Q8H,]8&'NF ID"P*
[I57"M7:UD(T.F6%4/_/ M047&JA'7 FDZRR2Y-URG]5WO^>)UN5SQ^HK)^F&U"P]J%2-?X$;"1?$Y,E-] M3M6[J_HD97_N?CY@MSRY$ G&YO%'B'(4B ;+R1/QKFR=HB78]ZIZG-"
MR*UQO@P9' 8&EE>(FFQ-%>F=B)\>"GE8VZ7BMAG]:!>[N?U.QCH9Z_10V^5)%;DVLOPFI]RRJG\[JY.*@E4]N9)[/'K17D0F_,W37+3"(D2"[(NO"QDZ\&A,7'9911?;\)SE4B;,
(QD,I1H%214/0 M*52#*J;Z!!>)KV6I;6+/[T(.^5"9P_(LR;Q?2^?'J'5=J8,7+24-(:)FX .S M)62MTOI6Z";F_2ZD40RE- %?WF9MQB 9^OPG^NZ\,^ZYI[JYEDYM]
M6Z4OI#0]K]_\L8ECF]KY(,RPF9?5W,1WLS >7%1KO)F+55CGV/2]ZU72&9AE M- F3-*HOJC;[HG-YYD^^[!]=A'<(DVG&JXOXX3/+_E]=0]@/3T$^Z_R /)IA
MIZA/ZW@LSR?//O.>+D)N6WLWVJB,5K=ZU8&D_GJG>U%U[=G%=#[J/KDSE:N@ M/XO3#VTXZR<^O:[*^7#/TIMOB]M^"H SGQ7P?*[29][-,P M_B-
\G#_[X3^N)G@W!4IA<#9K"\&_+:;I]W91]X;"'RN1B--Q7GUP71BFLZY9 M[]-EE;E9YS_>)K^T8N>M3JHID$O5G_ZU.XEW!CY*UVY'O25>';]2O-.0;WIF-
Y1#KN+M>AAVGI3#'L8@^K\XF__> A;[,7(O;BYBOUU=[6#Z$).KYTLL];H^ MC=W_]V].OW^BF'5JW.Q2;K =?Z8YX/IVL5K]O-5KH MN[_FX0C,:6B#^(8V'+JL/Z\^7G/'+
<>/#^O*%V0'I >G+8>O @7HV:%D2*0 M(IRT(JRZ._^W Z:_V:?=U('4H?C5H=V(%X:D8%$BG#BBK"6[T1ZL''$*M4[M+FE'9R_V-80/*5V]CX#]&,9ADG 0%I]57_].&AEFT/X2&?
J[O/Q*I\/?/^- M);.WB14.V2<+BDL'@7L+#".7%HM1*JW5F$IG4.C6U:,[X\HCA, TL*"44%X% MK^XZ0O!\.NE"^JMHX^OE8KX(DY9,_EDQU;Q[]NYZJI>O?OE6F2D;.O'E2M-'
M/1GE*!1G]]=VF,=1[6ZAH=.H=HC+7%R2F!1P[K"U-@K@E/(0!5?:*AND7.LM MLPDN;^Y]KHS-ONKP=W: .,&1X$AP/"4XRN*XM45;
[F=5)0T.*D3%)%+Y,AD*&L=G;QQ.6N>P:18W\-L._TC6-!HBG+) M6B_-S@@IALQ_N7T.\9'X2'P\9CY^5P.0;I*^,'QW'OV\9?J6*%B.4H'5)H&* M6%WRR"-()2O7CC'-Y%KGJ,!3-,
("LTZ TIC:&275Q#4Y9F.8-+%7^_1^YS\K MYX9,[.D)T(^OF]],U2 B$Y&/A,C;#G@&8874'*H_WHZ_4:PQTX/C(F3I6(C2

MKYVMB5XE$TLU:W5]CV98K=P8P49=6&",)]Q=P-.XH5/DTF]CY_ZJUN04=NZ_ MF"J[JKD;O<=!R*VO6]>Q)R^Q=3D.>7K1Z=*T#)[_]M^#5],G;1>? 3.]R=\A M2-
:&$+XO8/NZV4TMWB\-"- DDWWUV'=+VDK:2MI*$[FAME(XZ8NN$6?*I" - M!-;"22XFB-9$X/5W[X3@,:P%\VUF*3#M(>?J%2D3%<0L$J3L4>L2$\MZ]^$D
MH8=&;C&L_]@6/<6)B(PG8\=TK3($337I[*/?[=[H[$&'8BU/*;&8026I005> M[8WD%"1A/D_:Z<@=(#K?3G* M]3V5A#99FU/(3MI>]Z/NZ72IH75;W,
(_**>+JD8WT)"7_FRJQ*=EBKQ77OJ M[F"+MO6$YQ?CZ4?\=E>O/9:G$^/RELD9="[6N0_^Y%;IZ0UXGSA(XY*K?RK> MKX6KBLV8)6H0W&*CK800=/UABD+AL;ZIW$G.)IJ8?
^J.DWN#L]$TKZH^Z^AT M3\U[K/D40RN^?(@>R?T^W1H9E@2PC8)!!/BJWALY98A>QZW0GDO8)3V:J M#UMG[^C;=VABOF6$T1 UW]<4"*O M-;53):546 "EE0?E5
'G@P:A(A8M40;N']GB]ELL8SH$D:<"I0TTY&WX,/AC MM#AK>YE50@?+BZHF[W&^:+],RV!6'\Y&J9TXOMH\:M)*NT8'@]*#WLT/UB?; M=O,%9@,JH8#@DH90M!7,JI>J%>@!
(L M5L_4A6KK>.2J9(=<]+$#]/RZ \'\5^Q. GX[W<3:>4!_.$VF#F%SCV=T[[!) MIL[!3S7I[)%,).GLR4PUZ>R13"2Y)P]/K W#J6CH/6(3VCM-D6QW\5)-M=20323I[M,E--.GLD$[D?
_M"V/9:(]5^C6BNO[*:FYX;&\G3[/ M>=2N(8Q;(LG+R8MP,5]$<6<4QML.RZ_XS^5H7F_T-YR]'R5<90;^BFGZ;M)] M2I1I^!="&Y:204@. M-2C++ 2-#G21)62CBDEK7>8>N"-
"_L5^JPL5'VV@7:]P,1A/YU1.1,803349 M0TKH4A5<6I=D(P1X*QB4(A5S!:.-YG88 M\A4N7D[2]!S_-IU_1[^B^YUSH8=2'56K4"H*)282Q^+B5XR;F+K40E0Z5=
M@>B*@228BM%Q5\1:ZMT9B\RH.?:K*@CF0B26=/9JI)9X]D(DEG3V:J26>/9"(I4O'@2(5) M0GF4!K!8 XH'!;Z@ :^3<%8EG8N[':E(7 6!20)&@Z!\Y!!:X *+PBA,4E*K
MVY&*UXLSG+7X61>?<)/@8M?IK/J2D]>+&WX4/?(0\Y])Z:;Q!<]WA&]PZN9! =_%23SA[)1))!]/"M&^9L M2<8"XTZ#BM*!MXI!PJBS=L)@6FN#O,G6#1E$AV8047'-)GM
9V'R#@>C216_M,H@'D2+0:L2:VHWC?5[^^U0%NL X^SZ]I[HB\5@/AV/\N#J'HYX#?CV MS9-E=^\16ZDPD\ M@HL2%'H-P5@-11G&'3+GRMJ1S7UNEOVT=
(CX2GPEOAZ'[05$!:("48&LKN^WNK2(MTDL1P&KI0+%8P.52K:[$8TZBVEXQ;'-'CJRN@^0KE6Q]:__]C]5HQ.DX?U$E M?PQ5WA,.PF+PU^4$!Y(-
!X()L25Q$T]$D[<\758%.CW&WWW[)T'YS!%%D0@, M@VTM 0)$;P4HI5S4,AB>URA?%X @F;:0F$O5MW;5'T_10LPY8,XQIK)V6D(% M_/ET\MMBFO[1-2V=OUXNYHLP:2>[?
4;J>??LW;!^^>J7;T#:RZ%F;%>4OB4W M!\5ILH.)DD3)>U(RVHA&5,YQXRH;"T=PU:8%EI1,7A>9!/9!R8Z/[;Q+G,U_ M_N=RM/C84Y=FKXB)Q$1B(C&Q-R8R1,LU5K3%I$)
[L%QPT&;&*+6WG#E;S-1 M"F:<8@:R4[K.F$S7]R""M<$G$9A4*>Z,B5K)H=B=2T]@)# >\V03&*]J_#IB/L>T\-7;&# :]B;+^8*[?ZJ/,0W36>!8#
[Q.Z]]QG\F*H6Z3_U/A+1?,$8@+Q]E%9 MM#!>:0_>&P%*1@1?> 1;,#)K/0]Z#951Q&B#%""X\=79]PEB#@(X.NQQRYT\/D'0PW4YJ9U_.Y\MN\WU:JA:T;
MM0QUS@0//$L;])TT;:*)^:?E;#1YMSK5<[697D>G>VK>XU9ZA2P[JAX$Y-]3 M7Q<"V!K DA4:+?=@))IJ#EH!SAD-,MOL,D_>X5KGE1X!UIU%?#>_-K<0)7&+ MN'6Z$WD2W!
(\12Z\ ]%2TU7U6\$'K8&)E++A7.B^5MQ1_TO2V3VY6])9TEG2 M69K(T_41,'N3K4X@?.*@A& 0F=#_+9;"E&-"K&UU915B0JR>@;98_0J7J]?
M&+"B5(DH4DCE<7T$L:HQW4!#WH8/@S]&B[.V(ULE=+"\J&KR'N>+ M]LNT#&;UX6R4%I@OM[N:M/:PS_4X [5]CK;[V@^('G3B5M!>U+<'D,'J=A** M 6>Y *%5E,P%Z44_^V?
=9MB;,,J_3&=5%_[^217J'[IG?PQSS*T3 4[F76?D M'G?3[#9"TOO H*WF:3W.#3Z*Q4F8/ '_\)@GF?3TX*>0S)D'FS-2""L3%D"6 M6/,X$2(F!Y%'5;1,LH2U(^@WV97ZU
II_BN.0[7:WTXWL6HV]T.YWT8*)IDT MA,IC0B69- <\R:2G!S^%I*1Z/-CUL-)$1&O!AE+="%E_1!,0 MN&-%.E%,,&MM\C?9["+78T]<#ZKNVD!W.L&$V"2S57==B^9);:!2G@]--
>7Y MG,1$DLZ>S%23SA[)1.Z',[1M=X5I8YP*X)PPH%2,X(TM8(R2.BIMBK$][Y2\ MG3[/>=2N(8Q;)LC+R8MP,5]$<6<4QMO>RJ_XS^5H7F_T-YR]'R5<)?7]BFGZ M;M)]2I??
UY=/PX9,4]TB<>^$)Y)LE9.9:M+9(YE(TMF3F6K2V2.9R)/P+]#D MP)!I$-IR4*9Z#<$)!S9KQY7D-@75\W8(^1?[K2Y4-[2!=KW"Q6 \G5/'.S*&
M:*K)&#JZB22=/9FI)IT]DHDDG3V9J2:=/9*)))T]F:DFG3V2B=R/0.%!9V7K M=D(&,RVD:!@HS1AX8P3(XF5(W$FCU],<-%;6) XZR@**U9='IC7(X)W$XKTR M['88\A4N7D[2]!S_-
IU_1ZNA^YU)Y(?"'57/(3IKB)A(3'PL)HI@E'/%@+#6 M5;Y)!S%+!,%MJY(7];_K/7\VV)HA)E(EROYNK+Q8GB_'83%ZCX/%+$SFXVY3 MS)333I[)!-)D8H' M1RJ*LLE+PX$SHT!Q'L
S5D#%UJDXY7C'L?(JE[?A0]\A#^LY!3P(K?L[HWN'5C*'#GZJ26>/9"+)''KX M9G8U:;+P G)H!R]DGB'X+($G'6/*WB*NG;FYR<8-F4.'90Y181)S41XM!JQ!K2C>-
]7NI.QG99#35CWUK9).1SI+.DL[21)+. MGLY4D\X>R412[./!L8^H4(ND-$A9$%1("AS+"%RXS(PJ)MBU1/X^MX)^6CF) M/ZY\Q#?C,)FOASC>3&==
[&.QF(WBQ(329;0@RTA5LT>SGT&$[B$UDH-?&((6O!D1$;#O-SF+A!90GMG M"5$!T ;:UP$7-()D8LXW1^O !UME7S7&I#PY:XQ2 M"@B]A-Y#1J]@R:$H&M"+BEX1.#C-
"_A269PEYS+K/K8XMXQ>L<4&A4>'7BIB M^Y:J_K$:C5CE]8M#^V,8ATG"05@,_KJ^>O1O5+U_]
M\JUVLF:HI=X5KF_)#44GCMM$WA=*WF]U_G?"Y1:V>!*WG$<.F8D*/.$J*64H MP+U,@J.6480^<+ENT?9DS'I+<"0X$AP)CEMH\V>T]\$$0"X2J"[(:D/7ZX^Q
MY$6.4=R&HU>*XB*)TM>,T1+&?9B6*BTFIG<-1:#X4U1$@B)!&2"-D_M(9-@BNO"0.N(E78M[T?Z#,DI'8+-%O-:(U3G9.),!"@1*R&YS/4]L;Y'9)21 M)>:]V1DAE1!$1Z(CT?
$DZ7C0FU&^2&^*%Q6A/M0?,4$,3(-06H1B I82;[,7 M74',453VVM(<]EA==UY:R9XU.F@6.?;)WOLE9FHFAER>H)E*&0%$9"+R3CUZ MS[B3#)(WO'KTN8"/S
&+J)UTVJOUW"GGA- I,U!1&U#6)W!>U#>RHG*(6D8N M=^?1RZ'1_O1(^?W H-KC#;3FY7R^[/;HZ5J0=OAK!]:17FPF [P_&(_8@X M/^!:]A/K)[%EFN8HD7'MP>0*4F4XAZ!L
%V,TIFDH193$$HA4C4_5 M)485E@&9-](7YEBV=]*TB2;FGY:ST>3=&YR-IGFU[UY'IWMJWN.NNQQ:ML5]
MI2.6^].R+X]X(D\"8%PSSFQQU?]MQ8K)6'!#>_'I#=2=PB;IWN1)X$MZRQAA6M(DA0:D@P:O ((=D$+64@;/;W$J83<3"
MP>7J_RI?/#@7$9(I(F=K8BSA,;DEAD)ML23HB$6>V'4D$TF%TR'=ZP Y]A!./RU(YZ@8:\C9\&/PQ6IRU'=DJH8/E M1563]SA?
M%^F93"K#V>CM,!\N=W5I)7VN0X&I0>=Q\68+3E@ E&0@]),0>#6 M ?,JVBRYTZF?7;1N2^Q-&.5?IK.J$7__I!#U#]VS/X8YYM9:'2?S[H#1'O?4 MC@O.>6 MU)B<&-
)90Q'1@"J.@8\8P&L,2B2?U7J#WP=NN[R=/L]YU*XAC%NZR;_0WG+T?)5SE#_Z*:?INTGU*ETK85[O@H7)49438.^&) M)%/E9*::=/9()I)T]F2FFG3V2";R)-R+*.H'M0-
#1&MRKUJS?!>JJZ!1%6^5 MB]+8GC=$R+W8:VVA J4-E.L5+@;CZ9Q*CL@6HJDF6^CH)I)T]F2FFG3V2":2
M=/9DHIT]D@FDG3V9*::=/9()G(_XH0'G9:=F<]!"P':\@2*"P[!U4^/'1"C)AD$18+B[J H>!%!6 ;MG#A0SB;PQ0HH*499I'1: M]E*K0E"D2I0]WEIYL3Q?CL-B]!X'BUF8S,?=KN
@7&\H'K L[1V.R:||^*DF M$^I()I)T]F2FFG3V2":2=/9DHIT]D@FDD(5#X_?)FF9TPJXX I4]@R<% (B M0\F-+EQ9<3M44;BSEF&$DA2"XA'!^V
A:VV"])G[L!:J>+TXPUE+#IWA&4[F MU2?\%+GX93JKKO3DQ7(VPTGZ^+;YBJN+?#[);S]YCI\R45_AXG5Y&S[T"?,0 M0T4A#X+K/L_HWL&5#**#GVK2V2.92#*
('FP0*8G:*\,AL>!!1=.,&XG $ 4& M'B*:M0WM3?9NR" Z-(.(RFLVV0,Z"Y-W.!A-JOB5T03S(.*D/EH,6IE84[MI MK-]+'T 9.X]14((M MNG@BVF?
EZ;+JSO6''=K2\!UC\XV5XSZCLQ^KRY;Y'XK#P'-E>3(65(D,HF8& MLLT)F7:L(O(V_]'G4#07X.KB IU@,@$0E"(=4D0-BEYF_\5_>?3R6^+:?I'
MUVMS_GJYF"_"I)U']AG#Y]VS=V/\Y:M?OE7SR5@E^?=O^'])LE9H8[(GO;O^ MN$/3O%.SKH^;POBMB5["U(I!TKK M&F^B@P%H+5'*WI \<= MB-
MQD#B;__S/Y6CQL:^S'QDC^!)\";X$WX.#+PO,6ZT8A!ACA2^7$+A*@(&Y M6+CC3K+;\-5.!Y0,@4F70461(&@607+&<_T\'^-:*ZBMP5<;,W3N^P_?)0 3 M@ G !.#C#G6G9
.&RG.?,V^HUA!2]I!X*I:YQ+5+]?D4-:BB$(,KO048 X9YP3[C?2]Q'KB(/K35KM=Y;8]<, MH<0$+C*;O/?6*+>&>V%\E):UXVKK>^J5@&-UG5#UHYRWRI9D=X][S>W0.$[M)^ 3\
GXAQM@24&@02Q0N5SQ*HP %W++Q"TL2L.RS&N9N!5\J IW((25H&Q4 M$(,4(*QAUOF2B]]==%OI(=O@D+[C!_'F9_W5_[9\GN[A-N7]WFB]\=VB?O=7 MO^Z^=
[WMF_N$C(W-M^Y:-KG9MVA'>(4RF&:\NHMYV>_KRKO\%HTG&#T]!/BMC_ !Y-,-.39_6\5B>3Y[E MT?QB'#X^;<\^NZ@>?+WHZU%]HD>K6[W,>.+UUY:.-BH?
K[ZN>R/@)#^[F,Z[M8T"?SG#5)KCJYX[H)W!8 P.)NU=>#?ZB+Q>[NH>T/A9MI7 M]\%U79C.NLK_I\LJ<[/Q:(+7XC6:M%\ACNM:U(N>-4PV#7JQ^M.G S_#C9&_
MTI7K05^)]^724X7YAGK<$O-^I7FGH-YT3.]8GJX&<7]Q?5,,>QB#YRDM9^'C MH.7CSBZ:/&-^A*6K,Q%O+@N_?UH,JN$X/_N]C*=_S/=CS%[<7+Y^ZZ[SK@C' M(UU=&
[(.%'74!K^T43L84Z3GD?CS:%(-CNER'B9Y_I=''X6=8:S=7F=67]OG MJTMM;'T:EHOIE2/1KJ7AO5Y\>SG4A6NZK!;.Z /F9ZNOXHP]87^Z>D.=R'&X
MF./3.5:+K@K^U2AT_N3JLW^XG3W^?C0?Q=&X^F%/K]Y_5UYX]W6F+E/N3Y=6 MP1W/\Z\]QYXHM>E[#^L[]?V^\RNY_.ZKN?QW2>K="?[K2_?MB_J>2-IC:."&
MP;0Z8NV9__R!LQ^^?JN?>^UW19/N'@RW=TS^TE#]'PRS^>#G:EGFZW*';T5% MOGNLOA'?V.YH]20YI) [4$AQ\OIXGTJCD]2_3=7@<&Z.M."F%DC2 M*"D]<"
M05KP?;:8_VH_W/O;8M^TO;YL6[W6/UIZ3G>;3NEL2ZI.8YH._V^^V MAW;:^.61[:$O#>K?0E#60\G9EIB$51G[:-SU9C:ME],.=>D[K9WKH=[]V2R/KTA; MZDAZ%%;&L$[5%
M4-9E\,@8L*)4B2A22&5WL/1#X;Z_L\K!ZQ&QDEA)K-PI*[/URKND0.LD0)7B M(!JG 9U@5N2'XPF?[ES&^0I1==.-[I&(6.:YM.^6Q+JDYCF@[_;;>^#=+?1JO F MBZ>Z?N
F^R(W"SK:9]S\3';;N]@_"^LGK"])HZYV1#.VQD/_^KI&.7' ML3BWWV2PW==^N+A;=D(-MSHKAN!378W;LIA M?3S&RS/JG]\0Q[Z:KP ,P&+MM&"8:9:8)@".%]:
M/\207"Z6&:7[V ;8J06FN3QA@&V\%T!^[7UUJ3O;"F)HNP"M)19.YN32$E"[MD]:D\9)5.S"[UEO6-(LPZ0S26LF$DED4WH=+VXG@CTT"7]P0P)X0ZH=J@_Z' M)-UD
Q[OI!XOLGCVQ1LK 5FI]AQ3$:)*#$SDH;JJUJ6X=F+")D[L5I'%V9#I M4S;[B%DT]:?#+'3.!LLY8.E.; D6'+<....266I^E\T4--VZ'(&^'T"SBU6D7M30(1 M+4R))CYB$'7#,!-
%:;TKCZ++JB/XY-V+)H9]^:Z:ME_)"J1) M/05LF1*<2D8#\MBV7TN Z!U"D+R8E#.*4OKP7'>!+6$(6X0MFM03P%84#J4* M&5QNWJC*")X%!CPX%-$KG]Q:VMLFSNL.L%6=
[A/&%FVU;MU_?=/*KN9-=ZH< M#O[K8JVOM)\[.KD[7+(>=,VLK*0V.7%(RE9S4_/F M\4I9767A5)2J5'NSIV8L*YG_93K[:;J,B[(CJX$B;8Z%@U
MXY2/%5=!@!.B.K,VL!""+I&+/KS7K>%*#:4YGJ@;X8IP1;CZBG5E7&#.<;"B M5"YETZ;6\.5'%9>GC"N:)=WZ[[JG_]W:-TTNZ:;57'R M:'XQG8=Q7 OEF"':+GZ\$LO=C,_@)$Y<,
M1)K4/0+902>MV"2+MKJ -L94Y"G=JGL]A**KC9FTCF6M4FX3;[EO3'Z=CO)X MBCPH:X4X>1RNX_@OS)[S_=!EF MZLLH'3IY/!
GLY3,4F+FHS.S&K<6,2%PIBLSG6[Q3N;!NZ"9X96-,?7AOC\2 M,\50V^/)W"%F$C.)F8_.3"PJL.KX Y;@JLUH-'A;"G O8X4G\Z*L,7.30,%C M,5,=S]
[08YQY23&#^ZK7*UQ4P2PXFV%N&_'UV<'JVUL@&B< D*)0F!)U#6TK4"N65>,J@@FJ>;U%0,15L.-K,BD3_$"=Y;Z FAY*:;-/>^NY*K:\] MYM%JRWT1/E"9-1'W]\
(5,HT"VOD$H"2:ZNGZ #)*)YESL6 O1T-=,78%W[?A MP||?VLD%^"-.L%YG;[O=BI&U2-8B3>HIL,L&M$:'!-K[UOI0"0B^LDMQ%0PS M20JY%MG;
[*#C7;!+Z5/NO4/DHDD]'7)QH6VNKF[K:\,JA4J H+VMCJN4'I5Q M-O5TPO%NK"[KCJ?T98>UV'<)TGT]W+T8JPWYTBS\) M-=TM"?7)3?/!W^TN(_F"W3.4?
SG.7XKF=Y]S8.'\JTZ_@QDF'+T/<8P/M[#O M&*=]-;*_UY?\3E6CS.4O.JN2A5R"K.ZF30I481)\$:KZ?TH8$35&I?KIQ)HJ
M".;X$Z[^^W+RZ[6H]]7@FNNAV\JA=H^F23LL[SA2(V7_Y_C$:+EEGD4>DT;K MVT$C"904E6SMR!&=+4N:1RVPEP,Z>^+9/5MSN:%RV\C^/2FA)YX=[=22];<9
M+76,Z&+E71:Z6G)8?T2+";(N.3+OBW2]-+C9B?4GAHOH\GU(5I_NRQ5.V7' M_66?QYH0L@G9W\Z+L2A43@ZJ9VY JXA&EX]^^0#1L=2QEY:T>X" MEF;H]#82<0B6!$N")
<'R]\QYL)5W$!F+U;(4%98R!D@Q:.9R",JO'A%$>X"H/=Y7T.%VPR"_* Q>_$0+YE MU";)T,>B 5DKS#/90$C6@K>HM-8RW-'?H1\G_E)&KW+'+U/>_RZR:GSSLQ
M[7O[R@PY.RK+E7:OR&]#LX=M,'JE/2H(P>6;L$IMR>W? M(47-D*EM](XX1(I2;L!NP@%7'7W5>(Y%^.T[.5@FAZ!=K_XJ/-'M5-%T5$"&@'M/MGW
M*;CBLH'(J@.MLJJ/N/!@6!%%5W<\A0_&R;ZNG+\(M'ZELGN#Z*4^>ZV(41D"5.51KSX'WQD/F4FKOHN>FE]ZWZW"]$LDW*XGLJ[S)
M#J4Y*@^8[$2R$PEE]VDHR7*RS%E(FERP+6\QWX\WBT9 M97QH[%%U'-IA@USR=+]+HUY?X"PL1I-W@W$3Z9O==(>#"78[S--;K^ET'*8%
MEO47RD$G%G]62,Z%B;::A#&E=L9@2S]G#B3+U7=.!@-_T/[PU7%W>H>V@$VN4"";5FN]]-.!Y2K,E?G:FS@$+'%'\<"B>2Q3,%]9"
M!J)U6+8067&02D!MG4'MUK*6>MM8;S)_@^"])RZ9H69'%<\E&YALX".CYY;Y M%HWAB@<.K%JDH+(,$"7+4'3).086U+9ZQCV$;]\P3^TQ,8WBH(0R0ME]MMN=
M2%X[!)2N'>YCVR&TU?\.O!IP@JFDE=S:=OMV4&:&9BO'T1Z0Q-.&^VY<[!?+ M>?V*UKPMOP^31 [VX7#UH!UL':VW@95J3+8^G%B!'7GB%<-8+4GI2V9K=8X]
M;,R_J!_8+N3OH\79E>CWWPG.T!$=9),>UAP3.P^'G4)E;86H=BY+#)3ALF(S M&>!%Q)*X"9ZM5?WTL#>_"W:JH3'$3F+G0*
(O%H/Y=#S*@ZL+/00YW!"\W[[Y_4#S09NUKMJT)499;=)6S&Y$@&JS*O#% ME32N"E?9!)0)[PVO#B=?$:^(U\?JP>1UDXCI9 ML)+;:BN' LZ8RE[E8[3,RTKC[21*[)37?
C4%I,GCH[7N\RTX/<-S=0!^F)< MAA]@7.85+@8IS,\&%[/I^U'&/(@?!W]>SNN#T>0O-UH:-'%]3Y4.!Q40/^A5 M02+7TK#=:R![8P]]:3C?+&?I+,SKMT]+V^BH)OSB
MXR!,\@#_N1Q=G-=7=4V<#]C$)@_V<#Q8=#'Q%#Q@:HV<5'00;-' LO1<:<., MZ.5PI#?A8Q/M^=OI\U3E?(9O+D7_S3A,%L\G^>^K@^G0L*/J^4S[&13[M(W+N#SE-8=X[%4!
[:4'E)"#X[$%)#$:48H72?>R6[)R3CHC#H9GED!-&W;1.L,3GL#/$H3N-$\N;6-YDVV37:.3C6T_*@:[.UQ_^>C MC@ZTX,!HL@B3=Z,X[OW)DJC/X T^BTSV'N?N$<%U?
NO3KRO_KN36H"7W@MF M/"=Q[0"^7AS_E]=B_;R3ZLW06T8?JAG]+YQ-FX@XP<6S4TMGIQP@JCHB7!Z% M09Q*$:C10L#8VNF[K$=\^RM--Y5P$C32Y7HEF"\WMUOBT;P?
L*80@Q$9:+R MSMM@92>5E]^7U9 MFOL?UZ)H\>$8QUJ$HAPF<-:K=@R+ .^LAA!40N8077I0%^QO)-F_O)+\[279 M4ZX"6<,'-\>$T,-!J G*6!950PZK-
F^J,-7<@2\^"9:TBWZM?KW'RLX=(+0E M+3AB*#'TH.:8&'HX#'5).AE\!6#*!93.E8#YQ7CZ$6E?Y7 J M^I"E_#_VWK4Y;AQ)%_Y^?@7#>^8==T1!P_O%WNT(M[M]UG-ZVG[;
[IG83Q,@ M $KL+I$U)$NRYM>?S 3 2U5)EJ625)(XL>M65?$")!)/7I&9LRST(I:':!B MZ46!G^TE1]/PZ3M@T_>&0S\4;XD_/R%[[BDMR%_XX9,R,.<4S-DU-R/9=1(< M
^GRS$]9ELNZ'/BL\)7, ,S]UM_K5W2C!\?Z0[&F519N1;$:R&(/= M\9E_@3>O>(EM-)>\4Q)MV$IU3GO"&^6TJNN6"K-FT=;%VD98YNB<-W*V;Q\-
MEC[J@&WLIJF0<*)07)D6REZ8--CG\5[T-/M>P-;") MSTF]E&5U_*YN/N&.^(&W2@)^KU35E!,\H.J/HC**'@Z(N M:(]N[$=,2H#%,(]]T"O3F/E>D'F%$'Z4[25Y\(%1U(_2&47G>/E-
]\Z/*N^& M$+FHVSW6/)KQ><;G*R+M 2^*,./,]Q&?5:$8]W/!)D!:KW<]^06/M_&5_"A M0%ZW?MVWR.E[@N#Y$,RLQSZN-9YQ\O'@I)<(+PL]SF2B?!;R-&>I)R(6%2IW M"YZ[?
K*?./Z=XZ0?SJKJ#)2/:HV?&5#>=5D)[GHI5RZ+\J DUQ%C,>ASY(\ M=[TD#/,\V:M)OCJ08^!R^?X_0TVQ:]JI1E3IZ)7-!^L-5S5W9R"/J.D M1!-C
M>+_8N".7/8VCIP2/LRT\X^03P\F[3FI/91%S$3+EY8!DKN>SW,T"EN-4@^:F72ET&4NF' XC@1+!1>PO(L $,[CCTOB2/74^YM#&W>\(L)_OY< M5\?(]>B5_ UY'S\@Y^^K!\3"?
5I')&>U:*07@!ZHP>&MQLHQK,P9GX41H'O18$HM@Y%WK8P MV\]EI0!2-4ON"3^CIX:?!%Z+$V" M/%&I&T5B+['K&<$> 9O/"/9DE_;I(E@6T!P>:@]1RTWF/V]OW:K7//[4?
0<_M1NRA])8-"<9?EA0>H[KLA MR\,$U-00P#V(B] 7R;[SS1^A7GJ8S;SG>,]]*[$S(#\"0+YCR P]X>6>#)CG MPC\AJ+(,0SE,12**59SD?#MY\[9IZ(]-
$3Y,O)QM_1DF9YA\$GJKE"+/$UD M"', U#0#E=5%'X,G9(&YG;X?[3N#_B[T5F]67 \K[$XC+\'&KSJ]_V[BSS#D MP*GKAXR?ZFYNJ\-S=_RB.D=@+]EUJZ135M_62/8I>LT>M6?
X42.]2-..">XJS MG'MX(CYQ69:Y/N-YE'LJRD(_V4OL_Y(^X.\LY]]='_!@D45S%;E9X7Y4:SQ# MZ..!4,"[U!,)9U[* 0YYE "81@%+ AZDRDV%%Q3[\%@\'(3Z"_S9PB=(?0Q MK?$,H8\
(0@NNO"A&",T\%KH"X-"+ U84.0\+SPV30.S#W_!P$.I%BR">FW+, M21(WWCD_%842NOW<%W"'JV/E-+Q3COZ[=6 SH5-AH5T+V*+N#!@6
M7Q^*G\SN^A4VUX<*Q07^_T_#?OJUWTKXPYM*3K\87;EW(;((HG#V9L^Z^AQ? M?/:8?L>HJSPO#&*9,IFEH)&'/F>9Z[G,$\+U QXDOKM5P.4F3HT'1=VK_<;N M';H\#A-
JYPR.&6%GA'T26G,4N#+VTI#E::%C$<9]I81*+_(XE&GJ>EL!SIMX8&XE-3ZJIJSE M>[.E?C0;"CXOU]@K=BR?M,S:>Y#47:3>DSJ\/7M>YBCI$\/A.T=*CW.1"M"; M?
5"C73^"O[R*_=I]6E<':7S+#X-&#Q4:NGH%+R M1.4!\Q,O8&$6IXR+*&4I]X2*5!JER5: \":NCD,%W6NJIRG ;_*4X'=.0+E? ME\7;:_LE'-
XYN8)A57BFI2Z<%7'_[#Y_3N[S.T;]/%$\SU0"NC47+ R"B.4\ MBYF*PS#F:18D?*OA;9KZ?B2DR\(\BK%B,"GJ!$9RZ(8^RT,M8G"E4HB. QERFS,UYSOV@B .^Y;G(?>PJ
M'OC,]V)0HGV TUQRGWG*4VX8Y#SVDX.$4W?A/;||NAE.9SB=X?2^?!))E 2) M[S.P&B5HIUG$N(P+YKJ*,C-\&6X5?O-5%HHX+UCA1P4+(U>Q-,ASEN11X7+7 M]<2>0V;
[\NMZ*:BGSR[#XAYJ@\X]+;[5ZZ#@Z[OV-_A'/G*@K-?Y4CT@IE_/ M__6_[PS<=]/A6<"[E^2)R*.@82=YR')2GI/83=*LD$5VD,Z'Q%T$V;TY'S:8ZE'A^ZPOS^@ZH^OMT361
M;IC%>/>5K[ONK.]ZBW+ M=K7D%Z_PU]E6W)3VY44O> ME6<*X.<+SAZ>^*I'HB_7E%E?WTV'R=]I.H$O6 KS+Z[;2>]7I673WE)>P&!? M\>4YOVA?O_B+7>"[E>P6W[ASTJ
4^X^N%O_$05V;K<\U2^3U4NH'@U2K&TX< M0%V2EF6E>O8J*_S(\F4M_M@+C* 40(!XJ[\:ZA'S$>7M7NF)KMF;*$>\/=H> M&VR^7VZ^5SFT-
Z@9B'BXTFC,AGN@P1LAU@V_<-Y7P,PKY&UM*NPWC&NV5]WCHO\8:R6BOYW7,EU,NR D6E7K>\DNW#4^%>51%2QWN] M?G3JF:^[VAH@.!;$31@\7LY
(M1KTY3FM7Z5Y[I'[I_L#;"02[YJU:M6@28(MG&>I0!:I?O:+S5CE6=F6.;7@>V7OWQ6%I-?%@/_IGXRXW?&[=]5O[E$8WO3> MQ_7.Z'KOO")RG%X9.=[%J=<-)Q]$Y'B?KC.@#?
[R7R||]|4ED[Q)%LL5;L7T MX-#X,M+]C^)-Z_P$RIIT_KJNE!.XBZ^Y26Z>K7$(U-L39\U;&1V\2"'L]DYUUSU:X)YETS[YIYUWSCKO'G77,[K>_J \2/7NO; M)
[M]6J]62W)Z\:7S8]F*9=VN&S5Q@#GO*QWB+>OJ]EOZNA'^?5%P9X#_(9#[M>WS(]^MO,QIQL>9'T59W]IO48WU/7/@9F? C M<.8O:G^5)/P2?5"F[/9GVPEP!G#
[J;C8Q"F,18\+3P_8Z'K12Q5 &2A]--0 M)&Y<>%L8=I-*J7>&8?["BYY4M><9PV8,FS'L6S L3F/NAURP+ 9-*O1<;/SM
MXE^^C\.@=ZF%!]LPK,L^50/=@K,+^5FWWB/EF!LB[JH(4AJ'' M&1NHKE<9;$2B9)XFTUH;J9H:HY<,_HZ"XB?U;Q9A7O,2SMC&!W M@V
B##GKB]9$(>^P*//KMJJ+7\S,_4N$"Q;I$^KY/L,8#. MS0#V+0 6IH('RO68EV/ 0()BE4=YRH+03=TPC8)8;I5)OYF->A< EBS"^ Z+ MXSP& +MQ-'7.-+LLTPQXB5'!2-
FGG+V:$Q:>;\+"G(4S+_/SGNW,U,]BF1_] M;&=O_0T,@]\JH&HT*:%\HWCQB-7LV M)N_$F/1ED.59XK/03S@V D]8GGJ<-NU@A\58*B_M.7%;!C MV8%^WKZOQ+IIE/QAW?
U2=_^CR-#Y&V5,\23+A1!N7.S%RW_/N.8OW/@.BY_.R#8CVXQLAXULL0K2 M(!0%4W[FLI 7 6AL:YJUU)\II^?(*@_@1L]2,IW>"IT&0\B+,:#IKB8]D:6=4NQM4^?QOC

M=U;6'H7I.\> 7WS_L^*M.JF7TBE/P=8]HU0XIVCJ4V>)/V'%$?BF/%./F)=F M&+T;&/5#S\^ERU3D@HKH9AE HN>Q//2YEXLT2?-;G>(B&.T9]/W G^^ />G[M]Y8Y]Q88B;)G[D"
<=<-'LK0SJ-U-_1&1%D(F$?-KYRCO#*77._4O M?2F+-&&!#',6QI"." HR[TT%2J-"B_94@Z_V>+M&17Q\[UET_U'49$@D48 M//-Z3[.6^$B6=H:VNSG"D'W@QLCV%I9V"[&YV-
@_WK)BF+0E4P+,P$P);Z+ CBM) 2M+)4W-K\O7M@ MFXW@.=Q[>R/XQ_*LE'B4MQFE/*,Y_'M=5IV#?+MNYE#O#**;QT4*'O$@XDRZ MB0! Y)*EDB=,Q"H,HSQ-
1+!5+2I./1467LI\/PE .\Q#EO/ 9WX2 QQGA2RR M8 *BECE'F3/ FG]%SOR[9LR]A7G#>*[?.6N%CV%I9T"[F]R51&2>ZV9@[G(P M7;G, 9RDQPI/Q$$YQ+.Z/9W81XP92-N%
(LXSDF-"L!-FXAF1>E09JI(A1^MHEFN9_G M">EC7@PVK@]HEDON,T]Y6+\XY[&?S&CVD)8M_!>I3'_>)<=^ S!MO/W*%UYW MW@\SO>L6$;W=9#^?*
(<+49_"FR_*ZMBIZ@YNY U\75&#C..&+YT5;SH\;=R= MJ%;A/J4.Z;Q3TBG*BE>BA(O:#KY !U)[].#4NU?FD.69(Y:\!>Q8\6/%JEHJ M>P^,"W\VP_HW*RNIOKQBP>MBJ;XP63:*
.05+/?ZM'HMRW:U!"S#7U^ON)2P M)J/>]*4>F7$C>?#Q]W7;E<6%?1W=R $7Z_JMJ0G-VK),;?E=5Y_P=G#$U_U
M3>^_7%/:>/[7"':8_)UF$P"#I3#_XKJ=]'XY6C;M;>,%#/857Y[SB_;UB[_8 M!;Y;F6QQF3LG#4JG_^AJ\4\EQ+F!X,\JQNJ/G\JS7P7+,L*]6S5UGA M1Y8O;_''7F"$''4 $&_U5T/O5SZBO-
TK/=$U>Q/EB+='VV.#S??+S7N5G_<& M-0,1[P-/27,#T; &U>J?V-:W62$_*7G#?3QFT#U0YXT>F?.^$I9$!S"JGD@/ M(!IP4A_[.K_]F+Y?8PUNL7TBNZ&A%B4![>]I\--
<<5GDPMM''<@/S3&ORG\3_ X3 MA@]O*OFQ 1VJZNCCAZ*GP$" '_OB[G#U)UCBL@ [H>J Y>MUU0'B?83GB5*U MGV&4/R"&OW 46#(K&$'7K-7=B_1]5;W?
$V,YWI&#FNQ;K<=2EF39M,Y M/<>2[X" PQGC_/-9O-&B[20 C1IU M!L_2,_3OZT^=8#H,G>!%DO/9R777VL MP-AJG/.R.R%>;M=Y6\J2-\"X"RH!A;X(WWUMZ$>?O-=.W=@?S)/-
#]\Y4K4P M5;A9JC.UK%C-'1W+10MQ?5HW /0G3;T^/JG7'5V2U_)BND7+UADK%?#!^1%4NW-M M>4K_00 ^5]KL#Q5HR_X&PREK:N%\P]
2$#5LIH^\X2WSJHI89DO8"BP[Q6^ MA ;P6U7B6PAD@0*?@*S_!IT8WK1PWIX !B^<_ZX!&OXO_+.@ ?R5PS/UG_N MN1:P!K@.^1K>J]K6.:^;I80556-K=[_B*E.9#X++BX),
MB2Q+!=\Z&7&CLL5C$47H>#&+EA??_\!;8$-@ZK'()H[XV #SEJNE:HW1,Y#O MN>(8;L2O.H9PSR_74M&>Y%HBM\:QM"6]ST_JY?*"U><5/&T,?T?.FR4\=23<
MJ9.K\6(!'O&JU7Y9#7$Y7R*X :+P,\ BI2I'+4N8B$4>,5Y C2D3I]C7YS4\ M&6BZX@:P\"&-Q'=K')^@D'.L*@!4F")>IU;X"Q^4E-7 8B\-H/]V].G(^3]O MWGRTD+[VOCM&BD
FC72L%GC#83;ZGB]Y)H(AL"?% @$,*/-%3]]$2>\.B;" MGY9MB\S]1& 3)Y%1>"%OKJ5=J6K+)7M'RW8\;^!$""^0?@] M7!7KWE$%R4/2:$*@;[2&'ZD_]V:H^2"M"O=FYJ-A!
[K<[TJ0SM+TZ[\>K[\C M^+I58)OI !FH2&!K H',IX637SCJC,"4%*NQ+GBLZA7L+XJMTY-/N6AJ!:.I M3W'O$TB!#:A5T1+MO1S,5,!O!Y7"CI 8?RZT^O3:L;IDQ_\ S":87J/".5PS
M>AI."?]#*JEJ.P?MV_8U6LNP=2J#ZP+&;]4OO, IEF!AKC6>OAX10ZO#9S6^ M!R9U8<5-SJL_\#7XZPA,57-&9F\+=*J;UTZ'NU55I,2"4EIV0(WF#]7!.R9T M NK
&]$YT"+$\Y9>\NL:8)ZSW_YH8"C:+G_?-EPMV7_S4TZ07@"2=7H%@02- MXC1Y>"6ID[GJSE'.D8E-%Y$Q#GKLF&*TA$"KE6&*S[P\!VZ:4$$S!*X[R1;S MO*X$+FN:-2EG<
VL+=*87H0*_G%O6] -+7RY7J[12U ?-_ST-?VV7H&JC]>2 M?HVB%M-(.J2G6NKP[&MZ9$T>F8(C:9% '*D)"PE"Y5@=.>\KBI.7 O3N9C$Q M:8#I^;
(E^0[*_9I(5(.8."N/[!YTNYR4M%$R/%X7"Y=TESX%.ZZ6V MWO ,B7[7T8S<3Q:YU9>5809NO'K6%08L@ :[(.I/L4*!M:$!]M]Y# KE\N>
M^RSS:78&YM>X_!7,U_DG4T#'=TVP#$S9-3H)T)]X0?JY!',?WF,-W[("I7-I MC6.:3MV4Q\8?0,=-B.$__/W]C\S+8%?# MM7X;24V19&TSU>UCF"A1V1JL[* MIJ[()8H
8>>\P$FW0"$8T'&C\+-VDVK379URY*0&R8EI:94$S9_4?]_UPT6_M?==+J4T(]E3JF*+A(]6[7C?P*)"-0&,)YCY #4'ZBJS8M^G%[7>&!F$EQRC\Y]8Y;FK8
M5!HU]",KU9%3'1CLY1)^_&[1B]PM8\Q8EWI/FYV OG?:#==X]%=V ?3 9UNC6&;?"V/56<'=@X/$[JQ#4#-:EE? M$!:MT-N%.B1&;BC08T,Z?4D9U!5JJY+I-_:P/L%-
U*\4)A'1[MB.L6@FMO@T MPO== %64F(<[GC/.XUR9%8*GESO$A]XFE:6Z)>[&P^(CY]VZP8F>@LJT<(Q* M2:H:*C$P<_36VF 6X,@:-3P],!T@0YUZK$OV6Q#42 H,#5HS*8R
_<#$_;9& M!0QV%HRJ$62F1)W/+FHH%N"N6V,41H ML0R&'^VD!PW)AAU'F];*PF*GNF#,1B,IK7*RH$_& M-M+*?K4EU]$./(/] P@-6PR&OT#%OK=2>O2@'+6)D\L,"31L0S9
M0ZN$KJ=-A\ T,OX,\^-NFP0[>R1?(8Y871RU#?,&U)R$5@Z,>E:L:74 CBB[MO4)>PR'#\\&@(;;H0"C(B;R#N>,ZX8ZOBX<3X9/\B/++*[!V,(JT_9Q[>[BY MMYE[2>XM.7?[%1S]3:
[/WL9JQ7 2HO M.6VMI)Y:!!O:[F*7/;)M1\#U3GMBTWZTV@P:K)9EJ!^IIK<;EA>[_4O/(.HX M=L1,/'BBT2H=:!*P+B4\"&7]L@2]5I;&?8R.4E&N2,FP=H'1?&U:!MR!9IA1
MI<8>P8D7%E.]M(+Y%3<[YDR5VB7H_$!*[&5A05SQ?NEQ4&=H Z$VJM,V0$GI MM5&I\@X=L.@*ISPX:\?V3B; T6V$EBK7U>@T6'YH5$VNO F9R/-\YA34\:29]3R>TKB^4]4
MIW,=NB S <9.QC3,>5D.J3'X*M_?]?SATYG>6&^?V/O>_'=F B#ECZ\N@&[M:%?N^VTIB^X\H!8QXKN M:+B>>EG;9,'AXE958'(3ZBW5^-(CYT/EO &[;NGXT<(8O1/?
1&73'F%R'-BD M;*3S!D8O:>;C/)V-W_I\3VNZ;

XS%] :C4%ILKJ3IO/H;VD3&)Z70DRM&]TMU#%; M69-%N+L!GFN)0R.%08GG*REGL TQ.$%_@ 51W#%YP"(;@PYNR;Y?G7#2?6AO
MO+J],9QNCF72*^$5DR4,06$SZL1LQRBF<"PM^\]@TR$E+'H[W+\ WL\"OC,F MSDAOZX/O:RUP<(8F@*Q+Y>B/J@(JDN6@8MXBD7Q5@20:GH&#]\$^G'KFVXH8
M/C);'1=S2.34F] =K2.1G4>6$["/D27.(#^ >-0HPJS1"4F^A%0BD1/@Q5S_E@ 89 MT"""=1H-A"@V-B'/(Y\D% 6FZ$R:Z&/0 MY*<6OX-G8!FMM3. Y<3?)Q)"MADI;0;K&'NSD$A3
F%/D/9,IHRL0=O6"D=$OI5>@+^FD;8 MC\S&M?$"8<4M#2@%8UX+H5C!%?)_78]Z\4L3EX\S>&V/-EJ3XQMX/?HLA.Y[M(X3@E.K0\^HX#)9K.P)J2C#-
/Q;QW4S#*\BQ<;I66NSD#'Z)H+J'/'UP6A#: M QDY$NF(R&FCA)SDZ0+/\ 33<\(.E)4+]EJCTAXS3@BFZ@$#.?82/+'X)$AT M'4V^9?ECJF*,%]*
8)^.:D),GL[2^;B/G.79.WR2BLA5:\]/H1D,R&B4<*H,7,.&TIHV%P?,7;KQ- M**!TZ)DY6DG*Z4,*@\!FVSHLM65,"J,'RW=,L'!Q.5H7 MH.I,$=754$3U'$F9]$!2HOQSHUR-:F9]
B:*CJ(.W[(," 6528&WE+)3$V[I M)H!?-YSG=@2PD 5M?^6%D N.3*ZJ48U:YF1X%)6]!(F8!16N#_]63R(3%ZE" M7A9.6WY;1C.#62:6:L1J4LM9-)X*VR!=WYJ>8KQ<;
M74HCP'2YO=H;M?/N;"G_PBTO%IA/H R!RK#?;8EX&\Y/D#R&V[+7$+G[@@2G MT)V3K+79"N-QNZD*S9)^\$KZ@9+V62+UCQZ(5 *@&W"\5X.A';PS+6@LB![% MS,
<\Q0XDF%ZW)2B[B-^-@O0E3(RS$]Z?:_HL;]C].[=9?N7=?W-\?GUY<7I] M?7)^ N?^YFI/?96/OO5@NT?!1X-W_)ASXR\G_-,9=_]VKWUPWH[(3?NP![60 M"66"2'
M++'H*)658X"_J*$7BD1@YJYZXU >DCUFZI7_,.W%P*?14=]1WKM,ET*&+YR M01HFJNW^A?4<'/# @^.T] [90"DW&"3O6RP2>C[I(L=V.W4!Q[L]@&"-I4;1 M>&K-
^+X^]&VC@]C#0#NC["N.F,$53J(GLT\AP-U]<6)B<@1G 5Q>#@ZN:'B M$M*C@X^2?P,SS50INN3A;&^#9)V!\:%WS[-8U M9Z^A:O?$G+(/C9?
6$8TJE3(+N5.8\+YSY1\7#GWP6\^ M]N'..&$D?SDD_\|%M=%@U-@L6CJUQQI?AE_BW[])W7'PLT+A@O5Y&K:F$=QM M'7!AE-=JGK/>;MZ1\^_-VLU]Z)Z32
J8J[*2]J*NTE2:^D!YDTN:6@Z^X&C: M>?KC@S+N-?+I;NDL"XR/^0R,,3=BGKA6]@:]2S]^;AS M=J@HI.[3^:V!UO3'[2/4(N(T?4U=TGEP[X8V1C5/#"2@O;_DP1L MT?
FK5/XJPX)L!YVH=FR+ 1L^8,.[#&T]O3P=L.$#-OQ5L.&^\MX_5>#-;8<: MB#Q=A8AO.EYJLJN:58E0IA1A4CRN!JLY9B8/CFPQS4^_H@Y$]>W9I<;:_-\? MO<_K)%U<+
(5Z,L1&;X4R>NZ%)[+&<'[/;LL+*N]G#+7I)8;>6SR$D<^OMF;# MKWZ_!*%IOH5V5^"]+IL#^^MC5-X'?XNRB*OX@Y^B[!O97H[GTW*9?8H*&PJZ M9$L<%>?
5P_DX<6NYF)9DO.24O ,/+>O4D2OO6C9O^[(+AG]0">6ZW8FI@6*" MJ2>/BS"I2I5.PY7+S?M4-JW9%5_*DAI7\.>TDB1!^8I"AP&CARA)+75_N'KQ
MMKZ5WJRJMB>/:Q">+3%6Z!">GFW 6)WOHE/.#NT!^CKE_]0I=.#5-0Q'D#FP;,>0UUP>W5:6TM)KN=N#P_(#IC&?+NJNK#:+N:C=1=W)RVQU1]P6V5,R4
M92'QM[2(E2AM/=<<]L&TM1401#9F#$\VN^J*GD_I$1/W.H1@(/8F#BS9H1Y; MK0B?,%-_DNZ93#(CQHFLT;_95U4\@('9]APL\=LDGC8>=Y1\1E*Y=M*J"?*Z
MXL.MD'[,GT,6GB\'5SZR(PX=&4A%.=0'!V9?ZDP'[82G/N\&,6F "6@H[2HJ M+8:^\PF7#LG-?1/Q7:T'5NR26'B;284^] W_L,GN(C3W:E^Q+H=<5G/'3FN: M: A?,GHD-
!Z^%L^N26GA1NNL0KI]H9+9&$QS1_#YL8-U%E]+T$!+N%K_))J- M.U14)*743<+:9B(N2+BM$N&CQN1)>LNT68F.HQ2EI#5H=4H"%J;$7W+[1?CM M)ON^4-
6BR%3<"*DAXS\K,GKJ7V%]<\+429(HC1[YY<'[7,-?NC,>K88Y&0!ISP:DG?<0D/:!!:2F?/P+GOI#PM!8 M6;!CH*-Q4QLO,T=_RJ72W;;DS@X*?T8W2E2=D*FNM\ASMIH7-
KKOJI\G&?>& M E_# BBGO0JB]Y1(Y%KJ(XU.V244>;$ON_%%]]A?DJ(\(%PT;'%7F2A>O,Z6 M#>1UK.'66?AB9QE1H(2V?1:5%GM9&*\PVC:#R)P\#E*2^P:4-5/>_8:I8=BR
MG^46IG47H?/YCB"=R:H33H,IM1DJ5:J?M'6?DS$ADY1DPVH/:L"@#!B40V)0 MS@8,RH!!>14,RHMVJSP_/CF][0@E PGM(0V%+BX..+TG!T2U MH]70T64Y)-C?"8 UX#DC
PE98XX1%Q:Q5D'7:N"< MHUJ4MSEBD6QU1[S3<(C$KLE'#KF#YGA!2 W# *A<89-!LYMNNHV M)NSBLA]:!=;4S.SY1LWF*.J.(*>>!%%_OT^*0]LT#@1*VG.ZX'W1^43$H;O&
MM*.LA'B64*:2IM94VDL^K3S6__JW[V?@/[\OG3$H XT&#QU7AG.:KIYZDHU) M/=4*8V0F):!M#)?RKDX8UP"\ZT]H'E_2#O7I[' :3EZ80?+\]+(/I^$OR"IY MWX'C\%PS7]=V,$",-
EJKP>[O.!__UP;R-X X\AHRIZ:$?(+__1&)?ASSE8&! MYC0NE9Q([H);#BSO+%G,7'\%;>]@]JH!SZ ._10-DHDGC'Z54@-?U0.;U8KBEJ9,1MGZ^?L\ M+Q?<[@-
D,**5&U5_IN#/%,!M.W?6NDJX?7MUGG&X7K)%:K>EV MA9AD< BU2M8@[-@$EK6U3]1Q" ZA'E>W'HNIY]GNI]VVE=-4+DY%K?N0O7)/ M#KUW6OT3CYIR@#T/L.=.P9[/-S[Y
'L>8,][@CW7;!Y*A*]>B(.T:G]1_?1S M=."RI+:*YLC4%*[NR%&O64:V^=+K1B/L=&//S1/2.H-;^SEZW)9[9CU1X^[(MTOV!,/;AW2_&?PA35A?-*@>&=W;AD-$?
8@MW<7W.CR^&):DOR>6 36Q9E4.& M84/C[!$%TJJ(^2XQ\ [[A@=.<@@;1QL?'E-%,3D+]2%?Q^-'/=WOU9)Y$DUC M&GE!3&-%X8)8D0&*U]=>,T5R6P8V1#3-[YCUC_NH-
QC_L*,6$\V$/&F'3(NG MU?;4-M;A61K:*I$:>6[C6ZJ*R4YY%9_)7X=4(9OXZW8.LG6)]_.7O$("',LB M2Z0#<+1SHFC+QCC;;%Z&#^])3UK!TCA4'PIDMN$Z?0!V4:0?8WR'U
M$'[LUYSCZV5$0^URQ'+>41O;>'VTC-MU'^FDQ%AE"A[>:]AMPV>C1L/P+9KE M2@,X*82Q1FVC&?C[3LH[S04R6";^K.[!@7E0Q6'=L*CB "XGR#2#K=U[0K 4
M3;YE^6.J8ET)1"U#=91YCB'>(J$H;HR"QB4$@Y,ZBV*UEH?DB(]@ZX]QO@4< M"^'4(K-@7&+#43QC\'S)%#&5"AS"8M3@^Y78>5TVM/!ZX<5(2%4\B.V1IKDE MW"'I8
:3L\OZDENIM &M/-5A?51Z [,YP9J-3K326@ MNX$1L7+U]]_^_#[E_^$/__Z^9??]\6I>7I^?'U^NKY5_8JN)U[Q>\2R-]Y MN:^/K\]N3B_/KLYO;LYO;F].+O?4.O[6-
KGK%W4;F+F5:4;Q85'=YVBWO08K MX>8^<3NVD'^S?>+ZT KS,YIV&AT@!=EBT24%]G6><+Z>=V@9?/W/GPC[-"&6 M.80R2W\-]O7;C;G-B-+LWBU-93W6^TP2 MW%
[8T8&)4E_IQ%^M;XQ]O%"Z&^7&AC49;_B@$P* M=%;+/,5N1"M"-^W4-1N80RS%1KWRE;_))';I)3$S+\)CO-*E2PNMNQ)A&4F% M!='BLO.D)TE4+'6LS+BK9B,V^ M;/\A*;1+JT-
@TB1>\! QQ M@)O<)W,)#A)]B_,&\B"9\E.$'IH7 M[IPFD;[&9=>.I *J%DEIOF/]'+0\)CJ@OB=(?WV'X?-JY6(?!U^H\2N=R[+* M\]B&96);HKY@7EZMW@(N*Y^\CW ,_B-
^KU>;J7I73+(D>G#[99G >8L8]6S" M+E,8*)NLAQ\=D39[!1ZKV*O6JF-=UQ/%]W"PC[UW4X,QPF\D2 M:6VJ H]?$QZ>1H^P?K"\^*[HJ-#B))*/HC,VBW1),J@_9,.9@'+(9[R'DM*?
M/[ST"N,\N 0IE2AGU+TZB/P5\';G6%6/4C@'WT^H&D^JNE[+3KA92UA^L9-C M<'K^-LV$/K1Z^'V]"*<./>@$B-EO"PGH<%4K>]?QZ5 M7L<1B_&D:"F.)*8O M/'.Z"1_V
:@UA5A3T;%5466;VX/=KK?T12A^Q6+=0K ;S^Y/V1;_;YGGT>4I MQ!,PH7PGYZW*!2)>=6U)Y)2O,+_6]IP5V4?S13'/D?49 MI>D$P524N;O/4].-4F5PX40;%[I_V;'R'-
S'EGGU:2)5"M\/0=K *?A7E%# M@C6\,NV),5,9K""OUS:.6;#J2-!K;1P_:HF^3OZH,2$\UC^S=^"5"PRM2Q! MEKR;TE+S*[*)L*$-^H#%[B86^V+CDP]8[
&+W8LVZ)=GW8'!K$N!]Z6 ^_:0 MW5(:IHBV/] S],P/ N4("91C>6@?MM9U<61,$FO9-M U'&Z8DA-*(6=]K[:& MT943%6=7W"CI]?ETA0ILE6[D:G3(&
<'^;K/(;@H+&^CJ)P]=H<$HOKDI1U M>8UNCZ\/"EC&(YTO[L33>(K=_ZBX"G=[-WJ$MTNF3CQ4=S"42)V/6@DHL*[$23+&XL_@;=#TD__%Q."Y%M* T%4!DBZ
MP/=\MC^VL=]O_;YUD%D-4IJWO5-!F4HK15X?C'(B[$P54QP)IXEXY2K"JFG^ MD)LLBA=-K)NUFVG%Y=H/I #=N[]DO]CKX_/ST[5AQ)T !D//PSWT/'2,MAX!
M9SYQ]EY,ID^4A#EDS\.545,\U'A>\V+FQ;Y@UFBP21*,8F0:K$ T<=9NE,B5 M-1I!AEAREK:V7^0 M1HQ8]X23P"!/5'V?+-)Y!!)]V68':YM!HMGS>;HTE#[^4PB&!)>E=J-U5OJ*
M-1&.0_^FC0=")?+ 0>^6%L$$*UYFL=/K$S_Z2S31F4:OM:;.DX)Z47C7TAU^ M#6AGS?NV6=RQLKG05)DT>:;N0/8R !NV6U(BW_K"\O(Z>T_G>9O\V1&VCB@J
M[B$QFROZY@]PN$IX='KR6#&A$J]3%$R33)H)9GF&&BI**9GWQR*^FYEQ5[\R MTJ6TQG=%7I:UQWA,TA0L+/=Q)/%P7P#3KV MV3JVCWV%/SN2]%\S&.3G#'%A3Z4X;!LZA:
M%&JO;IF1S:M:].X;.GQRM4[RW.PD>&H-S=\.0J /R.$QV9!_. [N&F".QD=A MK781IW#F<%,_WG-^%G_\24VC16I 4)\?)-VL/\=J2ZHC+J0Q0$(TU7!<$%OW MOA-PF-
L!#O.#HF9=N.+2B_A8& %N?%WI5UB?IGD1NS4&X^A_V71_K)+RR@(% MK@*W$J^M%9*WWN1-2DN'XP+EX:QQ,H++#Q\+5DMRH]_T3PQT)Q<*)Y"MIB-
MV4&%TX6%7=&=JJ-](@<0:1^PS7-AS.&J!QS50#5#@?.*(/[ZC5!SZ>R6J$4V M:1C3G3.?PTB\W>G]Z#_9P9?.?R$% A2R6*NU050-EA5O/ZJTB"\D"MH(6I*R M\$";+J;*D
_Y$D<235PG"_&5?V!=,P5'NLAR5//KXX6(*SADPF\+[C*AEP^ MJ3&"KWY3H."(+LI,FYYWR@%;G,54)6CGP4+D<3(U?KO/!TQ-8G(X,!(1UXK/ M:1A9GU[K+'P.QT/:?I>
[>9UOUOCK SQ45%=4[N1"-;0JJL(T1Z)872.Q65JA MV'!B3],H21$46!L-(7T8B>3#P] :=+1:R.(838@2[,-T"@()M&WIR*/9;)'A M&6;Y2-XEIF,L6/%7T&\86D1@*>;_UT L5]Y.4/:Z-
\BJ*-(3V&0N7[@UVM[: M1^QA=VX7N70VCJL/0.&1<,:K^ \$!5>$!38!6)V7S UX Y4FLDR(VMBWC632 M@:$0&FXX'&-4"!QEN,/2#S@6B(%M&8XTVD#Z.P!-NPDTO1R I@/0]%6
IFM; MZ>Z*,\6NX!W2D*3#D@(L,:SWG' JT'C?H#2ZZ$4;;M>;@R),NXH5/#TY/FPW M<3!,J-*HR<%%P8+';-N*H.?=&Z7S>J-N>#Q0TY&/T&W6TRJEL9,#E,DV+&;)OS
MBJT#-7,#B6[^8:PE[,&'; M=G:'D5:U&K0"J9*P L&%N3*3"U@9I(=MCF]*9EZZ)%86^8TN @EU-#7T#3.) MNH:NV6CM@="S!ECJZ,RU4*$MR'
9I%GR22881STCL@8P(;*5,4V'#PN_OM1 MC4M8W&">EY54$8I-B"N2C!S7OP36PVHV$F2&!51$B*+^ !6([Y M?2Y3;3Z+G;E+T^Q-ZZEOG*LJ,^38,:X>?
H[>G1P'0\UD;3=K9XLFF$7?Z*U@ MOA3-QU#;M4F)I2ZXDPA27%)1#MBYZI&K;V!^R/:@Y*=*,_EP#P&AO:8%*,6T MGH%8PK<*KNH4/%:KC1KFINWSO+8:
)3=8B9MGZ5B3#\G6,AFU)QSW])A@1Y^ MD1& :D,&@#G!-*>UK:[2[@]EU2T-OHP]+Y*\97GY$C30:PMLOZRMX89B"#S* MZ&;06\8BCE3C!9#J.]<9>?
V93M*T$(&,\.C&:JY(_^B6OY'?>1>,"Q DI4"U M]>:N[]JG)X4P3P#^L"!!(BD^ M?]%2F5O\0N18O"?RQTP9;DI^$BP&UC71LGLBDHUP-O36P)%*%$TL2S-U!Y]; MJ +
(PW+JC.ML,NZRD:0:/?_LD@(^7B"7V 9(.!2)&5V1O86:+DJ=MZTA4W2I MY+:4:K(.B;XY6*5EI0^,<'C*:R2OVG64=\GPM67WGH%[H@+0BC9&Z?'KX^_\
M9R)D2ZQF&2\I:8#2EULBT\WXL.:>K&?8*G#OZ#+65+NVE@"2H#66.VM%!6$?9-(6U>N,.'?-NZ M9_SNMC4\7&*FK7E-G#E@":QWM16B7#!LIS%.F!22 MK
IOI\CNF"X0XD1L"]*.1\OIURJ!65=B>G)\/528'MP[N^RA=_:+48X2!.VP M.R8F#*H$95T.TY9%[)?$JK G17\WFIV(T*_;FPYXF 6OMC/S&L$M,8,6!I+E MQXBEL3=^2V)MW2Q)]E6"
[C*VM9X.VCV:X727-_G,7<:7XJW^G%0@/28K7[9] M4?'!]YUA@?W"LE_1FJ\'%,M&*$6O&\=^@]-REU#M%OLJ8FF*,R(:9^,IJ)/" M-[@8-F\AGZQ7[8=TOZE7
MEOBO%JW@-3XEJ]7MX-+Z5%GNU?WDTRGX.U@1S&9>3L7!LWF:+Y4BO!>72QF" M.HZ*3TB<.$5#Z(!3AHXH1ST(':4:!&$GY.F)CG3BC#G^MX[E#ITQ;KM-T4.W MT))O]Y#
$NJBR>DT2C@,& 5_+?+%//B;TD%/O-S,NGF)0W!J(QF8+JJ2:E&U M/9SS;,M-3'VVUXO_/LV(Y3J4B92!4:S#2SNE'!77!(>%WM>" M1T3A)187J+QM4.HX?.+M<69
=.8]D8[P690NRT2H_=7$="V:H=N&%U,LND;3 MHFS3!M])]S<'=[MP^ADG%<&6^[,%)!W4X,QD>\/=%)*>4=[:M2QT:'>,O^C< MU-BD>R1C2G+"3=0A](>0=:GV4&J-?
\B:U/(DD3U3)^!@$P7!2SV_6JL;JB! M&3/CV/L[WDVP>6R-ZF&Q ?;0H&<2K+?33(O93CGZY,AJ!PS"N] 2S#A;'9.TJL@T@=*FUV&7
M_LB^&1>.,Z*KR9!G:'7+V\$Y/5'!V9SI))\I+7T(8U0B)>YZ_N_@16R'3N3H M=B*+&CR)O7@2USWT)+YH<_,S:QS<1:B7<8OAD!L4QM)K@+6ZBZ3?.-($^I]
M(P.WI18*A3I1J="U:#8!2G"@OCOR:3=151 %_04"$#$$OUI0!$QD\B?G* M%@.8PW"2P PH<_7@6@013Y!L\R--CS=6R/Q(BM^\CWFTG$DH L8HTHP?)1\
<;6H8&/5Q)"$^$D>8QT#U4^Q3BP=-=$N4#ML/W-$;87 M?4TW6OG66/68S\9B-R)B0(.J^K;"+:H6W&OH$^K[#_;,%+Y#&&2ZUL M*[7 MBHI 8\K663T-
2DMJWF8($RU;I')=O@XYY'4Y9' U1$V:N%*-,L@Y2V[G'XUL M?GTIP?S7!M6M]]N5^"MZ9VBJCU;LLA(->@3D#_R*<>74S.)8/B&-20]NU<8/2%W MWF4 QT.>/MC1/-B'=8EA>[1-
Y2.DK)YV'>FT%2),IWJ^!2MI!FM7A-X]9Z M"9UO'#5WY)3#(P_J= 8# "#;@,,K@> P0 P& &^R;MX>B]AEXZY*>+S#$2
M=74&&9_DW($"U)K*N'U\!QIL>!AB%+#L+OL"V_I+!S)-X =;X1[$M#UT3\ 3&T7I? M"H[84!DK")8F^7B+%6TP_/CO>NZ2\[-+2R5NQK;]$1/I>$BIP975S!(Z0KO7
M0/;Y)@:/#N+-_Z8T7]'3A1I ;"NL;=8KX19*:)1[);6TN-\KYS?B#)0:\| / M]:Q%E^5,[!XR%*_!5W0,9%3=7,3)?%-X:,*,\8IL@))\-G!#%2YZGBG,GH64 MK"VY-
2UWJ2)G5$_024(BS"S7$0HG\,"?6_99J8:-=4L26#R5W4E\UH2S0"/H MC)LM_43EXW;U\?79S>GEV=7YS0W(M_9N3RW:&["=S8M\>W_90;<"!1M0
)EK7,M:\;,N2#0#.7:AK3H]OKM\F1WL? M&O2L)11P$PUNT95D$$';P=N+=,RP7O'KENX=!_^8$Z6ZX7,RY=QV3&>\L+UX MJF:.T 8+CLH\2'/6KEG^U*9
80M?]]0O.SPB%4.A.W2@3*T7_O!>I;&#$F%# M(0:?>ZGB$>D7[IL)!E&I3_IQ\&6*,Y4N@/K\US-?9=YLNME8$%>JLW@"E?5U&1)@@B MBI9>D1QYD"L?
9!0]*+O\S7GLSYK),/@$MLKA;'QMTX[HY&1;O- MRME" MOU6W<\##MGV]XCY*&0C /\&8-2EDEWLR&NM2DJ; 682UFM-(>UK6/7 MO@$\?,U.,),I.$D)%
H2:+L'M?'VU"J!E*S[8B\'D^4';M'V9KG#-5W4_:VNS9%E0UUAT(0#FM]C>>8P]-@@GKCJO&RA32AWI_&,+O((Q9JEFNV'(ATZ6/&T%*1M MD>R[VEB,;L!T.>K7W:
MGKH;FN=JT#P_:$,T;.&LL:H&2;/:$-+XM/;-&AQY/2U'1)?OF?V$?T/1'V_@ MT\,>:/>PC9!!#*?E=*RFHA"G,[8?4-4(VA4(O2/31YOM5W*R-:$FD7:FB+,K
M\&1S+'H9H$.]'D97=TF^XD\=(+/MONC"C)V.G+-%UC<_Y,04)? M4]R$%C .'&K,=1#N^H 30A@HAQ*:J*'8&"#AXKYR: M/ 8LI=3 S'LM!&F&10AUQJ-I0VSKW[H]
<6AIT96M)\DE_D7I>+)&3/,&.[P% MR+DFRBI+S:FE:C69Z&\-B8NUGL32-LV)NYFP,0-F+@? 1/7 MJ7Y5*VU=T8);F;R$ 5EO\293CJ6FL%GCI7LW!AC0+1V+H=5:$,S=%"L"-4!.
M3&(3Y$&]OLDT,0]=P]>4R@PK%7:PU+&2H1IP&!WL4-6CDM1",];D9+<^-%-* M&[2R-7W<^++^$1C 3W$[V,"G%6:J 7B]74PLF/J^H4WARK4Y/;&$P =8GIKS M9RM-

=5706&5JFE2F#&A[IXG8U1?C=UQ[[] U2)T+7MI2HJNK8,2#UE5KC4(T M=JU,%P+K#<^P-C-53[/D']&+)3KT=1"VO4%W!XS4RV&D3D]Z")+Z:$,A>%#^ MNHB8Q^EO$?
83.23?U[XCQFW-VNW_B8TULY;_Y4-M9OC\^O+B]/KZY/S MD^NSZYNK/>WUWN"O=,@I*0KUD$\(6X1-GO("AE[#_D <4V#>S TU4)*MV(_/ M<@'VZO>|SG*2&0\V-VJV/ M?
L);D[P%XN2,3257?YTEA6SK9 MP#W9G,1*3TK7=O'R;M?\EKG/F!%$B@>0AO%.RLGJ3UR63DC5F\$\?[)8[8E<=0UTB15A M'\/_G[UW;6X;V;
(%_PIBXO9<,09FB]33Y8B.EF6Y2N>Z;+>DZNH3$_,!)$$) MQR3 @X=DG5_^Y4O 0IBQ+!,J(?94DDD$AD[MR/M==2T":[N&-*"?+!D 6. M+?-K1!]+[:?
CD+0EV6,,O.MBE$63"/E_"?3#]$D,\K HQBP3:F[N5C"6994: MHO@RS<%)4V"O5O]SBGN'6T45NJ]<>LM8QK+I(+0:VI8 LI&'"MWY:83DS1;&
M>B7GE3B9W%6L5B#AB,TASVW=+-&!5\."6;XH<8>KQI 0FC3U-I.ZFT\;#0[[)_O'C>?2)H^EGP?_NPN=)TN;;9T6 M/,UU+NR#U(Z%;0R&LR
;@V$(E,HOF3"F"%^A>X$DJ<*L2YD>& <2\/G>?3 K M1,-ZAN+G2L59('_F-/3+WR1"U8A9VF$?3$.M<;_:9%*HP0TRL:^('_#1.$6% M1?P03&0MS;";=:&+8.K%)]T4$7E<-
MVE288O"-ECJ8M9(64M!>1Y$D M79#0%ME1BN(XIL&@ZK8KB7M%:S11+*//:F>H:6A2E$>9ZB[L.J<;.J=]C=8) M[I-HHI#WDZ08Y7Y=6W5I5_!ID:?1V$W9D^>-
)$6X<'&A)O0.P:A'.#>&;B-3'/RI@JA:A,N>=R>%]"$=X J$L6CCU/@4/KC[0 M/V K$763N>X:9U"'>N]0[[M$O;]=^>0=ZKU#O6\"]3YL3(T]%_8^Z+_=WRJ: MJJQZP_&:ZM
T2=+4@/U$O<@K8)^J[2/['-J[LDEK%@EO+Z5 MO.R91@ 8=93/L":N=0V*%'$-Q,P8329*8F(N.O5AGL^T=EZ)UU>]%7SU8\Y5
MT$#2YHB8P17VNY%%A*^(ND"++%1,%#,;N^R$#91C5TIOL>9Q;!B;6U4M-5;\ MF',.3]&\ND3MR5DFA=.>QW*$Y8@R/:4\XFOA"!5,<5QFM$M,3T;?NT1)GQ1GP7X@_5E?
M5"PH34XR4H%+IX+!*VP91G)^]1F=+1GJ7?]U@X[]X8)]N$YOW&[.[8&382# MG9O'(+"^E!>F=5B!ZCM6I?VZ<,*%!$B/>&!+/^H58F1SI)E_]:+H>^\5(ZV6
M7&S7HFUZ2^45]#Z(OY%]_Z+FO]36(!XD3.^9 M,<#]0*#Q;Q8G0&!!.VIR$:);6MJ/,+*1DHNI^U)6B7YSI]%<8_PRV9;VE1N MJI<-
)@3N&RSNMLCHOM\QNK>$T7TPV,&VD]I]^CNXI1^Q@^HK9GP8Z(HIGVWR MN\-AJGA5*OFE^-'.,#TGC=20GFKP[?>PK4%[MS BY?QPEV84CZ,%"8J;2\)
MC+&OZ7ICC+$%,=;UGIAL;\'V7GEX0:9.+CG3& <*)G "H5!@P,Z6"XW-% WC M7B5=3)0D1#,>SNE0<]MF:SQRNF4XI[PS_*3C!TW(V6,_$,\:C.9D9A1*3[TB
M^RE^>:72DQM15TI/S[+ U SU,U:>=J%Y"S ME.PFMJ:IH3[<>6.;*76$VG*.;.JN:@#EG"+\Z$-%NI M!?HEK4":@LD]1EI/&T9M6[+5LHPQ=Q;.2G.LQ'W0$*]]*SZ9VEC'TI#B8;_K
MU:])WF^U1[^'ZX[(H]1I6..YO!;J&,D=CYO)'9\%Q/@YC\)=@'9A"HBA4Y(C M'H>1P"@0,L30SE(7A_)/63$@0CU0^C$VF5$Y.>0XFJ#-C$9%;AA=EG4H_5## MKVI:?
08NN"R$M]7JA])*'L,@DDD4P DI+R;U%8\B9IQ3^#O^8Q;]LX@F08Z2 MYQG#B=- T%[\/K((!A"@=S%E&Q-9+ZLN9(HR)2)M-:'!3S9+(<+*@F^A(Q6;
MK6J%]%4.CFL[6NVOF<0RL]I^),6OZA?ZQHHTL82&\Y7,;?/ 'I6WAX?_1AV6 MI0X*Y<8K/@EGD*M2VLCO0& MTH@.)-6!I+8(DCK>[T!2'4CJ54!2FZ8&;<4&"B9H2U4-
'1U1Q<@1,+.^%*B= MRKDXL%R<=P^4M0^O^R0/:]*9@A1VKFG'$W4 WAB MGNQ6$#LE#6[&+6JF)+^)M]/7:MW\N"56)3&!UU@CP96E?J^!(;_1X@96JEDU
MYWEMLX.#SDAMQD@=[*"1JH5Y8:9C"F1*T08TJP2< >ZZ&6.J[P,8B^+G*5S^=4)646N>5%W/)3 M7:-"WYB)V?\=C-$RV&=6L7D3[FDFW!O)GTQ8P8=QXDNP??
735KHV0VYJ6-]T MBIX+S$;@QH+1K4C3VJ 0:O:&F0LYP1LG.HV)96MY'(* /NEIL+SL'!>,_'OB M12R$;O5:?$CT;.!ZO8Y-D*FD_(0 Z[#$E5B;@'VYT^X'7AIGAZ>. %QD;O>< M-
T'G<3Q[=-/*/[2T2NCUIG3X5\:D?/O8R>^W ' MS\^+-$WB,"DR[ZL4D=J0BG_9,O]I<\S\/+X%UQW]>2K]NP!ZNVRH1J*]G5)? MD ZHW&#*KX11Q'M2:@^2L$]HQA[N$O>4G((?
D97*',^XG[>G,T[K7\2]@JZ/ MPQBC120QY1;U;Y>]/+%/X,'+.%L@=+NB=H^O7@DH,LJ)I$,05VF8SKV]J$X1A!X@7YZ6,O%=<+;]0>3A@=N@S@G%'']$ M_K(AEF?J6XPD#_8.J-
Y0J"!XL_:LW4:S:IH!]> #;A![Y/XDXD!Z-)U? M5A.F1M+Z&D;KDVJ4[\0ASNSY+J&+:BIB:"SNM\0:*QV(-A\|-0ZYU'-/?Y0^*]+S)X#@AN M/Z!F/+U-,KN^6@A-
2"GBH]&X>&T3ZM=,><4XG/JL:J\Z31X(F3ZA?W;(EHUC4PGV]:[L.A%!-=FB3M",FO$.MXCPEQ M 3SAD1Z"M4X8F5-S>9E$BNL)N]\TZ]4YD:/WEOIW=?/LQW!"398?Z3-&>/N*
MJ;HG2.^*_[0.YJ8^\AH.IU0_P.K#%LLA3.KF(6\I+%B<<_.U@Y.5I14AH? M$/^KYF#-YO!A6!_CS+.]<71%!<'GL6O M4@!8Q7&WX5;/GR?
FV@5T]9^P8Q(PQM1Q3+O&HC^94CTIK;"61:"")TR8+Z\C%X4'=>RU'>VX2#W3&H=># -F.;!L>##AS8 M@0-W$AQ8\L3VAZ?M:2%:.Z_26Y'[VEN6_.IY>]^-/AE&"G
3<.M3BL8YN,&0 MDY-@[I\I"L+[^GR!3-<'Z3HF)EAYV)%7WQ3"-(R_'*3;[41+[^A[>X_RV!CY M82:.'3DF9\!P:;Z *$/(OU_I65AF[5\RL&)46+E/GQ],E:LQX,-
X2]@K)/%)83TWVC,S$U:5B8F*O#XD!OGE!?&CPT'_M[=O#U^EY_2E4=G8@'D,52I5+$MZ978O(,C2[6VRD2]K99@A&>9MQ:J LG$X^ M(6%/85.I:65/B*DY&:500R+;8Z?+&E)A-
NRW1V;_?<_<'\-;ZTX[OMCQ2-LB M18/O'$;5K/Y:#L-K*LY*OM[1F9>IJ6"@ M:ZD36$ZERB+9D4R:79"BR]->PAM022KCS82DG# XNR"EG%LL;_"R:TA*B8#
MUV.L2A/W[52&I"$$:_KU5)X)\R"::7T*,J 6"0#_66E.DXX]BS/+J)H4UW9. MR>QP;]1[+51: MS)^V7#W9 6-\66%F C.U)@PFXEPHN%W86+H"5Z)D#=BU\@7U*4@@NN244X5/
M0:9T=J?1[OC&Q->?$G0FE,\)6@5.S?PIV*@]:7W3=UX' [?FM9>%'G!7NDP1 MF[7(Y]?.8$1A>@B']R%$MC9$O+4 ->JSUY/DQ;:F;TK/:S\D![TYL!VNBSO0CMF!+
MX()=!&";9D7&?O)XG!;"B:[9H 6.NJNF5KZRQEVC2Y,EW Y[[GF:UH) MK6[8R&9PC][G!!LN0E1/B<>6:\H;#(L MP9CUJ^NW^)*Y@)O#W++X&MULUSI.S<:H<]YXYHN
MFP=JAZ'F-]71F;\M60UCD@[BW=*"QR0&$P:.KU!J10*FBF;34X,_PQBJG\0V MY^J4HIG*BO0^8D4>]5 ;>QM9\'9U6;--)UB$=6X!T''9(QP[I^"I(QY?5BAWV#PZWFK-S
MY^>FX2#R5=^Q:3E&BG1,]$L:/E..W,15B*U+?"UW=\BCLTJ.TN>(SL [|'PF'X>F*L8DNL/QACXY)^6>FU$KUB;JL2[/HK-PPQ2II M;.FJ, LEMA9ZV1 5-]F743-,W;3!?1#-:%'4I$-Q
-CD5U=(0!8H]%^$S#Z@ M^KA1CFNS1VUG)3I*NV2I3>9BLW\OJ%1.4Q6SJ8Y7B&WNQ:^:>= MR05=RY3C4KJBB6Y!
(N@E>6Y75^0.NHK6#9G+.K#D&M*+XE/_>1J17.:TA@-F>5E286]7/6J="KU2 MGJ\=6TM*]\]C]_H+<5T%RR%L\L6R.Z0"V&*Y7/,@@?R:*MU6.%LP>J3.-/X
MUHEPGNC>E_AFOA"O4/V!:AB9KDJ87#G]P3>*D#Z)'8%K)#]-PBG**1$@DV\[M1;#6FV0ZE4ZBI%B(BUTE5F'<@*]XZ5/GXBMQ""X!#EZO:EGL5B9%%O)@]_:S
M/*#X4=!=D@BVU9>E;&\>-?[8%:$RG]09D:I=$V2<9["2GJZ1EJ)>OK@[2J5 MGF7>?3TZCTT6+,G48S-L((;$1N5L$D;B5!=XT&(H
M$6IP,&9P5[OZO(QJ27C2ILQ;HS0J4J=*,N(V1+Z1?66;]3VH#9;* 96*A",U MV&DE.I=D@MQ-F3;VBH*Q>D3+>:J20:OFS$J MDNWVZ#4<@A>'X7$3;J%1.
XL_(633_6)"Y0JYX\]4EZ) M^7HZX'S2Y:I</I,J*N#SM:;+]KI),K;JZ82/P%<-^,RZ" M51"7L#2N3C9P!@3\;WCHG-K(Y*O3!(6U1<26WE_$N=L\+2Q&@2UV8CXS#O\9
M6S%WP(I8%2R%AL>^QEL= 9*()T;8>:8COSUI@\2%.P^#6)2-B>-TQJ"\$,/T MVV)FE-U,W@YWC^2@R#3=H.B#=XG_Y,.<:P?DD!Z^/3DRON\D[.$/M&]2;YZD ML.=D"^*-
B=&E+!2B,3I*7HHDF&PA_ MBOVV"QM.BNQWT2BB"AS&E!*LA=]#P:XZXB+V:O]Z MP O3N@;NLK'XR-9=LA*-*L[W(J1)]_ZI)5-@A-,P0U1?P/DU8B$-X!Q%##;>
M]^W1F^/])]TWBN^3V3W3L$)(3@G!P$P6L2+/HF^R_&6SL'HLD06V9 M#$)EHI,MWVOPYN#T!V\F!+**V1O_$HKX)67RB?*";G+\9GCPXV^K@PMV<,%V
MPP4/.KA@!Q=\%;C@"Q,CM@HMB(LA(8J3\E$<.=CZVM8]NY->2%$,! >C%&, ML355ZI%WE\ZA"!M;K:@ZD0+3!*MS<$C-53R\RJWVZ]+5)4B7_X((E-7,0ET\
M^V3_>A<<;*3+*T6U05SVR&0+"=VEBG6-9.!7V__E<)95 M-503 F>KS_IF!6 MN^>P3Y'OC$:USCVX.9.;;?2P)^&8VFQ"$>?)L7MG;=WV]/OT7V- MG S]T%.IS!%V
54IG^P*7LU=Y::D^K#L/FFH1S_9.:,.L4X;\I6=>7^J>;_? M >M.BU^1O$G!(V!$N%0\E,P6URL\:G4G]#0A*8BL&3DL*6P/\P>DG5Q>2J@7 M@*NT!R^K]36UNI10+T='*U
O;Y_ISVZWAY02T,GRJA:4H5;63"+O6'/_(R(?VI?G5#[^U.654WO@C/J^[6'[3MG MN%+A>)F*7E?-VWPU+[:J>/5/()=W'\"PHC<\!CFOWC2:%.,(Y=SK$,;GR8RD MTL")5$]*U9JR=
[AG4(!+JB2XV-)[C8T*OX?I.&*OB)[@&AG(9PG_"XV?!?[YTH\)QQ M"9IH7XE2$K4.V(90%5/Q,SFC[&%5RVECQW7!Y)ZT%BA^NR4&!/X-J4J8O3\. M8
JBG+M#Z[:O4S:@YYPO>%?QV)4I55H+,M"[@&T,G =PHUF%WV#59?ESI8LF M3,ZB#)G"%=)QSE0+A$TV-]/B#8)CK+:%/3DV\>O(*$J&7'>A"<6*C"VYC6%M MP;1@GZ:H8!%
('1V%'R@H"W>5+4V+"!^91+\CGZYEFGC"34>.T#1Y M/U%4>@$HM%(S^3^\Q&KZ^\J"N.H4@FU7C/,BQ7^SWLM8#UY^$?#NLWXSA3TP MB["9A7XL%N"_Z#_29E/./?
HN!OYJ?@EAH'Y0=W\P=-7EL#E3^G5P\AQO_M2_CNZ3?X]7DQ]XHLN WE=S-Z,?A>QOQ>9-@X2C..21C,W@0/ 4D9!S/X1DR[MQ"H&RQCAT2?
6XU,#=)99SQ>"-4)$/YC&>53,X5=8C+13 ^"GA@OB7I+OD+$/ MK&XJL%XIZD!;<&.U+NB_"N(ONQ"69WB;P!@V#G%0*#TPL#@9Q[)ST:1
MOB0"^/BU$<";:"4@]'XPVUX;0=^[:7V?1:N:+#[8+0=6NT%'=]3A%UJ.7SCL M\ L=?N'E\0N'@_[AX,!-1>SWW4;H36,:#H[[0W2NK"D:4[VP+0?]Q?G-Y9?/ MWF#?
^_WR^OSBTZ>SSQ=?_KA^M9:SP2I5\]8TG;7+L1SL]P<[Z%B>J=B*T^M_ MY91[5"9-U4$G5,2"XM.BP6O7M: G2<3AJ4(<]82NT*NIY#I:9LJM6SPV7$V49!1XD^$]5F3=
M74,TBDGJFY5K"5>2D*64[,IW;**R?LY8N,Z*RDSX82T68 !;>H ZYY?9NS0S MFW0L356*6RF>J '49;;K:'\X+N;.?[.AE<2;R9C+-VLOBYE2L$FW4E#$:\'[MC87C3?
$C3)U229+:*".:0D425:@<=>[\1%EY86)1_.-LXK@<'S.*(%,\XY4% MU$BK+E\BI5$VD+XM4>"0UZ>%9:>GM>BNI\T>7NA#. V*&7WTXEY6I?J=XLZF M!?O/(@0[G+UKI051&
(HMVE8IQ?/K8I(4@0!(MY3:5/:>*F\I)2QYUL--V+E:&?5Z%J0S/%/[P2K1#K M5Q8 I!$3HV$]=A-B&\V.(@L7508)*8BO#\1G% U':O'$Q'[%#9-T?
MOJ@NG:I[6;QU:+6UQ7ZLD_!4CZRX*BTEIM2P7568-*?*!R)F:L,;7*<74@%@ M+/.(?/*>T1X2!7=*4/D<#HV(2(OIEXH&P :\K?LMXJY3/]P6 4(IT;[OY<$W M=+H1!/-PE\R880
_]"M_*('I52#)*%TBBO*KNB]HS5"*\"WS<2J%8@#EW?[MCEH.Z&WZZEVJ0Y.^_O+[B#^*5_XERH-9-&[R!/$H#5YA4,N&4';*VVP&A_W! MZ?9FRF_UW,
1<;)5"4J_P6#7P)QXW:'![C:DRW@!;FYN,RRJ0VM]3PELX$6O M2F.?I!/VC_*#JVA<76)74);YUQ+0BA0=A3&I++PA%/GEBXV6@PM
MRXET@<./.Z'NW/_:./>.;6KSC&\3I[1BOI=E"6'R?_MK3/ZP?]Q5/\KC&O:W M61):8TV6R8+?+2E0_YBLU@^C:[;:/[AW^=?8D0?M7GHN)[4-;WJM!5=F;C\]
M:D\3*U:G_M:KY%DHD*4+"H3M-#TW-GN9%61)]^2F]G.B5$WF3LWDZ?]MNYS M.QFMDG/NIN][9_%CI:H6J-\]I:R&[_&15>9GCUKHJQ034F.]TBT;13'%<"14
M6*X:^_;WFAJ(JP\EZG'G078GE"LT[/=!_$W^9%A:SEF68\$=O_3P,+AID1=I MZ-TELXFT8>D&+=*ITU5E29;RW/G-#[&.3"'I(F9Y(KE>SDEB2R)F* 1A2]>1
MO*RIZK&\NXH7ZU.PZMTVU>!$\[U&7!R5YDCP;<)-750[#=,HF3@+*,J\D.H= MB 'V1@76&)=C/+N&@*XA8)L- 4'"'.\$W5&Z7[6.E^! M\&#LXUM9SCH0KIO07B.S5"(64?)
M7Z8W\Q5H(NS.-IY\ U/8O 2YD@=D8-J'9E22#K8UTRS,9_(#H".-]3%GHVH.0_^M=]F(39+$BS MZ@3#79 F[U85F3F)GS(;#!*3Q8EZB]:D\S#N @GH-> '?$B([4/1-5(_,6Q*
M>Z(*3Y3JEV!AFY2+T_AY6/:P/I'; *:*D4V2U\[*+]=*TQ)\![U'#>>PEA#* M]ZI?:TQJ:9%4='8S>YXKLX3\GS94"SF#& /9 @BE_^O8.Z*JU[9+# M2!0 MI8D!*,E3U*QVFW)
|0W9+O!R-)FIH/W '-,,.&^,/Y$M>3ST"]-$=*^8G2F8 M8 ,(_DN=2$00Q!44]W9&TYI61>T<5.ZY9<'=3D?S+\MEL[;1Q7\$A-=L>LQLA %-]WJ(!(*ET^5,9VVKY#+4X<-.2XVJDZ'8<
M.G8%6,_'TD-2S";++(]5L792*DZRQOA4COU%LC'F2,1@WD5]^?7H^J;,!7TE M]I>>=NZE&]V;NB:-\DQ;S)"5]@M[FAN<-$.4HR$*=PFQL18QZC')CA(QZS*R
M?,FL[N%QY5LLPUO0J%L?+_)[%"<$6N<9:(%,O6_S9H&KOG$QK*$X49O%%;5V"/:WJ4-L:SZNFEJ MXZ-&;N-GM0=7?+F?@MQX5Y8F+*%"-
('LJH+@BM=:HWAVVZ)15Y84L3K8%D6: M%8'!?KM]O6WV#&'Y;K&<]@Y?1#ML0&<"_HKR%;09I5U,_'G5D^9S1QJU6I"? M:?N MMAY/_KR-^V>$DW60'EEI-
DJ[<6D+5$#N;8QH[M]W1V 1PA0EDP 855(%AF='LV=L3T"7(YHB I3+L@@G^+Y@K+@W^ZQ/P__A3, MO(^*@'>!ICK/64.IY0[CEEE?]&03![2F^]6]YJD<<#K1ATL E9JP%
(79LW9/ M[S9)=5[):I^XH-:*EMPFM89^'JL=[JC5-OAR+F*7RRSZ>?SZ M(5A8?RREJ^NK I*=7PB!3BY40$M(N[@>*KUO/XI2:%8Z>N7]ME%QKY]GPTW_
M*ALN217G5%W%I[(=P:NJ_LJAJ!ZM&\9A"*T&[@="'<"SE %9(M>FL'$*OVC M'@F(S1YQV]Y':-GJ7)0!8JAQ83,*8W\&N*5:,ST_,NL"/W1 M[HA-'@17(2-EPD!^PG()48&
[:Z<,OK44'&UKT?J.NSD5(S(/$&_DVUXK%UBC M5 FWJJKM)?'L MT:]VJ5EM$HUH@5*N!1GW\B7F4<;0(_T#Z$KNWLJ/6[Y#T[432'Z]\\@Y) MWR'IGX*D?
^Y1WXICO;T'X"3$G%4GVM*=+"T_64ZZDZ4[65IULI3%O0]>,)M5 M@G*T3]'.GO4?"R:?<-NF>=0C@K#^X/CX\.#T[?[IV\'A*;P>DC$9OD94NF$9 MD\])CMF@;3+WG\UFV"J$P_-
(AZ3:Y,0OCG)1&A;]_%;8M<+BP.>=<5UIQ3^ MV?2CQ9Y2]K38W4:/J A*^I04!<,6'>=I$D=CB-*C68_:Z;3$O$FDA]]16CV; M/1K]=]6/5M/83BG 41C&WJ2 KR Q.*4@Y\$D]![N\/?
A#+N;4%B#6"L0(+YW MT//>%UE$Q&T?P/9Z9(A%Z'42DFTUY+$X7A][^(G;E2A#H@EK&$0NH4#3$\M[
M\'E8PH\]0;'3"3XP)B61TWHV2QZR\G6=]$4SLI^ZZ$H4'%C;=#],"P%.CSC M3@4]1RJE5YM>M"@\.>W"D\V')\.CGS@\6>,1#_LKSXKECTFA MQ7:VBW) ?EEV6#G[!J*?
P4$S;\93I\'5S!ST#T\'&]-P?*9@X7A'C7=]&M]ULPA__)LV(;4]>*6;J!6&)QAYU#GY/^+][_M VM__[1_\06/V"@:&LD/\,>"?VQ\F\\ZE?Q:<^/>U\ MZLZG-
C[UV\ZG[GSJU_:I!>F]B]9AN1+]L']P\E).X."@_W:P.0GTY\T)(;8" M;YPL'KT]IE+A7"^R7(V-.B!G4'N>G1E\U@1*L^Z/N]+'_=.C84MF\4-P'V7> MUV3VS?N_@_GBG?
=GD$X>0F3H^O35.SS:]SZ%W^'8S9/8.[L/XV*M4.1%5R$$ M<:>G+9D^_,3?D_2;[WW^NS?8WQ^ %?=C_O93]UXK3?9?[=SMPHF6K[Z?*IPXV>_"B2Z<>)EPPB&7
M&*PZL0]W= O5U?+7';3<^(&X,,+$C6RFF:3M=OIR9\4GZ7)L7MW4:R MU-$L@I^_X:@)'Q< >B93K?0_TQ2K/\S3ELZ'^%\2K(T;(1;F <6U2SQ":X M-
KX:B<9N4G!JVOMBMC(UY\E\$<1KA50KK=%S*F*#_N'!3ABBX8T8 M/C0*T_SG]-)4%K&E*V@Q6F?Q;(76Z1]%NM:Z><&7]Y_9_:B#5G2YT"X7NI5< MZ*#+A7:YT)?/A:Y1-
Q_V#Y^5^6L3^N#/K:$/AD_>CZVMGO^>I&F4);$DNSXF M89JA+X[0@^'^OG<^"U(XM. #'"1O'7HP/&@1=.-]DG%H#FY&,+XKLC#/,XC2 M!X-C&X1P?A>D,[C@GWV8Q>
^33+?N\C^V?>44SW.^-?_.4^F29.C5FJ,/JST M11\V2L7#RCUXUM*%F'FXDXYH15[>$8:3<7A2H^;9 M>#8^5P\:CM8VZ4'OW?4\3Y@L+($3\"WF1>Q*DICSQ="N2O._81B
DVA:I'! MW3$!@,624+JF1281$H$"WOT264WC,&>>63CD\-\/X0@)&[*>(YX$I_VN"".&K?E/R#KZR/.MK",*)EPT4:PWT<;IU=3Y6]Q M?BL4*"+UV;!6-0=(19>Z[RTE1U5LX4A?
R@H51)<:Q<1W#"[9. US(B_5,IK! MF#2LXS6V?V1K>3?NZS7V:-3MQN: 0-%<*T5K:Q[%XLZB.7'8X"0CJU%N]7(B5EPR%LNS"%E-F^%&A
MB(EN,EKE+$'Z]EW&GU@(.S:LUV]Q\C +)[?$VSM-DSE]"_4\B+,?/AXM(OS; M'DO$9FJ;*0U8V -P/.GK2K@53I3J*9Q>\5BV"3SB/0R?2;7EB_Q 6A(&F9'@ MWJ61]=ZQ
'MDS5;EE1#C$+]!>+2F@V^->;/_L,C50]?,"ZPN- ?N>X$GG<@K MUJQ(YC2 H+" 58"O'EX#L_N(Q"ZM5HI?LS*4Y*TL9I$FI0(_2QP=Y3:O'I& M-
19B2H>;=Q:BP4+XQ.L.#N:=O)UL_4S0"SCYV_5@85VJW0;'W;2\'FM,%*Y* M]&[(4(%956LQ3M(Y6-V1X@Z[2^ L$S*L-2=XV!@\/">AV3\XW"I#O3OKVJ+X MS?
N_D=0MXM(NV+,":5AZF9?S%N,3RS0^A&JY^IQ604#MEFTD M\;:(U#FD>2U0WWBV!NY/N^!'.[#@\3SUO(M BNHT<*5]G00Z[<[YL-
ZV;+QRB<.BJ'O33Y[71D+9H6\Y]BFD\RD*H M.41O2I.YJC@+WF:4Z: *WY3U%_UB^_H3E-:@1?15S%W-@IA0'LI["-*4$@R8 M(9E !!>,M7J+'A3>TI#-8OIC%D1SB)N#$BI_
M)^J^CTJKZ5N$%+=R$Y^D.R-.@9*Z5)ZDE'^1+*>O]=\H=@\DR(3KV->=ARD> M+KF,$AS]*">WAX2<[%A_4:2PSD/4DXIA.4[1BPV5>G5^%X'UXG-+M++P@,+$ M$\3,%#C?
1RD&#K:+/$$W#:N%^#09L^S"=L(QFG?S6%*$UGH\Y9V6NCL-0ER4 M_KO\4)&_ZHIER5:75=8JQ#=55H9L-1G7--$I1\[O'].7/:#]-#\4;S5+_!6
M9]%XN2MAK^_M19!JS_6,PIK9%6)I318HM4VL.@\BY)NV\L#J?=&GOH(5AG6! M"W82S(/;,',WC,G[<^&84Q[\;X@F4%@MF-''*%<0S#BJB#/,U<0Y_%%=U_=F
M229K&+9A&.._]Q[N0AH'R4.F<$F6H^,;Z:P6'"]IE%'$450TI'0"RB_E5$UF M2B:F;OF:#V$>)Q/+@O>#X8"])I!89JQ91[CY/(_"KFAF\RSNRQF."L=,\X:#7R^"3
M5)J44>RM6[MT7S (1\Q2HW[[P;,B$N1.-$NL4W+X<26'@YU4U.1U3L%71@%"U#+_#MXAE1!9/G4"CA&Y8_("\C(EPD'? M;WUU8;8=M!NPU $/_HB2".(!+-
+H/IJ%MZ&5K$!,&OVCY!X8Y43V\1+8Y*1T M#VX_>+HXRTH0^9TEA4K:IS!^UE8@-Q>,KGY@,;)/&2"\"#16H>69,#B!_JFO MK,29Q6"6[\A?7'E?KLNRIRV?
(Q^)/LG)'_W93&GIZB,E@-<[-@N/WVX.8X$' MR/ W]N.O<7W[K)H%#Z^1,@+[?#!HLL_'S\J1=M9Y,];Y< >M\W61WD=2#;* M,=C&J(!=%5SX?W+XO&5+C5(\:]"!?#N0[ZN
?!M!#S^ YVW%!I)J).7. M['0L_IY2LNQ79W1XALJW'1?T(5:(HS-#,N>.(+HJK,R#;U*25\+H=AT39B&, M.6>.J2TX?6R0X,:2 8,#\&4&_^:>-T^J1M*K>H-
WS7X9!5E(ODW%WVSP+Y_S MEI_M#)WT3X:G@Z/A\<'I*?ASI_M'];7))U^\2UAG\SC* M'][Y'R@A+%'*Y7(CX\;$U)O-Q;P;+0^OF%XW%\&*O+"1&A*EU.MWFV&*C=V
M@8>/B45 6>TTC.8CB" 8[1E02!-D2+9/PMS$WM)8K' M19JN 6['LM[9=!K-(@AAG%X0AG6IF_))M>R^TQ!S(.,[V#F"L(%E0./G(K3
M.C'BER/87(]P2A8PRIE&CRT='7YIEHPAY%1?P1P;(B+TR!X].'##+,/K_J-(MHVP2\?D+IW+ ->N&*> C.RMF'"F:&JIZ+3U_694U>XPG"EPG!_/'8(S%.TH(
M4>H/)4Q3*6G$X6V21_*#]@!\<_R3HJ@U2'7=6H^@+E;U52HQ@!\G\JMY,M$P M82J6<>I/H2DY195I)1.P-$_=0F/\5,KZB7X)2[*Y/)/#3JD29YC#6?2\QF/ M_?
Q%7:JI+'E/489Q.!:>]+1@XBX.'[B@J;TG74 *<^RHAY_.V962694VX"FE M11_I;>16$D&@KY4G:]XY3]NQ3JJXO%E?:A/:#6<.;P.]5[Y(0S6LY[_X-NZQ
MQG&6S,+98UD_%QDGXNDL&E,6'I'X:9CE/"A,EN!=K)'1E>1Q:&GDM8-\WD-A M"0$_>9LFQ8*:2Q"N&*0SS+WG!8,LJ'H/+W(,OYC!7P+J'^>9(*BO?JX\^(:M M#Y38OX-
)Z"VW6B%66<>A*H#"[L_E(X+Q$)#*WEFO_A)/L$9F>5H75K4*NYH) M]E[O^1^*MRAG%V2RN[,K.V)&YS1/@S*B1:!B$H[*3XU%@[&[-?TY"TJ2'6" M#"7I-
_@X6A18DP6*_H3VDMC[PG+).K+NI6('ZONB5[+;6ZJX^X_"UG*4+G. M<7Y5R.F+.LX2XNF&(['&RDUJF1<=R6@;CM(]PV%F,W@2W^C1/IF \R3C7
MG[*NT]'C1B.RT$6#0,8?,]PJ?"?PVV M34!YD;A5J;QH@W1[LB.&][4=,/S9C)*.;^,.NG\D)Q!&FN(0Y('+'Y$OR<(J M#<^&%)K*NH%-]>0W^1W\AA:H=645,Y:AH"Z&K\[]X.@$?
10X"2'@PFG X-9- MB!+=SK)\J%\>KXWEHE>I/1-*Q^*)3#\UARD2K(4I = @5%#6S6WXD+THH M)T 8^I+#23JVO9/)@:R(L8G!%,J;%(X-NTYN)$*7A6[1-FY0V#RA'_6X=XX
M#">JO1/QQ];R(&Q#."TR;+ZK#;*P;2R)"0)=$P_Q\P;5@45\]XDNJTI]EOVT MLM='BTXN+U!S!-Z-\QGNFCDR(6CO$.XSSXQ35;HQ!YLR;>Q)TUJ9(3YC(]/@
M=CG8U:&$#+\+UI"N>Q'?1VD2SQD!>Y[Q]/8XZ5*\X>7QJD.R>P_Q.R+"MQ& MQRV_DJO_>XC]2"92=R_^2:-_E8F1RO-#H '!U>OL1??EYX/AZ!5*Y@R-6"X+ M%3?G/7BK\J-

\'E<%OF5+=A";GN7Z.6_BKINYB>^_M]E"DLOFF>XAZ\&5!F.GU,0-0Z0V2H-E<;ZUSE3=@Z5C]WB-$U@39QN665YM\C+F8 MIYSZ@F6-69H7!HI9@2KJ0$4;K(V,=

[HV)"EBYNB+,"T&/#NA13^=L ME3V'JXPPD1H)WV034@".O'1I2.:::B^3?73]@LQJ\R5(+_%K5&+?2DX5@R+C4 M+B0K/ 7K#9FJ.3+N)XZ7ONP,F!,N"L7

5).^2G&ZS(POO\K6KP;!>+!] 1, MU#V#LP9\Q#W+20PTUBF';YB]8'&Z%K$&W.G\DF A2"L,9;AA.6?BVZGTH{6$ MS%OA8O83K&0L7M*

M:^RO;]DN6ZIMG;]:;YMP>K/AFW.U8;!1B8VCF]\"QS+?(M^I5B/]#^2'1P 5N MUI7F.-^$Z+#4MRVU*ZB09UL.F8"$:(!QF1.B&1EU;\E/P9@>N[2N.I_$+^%H@ M0LL++'7-^"

*;U#S'@)8 S7*6-FT=\YA<0C7+99X%#[Z;LM% TPI>P$I9D_FBP8AP8GLF$:%+22 M?*[, K@F@M!_082@_W2$7A,XSW?0>75HO&1*/%-6SC\-IV$]41_R%!E?9P03 M-DKN+4D*?*

%FS4"2VU/P[909U>Q@VO>**(6&IEIP< M$CO?YK?3U[)OX' S9H\9MH>OT7M2)<0TI"TKJ?T][ZX=;-Y']>6OW]$C+=SI M(^TK9T6VS]>DDE^3{QIX#*

(V:!$\DA'KF@<5S&4V?A>&^[STM\B,T5K M-M9[_^#DZ'!P1.WDF*NVR..XDJ^HL2>[&5Y%BZLVSN MF]!OITE3R3,?QG!H>YA!L%3^6+fIE5);E8<9N*FW$\[F2-

,/T!$2Y]+3,\IM,QX/H[@8.:19EPNM?")&^KV\&7NM 0\ M+5W;1-"U&Z/R0,(1 HC8Y$!ENHIA:@12M^<(A8>V#,2RY"7$< MZ

YZU^MR:PPE.]P$(RX(YT_;:*@|6[0}AUC54&WL6FHH;\TR2AGKG@_),)D ML&<6CHLT(B4XIC4K@U^(E2H:YSLS^=L$-1A.(+8D08X%(\)R6?.>FETIC6":*

M]T.4^)BQBUG]TDTZ6%E#W826*>%EP&1-(WN+4$ M/X;CQ6I{JL8]_KI!CU<^_7R3Z, "@-OCK^5-W-KDI-H&4, J9S0AE]9>RR0S M*)9%!? 5EM:"BC$SQBR\%;+'?*

*Q913B4*1TF&A.VH-JX;)D>Z-Z(2BKZTQO7^M<:,.^UO.2.L(MUDSE2$E9I^5O2>W1F*$K)L6&D"8'#QZRZ'HHE1|E!8'JE^,H#LR8O0=E*

*M&+VY;V)/,9\2.+K<18$O7YB1'WL&.VR=J?]D*WDOTV0VXI> K"L4D6>_;+QX M+%;XH>)S^K,4C|_V!X>#_<'1VY.#P?#XY.AD4\7C:*=-[,_@9LR+N7?&,(B_M-*

*NQV^+9_.'A!086R!S+DU'KQ/.EI8 MG1I#"; "<9@4F35ZBEU44|_9 H], ^,=`L!.9V\U&B*7;B#K>0]+VZ'"+)U >WMTAMETO+4L/KP,>W M\DE&QH%S W8[M/O*

J%3OS<6F!}YH0G1N{8I-W<#(^:K,W)H@6 M?AI#\WXW# T!TG%E(W!]$F;C-!HMV2YG-9E(=[.X-LBR-*)8P#UM4;8R^"HM MG2D>]B)'5A%%DBO)5+0IFAS)*

N=;UX=+BC(&;6&V&$K^_VX2+3#S8%U]%,PH M/>]{>2VQG;9#;/BB+1M0WX<[P1FA#(GY!3\B_G"(*K+K<{6A5'M7&M9-A$@_MR 3M!%GU38K=T!|@=K9/5DV=SO89T?

*B^?.OMFJ?H69T?V & 9*B4 ?Q?1SX\ M _U?]0QY=-ZS0Q_@-J&KDU5W+MS 4N/ZBOE3$=-MU\G+(5^5-\,&] WC?3!"/XH+HBWPV4KTP43]<4X].JJ/D/;E)KB ML4-8Q>L>]O??*

OAC?4!G-=0QV\-\? M'KP\"!P>'^+_#E[F?(QV.OK\BK3>E,Y"[_]F-3@FK$'K"ZM0R04V+A5+B<"MYBC'#X,7H=_#]YICB.FRI;*21 M*,IM729F=--#?*

V).DRDZ,E8.LS7%J#^/6.(TS7]F.M>=IM^W2EJ&K.Y3#>IFWZG.CSO\JEHWHE+:.DMGU) $R^,'IL#.7;6"-H!QB(.MW3\,^D1Q;>-[_"69S/#QDSF1JW6SY)?*

V(5$9GX7EH%9.ES8>TI88 <"-29$ MP[^]00 ,9BN@>_BB3&-FP=EB-R1@8->W61>BD3V"'7,^1ZNY'KQRN?O$.N M=\CU'4"N'QQN"CNU"230N@6@#LW2A&9Q?*

*5]XD\PF3#10@'B/?!OZC MXAA$ M*NY())$O,%%$]PI^')GI_B;O:.>]I[(8-M^IEWC,,(7K2[+S#+O7A"SN!HQ<-HA.!OZ[A;P:1[N>-W*#3O?4@<4<*7U965J&2U*

MD%(H(IX6A#SDGTY3T4$W%+ T#O)1.Z8'^Z2\!";ABGH\ :*[:V;.=]/,E,AF%9"W MPC:[<I5)-9*5HEAD2@$]C MYXSGU')019[\E#B)]Z&EY4M$_%W3X4 M/R?*

V40&;X#Q.4>Y28J1ME[&7-DT1N@:;&BRA9%Q;G\ ;H4(ZX ZZ+419-HB 5 M\6TL8TLF2\I5KHZ#=2'[JUK(WL21/O0U JTU|S5'. MQWF-'(7,NXL-=K X[WLJCU+60&>V3@BC^Y3EI>3Z"ZW<$G\;$.U@Q_*ZT M-;$0&?87T5RKC(TX=,RX)05*T=;Z ~&2|*VS X1MFR/ M,D}>75N]H>TQ7."DSZQ3EP%>SA127F]'UO^&a0&3OEI?2IQ>KTE>/$\|\FAT 6/*",@@*

*MQ[!*VS#KM_Q@CC!)S;C:R? @O3;998"1!=7_3 *AR2!"6S$'9^A=N0MC$2 M!4VC23&.$/00W-84Y'Q=TH2@!HO,8%:(EYV!7@G6)4/:RN>(JDK2. K@RN-D M\;BU&);'(@Y_H.3P*

[^_/+,:EF&#>F5\<8!S1)^?3$@90Y/?";V]">/L%BY" M=&!%01,O*N%]*M; VLQ#4^/IE2@8A776MX5ZG!PKL3.$Z9Q5->#+?"X@7P/^_M%?^[AY_9^2[$[:]PQ8388^@__)+

*B!+NJO$Y,BSC69'A-@A&&4.)XVB*H7@(.MZSDU:\$[W5E0N0N=$SR^S> @PP7).(:>;T:OD8!R,9E0MNQ4A1;76'A>;E. M1' ?1#,J&$V)*

(Y@U71!S^5BMMQM>,E\[.>BV)R$;H4)F92D3%,'Z^/0#W%?\ M2O*VQZ<'C92(FT1)=6?V?UC*5[MX9KN*S.T40/$=:3F#DR&XC28"-.;1@WX MARPD9(530A<@=XTT5%"+D=*

*[#;%T2@RNQ(;1T+9>1,\A>%7OIMP#_J:EN:T#T M]J]-!+@<5M|C$E[\R4YX!),05PN< @H@:Y@SK:BT++'|[^O$ST]6""*U"CIA MH/6%@7KU+VSE*V)GAS4FX!-C,%ZWX<3?)*SD:*

<7(,>^3;M-%V6 6OX?]VV]3C;6LMXV5]I42F#,]>"/Z?^FE+REDZJ M$!.RW,MZY7QK@EPFUPX]3_L'P8 58[V#5DS6#'=.6Z0&3OEI?2IQ>EN>Y}[R, MOV,8M0[ST2O/I$94RINSB93

*3FH_),M--^3BT&M0HS^A^A&W'8$V(UJN,LJ"E MP)0\#%Z%/TRX=#|/)N#&CR7'ENIJB%01%*JTFH'HO)LF[X9?I+Y+%@8'?TI=, M!2H(IY:%@_2CM5]!OHW.I:M?*

*K2Q"*I_).K0NQOF?)+7 _],]G<,T,]PW>T&I M%;>-:\.BN]YB%5Y2FB01AV\ODU)H4'H9IJ^!@\;\6(FYC9.S76A,.UVG+;-C M]DH*LV+A/!5.'SU@EB?) MQ#*

%39(QG9A\A%GZMWKH8JYU'E5]5ZV\?,$KRAH_TVS2(N7!<3.?:8-@.L.-"KN!I;!8+ZX2848VAP[.B!O=B>DVOR8M-2V?YC]06[MEC+#*

*[TOJE'9T(R3E%,S>$C0Q52FLKIVP:R=L9SOA;===.V+43;FPVMJI.>-J> M:'OK#]1MI[ZA(A$DIJ**7^C1H'Q:]O M7""/6SZN^/>T2U-V:'",Q0PI88B#P6,H Y-!/7I7)IE$Y#[! SOW3*-*

AT34X MZ7L5YS'%UU>W=R$0-5I MM)"AX119M"CH&"<"NS*D)3H)CM4K*D@42IY^9P*2;<Q8E[EX4N9B6=;BC9-H M3,+@=,_;5N$Q2Y??VK9?B*

*XVUD]D.HE.HPU\4E"=&489QD3LI9I!\X?W5%4 M+E0+=G?=CHR-0SB2R>G!5DA:$[%%!+*_M(U>-8@*!2FUNQ@XT*X>MVF+47FVZ\WQOAOL-_F/8_<;.IH?(6?0VEFQ#:F&R*

MMV&OU.%0ZZ2;DT9FJTBIARL.45($;1@ZI*]%P/JX&3,/68W8'7!YL'AIDH+B MJ>.^@[D\@3HSCJ.IP?I!FX'F. N]/^((3=AU3BT$-^A6%RG&!;?%C&>AMCVN

*MJO4^L56N"CM[:O|;[2A$ _,[=+ZYH]UV 7CFCOFY7*1/W3@KOL1F=N]0# M<$^$:,8![&7>'N]N/#!OG-_?[, MYS3*#?]G)UVCG-LH%^YTHYS6-8&*

{IS9L::>5K]$YDIPG&1D@BG?5+(V]X$)V0'T.X"+BL5V$6IF \W@?Q MM\][6>'^\&E1-],*&RF6]'&?A.FX9IISFW%&>M>ULU"[MBP;Q"H MR$D1G+U2

_2)6PEX63V85K#_AP7GVD7#_CG)MVO.,YQD@# (C,-HD5>X"9[Z MWA0.%Y8E9D]\1^)Q;H|%'4947IHT7.J&$"V.,T53KOTY9:96RS4BZ)-H% MRO/.'Q?A3@'.C[?X.EMA[S:K8-*

O9N_ 8N\UI>W<5(FV5 MTE"Z39MH96+%)+&+97>C(KMIVX*+ =>#/@7^QS@,)RK?$E?2EP[S4>H@>>>H@P_*[;P0O,;?B\^P]3Z6Y7[L%1V7$X!I9O 6704 M'N(^]EEDOA2&*

[UB;/F)":PRIE&H^/#IQQP9 N69Y\$WG!">)N:&P)^IY[>< M:3(?X3D2QL;*W.&-:/+>62W-F%&/E-J/OI 2KZWI.K/QX,MX8.XI%/>1<1.K M/^:R8I(*L M$%*

KWK).RK(ET"T]$AMA^(Q9/+J[=/_+PL#5%GY724%*G26SS:O=P9EZG!Z=O3_>/Z@-N)Q_5=JG[A<[JS'Y$ M9RQA@AOE#7VQL[V&Q\GE:FA5%7B.&-+XP!>BJIY K\1'WWNX"\E?

*ND|FX.4% M*0Q>O$3S"Y^;|=CD^4X+',F,T6D.]TZUDT MK2WF3;*OL/KTZSI=NDZ7;7:ZO%WYY%VG2]?ILHE.ET:"ONJK* M9S(#[+=!XOI0-<5'R/IDNP%-SNLOQ-*

*1)*XF85Q(@Q%P6MX/JW+')B>M7; MO(ECM)\3P^:N/I1((\D+ZUNG(3C+<5@G,V;:=]@1.C@X')R?I[_LGPY/3XPWEN:S6l?;F%_[LV>,)* M#:,J64R*5.%KAX.?*

0:K+3;&OFW/>4EUH62D@)72 M!H'L=8(;/ENRL(@*>RR\6=W>4*7G[H CD<+()PXH(M&IF F5%$@SIZYH'4CW QQ;2?B+>/DkU/55L6RH*$\ WHH>+U=#W&=0&DL*

ME#LL%HL9A[+T$UC;24B>.:,MP2S1V8E'/[*]X\-M.TI?&I."I22IL.?FT;P M*PFS,57"]__1=^;K+IQ-F)"=!-:5% 7[$@RCSGRBQ!W!0V 1S&/')D MCE+8Z7?TFRT.5>+,,,@:(--*

AIS]J%(H%/O@K)F:4FYP&R#)I/,R9?W7 AGU MY6#A/>]54$=?H^X>EH+D%2\]^S[!V>A[G=4PR4]W/F!^4DF-X9I(^\(}XB

*MY6_K;]H(:R*RQ!(GSR(ERI#^]3%Y+=F1R>7FN-.$>N#]L(SP>5 N97[8M$ MDOL0)0K-232=PIS#);5'W_1MI8# G0N\3;T=@8,11[_>.YUGVR@_*)5QRKOR*

M;W##95(4#C=A#:8?SP@R_A^D8T0C:FC,O+[fQ,\|=0S4+ARSA979-T+/C*V &2C*E@I$4H(W5^#]!ENK9BMSW MFI,59(9&&QM%9:M-:O>9V!]JX*'H7$UK1+"6/J.>"SX2];*

*[FVVCG2>VW.G;U M93;C,\E-R0;R.&'Q0*D+7MPMOA+;/S;484QB35^XAZAD(OV*#;^)<MZH1$O<@FB8K^P>]I(&X(.5O1AEU R+#58P.8!23=X%^ MO@^.+5@4*

=^,L#,I'3.ZT(&@_$"Y,HSN GR7C'\26AG&VMO_'(OPUS1 MAH4Q.P5$,=[GL7%V2A)7.", (:Y"&1-PM TU#BBTI14%114CH?X*SI&ZV9,$Y*

*MIAJU+/S,99PELWM*8GW5$"4'9D/0Y?B)]>N7TF,#PWS<)CVVH+>R'N5F[#1, M+===(-$MIEEGC/;&BIBB1X(O9"3*;17-[BE[C/M"B:919(DY8X\%@RCWS:XT*

*MLQI[&PB)W)FG-Y0H1RTYV4+[TKS4T+.4<^5/POO.9D\>[1B.KA%HY&@9A=) M\N&JMG+97 ?>4SGV2.%=_)(*EW*>!=.LL:HCI4;.#0T.JYW2(8M9L<6.)8.H*

*MX+48F[SEQ$YORBN35TM_6#%CC6X696I+B1.(L" MQA66WRTI\)7=V*K|>=BYG^UP/|_NH/MYJ?#U;.Q/6NAFFT[HYRK+/#I8KW98Y M?N@?*

013SL58AA.+C5!LN3K!+8E"=F_3+!;QN)M^$0!>F5NV NAU0M|5 W=/| M#]C; 77_"D#=X>&@/>';;//@>5<%+3<7=1>],3 GS#*"DLAL,& ,X.L83^+L^* M/D$+^KGZWF5#V=--

$KFM7R[SI(H+67'S.V>%\+KV_HVQ%A_7T?5]$X-)[:A MH%5AAK1D^Z(5I&Y#45 1D[^AOX1I&"P F^NI3!H\,L: ,2XG KHIL(SCTK C M-

,Z95]++W.#:9V'UKC9$NS9U)KRV;$&9F9NK'>?!8AM4V@LXPZX'#PE$B?LY) M)S(,(R,/RR+5)4X(32T_Q7059]CF$6] G@B+_<+GI .VLD-PJ=KML\SU%V;

*MJN0;BOZM)%4D9S'NX>[(G+5XRG91,A<0+XFAZJ$!N]_8H]&IRY/ MALQF>T_9O3SX%F(U M_Y;/84MEE6?;)',2*QY)'XZ;T@UU6C |I/T&MNN)LM7FL7"#<9LW1BLUI,?P MW--*

*@G$4PEZ%AYPG-CIT3\ I9[>91EFDJ?YH\G4$EP79G!*JL8(9B;/DP4/6I.M,\$LRNFUB&H9FHF_B3V!VS,).5/#65Y!NWM?M+0(E4C>3O4P& M:A;>H@$@*^%;F#JP+S'5"@.A-B?*

66YC=@BIZ-<9+AE8PH1EVIBXPQ1@@;),' MJ4:=/6:PA^M;&MP0@RQSIL"J$R95XTDM!QRNF(S[(UENS;691,C$K[-DA/XZ MW. S.=WP])LA5@=>)1HTO RNJ;\GZ3=FY%]R-

*;S&E;P%'.!F2NMDMH.4$;3, MG\9SDC , 8\X(FT Z]HW-C\I7/$\UC.)) Z")-GYUR^*]YNN+KMJTF6K38+"*M P<4U80'8E&R;8EXW1-2X,2HS 9+YBT8DQL'1OC*&,RW6]X\BC;))-*

':DDS-M=+?_[*/5A9>A2;%Z/(BZ]4! K+NR"38=RX).4M:.V?T(7V2:/>PTAZ$Y67&+ MI<|&N1H#B^),$^6/W.E1=Y$9ENNQ*;2OVO?^F*>98>U1/0E<*+Q-2D^R(]21*

M9F.^_LH6)}}):65I='W1-0M>QHC:HRMH(M\%-IVI#=>GQ_H;JF\@&]-HK, MYI"$\YUM97.I"/&^$;]J)U3TN$="?R,T!DX0Z>R @ N4VWCODHI7O4\]2F*

MB3L/UBZT%=.2#2H0)4ZZ2I^JQ0U"""!BU98P+/, +;$!LH 'i+SC>_=_'+N8! _=^5]^C>+VV?OPY?P/M_,.U!YU]_@#_]W^)<9Y>^^= _/E\\T53NCUWWWOP^7UUS]N+N"W9WIF?

G-Y=?/OO>EROOZ|67\XN+#SCO>W_^=D$?7W]V??'!N_S,EX$/PYV_7-W0 MY^GV?UY>7_3D8W]Q2N=75U>XS6^_'$#-Z !?+XXOX&__WEY\QM|\^KBT]D--M?

N;FB^<^&/X5!U_S:-[>Q?^<?WR%>Y]=XQ>??(S^?)$_7Z\NK]__=V[OKCQ M/L(?\,9N[]X_-RC"<+I@^?Y?,W/?TW/=_'[5Q@?7#!0_^?[OZH/X;U]_Z^KR MU]|NKNG'+^_7?*

*YZQM^]'<2_?CV[NKF\N*8KT{C=?:_ZMI-/G[SW%QZO M:IB2M!<[-/KFZH^+#_33)8SD"L9_0S/?H1LI=&,[T8V##M#MW8H1MW$MW84J?R M__J/L_/S+U%1\?G+#?*

T)#I"/GRI/A<"U M?:,;7:T8O>_":).C:\.Q>_?'IXKJGCNSK&SCS\8?/%W!Z?_]R]7^>Y_=M &?1 M]FSJ-JF 6M.!MB(?N$4X%8!>SL4_A[N8/A[?8P46"A/O+!9I9EWWJ_(/[E= MH;P6!

<7$+F7K_2IR4"0VO$_&Q#+-K(3P):9_09#$+ZW ,CV+I.3GQ#+M E12 MM=3?B10MO%.8/R&50YE05" ZB-N^(_:^1'L[-N3L@ M'Y)5A/&4KDM_,U=V:%J9^E8X;KD<^VN:%

OO]Y#@[HK;]=G#45?_%N$X=.US M1^1?NDN-[QA%6^]X1B2L1;Q/Z--X]=^#&-9<3O!1^MLUQ'IX;8PN4IY& MK("C@%_^U!$"+2;)UX>

*(4VEU/NOZ':]>$Z]>G'#_=+6X7U,"3^#8(0[&A#@1 M"(3X_,5'E TC)$%G5DWA:A;E5OH"0Q!Y.R\'C.'XP,S/L))9/15D0 MW6%3BO(LG$TM3G*W;*

*DV!0GFK>H=>F_2W"3,YQG3S!T3^VL="DDC)\<*_D.O M-[5RD?9"-],+D ,.@84HR0A=*]@L_!@3'!G:9*-PECPLT!3ZB=CJB*U>O$0B M<\!X55!95FLA![GFL1-,*-'?S(+Q-*

*YSD!77>P>)VH631'$7,PBUP 9;#Q^UZ M@^Z,WX=QP?V"L*^+^2LD5_BCZ[35Q@DAHF"(41C_<,)E$TYC/%&K4AL-V=ZW MA#I@2#D9_+;*B*

(_)U@)PO:!3Q6%1,X;9>K@@&@%5F-[+TCVW9(?R7!9]O. M:I1;@,(I=K208YDHF\26S^;9S<+PF^>#01*:,Z%_QA3MJ0^IPD2N,#?OK#QM= M=POK#9F%Z7TTMNX^G\/1-J84O-*

4H5DU%EI^-3<595I2L;,D4DW-HS57E/O24 M:U;>]<41W$:WL+!%0I]_1AUU{DUC#F'@LD$CY5]-[(GZ$'Y@(49:;D(Y6"__M/IRB\U7%%7-

@8;W2+.%W4W;$Z*V&N3H+",@4P/RP%A81KI6!3MR'\O9=ALNI M4)*5"YL^#IN0X.C>.^AYD^ Q$X)K)2@@3O@?_>L^+8B,.J&1H O^GF-/VH+9 MT]Z]8+)S=>?

*G9@&//\ZXW5.;$=/OSI/_+ZYIQFY<>!?_:"%[%PT*L 27Y_0OV0$OUES"**PQKS+#SZ.1<',7QLM0X^J"3"K2(G M5.F"=A\I-XOTM8LBCEC=*>7*

@GB4X5(@;F19.)S%EB/P$=CYIX DS>(MC>E 1H47N.=M S/AM_BY.'63BYI?6SU2]!3A0H MN4PS-DYAO%(-O"ER%,1>%SC^)>Q@$=+59TQ5'TSN222.TIL%N"$SE=[(P]L$

*M_!%.H&O2#Y%?,YPX3W .WJU>V!UBOD/,;Q.Q/USYY!UBOD/,/P4QWR'76GYB M]P(+5QT!+&KD4I>UD6BT\%XN$$Q<34M4:0GA1 #++=|SU\61*3!VL@MW_6"2S6]7PC(L7?*

*&ZJ$4['W+6@<3C5ZA"A&" MW&Z#5!BM'+]$YXF..L05X*PBKFI0;JK-?>E'J'\]2.>ZP@2[,.[-[Q@SDF(> MR,7E*.= VX=?6UQ5HXA2SY(MW7#GX3.\RM/5>.F1YQ1AF*0GNP;!?*

\2<0Y9@E M,]1?1N30HDC!T%MLAY(X%L]D|#[13,F,@TMH/"NQ4+NO>]I:CJWW%QUN(6T M@9Q\3"T6,X(EH]%XB#F/Z9/L=4'P!02@WA9@*))45ECPG>.",U*G"X2.E2! M#*

*)=..]51U>_E&%MC(,%K2RT"/?!K AX-%]LGD1-9*N-Q^$B%QX*9+Y\)H@H M^Z,17 PAUPI&S@ZK,X7X-3$%M.&*1W D97/]=X^KK^E?79Y-UG(]N+AFN!K M3/ 1V3_$%FA1>^-*

K1Z+Q!0F.&1R;B++ !7|(f05\@*YA'-:*M0/OI%3) M?&&/$PE^B 1.@C5M/ SF$I<7#Y]24+U!-*G ,*6\PQXV*IE] =F.V5# M_H0NG180+//.XC')%W#[>Q%NPRK@<|*

&OZ[P(%=.J<27PQG,>JI,Y9.4ZE!>< MWR69*\55QSHB"7\2>EO._-+.0A&M%X?U1T%)/A,)<>/;X%8@.0B(#B9>2@-C MG!WJ.1FY1!AY0\,OOP9/8HJ"[JR+EF1AV:PM(Z)9?*

0+B!UYY!:&,Y P?0KY& MF"/KB3>WQK3H.H2(E%^G:P E;>6GA7UUKB,NYR0.0DR 6$*YKZ"P%P&N%|M MQ?-=*DSX>?0\I\3]PXXOR$N0O6;*5FK\:-KKB8%L_/5.KI\9?*

%>5VU3VE+;.M3%N8>7>7EOVKEK'CQ/M' F8#89K$+M9N$DR#=5K \FYP6AOY63 -$5H?^/Q| ME.9,%N+YK-^{2}65*=|[CC|"_MN,THA!X!TMY5^I< M0^G$@!#N4(^L30L5?

*2W&C"6ZTL^BIJZ8'B'? MM/O%<.K 33=I1U/\# ^X5?|-BT)V*SRV+JM2J=ZMLG1,E{@W* M0NG@Z<)KP_6'38D4%W 2.#X/|%8T.U=:,\#[-%AS]+2'4Q '#U[QK5>*

[@*_(M2OR*42J"7*-S^' CO*>Z962 M?,Y$)=U"=I=UA"D'U+7[S=1);K6Y1&8$58>M.&CA?3+T4?,7"FI2UO-47%D M*1OEM^@9^F2V8>D-4+,-EK)U5RH-*

*S1(E;)W3*Y/W^^IP'EIR9!]+Y-,,W;] M)6>S U-U8*IV@ZD..C!5!Z;:*)AJ6^+JP^'&,H+/VU0O?H**PZ#./]9UUBI*

MKACFHR7521U188JR;!0"R@<@P%3A)%=Y7Y\C{.B1^_%9Z+AR5Y]!\]Q/YX MLH.9YQOTE%4N[1PE26!K7<;TY)D#\CR)I]&$Y_BV+-IV8=5_5SBN4HP5O!UR

M+$24N%393/N1U'6MQ_;V"| TI4PGA>,]W\ :@MSYK((5,5\0IKWF#]RRL2*-M0PE_>R6T=0H L!+B#.(>'<>;E;E-2(0H+@+!0- MB6-#AH]IY7$])=(i%7WI.1B"@<9O+.,$#

[K+]Y^SK]=YY$.N6TG4ZN4H-IU:V MD.FB#"Z+L[WP!@ABERJ5,2K#.XQ5U+- Q%<#.::=:R=2@6T&I1S6<3=_4W=-7 MVA46'M7"GV=9EHPCG5*\C&%^R?*

^C(BB3I,+M\9G'2Y]Y5)8DS7@=;:!!^W4?F M(BMB&BR2, R)^$7U0;LD5^A:XTZ2GH)*[&(1D,*?PU[=8<@#0V1FIH\MS)E/ M'$('W]4B;86@%FKS]PK

*L:1!V.C"E06W&Z^8&QTZ97GH."J+-< P6-.>UK, MB&;#DGN2DD1)*Q ^C2D$7*,SS@*0S"V]<8W-<;"<"2%R&4=!HK_T(1@(+2[$ MKV'9(M8X+[B9@90V?T, (;ABY4D)YFLY-*

BJ\=EDQ,:<;J4$QIPN_ WUC7@U[M]=M!KYSL(5CX8,_2Z#Y0_=D2DUL9PI-=O(']>57E8'RWH.!# KUFM6^7'Y/O)R.I&EP#F8)W$$]D98M/CB M++#Y?

#Z@SHX)N.N9[UKU+'NBW `@RR:H8[CWOO?@Q8T3/%7!;R4,9;8[@-X M'H"H6ED9A&G"[IH9%\|L$)*T 2_#&C^;JYF{RE'K 5_U%9#/L)D9*K/8*

*H"+TL*Y&UTTF!FBOHP$4A7%1F@]DJTN"%GK1M=;6_Y=.PCEE8CY2A5(+V6 M! LU;821?=Z,,/PH"\^BKY)^"R$N"?+ $U!Z@J/3"M*R3@7^;_#,LS"6/H(@) M.+(":?%*

*[ZZ28U30626;+: ^NK=?*Y%:2C3A4:\#X=];D-[GS?(]%PCL&L58R5 M/-P)>907M+OM-6Z=*KFC&UMV\A"WF+([8;1T!/SV? (,ST0PZ.! MA+B$K5R*9IWNS+!KB0Z#-*

@4;VMMMW3$5",:=!P\9+ 0ST'KP#C C"V_(*=S0X@2.4[>)*:1]#D^[XN!2?_$ON@E%-]@WHL2E M5PV!HGQO.>97!D9"B_D3 HRMZ.%\4A%6DS$E:FSA%48;@/Z]FZ7%3",,M9}?

*MS@JMQ.(/FE?^TWEE2BM__^A)*W]+T",!&)402.Q,L-M;#3SVU F.=CEY#$-7 M6_4^M RM](),FR[8H\UB3GAVIU4]CGE X?T_V!+F#B*%R=8)HA!\?^.LLBVJ*

M)8FC;8G(FY&LU1-&C4/MA,R^JQT+)PLP!)ZRBF#[5!PP#QF%":0>D ;N]>* M*_W-)<3FA^A[OX'S=:_Z_:1GP&Q)-V0LSTF2E]8DRDQ8S3'(-TS ,#YA-U"(M#-*

&C!8^O!FF,NQN+VM^ ^)/7UTO&)/'S_W.&L3"_/'QK;)9[9,/&,+#HF;K%^\]F MY@=:-6/!LF! 0YRW2.D3&[> 0$Z(S K:I#T\,."-[?X*0("P08Y#]:S M%!U*

*P>|YQU:G]..@]..K'NIQP!'V4[P%)H/'WV.*R5,L(94#'UOX9DA&_^CQ MD&._]F"^!GVX][TSC9MPO/M5%5JG4EG#\;KPVQH6PDV?U[':0DPU!3DYW$')R5L"2 M@*

4\ICZ$HVB[O*5_UG3D:J827_=^-XT#$L$'^,DHVA&\MT.] 6?1]'C_29 MK"FM6PJ"%L$C!5"5QBI5.UYDX)KC.JCZ\=:!L%=+LE4[K6L*Rl;?B^TGO@Z*

*MZ8Y*4$3X>"]<#5_)ENKTXW9FA& MG(P[E QL?,C\,0CG@8_3IV:]]RR@@%RIM%<59,H}$XPD%/"'V3X M01+SV@%09NI>7H6,'?X9XZOUU7=P8VA 3XHI-*

0(6(3_.73(+I>T2LY;ZR^;.M0",)@WP]Y%|E(3<.4#]:@ \:)P2-84UJH#P0Q&C|DO?^YQ8H|21"VUTS.RV MKM,M>$F*E*0V0 N=-*

,IV^1I\7G..'C12+SU22&!QT)_J&3O2W.WBB_TTI9YX7 M^2#M@H2O8201>E|VBGH9*108EKH4QK71:8NHBQFJ8(08Q$<-VLQIZ/70:@M MP[AA6WP,*

*{8#,!AXIZ%K(02*_Y6.7E%:1*^Z[2-H1&%X;"Rl.Y ++JJEHQA=,M8,8T_B8 .%5P77JFCBG,@*F!.PIJ91JE<+K!=*5R<2[0U8M)(1'KX;._2A_@D?T M!" DO1$?*

*#\ERL=)=3F;N|O+GDT.^3J6C1=M7\T6ZN"XB79-UI=\Y:4_&";=T M3.HV!SE8INAGH4.KX*S=>5UFS"UZ7:[Y"P%,?\835Q-W:K#(/%0LR36:SY($A*

MQ2Q8V,1GZ^HL^PK#30DO1N+[EAZG%TQP?VH?-DO(5HC+7%GY#80EZ]R7D35/-M,-.%:Z^6+.,*R-5 8ARVW606;T&/+*ZS00WS0SG70,F<8X@MKM%:SU!],E9*

MWX#J1**VWM534=ON^N'YZUI_[N7P&:J:A1#ZT-%I#A(B2:RQSZ)_S?/G,UZ. MY:*>NHXWLZI-%PW$CD4:EQZ1X#;?26RV M#
C7T;.MI8LOT!CE/99AKQ"G0IAKV#GS*)]Q[A6['M11[719]-H01W5!5"N" MJ.'^#@917X,\C9+<.QOG[[POM!6N#/!HZVUW+@5TO3'9FW(?BA+3QI22PY%? MZF+]J60CDGA-
(PE:UC@+N-0%%A2;+K3'GY8@G4DJ> MO!/ ?QZ]F2>8KYT%9%K(%:F#=):AU-8[HX\>#+SS_L?^5=_#,N_).P]!P_WA MP;Z*+NV"%P>DO@<1)AY%?"NJ_531-
:K,MO8,$8.XM',JK+LP:"LSZNNHTL;, M$BR8;Q,'!$X*Q8[^3A Z+-% M9.SBKJZ+419-HB"E]Y3XJLSIEWQIH[M 7'8!RM&/."WL-"+"?KMR^?((YUPI MZ9(
ED/G0JQOEC9]1N\J#FP8^W&CAUUV+$..[:3V+%6;*"*&^=X?J;._?7LYNKRRPV>YO[R MH]SJ"#$19;U3B*T!'=E+%V+"NAGL8(A94@QFVCYI,0>_['T0S=YFJJZ*OS=R55?
^&IAN9J<=.+6$G&@ I"*@,XU: MIXB7&LIVZV;*W>!!+VK=H'B8+'W M(:D^R3XV56C.Q\B>M !^D>:;<\R);KR*5YB,C2G]+!4L&?1/ER*(,,1=3Z_$ MWC-O>9,V>2OTP==:,G+
[C>V^[M;?^VHMV8.TA%]&D&"L:!Q2&LQ"OI/2!^;_9S#'8KJ?S[A7 ML1C2+_V*YXTHP.PN2$.+A\&0S3)(D0H6=]%"U_";3W;6(H1-@9X^.1%Y\(WL M+XUFE$;@6]--5/1
3H.X&$A:IKD>')TU;#D*4Z)PA!V8**90,*)M9]"(=A9 MZI8+!1&!N6916&AF0N;$JY-'+,UA'4U> Q(3B=+:8 9..C/P9#.P"W8 ?:3[M((T<)"LI.>M^/WO_KZ3IW&#P_?
JBA2NSDYUH8>U:QVSB\"^03;S2#%_8X7M= M+/ L!)/_7Q_/MYDP?"(/W?#DJ41TXN4]I8I2MN_#P_9TX-]40;O5GD&%2P ; M1Z\9$89I4MS>@=-AB;I9+@4W9924@-RC.W
3M9J%7^P(E_MN$;*] M; 9QE"Q5I';!]@':!J%"TX=##-HX=X[9V/ZT]1@ZJY!3DGA3FL+&)KL-<)D M&-!>S_6;FK-ZP1A9/LX_"B/9!VD7M;G'D1L]L"B:FS^OL$LW")KU+B_5'3XD
MD\F;C_"9;]Z?V%YTG<-PT6PC#$C7@F#+I=[7-,G%3\&K[>7);4A;5'LM-I\Y MV()Y,;ME/E6=S>29:^$2^Z-_W6=Q,I@^RW6"\PNNL+TUEYGF%[?3B7:LLS'H M;57-#
(ND\HHUO2XD7V"[BV60_#(;K[@4W5M+C\.45%!"2VL,?KC%ON;8X,&8 M_9Z7WW4NK6XX$W]/TF]X_7]/] ;X(Z;68_I8Z6#(U%TQ%Y'S+N![-[P$K/V3OUYT-,],"2U;\
M&Z7>KNI<];P').!H.G6JITK#:4*B 77;GF>2OOW^MW/RB;18 >LEN)_24!V&6AVNE%$[_/VE>IJ-KE$ M*6J6SK6Q]C;TN?%\;Z/FF-RTM_!G+>T_$:HH&1K5^&?
I^NE4D514+44P+=$F MEU%YITIE5,V@I?W!G#'@'<6)\E_(=^-T#=]#ZJUE![%\|35]A8TAX55IR'AP< QC>?LRH?&"]?1$OC<8TNEVWO<&IX># MO6^]GDY(T(M82VT$C>?
^R:8KE*WPRUNX<]U$8 NVK=JKC\;U$!/XDJGQX:_ M=!?=RR(?!V_A?ELMD@_Z^_N#DY.CPX/#0_B_X>GPA8!/.W!"F[3V6+9#2-O!
M%)LE)54^'"*1=%O#,+J]FL.C8?]T:+DO+XGF:U[;;QM:';JE_1>]I;7-M*V MO=S*/CSI'\"Z?BVD:K>V?V:\:G5Q?[R^?+FU?7 Z[*/1?CX&;W R:/)P9=UV
M#N[SA^2DYEK@W]Y):5+B>2(/NHV5K;)$-7'R4]>J[6<,?+3*0TQ\X0H> ME&BJ?E@#73O2@3;K;6 ?40X?#/ZUG%'(\B& MY$[_PF]YB>_]Z'K+.9E>Z&<)
()U6Y.B"@>6D:YE^,V%?7=N5V^KR2H V.2 M@ZVC.VV@JZ:)[CZIAMK_&*,"Q3UYU@\:7B3D#QRUEG1HZ%;!.DV2M)=CTCC? M&2X7L7-C#T2!HR>3%92H?
DMB.D1VG:SCSH+<7]JP>+DYF]!^;NYLK1-H;(MV M(7MRK%D :=:]AQ?F[QG)5WTQ0C5<@Q"X:DW*SA(:.L2**X-$7O4-HW^G&KNA MQ5"R-3A%S
K49$ZN;ON58XE(2#@:G6#ZX#=3N]9;@R^&BFY:UZJ)-'V@Z@.M MK[>ZW:^HW],& [6S:U^%DE/>IX-D%^8O% ^VVNTO1NLKIF2[;]STC18F(!/Z
M,55<\|'NJZ>#)%'B&M)>_$K!.ND +!T)=&OB'$:$,R6 7^8;28$XRUJO=J@C;#OJ@F<9)P#C">JS7('="FEI7:_=U=(L- M+O4KNFKIG\%: &L!K 6P%C*Q%F2(6(.Y .8"F M@+I3
7"BA9=!5]8YJF =I M,4"M&/4_X:-G'D0^M;4L<;S08&$L9QX9GB-M/E\^]SZX0"8I>"3WV9Q33;*V M@]]/&%YG:'6E@?,SL+K$WTA6*I#K MP*/V)[7SI:LB@1-
:"&O6/6W04_6!>0A)Q1HGQ5>F\&D["HLO.O@4BGPMO8-: MU]>&>MT:J$C]_:9O^L46JM'&1"0E%T>H$^67NU?ZOC\?R.;8>YDYS[CQ8 MV)!TZ,Z-[[?>XLG
#JKM+DZ.C@('V6OB>%?6[E_B6$*JRL"..(8"O[#E& M5+CZ]G7P#[/=)PN4"*'!R62Y0M=CHZL755/('T*>_]&9+=RA-0[6&[--E!(B
MY"TY"32+$(+F]&);VP/9O\6&H&Q\L)J7P(BL1S MXNE$1:$3KU.P%5_=^3!AJ\BAI"#233L!+5>G9$C-C$EUX\R(&HUMZJ1R76.P M!6Z17Z#.LP3D%^DC;%
[ELNX[75<>)_^P^K,?-G15L&FW5W%B'BN)]:5'VFA8 M*<*_H5MK/';V]>%*7F<>==N/I%_!9=M=8.I-]XW0CKKM,04!VOZE S"DS)^<,:AL',$@Y\4Q'^1I0M)\K\X22X8
MAJ;62_[X@3%@M7*UI/@A*+2A(S, P9R4<'F",W+C]'P-1JQN.#-,";2I]@!D M' $9 D &,V(*9(S=D9 AUGW]"A C*[/?6UCC GF8RH83=?X"GT2^ "32@02/
M67_U28H2&*53H\19N>#9O!C'N']PRI<[\YB1H=[VN[>:?@V!(P@<0>#HI/NZ MX3QZXT=2R@G1HV3T@A 2A) @A 0AI$+!^2^B<('O0;XX12D8D$,("4)($$(J M.((&P!2*QJ
E,S5 R&D IN.$$)B!1D*(9$D,X?,""""E#*[#2)(18@@49\. M1)!>1P0I!)[/,ZC4K;0WPDD030JD73F=K)=#),0,1:*(L;#S7D_I^2'+@G"Q
M@'9P3.Z\EW6ET>6$RRE7K5"1P<2!007B@A 7+'U<4$EJ>>^R_7E%!2]J?!WJ MRLXQ*)C4%ZWXT U!P5/"1\D<=*%7*U#A<@91@03^J?Y?/W3I8D'@IM_LU $ MJLE.'PL49)_'
"H@$EA B*A"(##G0"#^3KH4%K)))?3RAE[>,6*O;RAES?T M\HY=TG,<-"IA:Y>OY3T[,U$J @-ZF'>:?MW5=#4\=^'0MLNY@^19=\T&A004 MDEB%I*S"!OH7(_U+!
4L]A5E/QYRY&OZQO2Q^W,ZB7F10A6M<%:Y>NSDNE0D M2*.AI%1(UH.<0W./HNF!A:(1JX&7E"#J#RSGRYD3GM4#ZDMVZDN]#NH+J"^@
MOH#ZDH/_B.#]3\EUN)Q0C5<4RS*S-.&^2P1,R M2;%D\!S'9F,RN'4FB9LL2!*?WKE/2L].QPP-B,92(7[H8$G)$!G.!"T;M.S2
MJ9V@99=!^D#+SE/+;NQ5G\NX;_GI8#\];^(_Q6YD@/7G!WZ]>5!ITRPOB$# MUB<=C2XS&(TN2(>/1H]SE_@/L9G;D;G_9&/L_-5!^3 R!O38?!A!X!K9-$HN
M%.74WS5S0)K'=]7!0#5,U/^(VH;:T8Y(G"GG)G5X5I!2UHTI4@QJ'!\;=LTB M*>R4?E;=FSK?%Y\R_<\;\?!FB^;>S2,I@4[A0#NH0Q\^>6;1>-_,02-OANXPVR ROH3CL0RACC=<
MDH0SS.?D&'?N39&-%2"$OPM"1:A61%Z4\(]-N=&417332UH6*W&U#(3O$.&J M4K[-6;B"NY:>=TQR232U)DZ3=7>C_QJ?T27J>2,/F(DM,R5'ZAPY2L,_C/&= M"-P,?
&6DO08=YCS6&A+E%?CK%?%7']/9)3V(.CV3.3_9DV:EHJMW__O:-SY7 M1$42Q7JM(@"#O2(&ZWFV.W(=.T<&JP.#O2(&:W^WIG\Z\V:>BQZVT*$K &N= M3?O-EFWO:\J22
HC^MZDHGML:YPBB%@4<>70EE@@2X61)>;MA3O.V%F$*OX@ M42PD2FF 1!5:HGB^-F(J43WOT4$?9]X$A"HKH0IMRP8R54J9VJ_Q^0(U"'5^ M@CB!.+T&<6)I0%%?
LC:=8UJ!3(%,O4Z98FY(4;$"U]:W/;1I;V]_T5>+,U;TE5E")9 MB9U(V:E2;&6BW<3V2)K,I/93$VB0'8$ @PLESJ_?<^M& P0EVI8LT$*J9A)) M)-!HG#[7YSSGAVDY2_[Z'\$/4ZTB^'?
P0VG*1/_U[%][A]_O'_[P-?\('_A: M/O'#.(N605N_U?7\U4/C'I<:"J,OM_9C;/\E*EY[QV=S$RZ-]5F,BV/#^$O\ZPPI_Q6IFDN7QE9GI(GBK;X*+;*92^\%Q5I;9[/CP!7R7KJT2
M,X$5X2+QQG@)>^\P2[+\^#\/Z)^3FZDI]5XQ5Z$^GN=Z[R97G+]]_>[B_;N+TZNS-]ZF/+?M.']][M>?[F["*XNCA]<_[V;\'[=[^)OFUNV1]549IX:>].G]@K2I67)
[0S>WCQXGBL"IV8 M5'=M8_T8+_=?OGSU%W]?Y?+MC:5/E+E*BSC+9\<5+C:$6YQ\MAV7I=Z_MD; MYUI='U]K/8=5)R=VLTR*3[Q'>W;'-H'X[MMWXZE(OLWAP<%?6A?
LWUXTI8^E M+7CWV]G%;^=G_W1BAXJI0SWYJEHV]7&.Z!I1^CSJ^C0,JUPM@_,TS'*PD:K4 M4;!39A-=3G4>W)AR&J@4C&HU+DQD5&YT,0I@;8D.T>8ERP ^&/S__[Q]<7 8
MGMA-[8&R>9W-YK#R3UG1IRV]R0ZV0VFJ@A4E,UQ;\NI*6"W83-A>Z]RA>Y& M\#Y+3+B$?>_G5O+R^K"3919,=3(/EED%0CB;@_B1B.+&Q1JV5"4@KA$L#P0Y M*#0(-
_AH<)-$W13TEUQ/*G37LK2 ;ZDRF&0+G:=!*:_"I/[7\!OVGG@/$:H M5FIF\$R!*8L@NTF#1$_DUKF>5R7= 'Z1F^)Z?YW%?QX:YKP,0.+AA>6P-<4< M]MV,36+*)6YL!4^?P\N"?
@U62D-8L*3-W"%%F^#."_BBQ-=8):LTK@&6&#ZQ7L!V<+ MG=(MT;-18"[AS_ @K54%H4(A4R2.+++H$,'"%AI>[D0D&AX');U"L23I5KD.
M2GA3^$**:D;/IV_G&JZ^T+1D_\)A#E*=RLZ&\+!)O=(1W"M,*EI,I&9J(L36&ET:'FO8] MS4I<$5X.7Y_)X5S![HP3+7?'OX*\3_FUTD&MWQMKC.]/"N\X/O-S^!/L]+P" M&U_
QYLG9=2]=:^G1L?!3R 0:6A *-[)NUN[U_R%7^ALV@_CZ]?X\CN_T3:$ M^ &0.#P#'EU>G7VZ]G;JS41 MRP?)WYVZ[F!CB7P8X=M@7^DBD0XQ,L%<&YU&>GD?
M<$O]K_I%C5_7PX^7/ . M/TGP/O\^- 7M;>;T*BC 7T%[YJCOWV:I6.7S%$\$W?GIH@#PYTK?^T/?#8Q) MEK)FAP?0+>\|8\
<*5*8ADS>S3Y:Z)S/UD\'U8PHLT&> ""X&E!%-9B$VX^[N! M&F=5V?0<[:7F>38%EQ>#/[1%QP]QC.7\)3HN0J+67DLB7BU_\W!*^^? M[Q[(<*C'/K\/(/]50>%/*=*>%BHLVP(?
^R)X,DA:_R1MO 62!FL(D\P3-PYK M.X)>"";!#\^6FK."$&(F6&7C'T!(Z>,8[*F(XF$(IJ<0@ 1YEL!*HHS"O%S_ M61F,4Z=Z1MD6M: ?? 4[R'(/93G<1ED6EP',-4:4+97I)SGX1AA
&IU&(-)C MU,#@$6#PF$%$7%+>@Q(P(N5R NC;)I_!GS' 1,]@GAOX^PWH:5@7UJ2G66[^ MS;X#1:@JW2#&/8&;# >A?P4QYJ2NB$5F$#%Q3"\-WW8OC?
0/Z%3=DV/4:5LWD,_< E5BJ9Y MY_'#/?XH7OG8E/#BPK5;>OMTL>=N4!6:=[SQHB3N'(EOE"P#*BBXG^R;M,E(M^&NOMO0)BWJ[&!@OT 1W;:L52BZ?H-
HA0)6WXZ*)VM$/7*HASOO!*96OPVD MWBA>_<8D"9Z82(-QO+.]'2;$WQ*CGG(\3U*CN_%MN?XWK K7.5D"%YG:6QP M+]
.]23!]SM8'JSBH.G!XB5:..:S[7OD6YRM%FH&L+W=IY%.!9/PKV^C#^W8&O M;C!V:9^Q^P3SX*/Q)XR*]LZ=BD-5CE=RH9?'YD<9? MYI9_L"W\O(:OO]$?0M!
(JTKF@0.%ZS2[8=^H60?Q8Q?4D3-XQ&"JTBCAQ%SH MVPY? 8-=85<7M:D*P91%E+]P.$*28+@YZ.^]J+9':I)K>H$^C"8#_3[QH5J^
MRL0'LAIY1E]*S,R4K++169=89^U2T9.$OPLD@JI)L/FX%65P Q>W-B<: EH. M:#F&!;NB&3H$NXEY6PNBJG>6\EE%-M-WY=G8(X?7#4^1A==P/94LBY)")$4I M80TRAY!BW/?
FH E2G8^"!1B] M+,?/S.>)8>A2H1)=L%DG[$Q*6U-,*1C/=4R $>TVB.*9#=)[^\$%(>3HS_@E MMP]+>K D)N^(XQ7MARIX "@DPB<-0I.'U0QA=2&F*'$IB;K9#]XG6A7:9BF[
M$SD7#A\9_/3&7AU?PRS+,68"9RDI/@D",X0GCQ*>'&UU>/)&QR8UUH;T%X+0 M0W2VVRS3ARVR6&T(A51:M-*:&-.!3E.@-PG):8LGP8U-8V*? 580X7D@G$K, M-
7489*2S2'NZ3C[4=B"-AI3ES93[%1 36H%"G\+>DJ)&Z*Z?(K*W6AAX$M#X MB!8TH'SA@G CE>!6HO+%U&E6PJ;.S"W#<;TH M]X,SPX%I)H85MB75$[5B9-':-+
[X*Q@!!!^/ZDC<_WR4:78SN81+=[4>']FS ML&UNK+W=#P($J.I;!491CZSK5I)+2(\%=RFG\'U\/:F^,?C,UQJ3>24H#$SNN;^'Z)QS7(RU/-!%$"G 2K!:
M5H&W32'L*)A4AN+>$=8X_N!,'!D?$',=J@(_@P&&"<'7SD%!&SP#9.,*7--* MKK%6F/;2>#4&KJ/&L^T?L<0=:%:I$P-+N14X5@,8K(^'(]Z"PP%' IOI9M82
M=QP6P@Y8W0SR:G(Y!XAWT7M9')/PXY7R*BPK=+&*02![*)"3+1#(<*I2;#XS MF(&*]%R3,Q:H"C1S)D5V< C(JZ\]BD;W)I68@B2#ZZ!88MD^Q10-70-;QL#7
M'.2SA_(YW0+YK%.(B6*K/ZZBB2X'C=='B3);(%$A/*--C7D)"\|4>Z62D2T^ M^Y^RUARI>;&?$#80@2EKO+XA>Z+C?(;]E]H\MD%GP S47,L8JO1D2 M&J,6LL3\";$,YF
@2!J#Z P*LH_"=KT%PM94=0N=9'..5R 2SA*B'W!6F3$4 MH"BG9E[X>'_7 CX*9EE4NX\8:.L<>1&Z=+!7N48J \1B2&$ZA%W-9@3[M+7# M H&B$
29<<6N*CQ4%2L,B00UQ)7O=A5R.!E]/!G)EIT,/\O*IX#+S%1"GWO. M .CC".)T+J 0^*TND:=P2_E[X7V 9/D/*A/71X<^ !>FVV+.BDHB> @TIN8E
M*1#"YN,9\5:*B7HB/9%0SQV,1IY-,OG>]^"(PDGZV.+<0F-&3B4BI<3BXKV# M5_M'KSX9SCL,RDD3&#%\% M9U R>DS_PYEC>Y+)I EY%O(:J8D&-TYSN.%K$P-
K)W8XY$F"FX((;Y1]WFZ$ MZR,1NS;PEY_&Y?EI@OC"AV)^UJ=>HVT>#[\P8'VW%.L[&,B'-9#IEAE(IH4A M<^3,E&_M1@XFU 5\&6%_6,47**>8<=.ICGQCFAA+M"?5+
DMZ]\/85H/Q3C; M C'FV EDM9FTN*?5VA=.BJ(H.5&CW6(2TTC/YIS6(Y:F\,@U#6R(X(+B:A@ M<-4FN4+. OD0_(W#, S.Z-.P3X:X/>H*'#%B@M,$1RHQ[*8!-#O]PL6CRL
M61P3PJYH)5DD#"7B>O\QE@3ED^0(5O48P!5I/$)PG>'$]?#$S;?@Q/F&PU%? MRPGT&P)L%IO$.<-6D2B8Z7R".+8_,@AVL$&@I)Y*S!-R?06%?-3*3=2@'$8W
MJO#/RA3&FA/)0,!5/\/QY];<#C8 M'#GJ8JOPZW/A68!"IX8 0"F$0X0Y0TLFK% !/ G"?P9)[*$DYEL@B9$J58 / M&D[]/'"XQ#9KZR*PUAYDK(T0A/B,O\S71>8"
MZN^"Q=O@]@DF*O@$03455T31>75C" <6AY< MT22E4MLA,%E>,JD,-:#AU4=U?QPNMC1EA2$GM:EA,E+D!511H2W[Q4;-?E+6CA0%(VT0O7R=J'FA&PQB-?
&8VW1B0L1W1LTRU#XX M+K)\3&]3+U12<<=]LS]2+A3M!Z>8*Q#Y M' %D:%&6D%*RAOLB"N0+0M&5^D ME@4O;JZ0A=$]9./5MQOCQAJ[AU;H.O"4K6[MY?!:YP*>?
8F^/'WX.KG\|OV M9-)G[65?^30SA&,M9)J:U:G8@JT)\:WF.&7^'DH=E>/ 6- M.:&:W#W_2*G;^Q)[$]%!RZ0;EMIG:9FA=5-AB:,F64Y2(*/$ LM*Q!=E9N2@ M@85O\OB-)
;:383IA]^9'!E"XT%*N^#TXSV@ZZKX5&S&?ITMDV-L568 M7]#,! T&MFC,=:)_3.*DT-13S+@O9..;\V1+A+=UXO83IK&;J&BU/ MG;.
'2ID,)8WS(Z71,O!^S7'*JZ=>O6,#P'^UJ05'P,4M:4+ H3E6>87^"24 MN6S\C2FTUWRH8HPQ"*-'.\YEI@6SFEALK8VUW-F@T3>^MSLU.5.,_B%(#J3RL,^M2$RN#T@)INR1?
MO'-G/'8Y-<;#/5[:48CN_,IMJ'G8R FIX 4DGH.-)S^-K&K 4&%!9;-U69/! MJ^B95_'FB_(J:I]_03$92;4[%H-7@7MT=AOJ>1D(T6)5%)PLN13ZW9_[Q9/.
MJV4FRGI8VH6GDYZ02+WEW-0NFN*<@^]9;(@L\BIM]"'XE?U8&V#$I)FHQV5@ M6B]9TP=T>9_1Y4<#NGQ EW]^=/D#/V*O[.L]3/D?S7J/M9#:V*")X+1T;78^
MB7YM((=]%'+8;[:@_$V@"T$CCXAB>011LDIK7X1=?#L]OHF7Q(S*GQ5F5#S_ M9,?#1V>S&4ZC1R"SA3ASQQNY<' 2&..,]1_L%%!YKFRZ9DZ4SKG]S*YTW(W+ M-?>"/S$F%(?
&96G$5TFS4A>[K3P7_85*.BUWJVY6J#,^=K"0?Z^&?T=5SBSE M$SS64Y7$&'S @R.='2'T\F)WY')0!%2E@6#I1TZG6OOJ#X*N&_TH MY_O;+3G?
JFMA6W&8)>)B4M[EA]WJ.T@A8\BA2^W1PJ9@T/0(Z[%)*;N9;0) M/, BM5EZ$TN2L11B92\5Z@7?#P;&P3T403TU98(J)!=H LBF'JJWS"^!*&J
M$W#>*4F34,Z%IUP@TYS"/!I(M0?0)Y1+3G4$[*M"7\/3KK[70NU:B$3RW9K8 MI^76MWQA3@8=GM L/@2=<$4*$T[.M2IN%!+LA/#_0BB0)(K\IP-_K+.,6#Q]\0'[#*9KIDK:UG
=,Q0C:0@^\C'9X!92FE M+XWQ'=%LHP#81"C)G!&8BRW3).I&6"7J(-$))5%-P%JL2?G7V1Q:.NXL+S5D27OL^E?56$'9$T'P+T?I+= M- LB-L0O:OPE,5 [F\+58;8S$"W7O\[
.&&%BBOHQ9#8ZI]']]U63SWZ>P5/ MH7$ P(\6JO">A?$I9QP-I=D'+,VB2RQ88,%\YSK.4;^0_X0#):JP7,GD;5ZI M%67VIQ.E%NJEP G8;D*++*4>T()J;XFS\1"X-
FU.62&\'4YJW&34+MP&O7^& M_A4C!P#_O_4-'P+_YR_$X0#=_A8>$A#V9G 4FFIU14)H^#L9 M#X2/_6\+.1.:;N-1PC2FBZ%R4,C5YA#ETA.?% >'\8U",<$3DT.$KI0OCI03T
MQO=H7*+= ^(A\SH/N9LP([TO^S0BRQM:6K0&UH.$VG/NW<:==1!C6 V@"%: M5]'0 T9O,!Q0)5(#L5%^P;!%$%U">L@U81E5C@D*G @Y6C]@M>ZV"I&VDYHL
MW%!5[I)8WC64DRHCK!"RE&>@N<2=P"4E?/<&I8["2DQ-FXA#\8M;1\P6%8[MP@[WL2S)S$7NFO#Y^4:7S+
+R:4%W81"881BJ@5W3TSOX6D&H]E\I5>@)5OD50HW3XUQFQCYMFN>"!->&!%$%F$(<6^[M-"DQ#CY&Z#?T-"H05'>05DP*CN0Q;,#KQ;LZ*>I^3&?%<25LK:,[>'_N[W-=
M\|U&;FS[>U[[4 <>X#U]BS,.#[8ZT+A@VG+4<3]>7;AXXTD#C3?6U><>?/'V M2;V10ADW='L[I"@P4UE4V(L+?_6?SVJGCGH-311I[L5(FHO_L7^Y'\0Z(I8=
M3U\@ZH3:EB7G.&I]W^6YJ-KAXA?*0O$C<36&C XN![LBI S\:649EW>>ZC3X MYN!PYWJ7,$DU8HGT8XZY&**Q!/5/2Q$D/%QC1*D;,;IU#SGQ!^?R:XN,SQE6 MY6",_H-
XBYOJ))+YN4("@/15694*8 I+1C26+S8$LP+]\6^[,-4PQF3'%B9+ M");6VG4F)2";0S9*S*;+\#)^*R%B8SNY'"7/GV7>]:Z$,DO>@K><=NNZQW& M-
JKV*2BUU'BS+2^E4"D_H*P9V<# 0M]@$@W^/<]*R7B'N<%V>AQGJ,8F ?/6 MC,[)Z2*GJ):[UF%B<.ERU5%R-KRC"5Y.1'/']X.?P!\COH>L0>2 *?_5GGIW M??
2RX/WG/%F>OM%ZE5@GE/7[S[M^?S'\ZNS-\'5Q>G;R]/75^?OWEX.55#W7 A>Z:N-4T_9]JN8LGR57_J+Y']W"5 M7*Q%9K>N&'C?7=E5P,NKI8Z\VQC;-
T"+9R=8W^<"/X@W,)SSQSGG+[;ZG+^I M6U4NZZ@&O=&?I9ODRC-D/5$%-H^5+/U>7F0VWE&[Y).3FF![F2SWI+>F[J>1 MV1OSRD[HY,&Y%$MPIW!G!X],[L3$8-
EB$NN,7'<\NR]X@;N[I;T58,RA8>-Y M1.@-^ @%#_V-+&5@,P8D#;8SWG6-W]Y\>%1A><6=/E[#,[R?N3)1L%#@80C5 M'=[(T0IB+5(ZP:4#B1N/F.9.H$U!# *)O4B-F-
KK"FIT(S'C/XB6EC"TT.7(MTKI%&D?U\!.N?(;2#3K,B;O8DD&K_%I#U*R2BC2P#157^]>UH5W=,;O!!-O1 MUVTCB87@S2@)Z]Z#N%L[!BZ!4?]Z(80KPE<'I=UCI7VTU4K[?=)?
WZ M-#3Z"+5)21G(6$!DEJ7".X5U%V=7@^-PRGI\RAZ=*^513]FO]#J#4T[G]N9\ M8<&P^W3YQ"QH(5D>;3YZ/:9]2"KV)JGXMR\KJ=@ KX(NQQJ5'GHP'6A\Y0BO MJ6MP=4
WRC"6CT"P3D6 Q];F%=L5D/4P8KHVY4>8R*SU49[=Y14D[TM54,FF MSH?6RV/4AYNNL='B/JE/](D&?QWM'QT=/>7@KZ/]5P='_C\O'T@YT?M^\>+D MD8WZ
YPM[)^[Y&F:OR$N'Q1186H 337?Y@F'@X#U0\ $Y65K0#]FF#J!'QS0 M8T,.HP&TW6?0]K<#:'L ;?<A08RR&J#R6$P-) M'F(@(+=[@"P=)!A7&ZT>;\@
OC2#$!8DRXTR!24)FZ%;.$M^>80.7>FOI5A8 M89V)9_M0$P8)!OY8KH DGW?;^WF\H: ;Z:5DV<)Q9B6">/%WG-F__QJC[L0# M*
[FS6QU65*RU=V1V!X.G*M$@$7HD4T+MZR;B:TVLT4L^&Y/8RE9;0Z=!<[G(FGT.[,%"6[;1370,KJ::1_78Z(4I6++0 M=<:"
(ID#>.=H60<*RKY60'[^HBH@FU.J/6]WO,&,6Z7(Y69I%APJ4\5(1Y2/ M,X^4Q9(I:9G8H$II!ZH2L/&HLRQE,=AVJYVZ&<>MP@+EGX>H.R89F),_JFA" MM-'8MXK^ 5YR/R
+1YU(:CU?G.<+0WS'UD9U28!]556A_ MA-B]P[@W;EE>&;WI0=A6!E;VHJWT61KM=\WN:V)'TM&=%*\UPD8WU)5_.*Q# M+#$5A9<;&>:1S$4B&I-Z,E*G*
(]M"KTN@Q(N".N>M@6:4 X8OSFVI=5O/7._ MK5F!I;JK-"YV2(,X9;42([*X-3J@,3I6YOFL\^5L"WX+7[FB*@8NX!XBM[9A M"HZ/J'96F_J#A434(:$=.1NW7OA(;*([0Q
T:BE53"W4(I=,EAT@4119R,.E M!7.,UGEARF&*3I_%>!O&Z%@I;7;X$S6)\(")Q-;BG,#E@FEVHQ><& -)=1H] MB#+-;B?/4\<.[&I<8.HMM3U3EJ:0R'A/!AZ.'DOP-
LS9H9DB2',.JG,AQ0-4 MMIMTO'3\W@TIE"Z.1@>&=,)0Q.3/,AN$N,="_.BC!1Y B%.PZ4S,A/$)@JQ1 MC-L=7R*2(H7L:EA.<_M59 1I.;W&LJX2'T9I"JR;J=O&K9K5QEX-!KA]0MY_
MS-S*UM"V2B/7IO'C#@:07LQ(KET6[]HI2?0F S7)-4\'FR#%"G7VDJ_HOV_J M_NK3:UD^\6O!-!.H4LQKF5A*I.5*Q#="4S52"D&3;*N%*76]&UF*ZBL>@]Z&%Z$T,R0#8ZS-@[^4
V!L M>ST'[V.YN,XFH].C_X0:2MD%RDM@6BCTK/B3Q89C>QHS'NHYO ++\QJNJ24 MO7 .(_+3_DP?="V&6 MD#ZCU4233]_
"Y,G/M=AE1J5+QOLT/>@LS;L!AW.ZE.=U42:J:Z1/^[.B^9/X MS:1!&$^\ER2[1.-6&'@>U8QKAV&JKE_&(4M4FQ;<11<[&$ZDF8?(PFWM!F3M M>ITT=R+]0%Y:]R-
%3W'%/K@R1*HWUM(ZP2H3(:XF;G5/F09\5J5>M-)$##+6 ME3G;971HH><*=(!&'H1M'1H&^A-V\#Y%]4V M<%>H\;QUJ#\0@M,_Q;I!BLQ2Z@:FH[J*LGGIO-/UX6G1R)
["/;"I5,L\R.): MZ-WIX]3+=E=VA_I8!;2%HZ.0G"D6PE!+Y83 G0DT9W,N*U8Y3E:^J@5-A>- MM!;]3K)1Z '#O8NIJSA+(MX>)A,3^ELE+NQML.;7F(*#^+_@9DL&JK5 HDW
MN%7AA: C@0UC-F>UWG[@-^Y*(>#+%""Z>_WN[5-08/%S%KQ>M_YNW*--Q)3T M.#C9!:F"O5D@MJFUHW]-'+0+_Z]XK<:1#E19XHS@"%_H1YJU1Z5 /+NE%I7@
M]"G)#Q^OS?BC>HM':YN+;;\Y7LU7,GM-R=T/.AHK43;P8DD-?T.F8^%,WJ@1 MGAK7F0J"8W$'+*6B$"$_&VDZ.5^MY?%!*>8RS(]B?GP=)JUTM!^XN3@2=+A# M!E?
T/MEY=V7U-&+]IAA(8&-(:VW]_4=Z;S5\?OO2.Z>"^6;J: M==F*AM_6),*T:3]6C+[KQ(/1I,;5&M7EO0>Y9VO$P9FEL#\-B6KZ\/NC;T2Y M)-3KD5>)?#1WT3-&K0;;2)QZ8>

*(=\@8=_PBH;0K(Y2NP"M?'RL-+L#?+M;$V M.?+Y^G[?%KA7X904=(=6W2#[(^P5*BC,[=X,WL;438K%ZJ16ZHU7>>Z==.B8 M%S0%S]!X>1D03\;.K*HDER@7FA <;.4U>'N6 J/)BE"T/$EA*Z&L><.')LF. M<$)](@G.'/3]+'?0A]*V" X!,#8Y&:.2E"1E;,L*/A27W18T^UO-\E"*;+L.G M3/#L"@\1NANPF=.V0&?C5NP[?(T!/=IG].BK 3TZH$<_/WKTN=E5OS<&C.4" MK)F=O0Y*TG!!-38T]I=A8HGBZ. M_"Z/X2^/_N-ME_/7OP_Q6Z/52H=Y8!170L8.4(2 C[,<6 (I722,?Q3@M:IF;\0KS3',T-8"-L@.MDBS+75 MJ3459EVLK7<"OS36.K7;% 6HBR++2-1^K_KG'E((2!DA%%L4A#]*2?ZB M7%*K?JB+E3*1+XY&3)+-W")6RY>P!#9 UR/5*8D"%TIP*B > !RT9^!@8"[8 MS" 0!/-(\L,Y5T[!%),,KL)B95DN>9]CD7E[!"]2%XNQGBN^I11?1P8TW# MW 6BC/?)0'_ZF0D'KF8F3HF-=WB4$=CR7,#<2RT89B=(S$E M[%- DDR@8B(/0%'06YB9EPAR*+3L>7DX+'!U3.}J21EWMO5"7>0,E10(*WNF0 M$_?^;C&7,$6[37M<^X;.R, M($57LD*3PO,BU;)[7F]63N42>7B;O$?O*,ZN70FHM7T+K_=/6 !P#;>BYB@!BJ.*GD6PH5C;?3 ML*ASFQ-%5PFI(@+_7-.NX;)[.]->%7/<'1;&4X;'?)5E!QX[_'M&T%)DTE! M]^!M&,]QJ UE3+#+1<3E"7N#/ UM%QTU6/T,G]3*.'R)C3- \L9"#!0LC(IYD M5+/PNH(9! (H+?"U9VYB!,\E3@[;?0&N:]+!E;]-2 MX&"=2]KM"]P6OA*.J\@U18FP,,0C\@S0?]0[(P+40 HA>(L5 6E!{CDFO+ ME(CC:O591&Z0HSBM0I'U5C!5^:P6A2DVPZ'/T\%.6!<+0%+UA 7B!MFL(7# MH%DR14FO-ZC/&MQFM3<$-V-Z,T_'HV%V4>-F7Y+3US2!-N[:=&%Y&$UL^_'=D)9 :/?2R.=>? &T/MGC"!"6&Y#8:^$%RM5YE94[U-,_MHO+#A)/P6-8 E]H"[^GD,@)[\>Y6:AFKACZ/&_@KA#7[P6E!;7S.(6NQ=R(^_MLB;O9/HQAQ"W[&*K D),C!2O"3OK+!L6_IVHN>9/9\7)W"G7:.P,%P>..!BW M!!^&0P7:*_ $Y!@TUN9Q9/]V^P)W1S-.I-JGWT IV5@1<&1YWZX]@<+@QN8S4"] M9485.8RE8.U+&7X RR-IGLAVP],B:NO!ZH.9TG37!WU+/)>AN-E;K8<.&NH M!E%PK5KG%T"/=FHACA>,%R3U=RO#4D8.*=#6FDEK?3+\%Y56>G_Q[NKL]=79 MF^#T]=7Y;^=?OP=OWUT%\.N? SW\\A]\/Z27<)G"'II;BV8B(5X!+.ZX>?^$992)'B<9.# U/A-4[XQ18G$; MT#;DPWNKN'[]HA37A<7>.# K*&VLU!O$'_Q1BY9G.4FHX$G E01<.#FD=&E7D MOVZ2+:- I+.U,&;N;ZU(4IET/U2% H^+&I;W ES!U=B]]KQ"TBW M:!^&0P7:*_ $Y!@TUN9Q9/]V^P)W1S-.I-JGWT IV5@1<&1YWZX]@<+@QN8S4"] M9485.8RE8.U+&7X RR-IGLAVP],B:NO!ZH.9TG37!WU+/)>AN-E;K8<.&NH M!E%PK5KG%T"/=FHACA>,%R3U=RO#4D8.*=#6FDEK?3+\%Y56>G_Q[NKL]=79 MF^#T]=7Y;^=?OP=OWUT%\.N? SW\\A]\/Z27<)G"'II;BV8B(5X!+.ZX>?^$992)'B<9.# U/A-4[XQ18G$; MT#;DPWNKN'[]HA37A<7>.# K*&VLU!O$'_Q1BY9G.4FHX$G E01<.#FD=&E7D MOVZ2+:- I+.U,&;N;ZU(4IET/U2% H^+&I;W <;.*Q0'.C8^_E_H M\=XWW^:"!B(\'F7Q8F1QOATRZ4[G11B*^S0[OT?]1T=%32N_1_]N#(_^?E_(XVTIL_CV25[%W.!C[IS;VWVZ!<%YM MY&Z])8DED6G4_C#2%^2(>:*? L:\VYT:/"8X374T<9;1#]HD)NOQ53PLW MV31;3/&VB$(S-VEU+<9IJM@\T\,-N<[4E?]PH>5P:)IZV+SI@7F3U6P;K0L(1U]KT -<+5F"MWC7*=@(E MXPC77#9'H<@76OK#<-O)RYQQ MLK-VAY'Q 'U5UV+%?\8^K%&C[[W1D8XDYEV- B-);X.FPF9+H1)A4A3X6X(_M@]]L2FG&+TML7>(YM S\M@0JF.A>D-Z3.CSW+?13K0W><9^]X^\'[_BAO..C MM=[QP? [+C_2/G\^+^_P^\Z>=LX<>!?DO2J77O=1M,;(SV(.+L[__X_SB[->S MMU>7P4_O+H*KB]LWYV__%KS_Y?3MY8. -NCY'_9@?*9INUFKV8@KYJK9G%UF M.I8./05*N^^<[MK&% MX'>=AF&5JR7(42A<^1;@/AU\]PF7#E9S8#EC5LRD5&Y8.1Q0N2S"CPZZ W MBYCT89_; U=6F49A#8G>>,8W>N-[/JHWTQ\;KA/,2GZC*Q6IOT.,4#4(5.1!0 MN^*71%0!Z33*;8T.Y L((EJ,)T10C%>>:5T*6Z$= M[-CH%]WQY6S45T'SV4\;W"@]$+Wv/-(>2[-/&M(P'C\3)^%$;]VBT_5M O'C5 M>=[':3>9P,;F'!U(3'PF/!\]4*Y9;8& <;:*Q

_H M015::=V%C@H.8!55["?H,U%T@3-4N6ME;8)$$J-3R>UF$ADKZQW=_O3]N2?2 MQD;-FG2V)B^&R$,.&L;DN 9H5U0. MOTZJ=BC*A>6Z.*V-=X$$S&\7!7 *7%_Z&\WH
+45^=,[.E-V$4/> ,]I,(=U M'*8,;+ =J(^Z9]BQ3L^[3GF/^\#C?0- W*F\$I@(Q6V)=ES6H/*53E<^11L^ M9F0B4DBE*_;=6Y"YE:]48QS% P8F7 X92X>,I;WS/SYD+ T #8>6L?
17U3OK MULLJ0:V/AA3V+(]1A0P>C,:B7S8(=(% MXSJY7(<_UT.;$INI M!3?ZA>R\3XX*[?./5 M:+1[%!^+E24B.0Q&%WU1LU59CL*.&#V9*=SJH@FH[EISS8145AC49878Y:* *
(-0_IB$JD:Y4;S%J]606MA)XD./O@D$823W MC=H3DIQ$/[*/SF#N%(_!Q>1Q6EFJ-.GI%X.F?-@"1@#A9$6KDP0)B]Y&M;XK M##^R/?2"M0XPGGT<;('9^M& MN!%=0BH4-
0//I&3O/#M/ P65N@GNVY[;,5"^C80H2AOM'DXY/OZBL\A9D)T)?&;Z]2N?&W=YZ=G)PU+1 " M'VG;1]\8=:^6&*-JK+&PZR5_UY3XNN\H^+B6:NW:#H8-/:SXB[
MC9'GMZB,K423Y5R;/93D=N4NRO2"T-EWZ--=&.F(O[[.U_?3;%W7&S83/"#> MBS>=".86S-O<, CWF(7(U9^^$8_7!FZ0BM$WVFR#&'+L P/^LO/@?.GSO$2U
M_MHI^+K.1&8YB 9W&4B-(#!)+E79N5,:QK@F>$9.!#\JK)JPDZQW9>'CSJ7F&V1C@&M M%N\J0K:3"I51A,YBT50')5VCK^9*2(Q<4CD87GUV^Z9OA_C\Y[H_K&[CQC'F ME9*
<;9'I!)E#%X^I^3.B)/P\2!VZB8C$-S)0NWVMO6]3TK[+J7;0-J^Y1L2] MUZR*Y'<0$;&[19'O1U_!&O$JL93U=\HG#"^\I>:SE#10@'XUXNG<:ZKUF&UVH7K.]T5[[]LD#]205>^?
9]?L+5M&Y($UD]?WR.!0< M'%U&YCQZ];UTS,PYUVC[.+1I[2.8^8#T+1V?@-_$63B*X>49B:;FS-;!940D MOV(4*KY>SUU,0-=2F;!?&%;9N=23NBG]R>MN1U^T$K[2VX . ?
+;SO_=7SE M_E#BXY0<^# "Y/=$:9^E:<:K_WGS]O]^OGC]SXM?+MZ_Y3(TE_+C[T;D]P" M[L2)30Z#L[/I_%D7X8W;[.1=\EVG0FO @"@-/1!YN;+79X7
M6+O!!7F9LUSQ)F_,C]^X(%VL7+M]3/"W5!L/AJ[&7X,;S[6QG<9%F&[/C9.% MZP"3)UN.R=V7+MS4Z\>V&^6BW:$#\#)T]]%UKC@+_NE#99S^?R#* U'>4/- MW').@IFNYAS
M.>-,^8*YI/YVH5;.TY&)*_(^)7B=F'0WY+7*'0]T<*"#VPDG)@OJJ+"I[TSO M!@NY\FY4YP;SI61!@*;AW-KTRY==\5$4:-SYBD+37@K-9+,(R5=!^FX+82"M
MU<>B6_!V((H#47PT47A2V$YI1Z1/4Q\,L5OB F,LV-C'YDFGN#\X*N^&@9D]8:7*? U:'#\UN0ABYJU\SCICCQ>8N#NXS:A:5 M*[2NKWI]5>=V(:,'SH_?NC3" T8?,/J6&-
TP"H4OFL#PF9W!G;@?;KTD">6F=P%/G!_CG[!B_'8, M>*(KP#)U)9,IC_S]R020R#T/V$+WF9X[;YCDL"P,7L=O,:>$VTH?+Z8CATU15+ASORH<=IWO
M8%STF!_<18^O3MZ:NT^U#NA')OLJ4[M+=:_*5PFB162?=#_&;39_?""G SG] MU?*'*CI0$T/A)INCMQ'>/?.7D2#GZ@W?_:,NMMTU;E["^++9W_?Q;YO
MG2SY<+9\K@-8[QL8&P#(R,@ 3ZX^@,LE@!Z @IS\/]?5H+RZJ&BIJ"@IJ>AI:*AI M&>D9&1GH&1B8F-E9F9C9F!D86+E9V3@XN;BX&%EX>+DY>=DYN3C_LP@9Q=5W
M**GHJ*CH.)D8F#C_7X_+;@ ;+;DS^3H%F2B G(V,@HWLLA\ ! #(J,C^QP#\ M[X.,_&J/U#2T=/0,5S<@6 'D9!04Y)04_]GUU6S8U3R DHV*_9J"+C6'N2N- M:
"GXIOT$EJQNW4]7!936'$EMQ>1=/3GAZ>?OX!KX,>A4,#7D=]38Z)C8N/B$C\UU6=L[[MW+R/GTH_?RG[6EY1W]"(:&IN:6WK[>L?&!SZ_F-X>F9V;G[AYR(*C=G8W-K^
M]7MG%W=\|N<4?T;X^^_N,@ %&3_Q_B_Q<5VA8NTG'?32^IZZ,24++!<;B^FZ+G%E='76'Q-N /Z?HQ>7DPI2PNX9\=XFBE6BYW:="=,48N16:M][@EF9J0-[BIE04L#>
<,5)4$A)7Q7!RW$&IO]I M=+3.E]]T.=CZF,NMBMOHAX4NI: P;4V@+>$$.]&W>@O"Z-O%!I+\ LWR2*X MY Q^->5,)W@S&93]_/R]8H"9HM[-2#XI8W*1FI\(0O!P\DZB/U)J-
BNC[F]B_R(DQJW"H'UC"V> %IB$D6T)DL>VJ+T+1\%(-" MW5VOI\KZ>5.:3(PF[78QUQBASDZ[W"HH# [N ;(CQ7"*@YBS'M*M*9"-%T0R4V4P]FM?B*!9 MQ"NE>Z,43Z*BQID
+]_9:!<3[V*;$X+&7/2G8":?=O\-IF T3=-Z&R(STW-Z12>;SEH;IS=C!=V3+ZGXH-^Q:R#"%/ MN:\9COVXO:S[;1U+MZIT)$4QY0_QSC MD&>*9&:Y+5J/],#-
H)O["IQ>UG+#=+&UT:<&\5[U F2L;03(QD-(RO> E<*()332WQ;I83?.YKGT6TQD\W1)I;&SZILB77^1\YBTF0 MBEX(!Q&5L%T)P#[UB7XSNAUA,<,4B:DC1+NW'->FE?=L[[@@-
W,IXPM>MME' M-$'Z@86JA'2T7,QK&])#F>0B#81B(?%^0=UW!6X79I)U21U?YCA"<>;<;(J M""WQ*AS[L?48+,OYE'N;9KH(ON$68C80-@K=RQ9^T2A9/J!2LNR0*TQ)*\$<$
M/9@'^A+ ?1'KA;H$?$,8R85/=+V:4!I^M=3NOG%[?'Y(3T?(B6O"YZH2;E9! MV\VQU;'Q?\!'G#Y3?Q?:KB.(%LZHLI3UJWWUHOMR* ZO\22BIA;ECFJ&I?
ME%;91BK3#JHI'8P_,.@]LFY.")6"73OYDOQ!.8!TK)U[=?O)]V+FWH3C6@(8 M& G\8Z<%O 2@S=TO 4-@),XL&:2Y'D9M&MB?A\]%7W KEIS*6!QK@)\NZSA^
MW^=\FD8#RKA!X9DPFM^/TNR*6>M7W&U2\&9#"9S-.6]152Q1KGHI9C8:-FRO M?7#_@&FAA?MV1>9PB)O#GF 9Z[_W6"CC--,]W9X#R)U- :^S.&V &ZE)SF0$ M]R"PWP90$
KI#>8Q>MHXA@UQ[CT<4#22!YB$ MU"(I.!YBCW?3A'3_RF@=J*7YKR35@OY1M:+/LK-Y$ M_I1IU.BPH*WU6C4R35.*]>MGE;]S=2+FS6W#>7 3,<3GS0?H"5:?U_]VSF0\
MH"_;?Q[J-^Z=?^J (XZL\27='U:N1IBX];V M*C\4SJFF5LI*&R/Q9)K5Z+SXM)CIGU0J;FA0#D!4:$,TX5)30&IHC<1218>^ M&M]YO)EB5.3WZT'29!NBWV0N ;YF43R%D$62+
($=?DM)NM E_EF^&W-5@!S@ M]21-V93C>#1.KZ?S!H[R'W,R9H7%9D$$D?+/27'((B;T_<'F8^BV=U8B[:)' M6<#$"JHC7V.X3S2M=C['U)5KOR'*[R\AW+'^TWB,N]*%.T[
ML8Q-/P$'R2@=(5.N+1?LO#:E]N]ZF/8EH/?CT"4@9>'SU;;LX!Z7)^P>I;] M(\D#(/C$YL=QT^&)VB^!5R&T*FG!/@E(%H_]1(@5!-K
M05C$GNACLPLPU7I#G;QUV,%/DED>U8Y[W+A%)^VQXP&EVX;:8MC2B_D_RF0H MNW@$L "331>>"E71)+(\]BWX>Z2T".=\M:.1!5"AU3Z+@%] MMD362\#''U=-^A)
GP@D:>@(5^H'Y #Y.X7M"<%&"[^NEG*=1,0G=^97&%\K\ MJN(HEY[Q-7K%?K+,'R*/J#NXA#KZ;1X9@MC%)[^73!O]5*Q/3],5TA7:XQ@L M8@7)8=>,32T'.L6G07)?0"/^S6US?
ZR?-[YE9P4E5=A&NU$'1FN](^O2?R[, M=5'@JG@)'N%K\W[4_"^O)!R0K2UI-W*=JL;NN8>3?F!&2"1CX&@ MQ- VD8B1:IY^;0Z84/&>ZF?]P8+R/7SV
FOVHV%AM33%+3NC[[]UCW2$H_2? MQ=-P6&Q5%5*^\^Y(W&XBL) M-P,4]7D&60 CTDE<8F8D@#]0K M1/:>44?*[HWM1PP&8P*L@M2.Y9M/7R]HRPU-Q,A#
[P.YC'$"O0$$-W#MMX%J MU59?Z<(-'\AUSQ-5/M5*H>)?] ^O..(X81TIB3M'QZ8B6AHAC#!#;&K<:7Q6 MGJ:V\8*??
XW08VXWL92[_0"ZVX)D#BAX*E&N$MI@CNU(C5=.7./PJ:MJ1LET M_+%PMO]$=6NZ5^ UN9"\+0M24Q\ F;)5=TE%*M2 ^>)F6HOZ!\Q+[#_;HF'0ZNV E.E\8OS%M*3YH)
M,%9^*K\U;"@2%:7#X_TQ 7#COQA2)T,.!'UTUQ(+B?XZSK#/A8MIO Y=&_M/ M)LE>+F8>[^"]=, Z(-X E)D[Z7R04>JE0"U^@^:/>J?C15F7:ZA9"NGV#!&. MEA/>*Z(CB=LO)?
*!]$J4BAJ7 H^-XL5-6R@B]D3^0I]TRTZR*,QWDA$@>#$" M_-P(6HGF2:HYJ,GO*Q>%ZLK.!TU^]OZI_V(@]XO<2..#34::B=P(&QK\56E& M^A)I"5GG\@2'_D*QIED5."-56_ Q?
\^'.U"&MRQ M[(M(,+'NKYIQY#H=# BB+YZH<'EV59S3<&\Y' */]]OM_K/?;/4WJ)IQ@/!W> MQ3<3UY3N0L6>P]B[@=*^+.7$X(NL2X#G$14ARBK,8AEFFMG+C7J79&+\U/[&
MAD8]U.I=Q?J'6S>$;FDGNK#+70*\Y193T< ^OK=IN\YDV/GV2D(V^3JB;D8T M>WXDN)V3'KY7!O/LTD?JG],3_(@:6(V^58ZYM3YUR2L=P;H$QNFIE*&V9E%W MN W9M?
[\/);WE.6,<'@+('-$E!$Y4N_-@)QP9\[?<&:+GPF?OZSL3 Y9I%@W2^#.#EY8JT]2NP0PG@(3\=78136HWOW6 MUN:6CC['M&'\|'2J-$:O4?"M""X/7[NH9CBO109MQQP-
Y1!T*V&,!)=2Z%WP M/6Q-*SQ8>>%?)%+1L/G@?H:\&WWL+4Z^5^5W8&$NV#.\X"7@+0LFN,>%YZHY M@Z_DBS6)-[.OR)TT?'P): P>4@]9(FYLN4^,CVJOG"_CUDAS:PV-EP
$35_H M55/_CS23VLU>:/N:,'+ H=P<)_+:[F%A/@E=VWWZ X PNU)@W!!F!2V 9]* M,,SPH2#^#:B3FQH&^/&AC_G);:#A9J,>\UV9A_/J+6@+HVMO'#-
^6B]IZT(Z*8UB4S@M@=C M*008JJD/AMVYR YBH0F?;B[B/87PUW15K$&UUOIX7H$_AWTP4?9<+-S7_D!8 MG=_\&_H0--'YZI@,6[N?LVYVD!K3U0@?J*6%/EQ +_16NW?
SQV1YH%M 1D&Q MX)\'R^W?1V']'O2_G@U7)V;=HO\PG]UQKDF8V3#'#'0TRF?0ZJVH! ML<']'?R'?>;8]&GD;QF(1'3FP;>67-6TT8.M@QYV]4U8])TU+GC/[:K3M:@N
M1J3&9Z+A/$AFXR@67V_OHZ4V]00<0F\BL:/7VT -*'^B.EK*+2G.7DK1?0EX MZL(.DR=XX$P&+'_#F8AA6" FJ9.]HS6J6^M:6]Z&\6Q)M//C7*9^\/-CTE:J MQF.J--EP7]1%
MRUZVU18]G^%8OCM#$>'5?$3@S C%0N5>M9MLP=BH;:Z?>G M'UC%Z%-]*YEXS[O5+DL5VK6_=4XY@4W%Y!"E(7% +I >+G$ GZWH@W);1-_ M7!?
YX&\$G43N8IP/X&_O&^FBF^+R)VN<\!X9%2&Y?OOE(EJ2!J$6+1>M$L^/ M^=6G_F),YEM6/>_-E%U6]R7$W;8ZP),Z7@#%%IS/V1D*QW-=E(3S&U8[0]-Z M292$*.J<$N?
E[^(!?OBJ9XQ=LHKY6*2G03?@S>-.#9C! HCE7-$Q?.RJCKU6 M,&L4T#+3G'L=F5O\-4D["M$;E!FP;\,MP" [G@J5L ,,A"#I\K8(;])&X$,S M^6_TO6H.QN[:V)]N?
>UH:6TQM/9*Y\)09NGK1I)7I+#<09R[A7>_YCGPD'RK MHE![56B2&#A+=+-ZO4_OT<&K*&F1ER?N@PO7LYJ%VC=Y->H!FF#\%]R7:NPO M? A$^-$KT?
=\,5;+9@[\TTF8Z12D^YAZ2%1ZDI3+C:3Z-JQ.2>O>F7X[C+"9DI"W%)ER(T&Z)\]IGPC;?G[> M"]L1P)BWA<+?8FX*&E?8#CP;XZ3=:8UPO1:OZN7[EN%,/\SN'$ 0ZZW%59R8
M(RXRB&98N4A_=Y(M')QN9F!F#AI\%0U;?FQ_@W:'\(WP4%#K/8A1(EPE_ %Y[SB-O4D2:!U#!3G.?0W9:K4CT(1DS1KPVII=DMHD1:H6M19=W?>H,N M ;3O_UP"V'V.
[[NF6D]OP6](;516WN=DIQ-(;SU^;%-0V^-DV%N$-3M*+N(" M^4B_CNU?BV][D(>O?%G=X7>P^00_7R=8\/4KNBF%[,F'N-D%5%?C1(\VP;OK MS>H-
0O!%P]4/G.%1=XM0+A[G9IE;RX:JL(Z==BWG-:3"!_R .>Y7-Y!@VN5Q MGAIU"5A: MA;NZ\$,_'63/IR]#.]><%D2;.I$%9H'IYV.Q<3>7LS95ZF3JP=$G"C6U H*2"Y%W]E
M$BA_$+K0*Q(3)M-=S^0$=O(\/DA!_#R_$(8Y0T^T<(R>QMV3#CE?WJD MJS:E79>WTME6(.Z/)R+"S*OU"^S"[$.%^&^ M>T?F,*L TVK4W$2?
(_(5GFM2H^.N(YQYKDK@<2*X8UFZM3AP*M.K8)16*L0C M6/P%'Z>ZB %$,GIJOO'GF""5[G(ZA0*1SGS$:)PD VFSPM)2(]J:.'AW!Q" M(S%H>EI<)^WC@.B'Z""
UMV/_1459#+_R+ N/>I7?@H>(PS$#L4C'\/*G94 M1[Q1>XOY=K*?'HHI7LNXZRCR:-PV6Z1N,^^O.^9*'3W\94N(Q6ASPFX0)C"I M48\(A>[!U;__WO1&
0U.!KL3:QZ4W8$+;NP^9Y]R.TR5]?ZY[8G[0 M.-L89_1>.XC8';C+ EM8%9:_B'X&\|-,I/X;+,$4X"\!7(WM#E0-I+$)_(,F MW*T!K2.-,T*& MQ*>>O.PPY]R*2KGHGX7[,,B%L?
P[ZQ$&NRO!/]&<.!7 MPPK'O;,FMV.'Q(CS@J3[N(HK]HP(M](?W\@6 3HO8((/2G CO5T&R M6BIA' -%S+]F7JX![(>8^A.# \"O[(]-<8-3Y>QT?'RY>A[J*8:+).J+2"UE M@MJ ?
3A"^R!H0R9(>K&4/_RS7XA,8_6WZ!,V!'M-2=QUHU^\&]6O7;J[?M*@ MS7J+8M3A,4ACM!DCT7#!/>1S!TZU%7T>W-8>(NXY_I1=,9KRAL#$RH2%-T4!
MH1+;CI8[*#^_[0/G@1FB/\^K\!+%-$FYMW9YY"\2]"B,<%P)5C8W%;,THEZ\ M?5F;#-,XERS@(IYU[$(.COV748''?/C:BV"*\OZ22.(N2RIRG%*Q.UJZG^>G/1PFR_>_U?
RK/H7E=M$ M^^:/5SOI22,N/_OVN^HXPB>TL>_]QSZAKM2&X45N:L=K_^:P_/&SI52E-52$ M5O#<)R Y_,KM #%(P_U_:DE(*??U@H 8+@H$TL4S^(Z0O=$/R8BFCDJVZM3!
M'W"_KA0UYIF=)GOJLO54%HVG98L'!_$%,RE)%CQ"EX#7ZQLJIT-#.VL &1QG WG(C4MI!A43^3&P5HP=GS[ZBPEP:LF_SH=X3_D0XPJXB6
MJ('.KXWI%,X^PG/CROH=ODX686U0C.BMA,$_+@"A?3:2V2&E8]5._^T[0%K M?0XH4CR\EVSUY5F#T+BN>[:D9/D5P^5> CBT7=^S7":=GHM\V7E!B9V/N-
1C!JS)Z@>WZ=J$38.7>$N6!=$O=K MOF!M>@G/7A8Q$.X$.;R+$0AY6RN=3YS0K!,]D@Q7VK1W_MD1"&2R2Q ^OAO9)?5GW6?G:YK>%K-:^;DH+?J_J=!"8G%W08@,>Z?"
_KU)C MUO^U4YP Q BW8A,Q8OU-S:C5&*'.)?(OW7Q7$%@0[DZ]#[ATZ MI ;A+0*PV M+>S.N>PEH$?O()R/J-72%M4=#L(FG=D/Q7@B0S80&0KR!M:>LHIB&B89?6-I MU#V
&WNKO_Y[MHZZ2&@69@7'@(#2''=*Y&Q4GMW/HO:1J+FA W'/5)BD>D M/V2+N/U+M+/F(DO;]4(*_P(GT;QA&CCPK[E_(EY]UL6S'6> :+G]EO65:,/W
M[K3T&*_T'\>S3)]$\,*@BP]PM.I%F18?S/GJ*<3NNV"C%]?LX>YAB:/G7J@G MV3*KP>]!'9W^ 74-20$?)FFVY4)SK-;Q/KGB 7FB'.)1XPD>_ZR7T#> M(9./?WZ/3;Q:X9YE"W;Y<*>
[AL?^:DF_I;%UEF0MZDE0,#"6",0Q6#7,[?]Y M_T<$]]NB3WU$M)^J-]:0_BL/W3=1=XWG.EI-6!YB7.=5E7WS:R8EV!-&2 R< M%6L-+#%]]HCC(MZ?
4;YO8]Z'%>YM4KZ@VQD"S5VYTRNUEUA(@1N*#DI<0XT, MMN%3/^ZJ-@=Z*PU F\Z^Z=UJ=Y!7C[IA:'7C197\VLL4J14X&+)82>+/0>/C
MT:D$HROCR4L:6_!#U"+"8@_"O3(R:K,:1E/Y3I3:)7E_!^H LPO9"/!2HBMA M9?V(DJAT47"H10[3FSP=$7IU;KX \PB^OJRJP'Y0/XYS?W5'89C_NA>YPN"\ M^$M@HV?
^YUT7[".6Y,H*&-F"EI9HS0=+L\FCHP.@F;9;\|5>OM%*'*0]IGLC MX8+OHJSKZ>].;7 A+F7HW5A*-#HS\:[^+HSOY@_'MHV[& /'<
M\%$KB%%L%'%WK1=HJ>)^#9EQ$Q]@:P^HJF%J73C1)9F5VM@_BVAQ?J\31XZ8B [J<'_L M4\M/Z^9=TY_QUZ)BV_"!W/ #KXP7-"GA/RX!==H]J0+A4T6-6O'54+6#-J_(
MT_,;RKS:"#GW#>_#RXGM"S]Z]VQM6RV_2*UF=G U%@2 !A/9/7F:"30;<:4"3J"0 M\DKF%E&I)^#U,0-&>(]4N-#?MM#=@!&+"8J3)CD:>&>?OD6&[
MZR!=D\;-0\$;CU0+&\G^7F#/T:0L7-3&613H&G8$#RM:ETPAJM78@?.JMULW M!%HAHG5)?Y.XQ[&&UT"#ZX-5R[+/J^S;(4DYJRH$\"6 BIHPAROJB5O $36+ MC%L7E-
]^5\MS&GAG[O@'= !0$XG&F/WUFE@K:FS>SP=>'0(HQR!)"*[\F0V@AE.;TAG9%93EQ:S>1=N>OG0%)? MGM?^&\Q$7%Y*(L8GJ$!L@$/GV9_%*F393$G\KZ=)8]O-'P+DG98L#
[T$<7]. M 9SF^O]MP76R$!6N",VT(&R!VI+WM;%5IQ=WKQ1]N)#93DR$(FH":/KM^X:31TZH1TH M:] ?W,7NU%)!?N9T\[N\@6FXHSO$]"=!@<4_RIP%?38% MG%VT1X+>*1%
[;7X4,W!W-:DFEOO:AQ7$1A!]PH-,S*[;9BK2CS*!,=/O0\N2Q=]^YC;=Z^?I:KE/T]+E7WQ#>WA=M@WPDPF"J0EC<*Q"6M0\@T2NPL"WBN%
M20[NSP_O:3AP09F\!GWX&^N5@U_K.O$_)NT>;DCI7F2K= &6O-5(3+BQ+SF8 M,7EP=NW5/CF<[9?M=NT37=Z/U2\/WDL;V7J;9AQ)F9\62P:0@T;AOV,1T4@;
M=9H8HNE&HB3V0[@JN(.:P2I%4V;TTZA[8 #=:J?YJ [?';2QS1(8(WD0B(8 M%O=LL-[.8CCGS!+O;WNHSD_%#CHX6X>'*?CS_AF#_>-;[-PJ?A$QF2.6;>4^
MVO4&!>@.U?,'TS#= .X"M;[O1 KZE:6_,R(&!9T_#X7T&OA^W. RT.T!K$-S M#IBP7?TDX4F0Z[H9U0^,,0+(#34QP>Z/ -]*=M7/>:;\D52_CHS%Q-T+
M:^[4*A""&P$R6P_]'&N!;&B\%W97(R+#3OG1('DV_([? M((!)W&PF[[!3D@A$$*H_$]SUYKT0K=C.HJ_ZH16_SUY)!7#7I!N0'C/S-570 M)5FD69V%Z$+'P1,@\W-
NPMT3BWE@#V[G$L#\I\/=,*7WW!1[F,Z$?.'LL#(4 M[HCYW)1Y./6T9,*2928?GRCF+GRT<7':U.-7Q^6KVOS[!1>;Y\3FU8^8G#4 M]<*O&'C%C>6'9&^BU*6-
I1KR(UCO]7Q;LJK^?0EHY$XO!P=X+S@#<=RQE4U1 MH;5C'A6+I8JZ7-6]2R,+>8-Y\ MQQ=")HG;J0ZGX<,?$U6QL@P-$%YUT&C=R/3N383J],4=):"4F(> M.?[HEFH6
MB/PXRTFNJ"#4X$R81\VK&V_].DWJ@:#LOS&QMQN*@2MY';*M7G M*S6&M7(]1O-&
(GCZUA:]2*Q.6J$N!!-9R9-.X1TMBG/]SV6+7U+WS9^/8&.%=UABN^JUTK$/9YSG@MH[;ET"]-JP'PKY9QLAU 19DVM! M;!YC$^F4F2,J?35;:>@1XEM*6CU & VZ5M@66MG?
*37US+7U!*82S!2]-9KP MD;O0!'H(:OGN9FR['=>D,XBE#AF*):CA\[JFX8W*%Y#[\T2?FMUP#1Q-[!\- M)N;5*?'C9UOI&:H^3V-4&.C5Q@\RFS,SE);"?
W0QGQ;%=)&#U,H(>:&)M5RK M@ZC".LUUET:5T0-D:?O#%5Q)BEASZLIS,\M\=-=B/HGM2,#;^=J5V,P\ "Z& M2R\@S?&0;PAG.U?XR?FH;_5?X3#=/T>VGV[JS.3#R0FK[F2-
#\.ZZ"?;9 M!U& T8E'=-#Q\9$!>W'4IN>YU93SX?#NB.4L_S\CX479CT]PWT661-[!*Y^5 MK)(;8FH77>QQXLXBC=JLFQE#@_96A9D;:AU3&Z$=ID^LD[>:H$\3-(ROQZ-4
M)6X^!D0_YKH>H8*T/'> !O=Z#2E-H%,YG7^3F#J;9H),[0=1*%O3T>V%X13. M$^*.LH9)'S[IP MV]_>EX4&LZ>MJWW@8K0(B595!9UO_.KVLS$D*.%>:[,XN?
BVY20AS3_M<>/_M^;W)""431#UEY'I!\A]H]#'A C!N/2\M+'MT\1ZAS69<14ATP(65KK')J_6WJXAK?M_+[KC$(.R]24CITU:#RQK;K*$M>5/ZY\?)"6C(: M9J8=5PO35XMVZ<4-
>,L=J/ >E+8=;\F\$$%-#@H]M;.CS6)>5^.:G]?V!FLS M$S8,L*3J]2/.G>S7G15M7%^Z0JBJ7BFN(1J6I>F9A@K_LK7164C$M8AHD;E. M[&@W,/7;X]]@-&T&S-<(V6N#BM
AZ];FF0?<9PU"ZJ9:MZ_%C6ZO*D>7;!5: M// KZCH^R7&I@[80NE?ON+#^WI".89+.F1CI[5J19--+JCQG&<\+?U)IV=^2 MZ*W+W*;L
YAB:_$MLS#S]0[57TY8B0:YQ%,XZY[ZPQST"J_=WX5'MLOW:U5W MY$#O^XT2,I0SBGU>B#'6"A_VRJ$R^]H013' OM>M(VI_IBS9S+S\[J_BP@RV^-TI.H\H
MD%CK7^7B+XAHFMT*^=+4U@3..BD0?_)#&4(G;!]9RK,R[=W5P%RV#H4)A*Y/ M[,/,R.GOLD"/-GIY<>4E^_E>]VJ^+7E [71A&_MB^+
M(!32#V1O]%/3:YNNADE5$:P93._3RI1E' HL_79OB?OT8"O/=K$?FDP?L7AK M*7!_C9PD"(93(^70$X"+^C4K;%F=K]8YK;'%J6,T MF,G?"I-
FO,T7>4LJVP,%;B5XX93,"$6ENSS6V<$H4WP.7#:G?$<];U"V2O83 M_1AGH27RZ3OHLJ+&33O.R$!GF4]P%BL*?6]6WYCM=51@F5,/)TM!D M3\JG:M^UX=C_20B@+>%>BFF?
0OHVL50QIE:7P(--D(O28FF;9OT='K9=HEJB M3H#TS?^['JET8&54_5%:YW&*RHITQO=^=A?_N4&S)*TKF/A_2:J MDQ"QV-Y"IH;F>:1W,KUVOD_0"Q%]YN%7(?)#(2^7C)
[IL6I+G9@-KM4EQR9K M41!"NUDP/E5!R=3;QOM(8XA7#(/TZ$GOY-\BY1<&6_0Y@U; "C(GI? ?G60X MU<\;3 Y#JP+8L]2@"39?2R>XSVZ>N)QF05WRM=O..LWQ3U?%\?
@,OWIPW*'$HVM)K8; M0(^;[3^L3SPD+".X!;0YH&<8M0$Y,L)3HHD3_?Q9=R8T\N01EM&:Q_IU]/2* M0W]]S_6#JE_GN:^ISH%*KE+EF-K>[3C75A>=G O]75Q'1QN-DW[-
;;_)%H6 MCWQ%C?HM/+5AU1?:9Z*L^F!RTO;=RO:6X.'(%-QC)1C=V8!F,D2?);^\4#>E MZ6L6%DZ#YNN&F1V8J$P[&:L=RA[<\]N67 %\9=0!D$70^H6K0HOZNAA(DCMG
M"PI[G7>P*4V=W-.G=")&!M4A05P-/A/BWJJ5F:'D/^KN;@EE63V$[C$L59IZ8;)S,*$0BHZY3?HTXY"@8$[KX 9]X5&Q)<>EY7>FQ=DW2EGR MFJY=O%.^L&
<27AMH^UR;))WOU(XSC)<.$KK)O^0X^[GI'"3>/SXBA*35,;(U M@@>1R=HKCN:LU4U$95K@[H4#4Y9Z"@46JJ2Y307ZVEZJ)OJ4+SHB\6T%K>9U M$A;#O+S?
X;A&0RV*Y!C45G=8P7A0E5 M+2B,,-CKTK]_:BMN:,SU$RA=&2&HNC9@Q@'-M"64H($QG;SSF]BJMJ:"L)I= M^U,$4FE%UP=_=YX\M:][[JJXX:ER&H&L M"$5Q7'8[5J\O<&C#
[SY<:"RH:N +U-.$]TFJS5S2+KTNR/5)DYW5VS6DI6#X M8]=\5\:'@:2Y-@;[WP'V4(?^,]*UN:#*->94IAZJKYV(69DG(5N1;F<,M!?+ MH6\3I0R&AWOP!;-
C)OC0!:3NQZ&P*BCNB!CFA[D!,O&HA'NU[;RR[!/0%63= MV5[/BN@^%DO5'GV5M38*%#& 0O!>.<8XF[=$4SCFS5=P&R3^5(]+MWZH[+UK
M5TO[S%;=,5I/2@"ZD8Q!,=PW2LPPX2ZFAFKC.[%K21)3]PDN ^H/BZIU8?_" M/Y4[.(@K+=N)::X46[7X4-;]?9$\0/G +2Q#ODG38L*^ M9(6^.>5#"LC%0:9O_SFN#D9;8 (+_B%
[S],/\D%*9E<]MRW\/C^]D8!08 \H.-Q@0S9_JO@/^ MQ,/!<&8?+6$%UF!4'_2;LG^ T@@^/ M*;>"T3'(AEMI0O[#P^GO#>$XM6L,P'<&)^GKJ3\/@72[JT*S#UN_H&IR,3Y(M?8ED]
7K3MO]OWF.>2&1\PL'[&'O64F!36>K6P2G/F]*.),V>*2+C7B=$%;E M&TZU\)].E]AW@&$HH.E3L"?MSJG&ME&'(O3C7@($.^54 MNO;S-
UCBG0'SC[YAD:CYQ(HA^I9M"G&+D!?E0CVHO7U#/@'/:(FL4F)^^6\J)15>C@_& M%-6_UI!=CLU;>&RJNGJBXT>GY)VH_"G8ZNG"]Y.6,D$L[?< M!(N 1Z7 (+QGTM @FH7-
N,BG\016BWZ"_Y3[2)Q7V%)8CGD MT^@:_MFOK:4N0MUX#T\])/'R9V^C2Z"BSKZ9Z M\CT^\-=76P_P\Z4''ED_T[;@KW34G>3PA5A2+29.^:>R$/Q<^,RJ;?)E%P?2 M>L-
T]E0J0#(?3!%"\M8H;M'/,)J6\+:5CI5J6^MS0>GUP;F(#PJ!DR]77$\= MP':2\^N%M&F$<*NLC]PY:T@-6:&-'%\)8I7'25UZ_@3R^CF/"90'(UYX;D(@7X J MP4X65">@Q,=XX[64ZL)-
YHYS*[Z,!%D1H?5+.WDP*XEOCRB6]L]J%%<4 L^H8+*D\P$G& MO[P$<#FKC[!ZM#>HQHBGGMFR%=7IM[:+Q,\OG?39! ?TXP]R^6OR9?:^- M9T!<--

MF3_HROA(NY]+&M,)*])K=EZ1R7,C=T6&UK4[L6 MIT$)/Q!J.@@J;)F*.C^Y!V+"IF-*]>?@\:4?^^3XDJ1"Q!FWM3@C',56;#59
M3P08,KQLWD8]*J)@PS"B8;HHI7JTLN:\Y%2\6]EW3*Y4\|UJXSQ\SQ=CK35; MYNI8*",2-1GHN#P5SDO6[WYI?P?["D4QS+SI@%AG<%UN*.L+TX]!$ZR&W$"(MJ461)?
5818Q#$52T95[XC.&< I-K=PNXVJVZY\+7RKV]E3-H<-9 U8YOD?R< M*C+/\1EPZR"SB+'H4"Z+^L($Z*-R3.0/+4<]G6G>T^_W8Q[W9SX/).U@/R4# M?"W-
T]H'0H('('F(Q12X(J_DEJL=;[H>2"_T2C7S9I;"2^%CI$C8?"-@/(:> MV1SPT71!ZZIXXF<]CT<2\>5EA(NP02<=PK(!\0S1GYGOF!N+$W%5SQVYD+LM_H7!S^^ZI, JQRGZX3
M'@T_3_XBTV9N)/3-9N43=XK%=]R&.EDG]DBBC2BS?TZ8WF$?9T_4VL=B;P4R MM/D!"1CY$T0SB]4N?YMMB.NSW<%>A\I88%3C. C__N*'D0JK6BG6;AY*4FV%
M"4;"X6VI/A+<='8B+0228&,-61.>>)#V]\U+X_0Z?:YTM;>*0=7[?Q1CXR2[MZF5,FMOG6@^JOIC397L+-3U]\[RV%)>![;'@I[Y&J#6*(0\F1M):(%@/=KH#1B+JS(55)F\'=%C3&;]
M-"U768[Z=?J#H=%]%<4K%MB# :EO^WW*LR_ M%+>VGLKPK%S9!=G]2!L?K.0P>5'NW106GVV 2!T29(O)5?]BM#I9"[)*6@?- MGT]\8<[7V0HG3:?J!X"JQ&CUNS4
31_9#?,*5+FQ.]WZLU\?E7MZ8KZ#;:[5D;4DX.0\7=:A.:0J.*YESUM+P,;FY7%OIQ&\2U = LD2YJY MG=EZ^8J\.0Y'ZOT,P@=/F;_G?/.1X6Y@!]MEK:1?^>7]2*<.410 MIU7OEZU-
[YS1-XK7V@#_5CJ GWO:<02U1Y_:5]?MJ>X8=$A8G+] :X_H+IP MLZ%<,&S\"^Z@^.]L.27;Y(71H;3[2KQHLMCD7N[WHEAU]S6/[*(5+<=97Z$4 MTN<1NS:;,1TOTM*YB#
[^V)_#R4' 2/>4R+Z]:K4ET6^;\S_I M\:()3C>HYLZ=_1\Z,0\RU%B^B*M)@H2,'V@F]PN,:Q"QG^,_^UE$P9JWD5*, MNMC7TT6(5%/$#'5-*+\Y9SG]&?!J\F-
"T<12GXTD@_[K:44/"/VF8FJ\WQ1& M0^I:;G.@0-8DD"+V7--X\6'QD)Z; #;[H:_\VV.;Y/W8A#.K784 U.70+4#= M*E&&2=37O3)$6GR04)?J+CV>(*U2&^&\|'T^U%1$GI* #L-
H=]NB^%M#1=)/ M1M?PS(:5^-K:UZO=C")N@8=$;T/_/+P%E!^*J.QHH9C4#I;MJIT:W-J68_(# M/:LL;#6:!_Q I]IJC34!!]P1+ 02>*X_V?63;KO76R@DGH?71? 0UC7A__(
MQ(CL=+= F(=E6/5BBCGU4X0J=T5:P$N-CDWLSQ=[%LP3H(*ED,VART[Z.-]: M14^-7@.1G<$;@ES&;/;P3_U1D3BL;_"6PY7EL 1(@SN@,)3^4I(R\1D$JE[N
M7HM(YM)$B^G9S4O5#H'9EH^2QB>H)6R)EV7G3<0_%=U+]^T5@E),ASD?8J+T MVC%^FX4D4&%42F9%9214\Z44F;%_GI&;B$?X*MU7)&*+]Y&_#N,I+O_!I7X4 M*G%
B1%E%X]@D1_,5>^+\;7DRM.?F M.M ZJ0(S$D:]%\JYT,U3O'_#/C.>1V9U"^C%!'<]KN]Y:MR#4=XVE4-+HDYSW8Y_HKOIVF,M]-!67V,#6DJ_]/"49W M5
CGHU]B2$PCS0N'WG"J'>_^')WQJ%+:<48%0G2\5+VW A^R1PRC/%9+]>[G MKXF=@:#$RXKFCG[KN+%GXDV(O8P(<,B.>_XIQ'QHC7,&:UUB"9+C+075[LDTQ=?
#ZBHL7^10 M:&@:J[+I -/_7I[URS..C]M 5-"TG$<%V3 \!Y4T-L)L4YN4=&WV6/)V'K-_=$"F71?ZL=LTF^S MGP;"\RE4."\)K#%.J!E18-GNQYJ]4@^RWG(AQ,&N0Z5Y3>
<.K:G&$Z\B'HC;7S:60<"&XQ1"' +)1M[E\L6W5M.M6'[SN"^Y($&5%BF;SL(?E2.\>G'U MZ;LO1ZP$5 I3#MK<[IUM.-SZIF!;EIEJCCJ?C8+H?S Y
:]=X(6'2+]6^S%F:PPVA&4>Z4WG,M"/@MMMU< MK9AM'ZE\0/QB6^S.6&JO,(O@,,G&%+&E)M* S>8Q'U/@Z[9E7R$M>IF9<&A5 MA[P)[BDM!PTBQP7C@LI7N.
<7V'!@5;8F@.XMZQ(]O^H89!.5C^[I?IY&T%G8 MQ93QP<,_8(*E$(_^FE9B^GEJ\1.EY=CQ;G5MG]Z8L>'DF(BYLN,==D;+>PX% MX*@8 GL__S]U?S#6N1NZ WM2/\'D
(3.\@C(6\)FOX"X,TQ@\/I]^NERGZYN M#'>ZRFF90/\[[U]TM0%OTE*P.Z(+?\E8)Z)E'M3Z5;J>O$PQ\,35F%1'$WH M[\Q.KL5FS(]GG("HOWF$E>_^%5@,)AUE3:470G]8>?
Y3BEM3UF2MFV!8U*1 MK),3O]= YKMP55S74"FH8F?&T&>*5 4)04Q<6DD-B.[03T%ZZ.*5\DGCNNCG M LB!"DO^?UJ[0KL==#+P2#+9_60XC%SJQ49]Z#;V8$*4?
[+,/77]B.XCCDU! MRV-C@Q-Z/'!0.0W.-I/,6-Q9B,:*&B:C3'GHVM^%5 SM-!8#GDU#U+]@-IY^'^8ONS3<]J.?4J=*7#NYTY 09F2GHR0&
MJ1PDG$#O#O48+]!N'+!2K3=8W@]XJ)'HGW.0RA&^Y2G[>1FU?H2#6A_)?CFA MAVY+^),FKY_G#?6\9W%_MLJ9S^#G5>6.ERE@'+?O4*,L_!:F!ZT,&(L'\A
%.40>"1VBWZ0M;PV+\!*LE M;P&\@6"TC)FQ43&JI'RD3GCVGEV+<"LW:\V,9[^LV:A *?8AVGXD]EJC^7(.D:+0H2+B^ M>Q)< UG>4U@AH3-6&W'/%SFFB22GR&2\.K0(=.G
!*/6U3$N97I.99I"&3]T M/&#G@I\5#B8?;X0S!<<;B.SB?0-PJTP!LFL)W99IWRL0F=P,"0FSZ["AU?)H MTP@U3GA-#6!
(^,*LZI];W25!N@Q:V[.NNBU/1I_U,J,KWC+LV7&VJ,ST,Q,4 M9Q+C@@+ZUTF\O(@$]NMZCFAP=GKQ,!]YBY$<&U,,>YM#2O(I7)PKCO"L6J;K MO4-GY8-G71K>W(&_%QF-]57?
>WM[>B8R@OFE7PE4+)H__*/H[Y"3XD!<>YO2ZV>S18_ MB#6X! *+*$Q+/MX".)A?&IA,Q'NI:]S@^+.EBHZV.\?CP8_2+?@@O,F(?&JM M)9Z$)P+CY"8+#?
6UWW_*@4>+J]=6]A;H#GI!M1_-^$OMS9S9<8[U .LZ3SK, MV!,4:[1W'2;6!#Y]]NEA[\Z^2F('JJ9GZ3V*QNG]6X ;V;UCD))=H,"YB%"*
MO06(_6^8A]N_7.32X"D'NBQ;_=Q\V[8_'B29=EZO3 REUPT)6AE1DIHO'&-] M&)L7W/4>7]K*C8OP4#K'*8HKBL/E70KI&R] ++HP44E9O.?470D?\VHCJ](# M!
99V_]YI4KFY#%T8YFDOX$=Y7CG:?G7,;%G4W==VZR4DBM7W*Q,DW0)X)D? M=&D,1TMQ3%7Z\99;_XF@V=CMMA%"@N2+W9U6T*Q0J]G+$/\8\UQ5\]F[-;* M3_LJ OMJ#X!
(,H]I%5;!O[_0(/X&YSAQU%PF5!03>E^X/>%E^.+WJ:.Y*=8I!KJMRO2TEK!H M%NK,4_;92/SZHI>C1]M15=8\F<.3WM40SE,UENB5^]GID[_I?#(RPA6RE0-- MX]\"P;2T8U
Y3'T1]FE[E^VC!B$_$.$IG(7"Y,W*/AUUF+^K ?M]EH:/FO=+ MQ7:ZF/[CT7+_+> A2@$)&PYK^0JCC^LV\M[H EE/R$_8AC+3=Z>,'\N_<65U
MG:/:IK];]]64WDMHB/;DW>>7VDA(N7JZ#($E@Z.8 J6FMPI;GCW!>0\?DO!P M"%5HB)Z*/RN,Z/1(W'00AL4IR%1HM,D=C< SN,T-?.04NXWIQ04GO.J:=5^-
MWSGJ@OXR1U>F*'% E3#9?ILN5%@U]&Z,@@1H R:._9N8 ZQ\TL(UO(>:C\6 MR7<_^#YP+\RUMF>Q$V<7%QK7!^9(MM6ANIAGR6(HD3@=UIS-N&1Q0G]WT#
M/WSC\EJV_VKLK0&+8-,_)[:D341ZXF,"1K,./)$L>+J+1?9==)4N+.-)?PB- M!=T3 !1%HGT3;*B0#BJ"+HA'V.-!7(;^7%27VBWM7=)=1'Y=8ZY^[IM@3MD MF#MQ1SL,;)S!I-
&7A[!Z3%^_'=^W5Z'X6)89*45KG<[9(]]J!3T_/^E"[F^M M(&^&D+^OI(78\KC^>K?SWBO@6J:_"E/KS-:;TV*A;6!W##"Z'A/J>2VF M!YU"K1NC*898^*R_Y8VNWY.<2
R[!SH6.@YEL >9'='D]JRF&;!\H<.;_%7J M^[X]=R-'7SI)X+I>'8!^O%+$BF(B&J#RP;6W0'PH'ZHG^K@/MB:2[XGH HL? MF^19=&7R^G6WI[L^J1DT+#?-
=,93P+.K+K_YJG2W?:[^7-%YQ1!=4>VQYB@3 M*C3G,J\0>X,U>CI)(WQ"+1P4\D^NX_Z_AC.$5<>HE4+5?N7GXBM*ZH9O= M>GEG+%_V-9.J"C2HFB>]E5'G; 6GF*!3
;3FF&BB'2ZFM :B-MQY"[R1%";4 MFCZ4(H:Z\$5[2C&;T4O8::3;O>D+M]@]?..;)10C+!2<*7@0= JC@4J@Q[#" M>L]&[+H&VMX:_.-BET"G?=68Z#,- M\/<9S11EA#ND;Z!7?
%Y!N?X6L*Q-3YT0&*W02DFRGA!IZ> M=P^I;5>SG4&[NP* ZL!GJ3W?_^"H?-BHE;@AP0B9-QY8763P2:.;V9>T+(L" M2YZT[]S>FDRX,UJ'CVNJN#-46!1I-W/IC[Q18\-
L9%CE36M;][VSH]>'>PNY M4#FGR:\5GK2697!IK]%?@56T\3A:*['XI8+,AC=SZV2PPJ'/%>[+63V\?14- M32]8HQ#7FL;.K>*!H:\2/3UV*+G'Q;)?F!%8X!
(545C^_W9AQ_\EZS:X&$4U M)&Z*A@=MQ_240O+,FRW!Q[3=K!'G\HS&_Z6]]XYJNOOVA,,#B J(]"8$ 06E M"5(4(KV*="'TJ$@-$!&0 $4I)<(" A([U(BO45 >A6I@8! @M)+
@@10AB> M^\Y=[SMWYK?NO>^:67?NFOECKW7^."O[N_9^^S//F=G;W.7G7S;'4%YJLQG MK1X_PMT.!T6I]X=PJ[U(9#;=:7@=,Q3W!=*=+3VUB]$B3%P 3Y1T]APL
M?].7V\"M5:OQYLBCY_T<(G,"]Q#-E,O69!F"?1:P,Q86EP9D6_KNLZW492^0 M\W!2=EMFQ>O3B%P?]JEH/IOKKZ8DR]_7?WW(LE+8F5\LE#6FN7XC">/0GJ)T MDQO7-
SCSLVHI*"_R@RW_;&!)RTN-_MXV23%]^W(U'BO,&(&RZ_I4M[KU9D MV!UY)?>?>W_^B8CM6(W##^,JSC9,3,+'-POP\2'=G 8>Q6LM5O$WTAVHBM^A
MXSZQL[]WN)&>!>":'S+J];WA:,O08M'_'!G #;;(?G7"[]P_XS'0^_RVS_28TJX_ONZMRH_[E]6^UMQ13R8KEEKK4YP;SJ%$C.4W M\]$(\S<[%P4P#_[A'=%_3Y_6@V
W#J;U;V>6.N@5QK84I%WNF_FP2/DC2_7L M'XI\NW71IB^(,?EA_H;+@@M^IS^<^L[A!,?HYGR#<[I8[OXD>WY@KN4N9G_E27HDQD2_&1*C%KB(:+Y\
M[U%)*JG@$$8:7.!L2#:K2>ZS%R.*=-XD^7]:*"[P+.XDSWL+[XD9_, M@Q+_)'%$*O$&0W?=*LO.(RU%WZG?7\5@'JPCUTV2V-5$D+FY#*,7X2YPR%=%
MD4BL4Y;/MB(]M0Q+.+DI18'A6MF]4;J8T4A<1"1,>%Q+LI[U&^5Y1<9ODHS\ M]]8/T&@(YFR^Y^[/KK6(W#IZB M^*8F1^"#WB>3URT[K"0]!F_E'_?%7I[_5Q#D7/XH\[12U
(DR&RD!2FU_QE M\K=5P1,,V&1=+WCZ&!'L]%!K58-UZ*9&_W,M0.^(*E#[#-#9/-Z^NFM_/H@X M YP!D&-G@,NK#\| .5\"ST?G9DY1@:A01H#USM'!MTE=G2W@&
(DZ9KIXD(A(M;-W;[^./DPT2E% W*B7U^_%.6&*B3%3$VB^(5![JDRAUVAD@W+LH9'3AR_F M\>^?!Q90V+^EG %4 HXH; IG ')P2\Q_RGFE:;C@B#13VXJ6\7G=6-
YANF8$_\P!;CE?6E9]*F31, M%I\ +CLVMCWQD"QT!B=NO]<1-JZIEJJNS2+Z'6:1DL^#(IQD"?$9D*0N3F9U M]'K18!U$!K_.4)Y[6M2S=!X:)EL3VM*<^2K*RF9'GE18
MX/WC1J[%W@I]X6#YKIA$\|OA]" BN"R:>;BR3CQ3, \5@%9[L.V3]" MA> T0LX ?9NE^?_[SXENXUR#^?(-Z5?*=;N,%?;9MR]\ZM$757ZE>H,M<='E M@'TI6/BT4L[D1,>-
GV8?,SAY_<+"M&I% M8@_#VJ-O"=226CX0EK8["/7:1N)A+:YUEQ;N]W6!J;4I],B;J/5E:JBEZRG# MEF#$K6=,+?X9++V:HD_=A8MZ 0]"_J62(?_%U_ZI[0AI\(M#!!%UEBS>*O,-
MX!892?N&23LG5E-NA'0*_&^5XO>DR?_^<[04.D^OX'6%4^WF_-_<[4\0 MR9Z(Y9H4JOWQ",4EHRE]5/X=X;&\"W2SEYF6!?XU@'N@B-&IGH#)/8!UEWO) M&"!-
<8WW.UFPK+'A;F:4BW\V\Y'X<7@V7;F$%SZQ/)SD8Y7 M_.P3SUIB0NJ[X'NDB#W>HP;-&I/;L2Z_=(?$6FWO.-TVO+0$57#< D4B;/ '79>018-S\SH3=2+CX"566]89V\H9@:
M&5*A!H.YLE2;>3S7[&[M;W['4EWX\NXM?/UO8,P"B'@#&7:P^)=4F**RZ8] M9YI]]G%@>?2!R\R#"J\ZT]Y\G?CA?=T< W7&+X'4IC%#2YRH1+QQ22!-'O32] M871WQ4(9U[)4)
(6+2#O/D8H)J$J#ALC*]&JA85=0N? ME-_*I&'^2A=F"]Q6(TXO+R$CR;7L4N%#6.%1$2%78++.!&0TR :?.304(M^IW^3S)95@ M]]#N;?
3J'!^AB[Z@H$[FT>/R[9_4:SQB/X,4#CN(3*&_I6*"^8@E9"&*.%$J M;%NVJ%&9L3Y[0>R+!5E1JRCJ5X:%*TVI"IP+$9Z>"&I .9RF!M_>6.3]N]<+
M#6G3KK&F;NIWJY"WUY7LA'="_@E-6J^0)>$XBE2IRGB90?N>DLK6$#SHAFLM$31(Y$>LAM.-OK,;7QX.U,0C-:;,9 M#?]"N-.BEG^J_[3KCF2WN 5^??A%68J%=,/=MT/5*,0_
.I_:G5.$R :I#?. MY=:D#JD('P^(!9$C+/\,X(@/E- QCBJ,E_B>>?2]=]QPG2N>RS^&1_O2-Y68 M]F=?G!\30SJSS R(WY*P4EU!+(L&8^@'>)4K!J58^O[W4H>Q%W=S):3I^14\
M+QO?^=.,^K26RY2%9CT11+VE"*_S3%)N1IQT'G/4?H+':G]_-L%PUV:#W=YQA6H=*X^PSRJSMO(*9C MJOSZ563F=B*X6RILX[^W#K63 U6*C>5:1.\;>TGOY'9"+!^ MM,S-
!YW^!]4OE1&DWRFD"(77C<$QK\2\5J\W MPN241^\QROC'W3 5!K8.AEDMB ML%G/76)KJ<'@7GAS?+?SUEBM8I-$&A=O-*KH?)F2T28GW*3&'F5QDD>%T3*2
M[F;FDIB1F"ZAE& P>B@.ID*F^4CTEO(.ZW8_S,MZ+6H)L$&6>TR;ATHK%2;3 M4BW(BE;,_P77G)N,)J1X263\%[Q>X:%;SX9)$=*[<,0ZMX(I91IT!'.;B%7#VC4N+%TB'
M^YT3]G"CAX3P[*IIB&O&M^EIO077.S=4Q[])"C,,U<*&&G?B@H3.36P.9S2; MV?=W=62V=7Y:0DXWA($$U9^HK!(WJ$2&?L3::-W[-,9A-1$ 0_+K M"[2^LO]C,3/)[B3E1?
8M\EWOI^4WP_!&])O&T!;MO %1'RI,.%(@S-,21MSV2"Q/\QK2@LVF) 6;,LAJ M*]O='BP5+Y)>--,.".?DN>0RO:W$/[,7P%W=P2;_HJ"ZMP*TZ
6BBO)^!H"T/0!LYBED8CT;02RD]WHU M>T^:M].0U0FH[LK;=D:=_#?&R.;%7=(-2?M:[3%[;.]O5\>AW3ON@#4:[W=1 MSX._M;."E$XTX"'XG+<@<)$^[@S
&Y2L/577#-0@Y*L=&M49E>C2O%N $OYD M4OI?K(L,_/HLNO#D>3T!T@FLHUY$J&)\'QAU4NB;,&35M$W'2KCN#P.9XDP' MMQM_3=@E"IZQ/QQTN,5M7UW31
0I*;E#_[OI9,;7[>.:%X*N>!VW-@M==6E M)>TPP"!(/J]@76:]@8#MXW+Z<:T13%.SG1@+HZ9A+*!Y=]E:I0_V%W214PX5 MP<$O&+':%R"7OPA9VV3+RPM_^UQ^KY4+;
[GWJ3M^60 <"$GEI*@U99\2>8G MZIOVM!@?5[E=GH6--@$B7T]/V(Q>$51+($*.W@=SXYGN5KI&YQM=A.^?TTU; M4G@Q:IN)*-B'C^P.88?36T_X9O%(T:SS1&R&R7K?
M[9)^Q#;\3+J.>MM:#(*#;E:]\,9GX)%J)&0^$K.91[2KLG$Q%>+@/CA=WK/ M2Q<=WZX_M1>ND6^SS=\?4N];5>!^9I1&&89<0^C@'X0%^B UAMQ/"EG>-NP[5"") MH*
4$/&Q8A^R?D#<%\8)79"=E*C;%(ZP612=UQ5>Y'DFQV^';D!):S'=,X;F M$HQZD;PND!J_-Q2I'Z02:R(#D(GL$0C%ZU3*$5X&+.U$6J! M]R3ZAOP9 "H!>K4F+-
R;V$O,C7O1:L3^YP]!R!RS2^&V=CFD2!&UHXO650!R M0.99K$O KZFW7AO24,Y.I8_JFVE4YH9P1\ =H1C J6]^N[(*SHN)V1ZNOK^L MTXUD1H (]4>=05)VWW_;
2US'IX$E]P6@@Q',- /U4E=(P4SK"X*3=;P/3%;5;J< 6J_8"(007BC:V3M:4$, M4\P!G[-M<]OKF=[:/ZRV7\7#/:8<;7P37ESMMZU:_88%G"KFMP%(U$0AR!3: MG"!1EW,-
'MF]R.+K6G^=J-054%P&VBSI+EUQ:IY8/ IX&O%3ZYKZO:4?[*& M&:"1__^TY5S56HTGMPXR?;*/=^A%[5TJI_6C.>1D] 3[6/XR6O#ST>+3OT,M
M'%,+23W"'BRRM#LNOE&^3AR-E>.=@S$A' Q43#!5F)DG]$L"^6D-Z O M!A0BGGT[N2?S>Y"$Y\]8P2(K"S;+R4^W9LDZ!RO_GU+^&=/N MH* Y1Q .O:ZF&>GOQ0YDKG->U?
WSE8)RY=^LCX$I;# ES M6!2+YXSA[IA^AUR=='27YR#2N_EUP%3+U78ST&CV5).Z [:9MG.TB6;OSY)M/B+RXT/ M0KJXJQ[15LU.U/Z(_VO M96]1ZE>&+R_G?
9H1FI7RZ$$U^1K$B1.*V5ZI405S=[MP63-R6EX0W0A[RAV.<;4D>/5=W%U54UA025 \">,%*X].IN7Z!>+,,=EB9B> MV#?
C7#V6IK81T69;H[+V[AK>HN#Y2)7K[C[W0.#5*V'$@MZ&,\!ED%^Q#:G< MIO7S1'T.8U7[LA$C:1!VU?6.ZX3\T'J%Y H06A?TQMIR 2R=9(7(]:\^]"+ MZ!&4BT[T("1P=T!Q
6Y;OR>893R7^* Q^D:T0&/JK-DVIV+Q0#%'[FN4#%#Z M?7Q-Q),#JN,@K6 WDO,R9WSFH3,IC0UX54["67LL6&1N':PL/N'I&=]3OS MT"(5O^!?DH%[BMT9$#,0HGFI&:
[Z=!=2W1C'V0WA;G=A5'I(C*C$[UY8#XA M\H?+%U78NGGUT,^DPFY:90T)*2A]5>I@;*YM>ATP&J/B9A01S#0M9Z#R&+-S MU55!>G8C([XA,="
[>+WVOG'U#_L>>INYSY*9;VLDOWQSS/%DX5L1)Z MP6UGJ$'=+W#$OD>W-4$,^]I>V]=5Z?>DRC&=LMXX M_=F0/3U%;>!34SA&ZV*RI\9G_KKG-*]-8,B9&
(C70L63O5!P>MUJPEN%'":' MB?K +&$WOZT:W@C-.-2<)XN)>RA6[28U\@?PSD_J[4&Q?28\.+Y-Q"T V).E MWZ-\FPB)(-O@1B/X@9@+.86;?
M8^%@$5,7A_ACNZ94U97PL$BHT$4DR5I#C@ M$SWV?S6J4_1O"= M?"D 0'7,KA7L:4TV);UY"L/WD6[A1UD0:LV0AL5M?5
M7#Q!T4ZG6^/B)I(S4YEIOMR]%UZ^N%^YYBNF'[L9*UJ5E[0W:[+:J$>5= .Q M)=X\&(&=$:F:2$CYX^M,1/4?3P(%[F;#7T?>KW'@\JWWQVW_9
MF=X'Z0>Z$TG!\"7H'#HB$1?]W"5?(;%[VS.)'>E&KJ,Z#M-";)ZP;6*GVY=V MN?3]\;$J[*1@%69;G;SYV8TC[/B<*CMHR'>R:AL'G1F'W'4O7P%<,KJSU7G* M_O_":AG7@L8(/4??&-
')VOZ?M.;4PDD!E_?^@)2(=?V]*E'*5(\'L)5+^GC5 MK4N466YR^5V\0I<*'VD9]SQ#N[$<[M?#@U:L+\YW]_9*E4,:L/=?D)Y0U/ M"JR-EK\C-;B76TS53U?
A>5]BMRXVC)*L:W!7T)M36CBCVEW:&.5QRN5,R] M8PCO?'.@$NJ.L'I:8I@M-7U@]_*T:-AL+0.$==?CIQL<&_)]857;M,-PX2(O M?
"P5OZ:E$6<^PJA6ZD/ZSY.F>0$RT\L%%5E%?W8N!OKHIY> M_.3TP2GF]. M?&V2.&))H"03!1>[5X*\>X(Y)A%*+>KB?WL"6ZS=]OV]/BS0.$7FWL!>L/LU
MVE&@'&5>OD4RGDC=Q7]G3%E:@P##KT3G+XP4S4,3V<=^#P&Z1FH2?T)N_-RW MYI@I^FG\%9UZ.I=+]]U>\C2_C9\DU$7AF?;E0\Q;PI-N-HV= 6K$/7UOP?(L
M$4>I]RH+DC1X>O;K,E^5"@D_=P29G&B3E0D)D3@^^WWK[,.^GF[)MUCY=+^R M@5)68 :H=/M9XNC ?M!";QO-*0IDOJP2O\!(,BJ%=WH EPZ+H$N9[9PZY1M&
M7L^DZN5-&(Z%9=(3\UA5OV)E1JY;F*\R&* N(NS1I-EAP0M=5&6 M^S(F+IL9M3KYM#KT@5P&->@&[EVM^N890"+8$^@W_!@0'(%0(-7B8+$6BO&8
M"#ENR7,0YHGM/9[>^18H5JX4#OBPTIC%8CE'/E;Z0;!,.0\):2 M>+):!;2:A.P)EI[FY)>;@;Q'_:BGX6(?I$9M#$A(VA+F%83_B >D7JV@@. MB5L\!XQ\+3.(P4,
MG//>F&Z*G^_O#8&C>HZ"N2= VDD;J9L^)T5UV;Q6/;6?;/]P2O%TJ;P?IOYC M.'?%S^%"!4*6]'L)GN:0AFF\XQ;JEOC"$69/?BOX]XB"GV>3-E\?@3I.,[M,B3ZO;I\4-
]RZ$DA]D3G-\%,9(7OZ/5@09+.(]);D%:1^I^6B<)LWJ8G=^-^ M,>S-=SHXG>".&/!?&@\U)_.()7U&D8J1D3LCC@G8H<4(68,Z6:,WZKN$%^]E'[&WQ]2.J'D$"5 M>N?.4YC5>-
V)$?/PF-MQK"N/$^IFBC]'<@B\6.OD05L^(=:J4((MYE-2]2OU M\N2>@"G$T(D,Y3ODB@\P;/$BF5JYD1:9X#!1@;BO$I87H5J-B@A9\30/I(5"V!"RBXI)1V!=A,%3_.]IA%09%..7
M=OQH3$V\H=R?5\;&VFC%9NAG#\R#2C=? #T7^YUNPYS]S[HOWH@;#CED):G@ MYYA82!&'J]W8XAB*#$8.R;;8^VQB7F_E/GH8]9155V+9_XFJ>K.(<"HJ7^59
MEI\MD:X+QFR[82]21W2*:[LQ*?@=Y?Y;[(>)8"T8T"%'WPJW_R.4^4VKB6HJ M195%VNPUDRW)FRC6%<*!D&D3(!07G)87RG4?AB[WIP(7NH2T;F\GFC?Y//WX M9%E(*&-
Q4BIW?,L3)@D9;&B,+TXA&$X9Z]V[EDVU#DG-J1WI1579DFPZR_A MS&M8]M[P93MU&SMZZ^:)KOFN\OL1ID]]E=X?W/_I:&B>;F251X9,HZURR<-< M/
PI]X6N,R.ML[Q\4VRMWDH<#":R&%;_>8EV;W=+&Y@9@@GXOJL>;'[&17T@ MU*$,^MXF0E+0(X(C8.UU=8S65-[.?C\'.#.YO_$^CZGXHGCG0N/F'E2?%(T/ M82#SDC2*
[4E%",XE!T(Q?M]@2A)D%83K#VF@[0[5L7+?7@D[S M7OZ)_V)SV$)*(W)V!?.3[/ACEX&L3-$R<&7]T7-L:'_+(8*/H3O6_U.L%;JX MH3G!=$&?:_D=R\8K=WI58-X!6(FP:CSVVP@
]]SMPM9A#\,ELSRG%8MZAN:' M_.A26V_XVZ8ESKZPREP13O(?\7G\;\Y4!6O NZ$@-X;B+,+&PBV,<#^!1S MA^T*@/ISR7\M\LC^E"^9C8F5/T;<"QN&H[]W3
MA(M"5\-5!R_'90W/'W3@6UO^N?,:/K+KAQ)^M*N=F707G+$QIX^IN#FQXU3C M:S5^GZV<3;PB[S-\,''[[P?A=!R2:8YDU!5@&.VR-^!:C-5PI!]6>Z7[73!5 M &#
(Y@P($C/\=W9^^S^/4$&EUNOO*C!I=[":XWV7!T!OV :$*KQR14CILX^O M%'ZF3E;E$*UR#!:%RZ%?+#! .-:<>R]G.\ 1;L9G !?:V15/^1/TL/OUVL:\ MT8?
31E==7[IQ'EXJLZH_S&'S7K"N6'-LB#_RAPFNBE96$PRI9F;67*C58WZZ M4^[F4P)=J-Q$B /W!SJDG6UWN\U7Q?^SILTMYCNA4@86NF(E#-93\%XX/Z(M&V> 2_I0[!-
"WZS6T>$8&KD%<19K,ECUG/VUO1KLE>"MRBO[3QE\CRM]*Y5/ M3-LFME';55);KX*JIF^E%#4N*(A\R/WE=T5;M7]=E=,EO\RE924+;RUK)
[EW(QM[/.B8<6GY:8J/[PTKW9]77[C\MS3'] P$ 2#)Z9$QS +Z;2S8D^,4@%,X_\4HL?H0)_!WTNYXR]7DR M+QOS3;)4:-\|9D=\+<_[XV<^W8*N"%8TW_(EN???
059YF[#\]K2RJLPRC1?N MO"M_G"_V#:H($69.XL^7J#B_^0L3'O(69("+(-Y$XBM9+0@;S7$;AXIQ=ZTO M,+"A/E:8*45QC9K2NC9&R[Z?1-
4=3HFG4GIGI22W#3K]&PCW7R3UIP\6(3M90#&\C^C>9='&U*O,\N+(KX]FY0;NPC2]SU5?9KX6?L[PVDN5\Y]ZLGVRMJ\O MV82^Q/J>5A[/V>I!
[]>G/V=^%,GZR"+5LJ^\E?!^69SL']D/?0,&]OF!"_MWI?NZR_3P_(\G#<]BEKXS<"&%L#NG[2[3*_*=6S3>&TWQ"VC[G#/KN?)A&BV MKDDBOSE2*49,CR>5&M 2-
FF./6=J<;R2Y5N^X&J\B!WY9-7#=B0O/5P)8AZT MU=QYO6/N?>V-'I>RC8.2@5WN7S$]A,5XM-(RUW#&A2_%T"B!B)\-F?Y\'"

.C,_\&5K] MH$$KL?"CM2K MQHTOPH#,\DEV'IE64UNR*&/ZKB6HKI6.?&=5Y7EO M'FBG/GW I7AQEP#=L>B%^6>CZ5"2M[OW^9?:LU88G_U7;-Q?B\#2=WZWG%E$YL6D<4

MS4,/%RZE_*Q/++!BOV'\,L[!YP4O37G9FI;=_^1<^Y-EE:_*PA?PFEV(E[N MGD+#|;8DG2QL1W&RK,G MM*BYMKE#E^"Y7W]47&9 HU+W9UNKYO<3TLO/V?=%H=CGU]^I54?KZ[QM%KF]S#;>IWW4&^(SL M/0=DG)@_0$O-R2\.LT;H2ZZ&-CFLRMM??=V0:,75SA#6S?8Y:S0+7/*!6$? UA[$=GT,1-BX+)>E.5@FILG8/KOO MD]C;B50]9W@>]$<+$.P/@1]3%G'SG_$E/8S7R1)7ZLOC;_Y0%H9:R&,,*[_4 MNB.[SP"...NC42PM+6O1T>AQ@NZUI=PX()Q2SPX=_-IZ$_Y9MTUG?1%B,^M M!T:A=7R+?J@5#%OLLSKL>BZ@T[I"U\DCEQO_O(KP^C2L7(\=W5B:5P]XNZLW%S.,:7L M6=*EV%N.RR&)P#HWXY4/]W6K>9S>P"HW&CR_VID>ZX]ZIAU=W$R-3IH?I-5;MN.%GFZG,.^ ;SL"=+ <\EZF!D1Y38&RJVZ MGCI*JM2Q0!3Q]V#VZRR0.SD_N(YJ+IC-NAV71%,$0KXJDA^4#@7*EU7:NK;(M'J=LC[1C%Z"6NQX9>WH%9X#4CCGA'@RI%[?0UGK.3X[&>@BE!=XKB%B;6QPJZ176I+[(FA]'826:V8Z# M@C[!%X"1C8K@V -:TDMW[12& M=*8(OZ3-X.=?I-YW1%P;2PTMP_$8=K&NF^H7!UYQH=2>VM.#K2WUZWV%$3NJ!Q*!.C?)<$R>TB\AX6?/>I[H!O2!&CAT\-CU'!8.^XR?)YD M_$;4B$K)+MW^Y]-$M**!Y@;*F^=.W(\326K?8(?X5>[<]C+X4Y&5T:*7#)!MS>!WC8,T|))V%K>=3!@'8FZDH[ZJ})+)I7\?E2K-"GDPA(>QDY([E>]/22)\ M\21)M *ARX+(GW,H==5NKG128*K^*<,>S3O_5E,VI,..MBKU+6QFB$Y1+E/V M&< 5QLP+ Y!X*&>GFE[KMKLW_Q[$OK="MD\=9.-U@\UF MC_]PQ!F@(2X?4AM|!1"FR7ZE_X;I@\|.-T@X2-.#(@NM.?#/5|TE" D!&C MC1WV^'01P-+NFVYT:5DJ*IDTAQ,'YUPE.Y9;P2.-"*PIDD 84TM$N6S%^2F.'86U75W:&N+T]A+(PW-P]V=$DZ=3$]JGCLWS4+4$!B0@'OQB*A-MNGXN%LCUX\'[JZ[6Z"$HY6U_YZ!FX^)G(^E]-#Y7.ETXRE$@YLM*Z096(KN9M'0T>XUX.Q8L5&FP5#,>']7;_I>#QI(*J?S L[HTI4"1XC0\>42&JA?&N%A]H*H@]TDVGI7'WU'(V[^86]QJ+NV]^8VFWC(Z7U!#/G M!)?RK%!G9?M^/D*Q(L#X87HA%E]_P+7K*F'DS0/*HJLM%SY;/=K@Y\IW8ESC)Q^<\&^;&T9U$2ZJ>E%L8VI MK)O(NY24O^[!*\ \AH"QS/!;VW$8VH!(;3X>S&Y':NRQ :E!JVPM^VY,&C$=MVC4U;YL^=#%VB4&O]2GC>PL:F?(K-?M]F-0 NX7$9:.H;&'" M462=+[$(&?G;'+/C48624WI@EUL=H?_Z9%TANSZWO1;B3 M='"I,6)LP0)!'MOC(F\]97>ONO$$H8GMBWKY#=FRZ;K++&(O=-=T5 M%5!@;?L'#>P]U,)L\|@QPD-.?UO%+!N|L\&-YP^0)7Y,/GK|\?.3V?LT=VC\M%S*7F;C53M1LUXWP'WRV[8=ZP/*7"B#P=K,F=-/W\=FW BZ=8_E[PVHW><+T MDR4U1@82VG[6UT?T3O-"71P.&\,Y[N5%[^>+\4UEON]D6G^',P#K21Y5QF;_B8W1Q63'T8\7KCVZAAA6M7C6 M-^&+Y$ 8VCGCP6_)4J70(XH0">* VIA.>#0A7R)!MO>,9;T@WOA,=*5%*SZ.M\;#:.)25M4/6Y"PWXVY^E*3-A?C604 4E;Z8WM1R$#H8.=Y738)+HS04(7FO MMH\WM1H=>%)GA=WBJF,_5WXC/R2"#STC.>/. 3\+*5F3R#[.]Z/Z4"]4OE!30R!+,P@';\G2M@W1(2#WKZ M !49+ C7>#2Q]9N)V=Y.M>$XJEI_[:>5L/++@54EVK074?M7D1(Y4E/*MQ%: MD,BV!Y.+O04&1'=^-B(#Y?]$!A2!G&3]S/)F==U#QZX[]BD3M(=?!CZV!UY M[_7RP?@Y0R#^53HL'X[=U)Y&F^-O(:3R29E?K4>O]4A6^YP;/3^)83])9]176_OY1QF(--[I[F44D ,3LNAW"Y*5.1(-Y//^G[5;ZW3!XK*9=& M<\X*!)9: 3]8'VI&OA*&:YL/I]KHC*D"!8/[&EI6*HG>W<$WB&^F\H@1UV+ M%^?=4AO3TL1XYK)#?=4.IO/";!%G@GN.:MA/D$V17OY8LIG%]!532K4[!Q!{@=[X&V.S,)+SKYI.J927W8LHI2"M$6S66* M0?#AD5P,_/*$OJZ_,P6XTQI7C;==:RC&^-%.&" -F4==5W=^V1B'7G")_B4Y M?_4Q)IX4UG<7GGP8$DGAX$R0FPNR7L8M1NR0I9QO5K\HL$XUOTD!1[Z:6U?P M8.'6C+],^\[??Q%2\MB8KD,!R SR$^D992NDB#6.H_6@E?#0A4T-&/O&73MY M)-^7T9G!M3+7G]:Y\>ZK^KMR?M5_/M8MF(.1W?9W",BNP/L'BUSPF@-X+ X5 M259#+4"@"N!:,$4:H;@HT.VYD_RPA$BSPT|W^E]";YJI4- =SD^D7I6K< >CMZ38!NS455HF^L)O$+TT11[;$;P4%V$U>A(1+.3>1YH)>R*O!K9BMA1=1<0TC M4X>17U4XK4D%N/9P/WLWIHJ0IZY':.G6!]5\UK09X@7V@K>W$V/T4F?RTH'4 MH71[_W-,EK"9V -/+.#[E@3)V*7K1=!C3 1NBFQ^(3TD$/?CAIS2&.:6KF@^_M_&DC%!H_,"]*V7JD2I<[@@.9]^_4$8]< \VT+Y19>,Y1-U)6_!3X"O[_)SY+\'7Q7=7OM.UCT'D$0]/M45++'&X9[-GMN!RF-8R"B2O*OV"C3:8ATLK!V_O0/{CK>6*_YS0+UZ[?6^6) MQCPAYXX<;K06[$3EW#4J9M7"B\\ .:M-DU>+1!PT[AQ8!1<-JK$-Q.\\;8]_4 MU;X'?&S8!Q$EL=C0;63ZMW_?>#'^N^^M(O0D1WQJ;UNBB M9I?%P7C]J(C)Q&Q(FEQY:,+7'T-M#*Q!Q.2EV^6$6UZ^>5K(M> M86$19(72D.?QI@:/GQ|OO\#H7%!']3968>:N6&R64.O"Z\A;S6=?]F[2/;X MY'IU=LWOE;2=&];C_2O*S1@#QYV*ZQDZ"HHONZVQ"]KU398K"S\IO]+9'MZA M^FW.OL^(VDXLMUY[.;^Y@SF*SG VI/@Y0UI#^)V= M>_U$PRK:$9RDQ_V\V[T--EP!4*4Z=&3?1ZC41[3"O/WS-X+_JJLA^BS.P I< MJZ&]4&C3;ST1W4='0*<+%V*W)F3S3(W_0HKWZI*OM],&BVRHL/D8OJ"=!%) MT,=COIE9+!O?>(F!W*F,>85ZB+!\:8?&VU?F6=B2UOE>7A M85U'[\X T*4P__7O/KP7%0]!3T!<"\>')"Y"" SF//ZF(=]K%$#/?4C<_MJOSHI;JCHWI/N%0QP^BX[X"",X9&NT M*7.]99%)M"_T=;,#VRET'5,A^&W-[N871L:6=#*G(2#@+:\P)?JE34T<)%N MM5@8/8>A.7HF!?B"KGP,<@W>>!AQ?E;@("SPT4=$]NPLCR4(C[/%.W;>D>V\VM_,"\GL/2R4>2Q7P(*M+>$;(C8SD'L"\C5MBOKBU?) 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A0# M% @ -*8,S6:B=C?]A" C8 \ (!=OH*&%R87DM M97@S,5\Q+FAT;5!+ 0(4 Q0 ("F#,UEA>\G8+ @ &PR / M " 00#"P!A XML 124 aray-20240630_htm.xml IDEA: XBRL DOCUMENT 0001138723 aray:JointVentureMember 2021-07-01 2022-06-30 0001138723 aray:ConvertibleSeniorNotesThreePointSevenFivePercentDueTwoThousandTwentyTwoMember 2024-06-30 0001138723 us-gaap:AccumulatedDefinedBenefitPlansAdjustmentMember 2024-06-30 0001138723 aray:AsiaPacificExcludingChinaMember 2023-07-01 2024-06-30 0001138723 aray:TermLoanFacilityMember aray:SeniorSecuredCreditAgreementMember 2021-05-06 0001138723 us-gaap:StockOptionMember 2023-07-01 2024-06-30 0001138723 us-gaap:CarryingReportedAmountFairValueDisclosureMember 2023-06-30 0001138723 aray:SeniorSecuredCreditAgreementMember aray:FloorRateMember 2021-05-06 2021-05-06 0001138723 aray:RestOfWorldMember us-gaap:SalesRevenueSegmentMember us-gaap:GeographicConcentrationRiskMember 2021-07-01 2022-06-30 0001138723 aray:RestrictedStockUnitsPerformanceSharesMember 2023-06-30 0001138723 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http://fasb.org/us-gaap/2024#OperatingExpenses http://fasb.org/us-gaap/2024#OperatingExpenses http://fasb.org/us-gaap/2024#OtherComprehensiveIncomeDefinedBenefitPlansAdjustmentNetOfTaxPortionAttributableToParent http://fasb.org/us-gaap/2024#OtherComprehensiveIncomeDefinedBenefitPlansAdjustmentNetOfTaxPortionAttributableToParent http://fasb.org/us-gaap/2024#OtherComprehensiveIncomeDefinedBenefitPlansAdjustmentNetOfTaxPortionAttributableToParent http://fasb.org/us-gaap/2024#OtherComprehensiveIncomeDefinedBenefitPlansAdjustmentNetOfTaxPortionAttributableToParent http://fasb.org/us-gaap/2024#OtherComprehensiveIncomeDefinedBenefitPlansAdjustmentNetOfTaxPortionAttributableToParent 10-K true 2024-06-30 2024-06-30 --06-30 2024 false 001-33301 ACCURAY INCORPORATED DE 20-8370041 1240 Deming Way Madison WI 53717 608 824-2800 Common Stock, $0.001 par value per share ARAY NASDAQ No No Yes Yes Accelerated Filer false false true false false 194140524000 100267900 DOCUMENTS INCORPORATED BY REFERENCE Portions of the Proxy Statement for the Registrant's 2024 Annual Meeting of stockholders to be filed within 120 days of our fiscal year end (the "2024 Proxy Statement") <span style="color:#000000;white-space:pre-wrap;font-size:8pt;font-family:Times New Roman;min-width:fit-

content;">are incorporated by reference in Part III of this Form 10-K. GRANT THORNTON LLP San Jose, California 68570000 89402000 485000 524000 2251000 3079000 92001000 74777000 138324000 145150000 23006000 27612000 850000 568000 323236000 338033000 24774000 20926000 9826000 15128000 33773000 25853000 57672000 57681000 59000 210000 1337000 1276000 17950000 20107000 468627000 479214000 50020000 33739000 17128000 23793000 6218000 4151000 28508000 38271000 13988000 20777000 71649000 72185000 7756000 5721000 195267000 198637000 32373000 23602000 7389000 4675000 24114000 27079000 164400000 171562000 423543000 425555000 0.001 0.001 5000000 5000000 0 0 0 0 0 0.001 0.001 200000000 200000000 100194932 100194932 96534609 96534609 100000 97000 566887000 555276000 -4222000 422000 -517681000 -502136000 45084000 53659000 468627000 479214000 25339000 10304000 743000 100000 234164000 233192000 214715000 212387000 214413000 215194000 446551000 447605000 429909000 161061000 153627000 127287000 142569000 140018000 142667000 303630000 293645000 269954000 142921000 153960000 159955000 49732000 57129000 57752000 42619000 46178000 49664000 50066000 48271000 44391000 142417000 151578000 151807000 504000 2382000 8148000 1838000 2572000 241000 11624000 10632000 8129000 -2538000 -1110000 -2262000 -11820000 -6788000 -2002000 3725000 2492000 3345000 -15545000 -9280000 -5347000 -0.16 -0.16 -0.1 -0.1 -0.06 -0.06 98272000 98272000 94884000 94884000 92095000 92095000 -15545000 -9280000 -5347000 -2445000 -791000 -3998000 2199000 1193000 -4311000 -20189000 -11264000 -5034000 77497000 55658000 45545000 15039000 10919000 10332000 59853000 37772000 35237000 942000 1463000 2336000 90822000 91000 55468000 2093000 -488024000 68840000 -25633000 849000 -24784000 2726000 3000 3887000 3890000 48000 258000 258000 10535000 10535000 -5347000 -5347000 -3998000 -3998000 -4311000 -4311000 93500000 94000 543211000 2406000 -492522000 53189000 3108000 3000 2197000 2200000 73000 199000 199000 10053000 10053000 -9280000 -9280000 -791000 -791000 1193000 1193000 -14000 334000 320000 96535000 97000 555276000 422000 -502136000 53659000 3707000 3000 2244000 2247000 47000 117000 117000 9484000 9484000 -15545000 -15545000 -2445000 -2445000 2199000 2199000 100195000 100000 566887000 -4222000 -517681000 45084000 -15545000 -9280000 -5347000 5905000 4527000 5513000 9484000 10053000 10600000 955000 926000 817000 -479000 2290000 266000 6022000 4369000 3478000 -11000 135000 -28000 1838000 2572000 241000 4098000 282000 3300000 1402000 456000 1785000 15826000 -18488000 12519000 3998000 6855000 22861000 -6105000 4029000 6042000 275000 -891000 -1549000 17365000 2850000 11676000 -321000 324000 880000 -16506000 887000 6685000 -6619000 -4669000 1238000 -2486000 -2616000 -1445000 -11904000 15539000 -2400000 3601000 12614000 4717000 0 67000 0 -3601000 -12681000 -4717000 2247000 2200000 3889000 117000 199000 258000 81000 248000 0 0 2865000 0 6000000 6000000 4000000 5000000 5000000 0 5000000 0 15000000 -3951000 -2112000 -15369000 -1354000 302000 -5561000 -20810000 1048000 -28047000 91202000 90154000 118201000 70392000 91202000 90154000 1749000 2150000 1398000 10520000 9847000 7462000 445000 2064000 813000 0 221000 0 2593000 0 0 3438000 303000 0 2460000 0 0 Note 1. The Company and its Significant Accounting Policies The Company Accuray Incorporated (together with its subsidiaries, the “Company” or “Accuray”) designs, develops and sells advanced radiosurgery and radiation therapy systems for the treatment of tumors throughout the body. The Company is incorporated in Delaware and is headquartered in Madison, Wisconsin. The Company has primary offices in the United States, Switzerland, China, Hong Kong, and Japan, and conducts its business worldwide. Basis of Presentation and Principles of Consolidation The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation. The accompanying consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles (“U.S. GAAP”), pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). Reclassifications Certain amounts in the notes to consolidated financial statements have been reclassified to conform to current year presentation. Such reclassifications had no impact on the Company’s consolidated financial statements. Risks and Uncertainties The Company is subject to risks and uncertainties caused, directly or indirectly, by events with significant geopolitical and macroeconomic impacts, including, but not limited to, inflation; actions taken to counter inflation, including rising interest rates; foreign currency exchange rate fluctuations; uncertainty and volatility in the banking and financial services sector; tightening credit markets; geopolitical concerns, such as the Russia-Ukraine and Israel-Hamas conflicts and increasing tension between China and the U.S., including with respect to Taiwan; uncertainty caused by the China anti-corruption campaign and timing of the China stimulus program; the upcoming U.S. presidential election; and other factors that may emerge. In particular, the Company is also continuing to navigate supply chain and inflation challenges, and adverse foreign currency exchange rate fluctuations, all of which continues to be a significant headwind that affects the Company’s results of operations. The Company expects that the business of its customers and its own business will continue to be adversely impacted, directly or indirectly, by these macroeconomic and geopolitical issues. Delays in deliveries and installations that originated from the COVID-19 pandemic and its effects on the global economic environment may continue, to some degree, through the remainder of calendar year 2024, which could have a negative impact on our revenue during such period. In addition, ongoing supply chain challenges and logistics costs, including difficulties in obtaining a sufficient supply of component materials and increased component costs, have adversely affected the Company’s gross margins and net income (loss), and the Company’s current expectations are that gross margins and net income (loss) will continue to be adversely affected by increased material costs and freight and logistic expenses through at least the remainder of calendar year 2024, if not longer. In addition, the Company expects inflation and the ongoing supply chain challenges and logistics costs to impact its cash from operations through at least the remainder of calendar year 2024, if not longer. In addition, reduced budgets and lower capital deployment priority for radiotherapy equipment, along with longer customer installation timelines, in the United States have negatively impacted our revenue during fiscal year 2024, and we expect this will continue to have an impact through fiscal year 2026. Furthermore, certain parts required for the manufacturing and servicing of the Company's products, such as electronic components, are scarce and could be difficult to source, even at increased prices, if the supplier were adversely affected by macroeconomic and geopolitical issues. If such parts become unavailable to the Company, it would not be able to manufacture or service our products, which would adversely impact revenue, gross margins, and net income (loss). The extent of the ongoing impact of these macroeconomic events on our business, our markets and on global economic activity, however, is uncertain and the related financial impact cannot be reasonably estimated with any certainty at this time. The Company’s past results may not be indicative of its future performance, and historical trends, including conversion of backlog to revenue, income (loss) from operations, net income (loss), net income (loss) per share and cash flows may differ materially. The Company continues to critically review its liquidity and anticipated capital requirements in light of the significant uncertainty created by geopolitical and macroeconomic conditions. Based on the Company’s cash and cash equivalents balance, available debt facilities, current business plan and revenue prospects, the Company believes that it will have sufficient cash resources and anticipated cash flows to fund its operations for at least the next 12 months. The Company, however, is unable to predict with certainty the impact of geopolitical and macroeconomic conditions, including its effect on the global supply chain, inflation and foreign currency exchange rates, will have on its ability to maintain compliance with the debt covenants contained in the credit agreement related to its Credit Facilities (the "Credit Agreement"), including financial covenants regarding the consolidated fixed charge coverage ratio and consolidated senior net leverage ratio. On April 25, 2024, the Company entered into a Third Amendment (the “Third Amendment”) to the Credit Agreement to update the calculation of Consolidated EBITDA (as defined in the Credit Agreement) to maintain compliance with the debt covenants as of March 31, 2024. The Company was in compliance with such covenants at June 30, 2024. Failing to comply with the covenants to the Credit Agreement, as amended, could adversely affect the Company’s ability to finance its future operations or capital needs, withstand a future downturn in its business or the economy in general, engage in business activities, including future opportunities that may be in its interest, and plan for or react to market conditions or otherwise execute its business strategies. The Company’s ability to comply with the covenants and other terms governing the Credit Facilities will depend in part on its future operating performance. In addition, because substantially all of the Company’s assets are pledged as a security under the Credit Facilities, if the Company is not able to cure any default or repay outstanding borrowings, such assets are subject to the risk of foreclosure by the Company’s lenders. Failure to meet the covenant requirements in the future could cause the Company to be in default and the maturity of the related debt could be accelerated and become immediately payable. This may require the Company to obtain waivers or additional amendments to the Credit Agreement in order to maintain compliance and there can be no certainty that any such waiver or amendment will be available, or what the cost of such waiver or amendment, if obtained, would be. If the Company is unable to obtain necessary waivers or amendments and the debt under such credit facility is accelerated, the Company would be required to obtain replacement financing at prevailing market rates, which may not be favorable to the Company. There is no guarantee that the Company would be able to satisfy its obligations if any of its indebtedness is accelerated. Use of Estimates The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosures at the date of the financial statements. The Company assessed certain accounting matters that generally require consideration of forecasted financial information in context with the information reasonably available to the Company. Actual results could differ materially from those estimates. Foreign Currency The Company’s international subsidiaries use their local currencies as their functional currencies. For those subsidiaries, assets and liabilities are translated at exchange rates in effect at the balance sheet date and income and expense accounts at the average exchange rate. Resulting translation adjustments are excluded from the determination of net income or loss and are recorded in accumulated other comprehensive income (loss) as a separate component of stockholders’ equity. Net foreign currency exchange transaction gains or losses are included as a component of other expense, net, in the Company’s consolidated statements of operations and comprehensive income (loss). Cash,

Cash Equivalents and Restricted Cash The Company considers currency on hand, demand deposits, time deposits, and all highly liquid investments with an original maturity of three months or less at the date of purchase to be cash and cash equivalents. Cash and cash equivalents are held in various financial institutions in the United States and internationally. Restricted cash primarily consists of cash held in bank accounts which are under the control of the lender to the Credit Facilities, certificates of deposit held as guarantees in connection with customer contracts and corporate leases, and funds held as guarantees for Value-Added Tax ("VAT") obligations in a foreign jurisdiction. Fair Value Measurements The carrying values of the Company's financial instruments including cash equivalents, restricted cash, accounts receivable, and accounts payable, are approximately equal to their respective fair values due to the relatively short-term nature of these instruments. The Company's Credit Facilities approximated fair value due to variable interest rate charged on the borrowings, which reprice frequently. See Note 7, Fair Value Measurements, of the notes to consolidated financial statements for further information. Concentration of Credit Risk and Other Risks and Uncertainties The Company's cash and cash equivalents are primarily deposited with several major financial institutions. At times, deposits in these institutions exceed the amount of insurance provided on such deposits. The Company has not experienced any losses in such accounts and believes that it is not exposed to any significant risk on these balances. The Company had one customer that represented 10% or more of total net revenue for the years ended June 30, 2024, 2023, and 2022, respectively. The Company had one customer as of June 30, 2024 and June 30, 2023, respectively, that accounted for more than 10% of accounts receivable, net. Single-source suppliers presently provide the Company with several components. In most cases, if a supplier was unable to deliver these components, the Company believes that it would be able to find other sources for these components subject to any regulatory qualifications, if required. Accounts Receivable Accounts receivable consist of amounts billed and unbilled from customers and are recorded at the invoiced amount. The Company performs ongoing credit evaluations of its customers and maintains reserves for potential credit losses based upon the expected collectability of all accounts receivable. Accounts receivable are deemed past due in accordance with the contractual terms of the agreement. The Company writes off accounts receivable when they are determined to be uncollectible. Inventories Inventories are stated at the lower of cost (on a first-in, first-out basis) or net realizable value. Excess and obsolete inventories are written down based on historical sales and forecasted demand, as judged by management. Revenue Recognition The Company's revenue consists of product revenue resulting from the sale of systems, system upgrades and service revenue. The Company accounts for a contract with a customer when there is a legally enforceable contract between the Company and its customer, the rights of the parties are identified, the contract has commercial substance, and collectability of the contract consideration is probable. The Company's revenues are measured based on the consideration specified in the contract with each customer, net of any discounts and taxes collected from customers that are remitted to government authorities. The Company's revenue is primarily derived from sales of CyberKnife and TomoTherapy platforms and services, which include post-contract customer support ("PCS"), installation services, training and other professional services. The majority of the Company's revenue arrangements consist of multiple performance obligations, which can include system, upgrades, installation, training, services, construction, and consumables. For bundled arrangements, the Company accounts for individual products and services separately if a product or service is separately identifiable from other items in the bundled package and if a customer can benefit from it on its own or with other resources that are readily available to the customer. The Company's products are generally sold without a right of return, and the Company's contracts generally provide a fixed transaction price. The Company may offer incentives in the form of discounts, including volume system discounts, which are included in the contract and used to calculate the final fixed price of the arrangement. These discounts may pertain to all performance obligations in a specific contract or may be allocated to a specific performance obligation. The Company reviews payment terms extending beyond one year. If it is determined that a material financing component exists, we recognize this as interest income over time. The Company applies the practical expedient to not adjust for a material financing component if the gap between payment and delivery was expected, at the contract inception, to be less than one year. The Company offers customers the opportunity to trade in their older systems for a discount off the purchase of a new system. The Company generally does not provide specific trade-in prices or upgrade rights at the time of purchase of the original system. Trade-in or upgrade transactions are based on the fair value of the products when sold and are separately negotiated, taking into consideration circumstances existing at the time the trade-in or upgrade is delivered. Accordingly, implied trade-ins and upgrades discounts are not considered separate performance obligations in system sales agreements. During fiscal years 2024, 2023 and 2022, no fair value has been assigned to any of the systems that were traded-in. The stand-alone selling price ("SSP") of performance obligations is determined based on observable prices at which the Company separately sells the products and services. If the SSP is not directly observable, then the Company estimates the SSP considering market conditions, entity-specific factors, and information about the customer or class of customer that is reasonably available. The contract consideration allocation is based on the SSP at contract inception and updated should a significant contract modification occur. The consideration (net of any discounts) is allocated among separate products and services in a bundle based on their relative SSPs. Contract modifications typically add additional goods or services or change pricing. For such modifications, the most recent SSP is used for reallocation to the remaining performance obligations. The Company recognizes revenue for certain performance obligations at the point in time when control is transferred, such as the delivery and right to use the products and upgrades occurs. Service revenue is recognized over the term of the service period as the customer benefits from the services throughout the service period. Revenue related to services that are not part of a service contract and performed on a time-and-materials basis are recognized when performed. Service contracts comprise a single stand-ready performance obligation satisfied over time as our customers simultaneously receive and consume benefits from the Company's performance. This performance obligation constitutes a series of services that are substantially the same and provided over time using the same measure of progress. Revenues derived from these arrangements are recognized over time using an output method based upon the passage of time as this provides a faithful depiction of the pattern of transfer of control. The Company recognizes an asset for the incremental costs of obtaining a contract with a customer when the Company expects to generate future economic benefits from the related revenue-generating contracts. The Company capitalizes incremental contract acquisition costs, and amortizes such costs over a five year period, the period which the Company expects to benefit, based on historical service renewal rates, and expectations of future customer renewals. Most of the Company's contract costs are associated with its internal sales force compensation program and a portion of its employee bonus program. The Company capitalizes and amortizes the incremental costs of obtaining a contract, primarily related to certain bonuses and sales commissions. The capitalized bonuses and sales commissions are amortized over a period of five years commencing upon the initial transfer of control of the system to the customer. The pattern of amortization is commensurate with the pattern of transfer of control of the performance obligations to the customer. The amortization of these contract assets is included in cost of sales, research and development, sales and marketing, and general and administrative expenses based on department headcount allocations in the consolidated statements of operations. The Company elected to use the practical expedient and expense as incurred commissions related to service renewals and upgrades because the amortization period is one year or less. The Company invoices its customers based on the billing schedules in its sales arrangements. Payment terms vary from 30 to 90 days, or longer, from the date of invoice. Contract assets for the periods presented primarily represent the difference between the revenue that was recognized based on the relative standalone selling price of the related performance

obligations satisfied, and the contractual billing terms. Deferred revenue for periods presented primarily relates to service contracts where the service fees are billed up-front, generally quarterly or annually, prior to services being performed. The associated deferred revenue is generally recognized over the term of the service period.

The Company did not have any significant impairment losses on its contract assets for any period presented.

Deferred Revenue and Customer Advances

Deferred revenue represents the amount billed under an arrangement in excess of the amount of revenue recognized. It primarily consists of unfulfilled obligations from open contracts for which performance has already started including short-shipped items, deferred warranty, training, maintenance services and other unperformed or incomplete performance obligations. Service contracts outside of the warranty period, for maintenance services, in general, are considered month-to-month contracts. Deferred revenue includes deferred warranty expected to be recognized over the remaining warranty period for systems already installed.

Customer advances represent payments made by customers in advance of product shipment per the agreed upon contract terms.

Property and Equipment

Property and equipment are stated at cost and are depreciated using the straight-line method over the estimated useful lives of the related assets. Leasehold improvements are depreciated on a straight-line basis over the remaining term of the lease or the estimated useful life of the asset, whichever is shorter. Machinery and equipment are depreciated over five years*. Furniture and fixtures are depreciated over* four years*. Computer and office equipment and computer software are depreciated over* three years*. Repairs and maintenance costs, which are not considered improvements and do not extend the useful life of the property and equipment, are expensed as incurred.*

Software Capitalization Costs

Costs for the development of new software products and the substantial enhancements to existing software products for internal use are capitalized when it is considered probable that the software will be fully developed and used to perform its intended function. Capitalized costs for the development of internal use software are included in property, plant and equipment, net on the consolidated balance sheets. Capitalized costs for internal use software are amortized on a straight-line basis over its estimated useful life, which is generally five years. Costs related to the preliminary project stage, post-implementation, training and maintenance are expensed as incurred.

Costs for the development of software the Company plans to sell, lease or market on its own or as part of another product is capitalized once technological feasibility is achieved. The Company will capitalize costs until the product is ready to be sold, at which time, it will amortize the capitalized costs over the estimated useful life. Costs for the development of software the Company plans to sell is recorded in Other assets on the consolidated balance sheets.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including intangible assets, equity method investment in the JV, property and equipment, for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable using pretax undiscounted cash flows. Impairment, if any, is measured as the amount by which the carrying value of a long-lived asset exceeds its fair value.

Goodwill

Goodwill is not amortized but is evaluated for impairment on an annual basis and when impairment indicators are present. The Company has assessed that it has one *operating segment and* one *reporting unit, and the consolidated net assets, including existing goodwill and other intangible assets, are considered to be the carrying value of the reporting unit. The Company estimates the fair value of the reporting unit based on the Company's closing stock price on the trading day closest to the annual review date multiplied by the outstanding shares on that date. If the carrying value of the reporting unit is in excess of its fair value, an impairment may exist, and the Company must perform the second step of the analysis, in which the estimated fair value of the goodwill is compared to its carrying value to determine the impairment charge, if any. If the estimated fair value of the reporting unit exceeds the carrying value of the reporting unit, goodwill is not impaired and no further analysis is required. There was* no *impairment of goodwill identified in the fiscal years ended* June 30, 2024, 2023 and 2022*.*

Shipping and Handling

The Company's billings for shipping and handling for product shipments to customers are included in cost of products. Shipping and handling costs incurred for inventory purchases are capitalized in inventory and expensed in cost of products.

Research and Development Costs

Costs related to research, design and development of products are charged to research and development expense as incurred. These costs include direct compensation, benefits, and other headcount related costs for research and development personnel, costs for materials used in research and development activities, costs for outside services, and allocated portions of facilities and other corporate costs.

The Company has entered into research and clinical study arrangements with selected hospitals, cancer treatment centers, academic institutions and research institutions worldwide. These agreements support the Company's internal research and development capabilities.

Share-Based Compensation

The Company issues share-based compensation awards to employees and directors in the form of stock options, restricted stock units ("RSUs"), performance units ("PSUs") and employee stock purchase plan ("ESPP") awards (collectively, "awards").

The exercise price of stock options granted is equal to the market value of the Company's common stock on the date of grant. Share-based compensation for stock options and ESPP awards are measured on the date of grant using a Black-Scholes option pricing model. Share-based compensation expense for RSUs and PSUs is measured based on the value of the Company's common stock on the date of grant.

The Company measures and recognizes compensation expense for all stock-based awards based on the awards' fair value. Share-based compensation expense for stock options, RSUs, and the ESPP awards is recognized on a straight-line basis over the service period of the award. Share-based compensation expense for PSUs is recognized on a straight-line basis over the period of time for the performance conditions to be satisfied and only for those awards expected to vest. *Forfeitures are recorded as they occur.*

Loss Contingencies

The Company is involved in various lawsuits, claims and proceedings that arise in the ordinary course of business. The Company records a provision for a liability when it believes that it is both probable that a liability has been incurred and the amount can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount. The Company reviews these provisions quarterly and adjusts these provisions to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and updated information.

Earnings Per Common Share

Basic earnings per share is computed based on the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is computed based on the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period. Dilutive potential common shares include outstanding share awards. Potentially dilutive shares of the Company's common stock are excluded from the computation of diluted net loss per share for loss periods presented because including them would have been anti-dilutive. Dilutive earnings per share is the same as basic earnings per share for the periods in which the Company had a net loss because the inclusion of outstanding common stock would be anti-dilutive.

family:Times New Roman;min-width:fit-content;">A reconciliation of the numerator and denominator used in the calculation of basic and diluted net loss per share attributable to stockholders is as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:64.546%;"></td> <td style="width:1.601%;"></td> <td style="width:1%;"></td> <td style="width:8.363000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.601%;"></td> <td style="width:1%;"></td> <td style="width:8.363000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.16%;"></td> <td style="width:1%;"></td> <td style="width:8.363000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Years Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Numerator: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;white-space:pre-wrap;vertical-align:top;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Net loss used to compute basic and diluted loss per share </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(15,545</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (9,280 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(5,347</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Denominator:</p></td> <td 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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">98,272</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">94,884</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">92,095</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Basic and dilutive net loss per share</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:right;">(0.16 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.10</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.06 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Anti-dilutive share-based awards, excluded </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14,052 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,862 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,828 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> Outstanding Convertible Notes—Diluted Share Impact Due to the optional cash settlement feature and management's intent to settle the principal amount thereof, in cash, the shares of common stock issuable upon conversion of the outstanding principal amount of the 3.75% Convertible Senior Notes due 2026 and the 3.75% Convertible Senior Notes due 2022 (collectively, the "Notes") are included in the calculation of diluted net income (loss) per share only if their inclusion is dilutive for periods during which the Notes were outstanding. The shares of common stock issuable upon conversion of the outstanding principal amount of the Notes as of June 30, 2024, 2023 and 2022 were 17.1 million, 17.1 million and 17.6 million, respectively, and were not included in the basic and diluted net loss per common share as the effect of adding the shares were anti-dilutive. See Note 9, Debt, of the consolidated financial statements for more information about the Notes. Leases The Company is the lessee in a lease contract when the Company obtains the right to use the asset. Operating leases are included in the line items right-of-use assets, lease liabilities, current, and lease liabilities, long-term in the consolidated balance sheet. Right-of-use asset represents the Company's right to use an underlying asset for the lease term and lease obligations represent the Company's obligations to make lease payments arising from the lease, both of which are recognized based on the present value of the future minimum lease payments over the lease term at the commencement date. Leases with a lease term of 12 months or less at inception are not recorded on the consolidated balance sheet and are expensed on a straight-line basis over the lease term in the consolidated statements of operations. The Company determines the lease term by agreement with lessor, including lease renewal and extension. As the leases do not provide an implicit interest rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. The Company elected a practical expedient to account for lease and non-lease components together as a single lease component. Equity Method Investment The Company has an equity investment in CNNC Accuray (Tianjin) Medical Technology Co. Ltd., the Company's JV. The Company applies the equity method of accounting to its ownership interest in the JV as the Company has the ability to exercise significant influence over the JV but lacks controlling financial interest and is not the primary beneficiary. The Company's investment in the JV is measured at cost and adjusted for the Company's share of the JV's income or loss, intra-entity profits, dividend distributions, currency translation adjustments, and impairments, if any. The Company recognizes its proportionate share of income or loss from the JV on a one-quarter lag due to the timing of the availability of the JV's financial records. Profit earned by the Company from the JV is eliminated through cost of goods sold until it is realized; such profits would generally be considered realized when the inventory has been sold through to third parties. The JV's equity method goodwill is not amortized but is evaluated for impairment on an annual basis and when impairment indicators are present. Our impairment analysis considers qualitative and quantitative factors that may have a significant impact on the JV's fair value. Qualitative factors include the investee's financial condition and business outlook, industry and sector performance, operational and financing cash flow activities, and other relevant factors affecting the JV. When indicators of impairment exist, we prepare quantitative assessments of the fair value of our non-marketable equity investments, which require judgment and the use of estimates, including discount rates, investee revenue and costs, and comparable market data, among others. Income Taxes The Company is required to estimate its income taxes in each of the tax jurisdictions in which it operates prior to the completion and filing of tax returns for such periods. This process involves estimating actual current tax expense together with assessing temporary differences in the treatment of items for tax purposes versus financial accounting purposes that may create net deferred tax assets and liabilities. The Company accounts for income taxes under the asset and liability method, which requires, among other things, that deferred income taxes be provided for temporary differences between the tax bases of the Company's assets and liabilities and their financial statement reported amounts. In addition, deferred tax assets are recorded for the future benefit of utilizing net operating losses, research and development credit carryforwards and other deferred tax assets. The Company records a valuation allowance to reduce its deferred tax assets to the amount the Company believes is more likely than not to be realized. Because of the uncertainty of the realization of the deferred tax assets, the Company has recorded a full valuation allowance against its domestic and certain foreign net deferred tax assets. The calculation of unrecognized tax benefits involves dealing with uncertainties in the application of complex global tax regulations. Management regularly assesses the Company's tax positions in light of legislative, bilateral tax treaty, regulatory and judicial developments in the countries in which the Company does business. The Company anticipates there will be no material changes in uncertain tax positions in the next 12 months. Accumulated Other Comprehensive Income (Loss) <span

style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">The components of comprehensive income (loss) consist of net income (loss), changes in foreign currency exchange rate translation and net changes related to a defined benefit pension plan. The changes in foreign currency exchange rate translation and net changes related to the defined benefit pension plan are excluded from earnings and reported as a component of stockholders' equity. The foreign currency translation adjustment results from those subsidiaries not using the United States dollar as their functional currency since the majority of their economic activities are denominated in their applicable local currency. Accordingly, all assets and liabilities related to these operations are translated at the current exchange rates at the end of each period, whereas revenues and expenses are translated at average exchange rates in effect during the period. The resulting cumulative translation adjustments are recorded directly to the accumulated other comprehensive loss account in stockholders' equity. Recent Accounting Pronouncements Accounting Pronouncements Not Yet Effective In December 2023, the Financial Accounting Standards Board ("FASB") issued a new accounting standard update ("ASU") 2023-09 to improve the transparency and usefulness of income tax disclosures. The accounting standard expands disclosures to the entity's income tax rate reconciliation table and requires cash taxes paid disaggregated by jurisdiction. These changes will be applied on a prospective basis. The update is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company plans to adopt ASU 2023-09 on July 1, 2025. The ASU requires retrospective application to all prior periods presented in the financial statements. The Company is currently assessing the timing and impact of adopting the updated provisions. In November 2023, the FASB issued ASU 2023-07 to improve reportable segment disclosures. The ASU is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant expenses. The ASU requires disclosures to include significant segment expenses that are regularly provided to the chief operating decision maker ("CODM"), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. The ASU also requires all annual disclosures to be disclosed in interim periods. The update will be effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The Company adopted ASU 2023-07 on July 1, 2024. The Company has assessed the impact of this update and it believes that it will not have a material impact on its consolidated financial statement disclosure requirements. Basis of Presentation and Principles of Consolidation The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation. The accompanying consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles ("U.S. GAAP"), pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Reclassifications Certain amounts in the notes to consolidated financial statements have been reclassified to conform to current year presentation. Such reclassifications had no impact on the Company's consolidated financial statements. Risks and Uncertainties The Company is subject to risks and uncertainties caused, directly or indirectly, by events with significant geopolitical and macroeconomic impacts, including, but not limited to, inflation; actions taken to counter inflation, including rising interest rates; foreign currency exchange rate fluctuations; uncertainty and volatility in the banking and financial services sector; tightening credit markets; geopolitical concerns, such as the Russia-Ukraine and Israel-Hamas conflicts and increasing tension between China and the U.S., including with respect to Taiwan; uncertainty caused by the China anti-corruption campaign and timing of the China stimulus program; the upcoming U.S. presidential election; and other factors that may emerge. In particular, the Company is also continuing to navigate supply chain and inflation challenges, and adverse foreign currency exchange rate fluctuations, all of which continues to be a significant headwind that affects the Company's results of operations. The Company expects that the business of its customers and its own business will continue to be adversely impacted, directly or indirectly, by these macroeconomic and geopolitical issues. Delays in deliveries and installations that originated from the COVID-19 pandemic and its effects on the global economic environment may continue, to some degree, through the remainder of calendar year 2024, which could have a negative impact on our revenue during such period. In addition, ongoing supply chain challenges and logistics costs, including difficulties in obtaining a sufficient supply of component materials and increased component costs, have adversely affected the Company's gross margins and net income (loss), and the Company's current expectations are that gross margins and net income (loss) will continue to be adversely affected by increased material costs and freight and logistic expenses through at least the remainder of calendar year 2024, if not longer. In addition, the Company expects inflation and the ongoing supply chain challenges and logistics costs to impact its cash from operations through at least the remainder of calendar year 2024, if not longer. In addition, reduced budgets and lower capital deployment priority for radiotherapy equipment, along with longer customer installation timelines, in the United States have negatively impacted our revenue during fiscal year 2024, and we expect this will continue to have an impact through fiscal year 2026. Furthermore, certain parts required for the manufacturing and servicing of the Company's products, such as electronic components, are scarce and could be difficult to source, even at increased prices, if the supplier were adversely affected by macroeconomic and geopolitical issues. If such parts become unavailable to the Company, it would not be able to manufacture or service our products, which would adversely impact revenue, gross margins, and net income (loss). The extent of the ongoing impact of these macroeconomic events on our business, our markets and on global economic activity, however, is uncertain and the related financial impact cannot be reasonably estimated with any certainty at this time. The Company's past results may not be indicative of its future performance, and historical trends, including conversion of backlog to revenue, income (loss) from operations, net income (loss), net income (loss) per share and cash flows may differ materially. The Company continues to critically review its liquidity and anticipated capital requirements in light of the significant uncertainty created by geopolitical and macroeconomic conditions. Based on the Company's cash and cash equivalents balance, available debt facilities, current business plan and revenue prospects, the Company believes that it will have sufficient cash resources and anticipated cash flows to fund its operations for at least the next 12 months. The Company, however, is unable to predict with certainty the impact of geopolitical and macroeconomic conditions, including its effect on the global supply chain, inflation and foreign currency exchange rates, will have on its ability to maintain compliance with the debt covenants contained in the credit agreement related to its Credit Facilities (the "Credit Agreement"), including financial covenants regarding the consolidated fixed charge coverage ratio and consolidated senior net leverage ratio. On April 25, 2024, the Company entered into a Third Amendment (the "Third Amendment") to the Credit Agreement to update the calculation of Consolidated EBITDA (as defined in the Credit Agreement) to maintain compliance with the debt covenants as of March 31, 2024. The Company was in compliance with such covenants at June 30, 2024. Failing to comply with the covenants to the Credit Agreement, as amended, could adversely affect the Company's ability to finance its future operations or capital needs, withstand a future downturn in its business or the economy in general, engage in business activities, including future opportunities that may be in its interest, and plan for or react to market conditions or otherwise execute its business strategies. The Company's ability to comply with the covenants and other terms governing the Credit Facilities will depend in part on its future operating performance. In addition, because substantially all of the Company's assets are pledged as a security under the Credit Facilities, if the Company is not able to cure any default or repay outstanding borrowings, such assets are subject to the risk of foreclosure by the Company's lenders. Failure to meet the covenant requirements in the future could cause the Company to be in default and the maturity of the related debt could be accelerated and become immediately payable. This may require the Company to obtain waivers or additional amendments to the Credit Agreement in order to maintain compliance and there can be no certainty that any such waiver or amendment will be available, or what the cost of such waiver or amendment, if obtained, would be. If the Company is unable to obtain necessary waivers or amendments and the debt under such credit facility is accelerated, the Company would be required to obtain replacement financing at prevailing market rates, which may not be favorable to the Company. There is no guarantee that the Company would be able to satisfy its obligations if any of its indebtedness is accelerated. Use of Estimates The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosures at the date of the financial statements. The Company assessed certain accounting matters that generally require consideration of forecasted financial information in context with the information reasonably available to the Company. Actual results could differ materially from those estimates. Foreign Currency The Company's international subsidiaries use their local currencies as their functional currencies. For those subsidiaries, assets and liabilities are translated at exchange rates in effect at the balance sheet date and income and expense accounts at the average exchange rate. Resulting translation adjustments are excluded from the determination of net income or loss and are recorded in accumulated other comprehensive income (loss) as a separate component of stockholders' equity. Net foreign currency exchange transaction gains or losses are included as a component of other expense, net, in the Company's consolidated statements of operations and comprehensive income (loss). Cash, Cash Equivalents and Restricted Cash The Company considers currency on hand, demand deposits, time deposits, and all highly liquid investments with an original maturity of three months or less at the date of purchase to be cash and cash equivalents. Cash and cash equivalents are held in various financial institutions in the United States and internationally.

* Restricted cash primarily consists of cash held in bank accounts which are under the control of the lender to the Credit Facilities, certificates of deposit held as guarantees in connection with customer contracts and corporate leases, and funds held as guarantees for Value-Added Tax ("VAT") obligations in a foreign jurisdiction. Fair Value Measurements The carrying values of the Company's financial instruments including cash equivalents, restricted cash, accounts receivable, and accounts payable, are approximately equal to their respective fair values due to the relatively short-term nature of these instruments. The Company's Credit Facilities approximated fair value due to variable interest rate charged on the borrowings, which reprice frequently. See Note 7. Fair Value Measurements, of the notes to consolidated financial statements for further information. Concentration of Credit Risk and Other Risks and Uncertainties The Company's cash and cash equivalents are primarily deposited with several major financial institutions. At times, deposits in these institutions exceed the amount of insurance provided on such deposits. The Company has not experienced any losses in such accounts and believes that it is not exposed to any significant risk on these balances. The Company had one customer that represented 10% or more of total net revenue for the years ended June 30, 2024, 2023, and 2022, respectively. The Company had one customer as of June 30, 2024 and June 30, 2023, respectively, that accounted for more than 10% of accounts receivable, net. Single-source suppliers presently provide the Company with several components. In most cases, if a supplier was unable to deliver these components, the Company believes that it would be able to find other sources for these components subject to any regulatory qualifications, if required. 1 1 1 0.10 0.10 0.10 1 1 0.10 0.10 Accounts Receivable Accounts receivable consist of amounts billed and unbilled from customers and are recorded at the invoiced amount. The Company performs ongoing credit evaluations of its customers and maintains reserves for potential credit losses based upon the expected collectability of all accounts receivable. Accounts receivable are deemed past due in accordance with the contractual terms of the agreement. The Company writes off accounts receivable when they are determined to be uncollectible. Inventories Inventories are stated at the lower of cost (on a first-in, first-out basis) or net realizable value. Excess and obsolete inventories are written down based on historical sales and forecasted demand, as judged by management. Revenue Recognition The Company's revenue consists of product revenue resulting from the sale of systems, system upgrades and service revenue. The Company accounts for a contract with a customer when there is a legally enforceable contract between the Company and its customer, the rights of the parties are identified, the contract has commercial substance, and collectability of the contract consideration is probable. The Company's revenues are measured based on the consideration specified in the contract with each customer, net of any discounts and taxes collected from customers that are remitted to government authorities. The Company's revenue is primarily derived from sales of CyberKnife and TomoTherapy platforms and services, which include post-contract customer support ("PCS"), installation services, training and other professional services. The majority of the Company's revenue arrangements consist of multiple performance obligations, which can include system, upgrades, installation, training, services, construction, and consumables. For bundled arrangements, the Company accounts for individual products and services separately if a product or service is separately identifiable from other items in the bundled package and if a customer can benefit from it on its own or with other resources that are readily available to the customer. The Company's products are generally sold without a right of return, and the Company's contracts generally provide a fixed transaction price. The Company may offer incentives in the form of discounts, including volume system discounts, which are included in the contract and used to calculate the final fixed price of the arrangement. These discounts may pertain to all performance obligations in a specific contract or may be allocated to a specific performance obligation. The Company reviews payment terms extending beyond one year. If it is determined that a material financing component exists, we recognize this as interest income over time. The Company applies the practical expedient to not adjust for a material financing component if the gap between payment and delivery was expected, at the contract inception, to be less than one year. The Company offers customers the opportunity to trade in their older systems for a discount off the purchase of a new system. The Company generally does not provide specific trade-in prices or upgrade rights at the time of purchase of the original system. Trade-in or upgrade transactions are based on the fair value of the products when sold and are separately negotiated, taking into consideration circumstances existing at the time the trade-in or upgrade is delivered. Accordingly, implied trade-ins and upgrades discounts are not considered separate performance obligations in system sales agreements. During fiscal years 2024, 2023 and 2022, no fair value has been assigned to any of the systems that were traded-in. The stand-alone selling price ("SSP") of performance obligations is determined based on observable prices at which the Company separately sells the products and services. If the SSP is not directly observable, then the Company estimates the SSP considering market conditions, entity-specific factors, and information about the customer or class of customer that is reasonably available. The contract consideration allocation is based on the SSP at contract inception and updated should a significant contract modification occur. The consideration (net of any discounts) is allocated among separate products and services in a bundle based on their relative SSPs. Contract modifications typically add additional goods or services or change pricing. For such modifications, the most recent SSP is used for reallocation to the remaining performance obligations. The Company recognizes revenue for certain performance obligations at the point in time when control is transferred, such as the delivery and right to use the products and upgrades occurs. Service revenue is recognized over the term of the service period as the customer benefits from the services throughout the service period. Revenue related to services that are not part of a service contract and performed on a time-and-materials basis are recognized when performed. Service contracts comprise a single stand-ready performance obligation satisfied over time as our customers simultaneously receive and consume benefits from the Company's performance. This performance obligation constitutes a series of services that are substantially the same and provided over time using the same measure of progress. Revenues derived from these arrangements are recognized over time using an output method based upon the passage of time as this provides a faithful depiction of the pattern of transfer of control. The Company recognizes an asset for the incremental costs of obtaining a contract with a customer when the Company expects to generate future economic benefits from the related revenue-generating contracts. The Company capitalizes incremental contract acquisition costs, and amortizes such costs over a five year period, the period which the Company expects to benefit, based on historical service renewal rates, and expectations of future customer renewals. Most of the Company's contract costs are associated with its internal sales force compensation program and a portion of its employee bonus program. The Company capitalizes and amortizes the incremental costs of obtaining a contract, primarily related to certain bonuses and sales commissions. The capitalized bonuses and sales commissions are amortized over a period of five years commencing upon the initial transfer of control of the system to the customer. The pattern of amortization is commensurate with the pattern of transfer of control of the performance obligations to the customer. The amortization of these contract assets is included in cost of sales, research and development, sales and marketing, and general and administrative expenses based on department headcount allocations in the consolidated statements of operations. The Company elected to use the practical expedient and expense as incurred commissions related to service renewals and upgrades because the amortization period is one year or less. The Company invoices its customers based on the billing schedules in its sales arrangements. Payment terms vary from 30 to 90 days, or longer, from the date of invoice. Contract assets for the periods presented primarily represent the difference between the revenue that was recognized based on the relative standalone selling price of the related performance obligations satisfied, and the contractual billing terms. Deferred revenue for periods presented primarily relates to service contracts where the service fees are billed up-front, generally quarterly or annually, prior to services being performed. The associated deferred revenue is generally recognized over the term of the service period. The Company did not have any significant impairment losses on its contract assets for any period presented. Deferred Revenue and Customer Advances <p style="text-*

indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Deferred revenue represents the amount billed under an arrangement in excess of the amount of revenue recognized. It primarily consists of unfulfilled obligations from open contracts for which performance has already started including short-shipped items, deferred warranty, training, maintenance services and other unperformed or incomplete performance obligations. Service contracts outside of the warranty period, for maintenance services, in general, are considered month-to-month contracts. Deferred revenue includes deferred warranty expected to be recognized over the remaining warranty period for systems already installed. Customer advances represent payments made by customers in advance of product shipment per the agreed upon contract terms. Property and Equipment Property and equipment are stated at cost and are depreciated using the straight-line method over the estimated useful lives of the related assets. Leasehold improvements are depreciated on a straight-line basis over the remaining term of the lease or the estimated useful life of the asset, whichever is shorter. Machinery and equipment are depreciated over five years. Furniture and fixtures are depreciated over four years. Computer and office equipment and computer software are depreciated over three years. Repairs and maintenance costs, which are not considered improvements and do not extend the useful life of the property and equipment, are expensed as incurred. P5Y P4Y P3Y P3Y Software Capitalization Costs Costs for the development of new software products and the substantial enhancements to existing software products for internal use are capitalized when it is considered probable that the software will be fully developed and used to perform its intended function. Capitalized costs for the development of internal use software are included in property, plant and equipment, net on the consolidated balance sheets. Capitalized costs for internal use software are amortized on a straight-line basis over its estimated useful life, which is generally five years. Costs related to the preliminary project stage, post-implementation, training and maintenance are expensed as incurred. Costs for the development of software the Company plans to sell, lease or market on its own or as part of another product is capitalized once technological feasibility is achieved. The Company will capitalize costs until the product is ready to be sold, at which time, it will amortize the capitalized costs over the estimated useful life. Costs for the development of software the Company plans to sell is recorded in Other assets on the consolidated balance sheets. Impairment of Long-Lived Assets The Company reviews long-lived assets, including intangible assets, equity method investment in the JV, property and equipment, for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable using pretax undiscounted cash flows. Impairment, if any, is measured as the amount by which the carrying value of a long-lived asset exceeds its fair value. Goodwill Goodwill is not amortized but is evaluated for impairment on an annual basis and when impairment indicators are present. The Company has assessed that it has one operating segment and one reporting unit, and the consolidated net assets, including existing goodwill and other intangible assets, are considered to be the carrying value of the reporting unit. The Company estimates the fair value of the reporting unit based on the Company's closing stock price on the trading day closest to the annual review date multiplied by the outstanding shares on that date. If the carrying value of the reporting unit is in excess of its fair value, an impairment may exist, and the Company must perform the second step of the analysis, in which the estimated fair value of the goodwill is compared to its carrying value to determine the impairment charge, if any. If the estimated fair value of the reporting unit exceeds the carrying value of the reporting unit, goodwill is not impaired and no further analysis is required. There was no impairment of goodwill identified in the fiscal years ended June 30, 2024, 2023 and 2022. 1 1 0 0 0 Shipping and Handling The Company's billings for shipping and handling for product shipments to customers are included in cost of products. Shipping and handling costs incurred for inventory purchases are capitalized in inventory and expensed in cost of products. Research and Development Costs Costs related to research, design and development of products are charged to research and development expense as incurred. These costs include direct compensation, benefits, and other headcount related costs for research and development personnel, costs for materials used in research and development activities, costs for outside services, and allocated portions of facilities and other corporate costs. The Company has entered into research and clinical study arrangements with selected hospitals, cancer treatment centers, academic institutions and research institutions worldwide. These agreements support the Company's internal research and development capabilities. Share-Based Compensation The Company issues share-based compensation awards to employees and directors in the form of stock options, restricted stock units ("RSUs"), performance units ("PSUs") and employee stock purchase plan ("ESPP") awards (collectively, "awards"). The exercise price of stock options granted is equal to the market value of the Company's common stock on the date of grant. Share-based compensation for stock options and ESPP awards are measured on the date of grant using a Black-Scholes option pricing model. Share-based compensation expense for RSUs and PSUs is measured based on the value of the Company's common stock on the date of grant. The Company measures and recognizes compensation expense for all stock-based awards based on the awards' fair value. Share-based compensation expense for stock options, RSUs, and the ESPP awards is recognized on a straight-line basis over the service period of the award. Share-based compensation expense for PSUs is recognized on a straight-line basis over the period of time for the performance conditions to be satisfied and only for those awards expected to vest. Forfeitures are recorded as they occur. Loss Contingencies The Company is involved in various lawsuits, claims and proceedings that arise in the ordinary course of business. The Company records a provision for a liability when it believes that it is both probable that a liability has been incurred and the amount can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount. The Company reviews these provisions quarterly and adjusts these provisions to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and updated information. Earnings Per Common Share Basic earnings per share is computed based on the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is computed based on the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period. Dilutive potential common shares include outstanding share awards. Potentially dilutive shares of the Company's common stock are excluded from the computation of diluted net loss per share for loss periods presented because including them would have been anti-dilutive. Dilutive earnings per share is the same as basic earnings per share for the periods in which the Company had a net loss because the inclusion of outstanding common stock would be anti-dilutive. A reconciliation of the numerator and denominator used in the calculation of basic and diluted net loss per share attributable to stockholders is as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:64.546%;"></td><td style="width:1.601%;"></td><td style="width:1%;"></td><td style="width:8.363000000000001%;"></td><td style="width:1%;"></td><td style="width:1.601%;"></td><td style="width:1%;"></td><td style="width:8.363000000000001%;"></td><td style="width:1%;"></td><td style="width:1.16%;"></td><td style="width:1%;"></td><td style="width:8.363000000000001%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:center;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Years Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Numerator: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Net loss used to compute basic and diluted loss per share </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(15,545</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (9,280 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(5,347</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Denominator:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p 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style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">98,272</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">94,884</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">92,095</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p 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double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.10 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p

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The shares of common stock issuable upon conversion of the outstanding principal amount of the Notes as of June 30, 2024, 2023 and 2022 were 17.1 million, 17.1 million and 17.6 million, respectively, and were not included in the basic and diluted net loss per common share as the effect of adding the shares were anti-dilutive. See Note 9, Debt, of the consolidated financial statements for more information about the Notes. <p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">A reconciliation of the numerator and denominator used in the calculation of basic and diluted net loss per share attributable to stockholders is as follows (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:64.546%;"></td> <td style="width:1.601%;"></td> <td style="width:1%;"></td> <td style="width:8.363000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.601%;"></td> <td style="width:1%;"></td> <td style="width:8.363000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.16%;"></td> <td 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style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Numerator:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td 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style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (15,545 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (9,280 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(5,347</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Denominator:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Weighted average shares used to compute basic and diluted loss per share</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">98,272</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">94,884</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">92,095</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Basic and dilutive net loss per share</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.16 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.10</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.06 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Anti-dilutive share-based awards, excluded </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14,052 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,862 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,828 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> -15545000 -9280000 -5347000 98272000 98272000 94884000 94884000 92095000 92095000 -0.16 -0.16 -0.1 -0.1 -0.06 -0.06 14052000 12862000 12828000 0.0375 0.0375 17100000 17100000 17600000 Leases The Company is the lessee in a lease contract when the Company obtains the right to use the asset. Operating leases are included in the line items right-of-use assets, lease liabilities, current, and lease liabilities, long-term in the consolidated balance sheet. Right-of-use asset represents the Company's right to use an underlying asset for the lease term and lease obligations represent the Company's obligations to make lease payments arising from the lease, both of which are recognized based on the present value of the future minimum lease payments over the lease term at the commencement date. Leases with a lease term of 12 months or less at inception are not recorded on the consolidated balance sheet and are expensed on a straight-line basis over the lease term in the consolidated statements of operations. The Company determines the lease term by agreement with lessor, including lease renewal and extension. As the leases do not provide an implicit interest rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. The Company elected a practical expedient to account for lease and non-lease components together as a single lease component. Equity Method Investment The Company has an equity investment in CNNC Accuray (Tianjin) Medical Technology Co. Ltd., the Company's JV. The Company applies the equity method of accounting to its ownership interest in the JV as the Company has the ability to exercise significant influence over the JV but lacks controlling financial interest and is not the primary beneficiary. The Company's investment in the JV is measured at cost and adjusted for the Company's share of the JV's income or loss, intra-entity profits, dividend distributions, currency translation adjustments, and impairments, if any. The Company recognizes its proportionate share of income or loss from the JV on a one-quarter lag due to the timing of the availability of the JV's financial records. Profit earned by the Company from the JV is eliminated through cost of goods sold until it is realized; such profits would generally be considered realized when the inventory has been sold through to third parties. <span style="color:#212529;white-space:pre-wrap;font-size:10pt;font-

family:Times New Roman;min-width:fit-content;">The JV's equity method goodwill is not amortized but is evaluated for impairment on an annual basis and when impairment indicators are present. Our impairment analysis considers qualitative and quantitative factors that may have a significant impact on the JV's fair value. Qualitative factors include the investee's financial condition and business outlook, industry and sector performance, operational and financing cash flow activities, and other relevant factors affecting the JV. When indicators of impairment exist, we prepare quantitative assessments of the fair value of our non-marketable equity investments, which require judgment and the use of estimates, including discount rates, investee revenue and costs, and comparable market data, among others. Income Taxes The Company is required to estimate its income taxes in each of the tax jurisdictions in which it operates prior to the completion and filing of tax returns for such periods. This process involves estimating actual current tax expense together with assessing temporary differences in the treatment of items for tax purposes versus financial accounting purposes that may create net deferred tax assets and liabilities. The Company accounts for income taxes under the asset and liability method, which requires, among other things, that deferred income taxes be provided for temporary differences between the tax bases of the Company's assets and liabilities and their financial statement reported amounts. In addition, deferred tax assets are recorded for the future benefit of utilizing net operating losses, research and development credit carryforwards and other deferred tax assets. The Company records a valuation allowance to reduce its deferred tax assets to the amount the Company believes is more likely than not to be realized. Because of the uncertainty of the realization of the deferred tax assets, the Company has recorded a full valuation allowance against its domestic and certain foreign net deferred tax assets. The calculation of unrecognized tax benefits involves dealing with uncertainties in the application of complex global tax regulations. Management regularly assesses the Company's tax positions in light of legislative, bilateral tax treaty, regulatory and judicial developments in the countries in which the Company does business. The Company anticipates there will be no material changes in uncertain tax positions in the next 12 months. P12M Accumulated Other Comprehensive Income (Loss) The components of comprehensive income (loss) consist of net income (loss), changes in foreign currency exchange rate translation and net changes related to a defined benefit pension plan. The changes in foreign currency exchange rate translation and net changes related to the defined benefit pension plan are excluded from earnings and reported as a component of stockholders' equity. The foreign currency translation adjustment results from those subsidiaries not using the United States dollar as their functional currency since the majority of their economic activities are denominated in their applicable local currency. Accordingly, all assets and liabilities related to these operations are translated at the current exchange rates at the end of each period, whereas revenues and expenses are translated at average exchange rates in effect during the period. The resulting cumulative translation adjustments are recorded directly to the accumulated other comprehensive loss account in stockholders' equity. Recent Accounting Pronouncements Accounting Pronouncements Not Yet Effective In December 2023, the Financial Accounting Standards Board ("FASB") issued a new accounting standard update ("ASU") 2023-09 to improve the transparency and usefulness of income tax disclosures. The accounting standard expands disclosures to the entity's income tax rate reconciliation table and requires cash taxes paid disaggregated by jurisdiction. These changes will be applied on a prospective basis. The update is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company plans to adopt ASU 2023-09 on July 1, 2025. The ASU requires retrospective application to all prior periods presented in the financial statements. The Company is currently assessing the timing and impact of adopting the updated provisions. In November 2023, the FASB issued ASU 2023-07 to improve reportable segment disclosures. The ASU is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant expenses. The ASU requires disclosures to include significant segment expenses that are regularly provided to the chief operating decision maker ("CODM"), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. The ASU also requires all annual disclosures to be disclosed in interim periods. The update will be effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The Company adopted ASU 2023-07 on July 1, 2024. The Company has assessed the impact of this update and it believes that it will not have a material impact on its consolidated financial statement disclosure requirements. Note 2. Revenue Contract Balances The timing of revenue recognition, billings, and cash collections results in trade receivables, unbilled receivables, and deferred revenues on the consolidated balance sheets. The Company may offer longer or extended payment terms of more than one year for qualified customers in some circumstances. At times, revenue recognition occurs before the billing, resulting in an unbilled receivable, which represents a contract asset. The contract asset is a component of accounts receivable and other assets for the current and non-current portions, respectively. When the Company receives advances or deposits from customers before revenue is recognized, this results in a contract liability. It can take two or more years from the time of order to revenue recognition due to the Company's long sales cycle. Changes in the contract assets and contract liabilities are as follows (dollars in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.09%;"></td> <td style="width:1.241%;"></td> <td style="width:1%;"></td> <td style="width:9.347%;"></td> <td style="width:1%;"></td> <td style="width:1.241%;"></td> <td style="width:1%;"></td> <td style="width:9.347%;"></td> <td style="width:1%;"></td> <td style="width:1.221%;"></td> <td style="width:1%;"></td> <td style="width:9.126999999999999%;"></td> <td style="width:1%;"></td> <td style="width:1.221%;"></td> <td style="width:1%;"></td> <td style="width:9.166999999999998%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Change </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> $ </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> % </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Contract assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Unbilled accounts receivable - current (1) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">19,131</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,847 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,284 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 94 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Interest receivable - current(2) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 305 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 379 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (74 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (20 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Long-term accounts receivable (3) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,859 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,734 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,875 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (40 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Interest receivable - non-current(3) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> <span style="color:#000000;white-space:pre-wrap;min-width:fit-

content;">432 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 673 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (241 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (36 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Contract liabilities: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Customer advances </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,988 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 20,777 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (6,789 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (33 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Deferred revenue – current </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 71,649 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 72,185 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (536 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Deferred revenue – non-current </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 24,114 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 27,079 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,965 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-

top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(11</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> </table><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><div class="item-list-element-wrapper" style="display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:left;">(1)<div style="width:100%;display:inline;">Included in accounts receivable on the consolidated balance sheets</div></div><div class="item-list-element-wrapper" style="display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:left;">(2)<div style="width:100%;display:inline;">Included in prepaid expenses and other current assets on the consolidated balance sheets</div></div><div class="item-list-element-wrapper" style="display:flex;margin-top:0;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:left;">(3)<div style="width:100%;display:inline;">Included in other assets on the consolidated balance sheets</div></div></div><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">During the year ended June 30, 2024, contract assets changed primarily due to changes in the timing of billings that occurred after revenues were recognized, and changes in transactions with payment terms exceeding 12 months. During the year ended June 30, 2024, contract liabilities changed due to changes in the timing of revenue recognition as a result of changes in shipping timing, modifications to the transaction price, reduced customer deposits for system sales, and for which the warranty was deferred.</p><p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">During the years ended June 30, 2024 and June 30, 2023, the Company recognized revenues of $75.3 million, $84.9 million, and $81.2 million respectively, which were included in the deferred revenue balances at June 30, 2023, June 30, 2022 and June 30, 2021, respectively. </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Remaining Performance Obligations</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p><p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Remaining performance obligations represent deferred revenue from open contracts, for which performance has already started and the transaction price from executed contracts, for which performance has not yet started. Service contracts in general are considered month-to-month contracts. </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">As of June 30, 2024, total remaining performance obligations amounted to $909.5 million. Of this total amount, $64.9 million related to long-term warranty and non-cancellable post-warranty services, which is the estimated revenue expected to be recognized over the remaining service period and warranty period for systems that have been delivered (the time bands reflect management's best estimate of when the Company will transfer control to the customer and may change based on timing of shipment, readiness of customers' facilities for installation, installation requirements, and availability of products). </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company has elected the practical expedient to not disclose the unsatisfied performance obligations of contracts with an original expected duration of one year or less.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following table represents the Company's expected revenue recognition based on the remaining performance obligations related to long-term warranty and non-cancellable post-warranty services as of June 30, 2024 (in thousands):</p><p style="font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:49.83%;"></td> <td style="width:1.4%;"></td> <td style="width:1%;"></td> <td style="width:9.142000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.4%;"></td> <td style="width:1%;"></td> <td style="width:9.142000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.4%;"></td> <td style="width:1%;"></td> <td style="width:9.142000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="14" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Fiscal years</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2025</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2026</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2027</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Thereafter</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#eff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Long-term warranty and service</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">27,414</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span

style="color:#000000;white-space:pre-wrap;min-width:fit-content;">21,476</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">11,792</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,175</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr></table></div><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">For the remaining $64.9 million of performance obligations (open systems sales, upgrades, training and other miscellaneous items), the Company estimates 27% to 35% will be recognized in the next 12 months, and the remaining portion will be recognized thereafter. The Company's historical experience indicates that some of its customers will cancel or renegotiate contracts as economic conditions change or when product offerings change during the long sales cycle. The Company anticipates a portion of its open contracts may never result in revenue recognition, primarily due to the long sales cycle and factors outside of its control, including changes in customers' needs or financial condition, changes in government or health insurance reimbursement policies, or changes to regulatory requirements. Based on historical experience and management's best estimate, approximately 26% of the Company's $797.4 million open system sales contracts may never result in revenue.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Capitalized Contract Costs</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="text-indent:2.267%;font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">As of June 30, 2024, and 2023, the balance of capitalized costs to obtain a contract was $9.6 million and $11.0 million, respectively. The Company has classified the capitalized costs to obtain a contract as a component of prepaid expenses and other current assets and other assets with respect to the current and non-current portions of capitalized costs, respectively, on the consolidated balance sheets. </p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:2.267%;font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:58.62%;"></td> <td style="width:1.52%;"></td> <td style="width:1%;"></td> <td style="width:9.860000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.52%;"></td> <td style="width:1%;"></td> <td style="width:9.860000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.52%;"></td> <td style="width:1%;"></td> <td style="width:11.1%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Fiscal years</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td 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style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2022</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Amortization of capitalized contract costs</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,068</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,631</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,320</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Impairment loss on capitalized contracts</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">128</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-

space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 756 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 611 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> Changes in the contract assets and contract liabilities are as follows (dollars in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.09%;"></td> <td style="width:1.241%;"></td> <td style="width:1%;"></td> <td style="width:9.347%;"></td> <td style="width:1%;"></td> <td style="width:1.241%;"></td> <td style="width:1%;"></td> <td style="width:9.347%;"></td> <td style="width:1%;"></td> <td style="width:1.221%;"></td> <td style="width:1%;"></td> <td style="width:9.1269999999999999%;"></td> <td style="width:1%;"></td> <td style="width:1.221%;"></td> <td style="width:1%;"></td> <td style="width:9.1669999999999998%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Change </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> $</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">%</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Contract assets:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Unbilled accounts receivable – current (1)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,131 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,847 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,284 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 94 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Interest receivable – current (2) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 305 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:right;">379 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (74 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (20 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Long-term accounts receivable (3) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,859 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,734 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,875 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (40 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Interest receivable – non-current (3) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 432 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 673 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (241 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (36 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Contract liabilities: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Customer advances </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,988 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 20,777 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,789 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> <span style="color:#000000;white-space:pre-wrap;min-width:fit-

content;">(33 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Deferred revenue – current </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 71,649 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 72,185 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (536 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Deferred revenue – non-current </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 24,114 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 27,079 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,965 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:center;"> (11 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> </table> (1) Included in accounts receivable on the consolidated balance sheets (2) Included in prepaid expenses and other current assets on the consolidated balance sheets (3) Included in other assets on the consolidated balance sheets 19131000 9847000 9284000 0.94 305000 379000 -74000 -0.20 2859000 4734000 -1875000 -0.40 432000 673000 -241000 -0.36 13988000 20777000 -6789000 -0.33 71649000 72185000 -536000 -0.01 24114000 27079000 -2965000 -0.11 75300000 84900000 81200000 909500000 64900000 The following table represents the Company's expected revenue recognition based on the remaining performance obligations related to long-term warranty and non-cancellable post-warranty services as of June 30, 2024 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:49.83%;"></td> <td style="width:1.4%;"></td> <td style="width:1%;"></td> <td style="width:9.142000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.4%;"></td> <td style="width:1%;"></td> <td style="width:9.142000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.4%;"></td> <td style="width:1%;"></td> <td style="width:9.142000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="14" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fiscal years </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2025 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2026 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2027 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Thereafter </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Long-term warranty and service </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">27,414</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 21,476 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">11,792</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,175 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> 27414000 21476000 11792000 4175000 64900000 0.27 0.35 P12M 0.26 797400000 9600000 11000000 The Company has classified the capitalized costs to obtain a contract as a component of prepaid expenses and other current assets and other assets with respect to the current and non-current portions of capitalized costs, respectively, on the consolidated balance sheets.   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:58.62%;"></td> <td style="width:1.52%;"></td> <td style="width:1%;"></td> <td style="width:9.860000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.52%;"></td> <td style="width:1%;"></td> <td style="width:9.860000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.52%;"></td> <td style="width:1%;"></td> <td style="width:11.1%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Fiscal years </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Amortization of capitalized contract costs </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,068</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,631 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,320 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Impairment loss on capitalized contracts </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 128 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 756 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 611 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> 4068000 3631000 3320000 128000 756000 611000 Note 3. Supplemental Financial Information Consolidated Balance Sheets Financing receivables A financing receivable is a contractual right to receive money, on demand or on fixed or determinable dates, that is recognized as an asset on the Company's balance sheets. The Company's financing receivables, consisting of its accounts receivable with contractual maturities of more than one year, are included in other assets on the consolidated balance sheets. The Company evaluates the credit quality of a customer at contract inception and monitors credit quality over the term of the underlying transactions. The Company performs a credit analysis for all new orders and reviews payment history, current order backlog, financial performance of the customers and other variables that augment or mitigate the inherent credit risk of a particular transaction. Such variables include the underlying value and liquidity of the collateral, the essential use of the equipment, the contract term and the inclusion of credit enhancements, such as guarantees, letters of credit or security deposits. Actual cash collections may differ from the contracted maturities due to early customer buyouts, refinancing, or defaults. The Company classifies accounts as high risk when it considers the financing receivable to be impaired or when management believes there is a significant near-term risk of non-payment. The Company performs an assessment each quarter on the allowance for credit losses related to its financing receivables. <p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New

Roman;margin-bottom:0;text-align:left;">A summary of the Company's financing receivables is presented as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.76%;"></td> <td style="width:1.62%;"></td> <td style="width:1%;"></td> <td style="width:13%;"></td> <td style="width:1%;"></td> <td style="width:1.62%;"></td> <td style="width:1%;"></td> <td style="width:13%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Financing receivable </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,871</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,854 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Allowance for credit losses </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (798 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Total, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,871</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,056 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Reported as: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Current </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,340</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,016 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Non-current </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,531 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 3,040 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Total, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 2,871 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-

*align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,056 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> In the fourth quarter of fiscal year 2024, the Company wrote-off $0.8 million in financing receivables and related allowance for credit loss because the Company determined it would no longer be able to collect from the customer.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Inventories</p><div style="font-size:12pt;font-family:Times New Roman;"><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Inventories consisted of the following (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.667%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:12.997%;"></td> <td style="width:1%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:13.017000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30,
2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30,
2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Raw materials</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 57,699 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">62,945</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Work-in-process</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">13,629</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,469</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Finished goods</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">66,996</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">64,736</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total inventories</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 138,324 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 145,150 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The Company's inventories on the consolidated balance sheets are net of reserves. Prepaid and Other Current Assets Prepaid and other current assets consisted of the following (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.72%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:12.92%;"></td> <td style="width:1%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:12.92%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> <span*

style="color:#000000;white-space:pre-wrap;font-weight:bold;min-width:fit-content;">June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Value added tax receivables </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,026</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,023 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Prepaid commissions </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,288 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,866 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Capitalized contract costs </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,876 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,702 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Income tax receivable </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 368 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 495 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Dividend receivable from JV </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,460 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other prepaid assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,018 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,763 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other current assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 3,970 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,683 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Total prepaid and other current assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">23,006</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:right;">27,612 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> </tr> </table> Property and Equipment, net Property and equipment, net consisted of the following (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.667%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:12.997%;"></td> <td style="width:1%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:13.017000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Machinery and equipment </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">45,539</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 44,779 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Leasehold improvements </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 30,994 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,641 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Computer and office equipment </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,347 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,798 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Software </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,308 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,191 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Furniture and fixtures </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,719 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,581 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Construction in progress </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,550 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 13,499 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 98,457 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 99,489 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Less: Accumulated depreciation </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (73,683 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (78,563 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Total property and equipment, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">24,774</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 20,926 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> At June 30, 2024, software includes $8.1 million in capitalized costs for the completed transition of the Company's new enterprise resource planning system in August 2023. At June 30, 2023, construction in progress included $7.5 million in capitalized costs for the development of internal use software. The Company will depreciate the cost associated with the enterprise resource planning system over five years. Depreciation expense related to property and equipment was $5.8 million, $4.4 million and $5.4 million, during the years ended June 30, 2024, 2023 and 2022, respectively. Other Assets Other assets consisted of the following (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.82%;"></td> <td style="width:1.26%;"></td> <td style="width:1%;"></td> <td style="width:12.940000000000001%;"></td> <td style="width:1%;"></td> <td style="width:2.04%;"></td> <td style="width:1%;"></td> <td style="width:12.940000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Capitalized contract costs </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,768</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,244 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Long-term accounts receivable </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,859 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,734 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Capitalized software costs to be sold </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,683 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,853 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Deferred tax asset </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 659 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 860 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other long-term assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,981 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,416 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Total other assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,950</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 20,107 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> There was no amortization expense or amounts written down to net realizable value for the capitalized software costs to be sold during the years ended June 30, 2024, 2023 and 2022, respectively. Other Accrued Liabilities Other accrued liabilities consisted of the following (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.52%;"></td> <td style="width:1.1%;"></td> <td style="width:1%;"></td> <td style="width:12.860000000000001%;"></td> <td style="width:1%;"></td> <td style="width:2.66%;"></td> <td style="width:1%;"></td> <td style="width:12.860000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Value added tax liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,202</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,709 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Commissions due to third parties </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,048 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,499 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Refunds due to customers

</td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,079 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,364 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued consulting </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,238 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,599 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued royalties </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,939 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,398 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Interest payable </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 485 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 453 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Income tax payable </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,206 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 900 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,311 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,349 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Total other accrued liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">28,508</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 38,271 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Treasury Stock The Company records treasury stock at cost. Treasury stock is comprised of shares of common stock purchased by the Company in the secondary market. As of June 30, 2024, and June 30, 2023, the Company had 3.1 million shares of treasury stock valued at $14.1 million. Treasury stock is included in Additional paid-in capital on the consolidated balance sheets. Accumulated Other Comprehensive Income (Loss) <div style="font-size:12pt;font-family:Times New

Roman;"> The following table summarizes the changes in accumulated other comprehensive income (loss) by component (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:57.251%;"></td><td style="width:1.36%;"></td><td style="width:1%;"></td><td style="width:10.882%;"></td><td style="width:1%;"></td><td style="width:1.36%;"></td><td style="width:1%;"></td><td style="width:10.882%;"></td><td style="width:1%;"></td><td style="width:1.38%;"></td><td style="width:1%;"></td><td style="width:10.882000000000001%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;">   </td><td style="vertical-align:bottom;text-align:left;">   </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Cumulative Translation Adjustment </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;">   </td><td style="vertical-align:bottom;text-align:left;">   </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Defined
Pension
Benefit
Obligation </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;">   </td><td style="vertical-align:bottom;text-align:left;">   </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;">   </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Balance at June 30, 2022 </td><td style="white-space:pre-wrap;vertical-align:bottom;">   </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,541</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,947 </td><td style="white-space:nowrap;vertical-align:bottom;">   </td><td style="white-space:pre-wrap;vertical-align:bottom;">   </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,406</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other comprehensive loss</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(791</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,193</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,984</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance at June 30, 2023</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,332 </td><td style="white-space:nowrap;vertical-align:bottom;">) </td><td style="white-space:pre-wrap;vertical-align:bottom;">   </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,754</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 422 </td><td style="white-space:nowrap;vertical-align:bottom;">   </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Other comprehensive loss </td><td style="white-space:pre-wrap;vertical-align:bottom;">   </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;">   </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (2,445 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td><td style="white-space:pre-wrap;vertical-align:bottom;">   </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;">   </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (2,199 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td><td style="white-space:pre-wrap;vertical-align:bottom;">   </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;">   </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (4,644 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> <span style="color:#000000;min-

width:fit-content;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance at June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(4,777</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 555 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(4,222</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> </table></div><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Consolidated Statements of Operations </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><div style="font-size:12pt;font-family:Times New Roman;"><p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other expense, net consisted of the following (in thousands):</p><p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:56.98%;"></td> <td style="width:1.6%;"></td> <td style="width:1%;"></td> <td style="width:10.74%;"></td> <td style="width:1%;"></td> <td style="width:1.6%;"></td> <td style="width:1%;"></td> <td style="width:10.74%;"></td> <td style="width:1%;"></td> <td style="width:1.6%;"></td> <td style="width:1%;"></td> <td style="width:10.74%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Years Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2022</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Foreign currency transaction loss</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,046 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(878</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,618 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (492 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (232 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 356 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Total other expense, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (<span

style="color:#000000;white-space:pre-wrap;min-width:fit-content;">2,538 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,110</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (2,262 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr></table> Restructuring Charges In the second quarter of fiscal year 2024, the Company informed affected employees of a cost savings initiative to reduce operating expenses resulting in the elimination of approximately 5.9 percent of the Company's global workforce. The Company recorded restructuring charges of $2.6 million in restructuring charges during fiscal year 2024. These charges are cash-based and are primarily related to severance expenses and other one-time termination benefits.At June 30, 2024, the Company has completed the cost savings initiative. In the second quarter of fiscal year 2023, the Company announced a cost savings initiative designed to reduce operating costs. This cost savings initiative resulted in the reduction of the Company's global workforce by 4.5%. The Company recorded $2.7 million in restructuring charges during fiscal year 2023. These charges were cash-based charges, primarily related to severance expenses and other one-time termination benefits. The Company did not have any remaining accruals related to this cost savings initiative as of June 30, 2023. <p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">A summary of the Company's financing receivables is presented as follows (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.76%;"></td> <td style="width:1.62%;"></td> <td style="width:1%;"></td> <td style="width:13%;"></td> <td style="width:1%;"></td> <td style="width:1.62%;"></td> <td style="width:1%;"></td> <td style="width:13%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Financing receivable</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,871 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,854</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Allowance for credit losses</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(798</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total, net</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 2,871 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,056 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-

word;"> <td style="vertical-align:top;"> Reported as: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Current </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,340</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,016 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Non-current </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,531 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 3,040 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Total, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,871</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,056 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 2871000 5854000 0 798000 2871000 5056000 1340000 2016000 1531000 3040000 2871000 5056000 800000 Inventories consisted of the following (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.667%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:12.997%;"></td> <td style="width:1%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:13.017000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Raw materials </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">57,699</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 62,945 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Work-in-process </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,629 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,469 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Finished goods </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 66,996 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

*align:right;">64,736 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Total inventories </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">138,324</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 145,150 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 57699000 62945000 13629000 17469000 66996000 64736000 138324000 145150000 Prepaid and other current assets consisted of the following (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.72%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:12.92%;"></td> <td style="width:1%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:12.92%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Value added tax receivables </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,026</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,023 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Prepaid commissions </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,288 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,866 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Capitalized contract costs </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,876 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,782 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Income tax receivable </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 368 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 495 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Dividend receivable from JV </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,460 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other prepaid assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,018 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-*

space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,763 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other current assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 3,970 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,683 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Total prepaid and other current assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">23,006</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 27,612 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 4026000 12023000 5288000 5866000 1876000 1782000 368000 495000 2460000 0 5018000 5763000 3970000 1683000 23006000 27612000 Property and equipment, net consisted of the following (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.667%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:12.997%;"></td> <td style="width:1%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:13.017000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Machinery and equipment </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">45,539</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 44,779 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Leasehold improvements </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 30,994 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,641 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Computer and office equipment </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,347 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,798 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Software </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,308 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,191 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Furniture and

fixtures </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,719 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,581 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Construction in progress </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,550 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 13,499 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 98,457 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 99,489 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Less: Accumulated depreciation </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (73,683 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (78,563 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Total property and equipment, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">24,774</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 20,926 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 45539000 44779000 30994000 26641000 6347000 7798000 11308000 5191000 1719000 1581000 2550000 13499000 98457000 99489000 73683000 78563000 24774000 20926000 8100000 7500000 5800000 4400000 5400000 Other assets consisted of the following (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.82%;"></td> <td style="width:1.26%;"></td> <td style="width:1%;"></td> <td style="width:12.940000000000001%;"></td> <td style="width:1%;"></td> <td style="width:2.04%;"></td> <td style="width:1%;"></td> <td style="width:12.940000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Capitalized contract costs </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,768</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,244 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Long-term accounts receivable </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,859 </td> <td style="white-space:nowrap;vertical-

align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,734 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Capitalized software costs to be sold </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,683 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,853 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Deferred tax asset </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 659 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 860 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other long-term assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,981 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:center;"> 2,416 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Total other assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,950</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 20,107 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 7768000 9244000 2859000 4734000 4683000 2853000 659000 860000 1981000 2416000 17950000 20107000 0 0 0 Other accrued liabilities consisted of the following (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.52%;"></td> <td style="width:1.1%;"></td> <td style="width:1%;"></td> <td style="width:12.860000000000001%;"></td> <td style="width:1%;"></td> <td style="width:2.66%;"></td> <td style="width:1%;"></td> <td style="width:12.860000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Value added tax liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,202</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,709 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Commissions due to third parties </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,048 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,499 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> <span style="color:#000000;white-

space:pre-wrap;min-width:fit-content;">Refunds due to customers </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,079 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,364 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued consulting </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,238 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,599 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued royalties </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,939 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,398 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Interest payable </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 485 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 453 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Income tax payable </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,206 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 900 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,311 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,349 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Total other accrued liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">28,508</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 38,271 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>   5202000 12709000 5048000 10499000 6079000 3364000 1238000 2599000 2939000 2398000 485000 453000 1206000 900000 6311000 5349000 28508000 38271000 3100000 3100000 14100000 14100000 The following table summarizes the changes in accumulated other comprehensive income (loss) by component (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.251%;"></td> <td style="width:1.36%;"></td> <td style="width:1%;"></td> <td style="width:10.882%;"></td> <td style="width:1%;"></td> <td style="width:1.36%;"></td> <td style="width:1%;"></td> <td style="width:10.882%;"></td> <td style="width:1%;"></td> <td style="width:1.38%;"></td> <td style="width:1%;"></td> <td style="width:10.882000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Cumulative Translation Adjustment </td> <td

style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Defined
Pension
Benefit
Obligation </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance at June 30, 2022 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,541</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,947 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,406</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other comprehensive loss</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(791</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,193</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,984</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance at June 30, 2023</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,332 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,754</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 422 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Other comprehensive loss </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (2,445 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (2,199 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (4,644 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance at June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(4,777</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-

align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 555 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(4,222</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> </table> -1541000 3947000 2406000 -791000 -1193000 -1984000 -2332000 2754000 422000 -2445000 -2199000 -4644000 -4777000 555000 -4222000 <p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other expense, net consisted of the following (in thousands):</p><p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:56.98%;"></td> <td style="width:1.6%;"></td> <td style="width:1%;"></td> <td style="width:10.74%;"></td> <td style="width:1%;"></td> <td style="width:1.6%;"></td> <td style="width:1%;"></td> <td style="width:1.6%;"></td> <td style="width:1%;"></td> <td style="width:10.74%;"></td> <td style="width:1%;"></td> <td style="width:1.6%;"></td> <td style="width:1%;"></td> <td style="width:10.74%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Years Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2022</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Foreign currency transaction loss</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,046 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(878</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,618 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (492 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (232 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 356 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Total other expense, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,538</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (1,110 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (2,262 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table> -2046000 -878000 -2618000 -492000 -232000 356000 -2538000 -1110000 -2262000 0.059 2600000 0.045 2700000 <p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;">Note 4. Leases The Company has operating leases for corporate offices and warehouse facilities worldwide. Additionally, the Company leases cars and copy machines that are considered operating leases. Some of the Company's leases are non-cancellable operating lease agreements with various expiration dates through June 2035. Certain lease agreements include options to renew or terminate the lease, which are not reasonably certain to be exercised, and therefore are not factored into the determination of lease payments. The following table provides information related to the Company's operating leases (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.211%;"></td> <td style="width:1.48%;"></td> <td style="width:1%;"></td> <td style="width:10.782%;"></td> <td style="width:1%;"></td> <td style="width:1.48%;"></td> <td style="width:1%;"></td> <td style="width:10.782%;"></td> <td style="width:1%;"></td> <td style="width:1.48%;"></td> <td style="width:1%;"></td> <td style="width:10.782%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Fiscal years </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Operating lease costs (1) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,146</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,370 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,246 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Short-term operating lease costs </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 305 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 353 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 397 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Cash paid for amounts included in the measurement of lease liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,013 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,370 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,799 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> (1) Excludes expenses related to short-term lease operating costs. Operating lease right-of-use assets and operating lease obligations are represented in the table below (in thousands): <table

<table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:68.16%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:12.26%;"></td> <td style="width:1%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:12.26%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Beginning balance operating lease right-of-use assets </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">25,853</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 16,798 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Lease assets added </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 14,389 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 17,157 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Amortization for the year </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> (6,469 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> (8,102 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Ending balance operating lease right-of-use assets </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">33,773</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> 25,853 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Beginning balance operating lease obligations </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">27,753</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 19,020 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Lease liabilities added </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 16,775 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 16,834 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Repayment and interest accretion </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> (5,937 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> (8,101 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Ending balance operating lease obligations </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">38,591</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> 27,753 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:middle;"> </td> <td colspan="2" style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:middle;text-align:center;"> </td> <td style="vertical-align:middle;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Current portion of operating lease obligations </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,218</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 4,151 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Noncurrent portion of operating lease obligations </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">32,373</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 23,602 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> </table> Maturities of operating lease liabilities as of June 30, 2024, are presented in the table below (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.04%;"></td> <td style="width:2.08%;"></td> <td style="width:1%;"></td> <td style="width:15.88%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word,"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Year Ending June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2025 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,267 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word,"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2026 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,459 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word,"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2027 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,441 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2028 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,324 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2029 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,701 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Thereafter </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 24,761 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Total operating lease payments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 56,953 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Less: imputed interest </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (18,362 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Present value of operating lease liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">38,591</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Weighted average remaining lease term (in years)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8.2</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Weighted average discount rate</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10.4</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">%</p></td> </tr> </table></div> <p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following table provides information related to the Company's operating leases (in thousands):</p> <p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.211%;"></td> <td style="width:1.48%;"></td> <td style="width:1%;"></td> <td style="width:10.782%;"></td> <td style="width:1%;"></td> <td style="width:1.48%;"></td> <td style="width:1%;"></td> <td style="width:10.782%;"></td> <td style="width:1%;"></td> <td style="width:1.48%;"></td> <td style="width:1%;"></td> <td style="width:10.782%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Fiscal years</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2022</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Operating lease costs (1)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,146 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,370</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:right;">9,246 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Short-term operating lease costs </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 305 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 353 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 397 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Cash paid for amounts included in the measurement of lease liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,013 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,370 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,799 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> (1) Excludes expenses related to short-term lease operating costs. 9146000 9370000 9246000 305000 353000 397000 9013000 9370000 9799000 Operating lease right-of-use assets and operating lease obligations are represented in the table below (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:68.16%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:12.26%;"></td> <td style="width:1%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:12.26%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Beginning balance operating lease right-of-use assets </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">25,853</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 16,798 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Lease assets added </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 14,389 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 17,157 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Amortization for the year </td> <td style="white-space:pre-wrap;vertical-align:middle;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> (6,469 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"> (8,102 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Ending balance operating lease right-of-use assets </td> <td style="white-space:pre-wrap;vertical-align:middle;"> <span style="white-space:pre-

wrap;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">33,773</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">25,853</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Beginning balance operating lease obligations</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 27,753 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">19,020</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Lease liabilities added</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,775</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,834</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Repayment and interest accretion</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(5,937</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(8,101</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Ending balance operating lease obligations</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"> 38,591 </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">27,753</p></td> <td style="white-space:nowrap;vertical-align:middle;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Current portion of operating lease obligations</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 6,218 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,151</p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Noncurrent portion of operating lease obligations</p></td> <td style="white-space:pre-wrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 32,373 </td> <td style="white-space:nowrap;vertical-align:middle;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:middle;"> $ </td> <td style="white-space:pre-wrap;vertical-align:middle;text-align:center;"> 23,602 </td> <td style="white-space:nowrap;vertical-align:middle;"> </td> </tr> </table>
25853000 16798000 14389000 17157000 6469000 8102000 33773000 25853000 27753000 19020000 16775000 16834000 5937000 8101000 38591000 27753000
6218000 4151000 32373000 23602000 Maturities of operating lease liabilities as of June 30, 2024, are presented in the table below (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.04%;"></td> <td style="width:2.08%;"></td> <td style="width:1%;"></td> <td style="width:15.88%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Year Ending June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2025 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,267</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2026</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,459</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2027</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,441</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2028</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,324</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2029</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,701</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Thereafter</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">24,761</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total operating lease payments</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">56,953</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Less: imputed interest</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(18,362</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Present value of operating lease liabilities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 38,591 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Weighted average remaining lease term (in years) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8.2 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Weighted average discount rate </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10.4 </td> <td style="white-space:nowrap;vertical-align:bottom;"> <span

style="color:#000000;min-width:fit-content;">% </td> </tr> </table> 6267000 7459000 7441000 6324000 4701000 24761000 56953000 18362000 38591000 P8Y2M12D 0.104 Note 5. Goodwill and Purchased Intangible Assets Goodwill The Company's carrying amount of its goodwill is as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.647%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:13.037%;"></td> <td style="width:1.997%;"></td> <td style="width:1%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:13.037%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Balance at the beginning of the period </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">57,681</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 57,840 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Currency translation adjustment </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> (9 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (159 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Balance at the end of the period </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">57,672</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 57,681 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The Company performed its annual goodwill impairment test in the second quarter of fiscal year 2024 and determined that there was no impairment to goodwill. In the third quarter of fiscal year 2024, the Company determined that its decline in cash flows and a downward adjustment to the fiscal year 2024 annual guidance constituted triggering events for the impairment of goodwill, and it determined that there was no impairment to goodwill as of March 31, 2024. In the fourth quarter of fiscal year 2024, the Company determined that the triggering events present at March 31, 2024, were still present at June 30, 2024. The Company performed an interim goodwill impairment test and it determined that there was no impairment to goodwill as of June 30, 2024. The Company will continue to monitor its recorded goodwill for indicators of impairment every fiscal quarter. Purchased Intangible Assets The Company's carrying amount of acquired intangible assets, net, consisted of the following (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:17.511%;"></td> <td style="width:1.421%;"></td> <td style="width:1%;"></td> <td style="width:10.328%;"></td> <td style="width:1%;"></td> <td style="width:1.421%;"></td> <td style="width:1%;"></td> <td style="width:10.328%;"></td> <td style="width:1%;"></td> <td style="width:1.421%;"></td> <td style="width:1%;"></td> <td style="width:10.328%;"></td> <td style="width:1%;"></td> <td style="width:1.421%;"></td> <td style="width:1%;"></td> <td style="width:10.328%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of June 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross
Carrying
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Accumulated
Amortization </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Net
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross
Carrying
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Accumulated
Amortization </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Net
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Patent license </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,000</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,000 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">-</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(893</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 107 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other intangibles </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 132 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (73 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 59 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 132 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (29 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 103 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> <span style="color:#000000;white-

space:pre-wrap;min-width:fit-content;">Total intangible assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,132</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (1,073 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">59</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1,132 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(922</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 210 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The Company did not identify any triggering events that would indicate potential impairment of its definite-lived intangible and long-lived assets as of June 30, 2024, and 2023. Amortization expense related to purchased intangible assets during the years ended June 30, 2024, 2023, and 2022, was $0.2 million, $0.2 million and $0.1 million, respectively.</p><div style="font-size:12pt;font-family:Times New Roman;"><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The estimated future amortization expense of purchased intangible assets as of June 30, 2024 is as follows (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:80.04%;"></td><td style="width:2.08%;"></td><td style="width:1%;"></td><td style="width:15.88%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Year Ending June 30,</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Amount</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2025</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 44 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"> 2026 </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Total estimated future amortization expense </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td><td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 59 </td><td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td></tr></table> The Company's carrying amount of its goodwill is as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:66.647%;"></td><td style="width:1.66%;"></td><td style="width:1%;"></td><td style="width:12.997%;"></td><td style="width:1%;"></td><td style="width:1.66%;"></td><td style="width:1%;"></td><td style="width:13.037%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;text-align:left;"> </td><td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of June 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> <span style="color:#000000;white-

space:pre-wrap;font-weight:bold;min-width:fit-content;">2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Balance at the beginning of the period </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">57,681</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 57,840 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Currency translation adjustment </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (9 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (159 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Balance at the end of the period </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">57,672</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 57,681 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> </tr> </table> 57681000 57840000 -9000 -159000 57672000 57681000 The Company's carrying amount of acquired intangible assets, net, consisted of the following (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:17.511%;"></td> <td style="width:1.421%;"></td> <td style="width:1%;"></td> <td style="width:10.328%;"></td> <td style="width:1%;"></td> <td style="width:1.421%;"></td> <td style="width:1%;"></td> <td style="width:10.328%;"></td> <td style="width:1%;"></td> <td style="width:1.421%;"></td> <td style="width:1%;"></td> <td style="width:10.328%;"></td> <td style="width:1%;"></td> <td style="width:1.421%;"></td> <td style="width:1%;"></td> <td style="width:10.328%;"></td> <td style="width:1%;"></td> <td style="width:1.421%;"></td> <td style="width:1%;"></td> <td style="width:10.328%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of June 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross
Carrying
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Accumulated
Amortization </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Net
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross
Carrying
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Accumulated
Amortization </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Net
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Patent license </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,000</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,000</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (893 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">107</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other intangibles</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">132</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(73</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">59</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">132</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(29</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">103</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total intangible assets</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1,132 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,073</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 59 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,132</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1,132 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 922 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double

#000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">210</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table> 1000000 1000000 0 1000000 893000 107000 132000 73000 59000 132000 29000 103000 1132000 1073000 59000 1132000 922000 210000 200000 200000 100000 <p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The estimated future amortization expense of purchased intangible assets as of June 30, 2024 is as follows (in thousands):</p> <p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.04%;"></td> <td style="width:2.08%;"></td> <td style="width:1%;"></td> <td style="width:15.88%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Year Ending June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Amount</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2025</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 44 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2026 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Total estimated future amortization expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 59 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 44000 15000 59000 Note 6. Derivative Financial Instruments The Company utilizes foreign currency forward contracts with reputable financial institutions to manage its exposure of fluctuations in foreign currency exchange rates on certain intercompany balances and foreign currency denominated cash, customer receivables and liabilities. The Company does not use derivative financial instruments for speculative or trading purposes. These forward contracts are not designated as hedging instruments for accounting purposes. Principal hedged currencies primarily include the Japanese Yen, Swiss Franc, Indian Rupee and Euro. The periods of these forward contracts range up to approximately three months and the notional amounts are intended to be consistent with changes in the underlying exposures. The Company intends to exchange foreign currencies for U.S. Dollars at maturity. The Company enters into forward currency exchange contracts to hedge its overseas operating expenses and other liabilities when deemed appropriate. The notional amount of the Company's outstanding forward currency exchange contracts consisted of the following (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.72%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:12.92%;"></td> <td style="width:1%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:12.92%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cccecff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Swiss Franc </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 59,392 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,867 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Chinese Yuan </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,156 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 249 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cccecff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Euro </td>

<td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,755 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,885 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> British Pound </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 730 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 516 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cccccf;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Indian Rupee </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,916 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,539 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Korean Won </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,735 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cccccf;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Canadian Dollar </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,510 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Japanese Yen </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 7,762 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 12,492 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cccccf;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Total outstanding forward currency exchange contracts </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">87,956</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt solid #000000;text-align:center;"> 61,548 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt solid #ffffff03;"> </td> </tr> </table> The Company entered into the foreign exchange forward contracts on June 30, 2024 and June 30, 2023, and therefore, there was no amount recorded on the balance sheets. Gains and losses on the Company's foreign currency forward contracts are recorded in Other expense, net, on the Company's consolidated statements of operations. The following table provides information about the gain or loss associated with the Company's derivative financial instruments not designated as hedging instruments (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:54.673%;"></td> <td style="width:1.561%;"></td> <td style="width:1%;"></td> <td style="width:11.549%;"></td> <td style="width:1%;"></td> <td style="width:1.561%;"></td> <td style="width:1%;"></td> <td style="width:11.549%;"></td> <td style="width:1%;"></td> <td style="width:1.561%;"></td> <td style="width:1%;"></td> <td style="width:11.549%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Years ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Foreign currency exchange gain (loss) on forward contracts </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(613</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,881 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 502 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table>
three months The notional amount of the Company's outstanding forward currency exchange contracts consisted of the following (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.72%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:12.92%;"></td> <td style="width:1%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:12.92%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ececff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Swiss Franc </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 59,392 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,867 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Chinese Yuan </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,156 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 249 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ececff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Euro </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,755 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,885 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> British Pound

</td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 730 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 516 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ccecff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Indian Rupee </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,916 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,539 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Korean Won </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,735 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ccecff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Canadian Dollar </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,510 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Japanese Yen </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 7,762 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 12,492 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ccecff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:bottom;"> Total outstanding forward currency exchange contracts </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">87,956</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt solid #000000;text-align:center;"> 61,548 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt solid #ffffff03;"> </td> </tr> </table> 59392000 26867000 5156000 249000 2755000 17885000 730000 516000 8916000 3539000 1735000 0 1510000 0 7762000 12492000 87956000 61548000 The following table provides information about the gain or loss associated with the Company's derivative financial instruments not designated as hedging instruments (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:54.673%;"></td> <td style="width:1.561%;"></td> <td style="width:1%;"></td> <td style="width:11.549%;"></td> <td style="width:1%;"></td> <td style="width:1.561%;"></td> <td style="width:1%;"></td> <td style="width:11.549%;"></td> <td style="width:1%;"></td> <td style="width:1.561%;"></td> <td style="width:1%;"></td> <td style="width:11.549%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Years ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid

#0000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2022</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Foreign currency exchange gain (loss) on forward contracts</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(613</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,881</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">502</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr></table> -613000 1881000 502000 <p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Note 7. Fair Value Measurements</p><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The fair value hierarchy contains three levels of inputs that may be used to measure fair value, as follows:</p><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Level 1— Unadjusted quoted prices that are available in active markets for the identical assets or liabilities at the measurement date.</p><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Level 2— Other observable inputs available at the measurement date, other than quoted prices included in Level 1, either directly or indirectly, including:</p><div class="item-list-element-wrapper" style="margin-left:2.269%;display:flex;margin-top:12pt;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.333%;text-align:left;">•<div style="width:100%;display:inline;">Quoted prices for similar assets or liabilities in active markets;</div></div><div class="item-list-element-wrapper" style="margin-left:2.269%;display:flex;margin-top:12pt;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.333%;text-align:left;">•<div style="width:100%;display:inline;">Quoted prices for identical or similar assets in non-active markets;</div></div><div class="item-list-element-wrapper" style="margin-left:2.269%;display:flex;margin-top:12pt;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.333%;text-align:left;">•<div style="width:100%;display:inline;">Inputs other than quoted prices that are observable for the asset or liability; and</div></div><div class="item-list-element-wrapper" style="margin-left:2.269%;display:flex;margin-top:12pt;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:3.333%;text-align:left;">•<div style="width:100%;display:inline;">Inputs that are derived principally from or corroborated by other observable market data.</div></div><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Level 3— Unobservable inputs that cannot be corroborated by observable market data and require the use of significant management judgment. These values are generally determined using pricing models for which the assumptions utilize management's estimates of market participant assumptions.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Assets and Liabilities That Are Measured at Fair Value</p><p style="text-indent:2.507%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">At June 30, 2024, the Company had open currency forward contracts to purchase or sell foreign currencies with a stated, or notional, value of $88.0 million. The fair value of the forward contract based upon the June 30, 2024 exchange rate was </p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">$87.7 million, which it considers to be a Level 2 fair value measurement. At June 30, 2023, the Company had open currency forward contracts to purchase or sell foreign currencies with a stated, or notional, value of $61.5 million. The fair value of the forward contract based upon the June 30, 2023 exchange rate was $61.2 million, which it considers to be a Level 2 fair value measurement.</p><p style="text-indent:2.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company's convertible debt is measured on a recurring basis using Level 2 based upon observable inputs. The Company's Revolving Credit Facility and Term Loan Facility (as defined in Note 9) collectively (the "Credit Facilities") reflect the bank quoted market rates, which the Company considers to be a Level 2 fair value measurement. The Company believes that the carrying value of the Credit Facilities approximates its estimated fair value based on the effective interest rate, compared to the current market rate available to the Company at quarter-end.</p><p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><div style="font-size:12pt;font-family:Times New Roman;"><p style="text-indent:2.267%;font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following table summarizes the carrying value, net of debt costs, and estimated fair value of the 3.75% Convertible Senior Notes due 2026, the Term Loan Facility, and the Revolving Credit Facility, (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:51%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.18%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.18%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.46%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Carrying
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Commitments and Contingencies Long-term Debt Commitments The Company is required to make semi-annual interest payments on the 3.75% Convertible Senior Notes due 2026, principal and interest payments on the Term Loan Facility and interest payments on the Revolving Credit Facility. See Note 9, Debt, of the consolidated financial statements for more information. Future minimum long-term principal payments and interest on the 3.75% Convertible Senior Notes due 2026 and Credit Facilities (as defined below), including short-term portion, as of June 30, 2024, are as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.04%;"></td> <td style="width:2.08%;"></td> <td style="width:1%;"></td> <td style="width:15.88%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> Year Ending June 30, </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Long-Term
Debt (1) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2025 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,929</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2026</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">174,153</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 192,082 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> (1) These amounts represent principal and interest cash payments over the contractual life of the debt obligations, including anticipated interest payments that are not recorded on the Company's consolidated balance sheet. Any conversion, premium, redemption or purchase of the Notes that would impact cash payments is noted in the preceding table. Purchase Commitments <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-

content;">The Company's purchase commitments and obligations include all open purchase orders and contractual obligations in the ordinary course of business, including commitments with contract manufacturers and suppliers, for which the Company has not received the goods or services and acquisition and licensing of intellectual property. A majority of these purchase obligations are due within a year. Although open purchase orders are considered enforceable and legally binding, the terms generally allows the Company the option to cancel, reschedule, and adjust its requirements based on the Company's business needs prior to the delivery of goods or performance of services, and hence, these purchase orders have not been included in the table above. Indemnities and Commitments The Company enters into standard indemnification agreements with its landlords and all superior mortgages and their respective directors, officers' agents, and employees in the ordinary course of business. Pursuant to these agreements, the Company will indemnify, hold harmless, and agree to reimburse the indemnified party for losses suffered or incurred by the indemnified party, generally the landlords, in connection with any loss, accident, injury, or damage by any third-party with respect to the leased facilities. The term of these indemnification agreements is from the commencement of the lease agreements until termination of the lease agreements. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, historically, the Company has not incurred claims or costs to defend lawsuits or settle claims related to these indemnification agreements. The Company has not recorded any liability associated with its indemnification agreements as it is not aware of any pending or threatened actions that represent probable losses as of June 30, 2024. Guarantees As of June 30, 2024 and June 30, 2023, the Company had various bank guarantees totaling approximately $1.1 million and $1.3 million, respectively, primarily related to a bidding process with customers. Royalty Agreements The Company enters into software license agreements with third parties that may require royalty payments for each license used. In connection with such agreements, the Company recorded royalty costs of $1.9 million, $2.3 million and $1.9 million for the years ended June 30, 2024, 2023 and 2022, respectively, which were recorded in cost of revenue or deferred cost of revenue. The Company had approximately $2.9 million and $2.4 million accrued liabilities as of June 30, 2024 and 2023, respectively, related to this agreement.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Software License Indemnity</p><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Under the terms of the Company's agreements with its customers, the Company agrees that in the event the certain Company software sold under such agreement infringes upon any patent, copyright, trademark, or any other proprietary right of a third-party, it will indemnify its customer licensees against any loss, expense, or liability from any damages that may be awarded against its customer. The Company includes this infringement indemnification in its agreements with customers where Company software is licensed. In the event the customer cannot use the software or service due to infringement and the Company cannot obtain the right to use, replace or modify the license in a commercially feasible manner so that it no longer infringes, then the Company may terminate the license and provide the customer a refund of the fees paid by the customer for the infringing license or service. The Company has not recorded any liability associated with this indemnification, as it is not aware of any pending or threatened actions that represent probable losses as of June 30, 2024.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Litigation</p><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">From time to time, the Company is involved in legal proceedings, including claims, investigations, and inquiries, arising in the ordinary course of its business. The Company records a provision for a loss when it believes that it is both probable that a loss has been incurred and the amount can be reasonably estimated. To the extent that there is a reasonable possibility that a loss exceeding amounts already recognized may be incurred and the amount of such additional loss would be material, we will either disclose the estimated additional loss or state that such an estimate cannot be made. Currently, management believes the Company does not have any probable and reasonably estimable material losses related to any current legal proceedings and claims. Although occasional adverse decisions or settlements may occur, management does not believe that an adverse determination with respect to any of these claims would individually, or in the aggregate, materially and adversely affect the Company's financial condition or operating results. Litigation is inherently unpredictable and is subject to significant uncertainties, some of which are beyond the Company's control. Should any of these estimates and assumptions change or prove to have been incorrect, the Company could incur significant charges related to legal matters that could have a material impact on its results of operations, financial position, and cash flows.</p>0.0375<p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Future minimum long-term principal payments and interest on the 3.75% Convertible Senior Notes due 2026 and Credit Facilities (as defined below), including short-term portion, as of June 30, 2024, are as follows (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:80.04%;"></td><td style="width:2.08%;"></td><td style="width:1%;"></td><td style="width:15.88%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Year Ending June 30,</p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Long-Term
Debt (1)</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2025</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,929 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"> 2026 </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 174,153 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Total </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 192,082 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td></tr></table> <span style="white-space:pre-wrap;font-size:10pt;font-family:Times New

Roman;min-width:fit-content;"> (1) These amounts represent principal and interest cash payments over the contractual life of the debt obligations, including anticipated interest payments that are not recorded on the Company's consolidated balance sheet. Any conversion, premium, redemption or purchase of the Notes that would impact cash payments is noted in the preceding table. 0.0375 17929000 174153000 192082000 1100000 1300000 1900000 2300000 1900000 2900000 2400000 Note 9. Debt The Company's outstanding debt as of June 30, 2024 and June 30, 2023 is as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:28.737%;"></td> <td style="width:1%;"></td> <td style="width:9.027%;"></td> <td style="width:1%;"></td> <td style="width:1.001%;"></td> <td style="width:1%;"></td> <td style="width:9.027%;"></td> <td style="width:1%;"></td> <td style="width:1.001%;"></td> <td style="width:1%;"></td> <td style="width:9.027%;"></td> <td style="width:1%;"></td> <td style="width:1.001%;"></td> <td style="width:1%;"></td> <td style="width:9.027%;"></td> <td style="width:1%;"></td> <td style="width:1.001%;"></td> <td style="width:1%;"></td> <td style="width:9.126999999999999%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Principal Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unamortized Debt Costs </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Net Carrying Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Principal Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unamortized Debt Costs </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Net Carrying Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 3.75% Convertible Senior Notes due 2026 </td> <td style="white-space:nowrap;vertical-align:top;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">100,000</p></td> <td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"> (1,218 </td> <td style="white-space:nowrap;vertical-align:top;">) </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:top;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">98,782</p></td> <td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"> 100,000 </td> <td style="white-space:nowrap;vertical-align:top;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:top;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,811</p></td> <td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"> 98,189 </td> <td style="white-space:nowrap;vertical-align:top;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Term Loan Facility </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 64,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (626 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-

align:center;"> 63,374 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 70,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 906 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 69,094 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Revolving Credit Facility </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 10,000 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 10,000 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 10,000 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 10,000 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 10,000 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;border-bottom:0.5pt solid #000000;"> Total debt </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">174,000</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (1,844 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">172,156</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 180,000 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,717</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 177,283 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Reported as: </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;">

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style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,756</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,721 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Long-term debt </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 164,400 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 171,562 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Total debt </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">172,156</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td 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Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 177,283 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> <span style="color:#000000;white-space:pre-

wrap;font-size:10pt;font-family:Times New Roman;font-style:italic;min-width:fit-content;">3.75% Convertible Senior Notes due July 2026 In May 2021, the Company issued $100.0 million aggregate principal amount of its 3.75% Convertible Senior Notes due 2026 (the “3.75% Convertible Notes due 2026”) under an indenture between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee. The aggregate principal amount of the 3.75% Convertible Notes due 2026 totaling $97.1 million was issued to certain holders of the Company’s outstanding 3.75% Convertible Notes due 2022 in exchange for approximately $82.1 million aggregate principal amount of 3.75% Convertible Notes due 2022, and $2.9 million of 3.75% Convertible Notes due 2026 were issued to certain other qualified new investors for cash (such transactions the “Exchange and Subscription Transactions”). Holders of the 3.75% Convertible Notes due 2026 may convert their notes at any time on or after March 6, 2026 until the close of the business day immediately preceding the maturity date. Prior to June 6, 2026, holders of the 3.75% Convertible Notes due 2026 may convert their notes only under certain circumstances. Upon conversion, the Company will have the right to pay cash, or deliver shares of common stock of the Company or a combination thereof, at the Company’s election. The initial conversion rate is 170.5611 shares of the Company’s common stock per $1,000 principal amount (which represents an initial conversion price of approximately $5.86 per share of the Company’s common stock). The conversion rate, and therefore, the conversion price, is subject to adjustment, as further described below. Holders of the 3.75% Convertible Notes due 2026 who convert their notes in connection with a “make-whole fundamental change,” as defined in the indenture, may be entitled to a make-whole premium in the form of an increase in the conversion rate. Additionally, in the event of a “fundamental change,” as defined in the indenture, holders of the 3.75% Convertible Notes due 2026 may require the Company to purchase all or a portion of their note at a fundamental change repurchase price equal to 100% of the principal amount of the 3.75% Convertible Notes due 2026, plus accrued and unpaid interest, if any, to, but not including, the fundamental change repurchase date. As of June 30, 2024 and June 30, 2023, the if-converted value of the 3.75% Convertible Notes due 2026 did not exceed the outstanding principal amount. Credit Facilities On May 6, 2021, the Company entered into a senior secured credit agreement (the “Credit Agreement”) with Silicon Valley Bank, individually as a lender and agent (“Agent”), and the other lenders from time to time parties thereto (together with Silicon Valley Bank as a lender, the “Lenders”), which provides for a new five-year $80 million term loan (the “Term Loan Facility”) and a $40 million revolving credit facility (the “Revolving Credit Facility” and, together with the Term Loan Facility, the “Credit Facilities”). The interest on the borrowings under the Credit Facilities is payable in arrears on the applicable interest payment date, at an annual interest rate of reserve-adjusted, 90-day term SOFR (subject to a 0.50% floor) plus a margin between 2.50% and 3.25% margin, determined by the Consolidated Senior Net Leverage Ratio (as defined in the Credit Agreement). The Credit Agreement requires the Company to pay the Lenders an unused commitment fee equal to the average unused portion of the Revolving Credit Facility. The Company pays a rate of 0.25% to 0.40% per annum of the average unused portion of the Revolving Credit Facility, determined by the Consolidated Senior Net Leverage Ratio (as defined in the Credit Agreement). If all or a portion of the loans under the Term Loan Facility are prepaid, then the Company will be required to pay a fee equal to 1% of the aggregate amount of the loans so prepaid, subject to certain exceptions. During the year ended June 30, 2024, the weighted average effective interest rate on the Term Loan Facility was 8.6% and weighted average effective interest rate on the Revolving Credit Facility, including the unused commitment fee, was 9.5%. The Credit Agreement contains restrictions and covenants applicable to the Company and its subsidiaries. Among other requirements, the Company may not permit the Fixed Charge Coverage Ratio (as defined in the Credit Agreement) to be less than a certain specified ratio for each fiscal quarter during the term of the Credit Agreement or the consolidated senior net leverage ratio to be greater than a certain specified ratio for each fiscal quarter during the term of the Credit Agreement. On April 25, 2024, the Company entered into the Third Amendment to update the calculation of Consolidated EBITDA (as defined in the Credit Agreement) to maintain compliance with the debt covenants as of March 31, 2024. As of June 30, 2024, the Company was in compliance with its covenants under the Credit Agreement. The Credit Agreement also contains customary covenants that limit, among other things, the ability of the Company and its subsidiaries to (i) incur indebtedness, (ii) incur liens on their property, (iii) pay dividends or make other distributions, (iv) sell their assets, (v) make certain loans or investments, (vi) merge or consolidate, (vii) voluntarily repay or prepay certain indebtedness and

*(viii) enter into transactions with affiliates, in each case subject to certain exceptions. The Credit Agreement contains customary representations and warranties and events of default. A summary of interest expense on the Credit Facilities and the Notes is as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:63.34%;"></td><td style="width:1.64%;"></td><td style="width:1%;"></td><td style="width:8.58%;"></td><td style="width:1%;"></td><td style="width:1.64%;"></td><td style="width:1%;"></td><td style="width:8.58%;"></td><td style="width:1%;"></td><td style="width:1.64%;"></td><td style="width:1%;"></td><td style="width:8.58%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Year ended June 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2022 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Interest expense related to contractual interest coupon </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,552</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,473 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,233</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Interest expense related to amortization of debt issuance costs</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">956</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">926</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">909</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 11,508 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,399</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 8,142 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td></tr></table> The Company's outstanding debt as of June 30, 2024 and June 30, 2023 is as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:28.737%;"></td><td style="width:1%;"></td><td style="width:9.027%;"></td><td style="width:1%;"></td><td style="width:1.001%;"></td><td style="width:1%;"></td><td style="width:9.027%;"></td><td style="width:1%;"></td><td style="width:1.001%;"></td><td style="width:1%;"></td><td style="width:9.027%;"></td><td style="width:1%;"></td><td style="width:1.001%;"></td><td style="width:1%;"></td><td style="width:9.126999999999999%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"> </td><td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"><p style="font-

size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Principal Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unamortized Debt Costs </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Net Carrying Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Principal Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unamortized Debt Costs </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Net Carrying Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 3.75% Convertible Senior Notes due 2026 </td> <td style="white-space:nowrap;vertical-align:top;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">100,000</p></td> <td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"> (1,218 </td> <td style="white-space:nowrap;vertical-align:top;">) </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:top;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">98,782</p></td> <td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"> 100,000 </td> <td style="white-space:nowrap;vertical-align:top;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:top;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,811</p></td> <td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:top;text-align:center;"> 98,189 </td> <td style="white-space:nowrap;vertical-align:top;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Term Loan Facility </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 64,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (626 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 63,374 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 70,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (906 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 69,094 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Revolving Credit Facility </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> <span

style="min-width:fit-content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 10,000 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 10,000 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 10,000 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;border-bottom:0.5pt solid #000000;"> Total debt </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">174,000</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (1,844 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">172,156</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 180,000 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,717</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 177,283 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Reported as: </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Short-term debt </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;">

<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,756</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,721</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Long-term debt</p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">164,400</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:20pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">171,562</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total debt</p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> <p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">172,156</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">177,283</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table> 100000000 1218000 98782000 100000000 1811000 98189000 64000000 626000 63374000 70000000 906000 69094000 10000000 0 10000000 10000000 0 10000000 174000000 1844000 172156000 180000000 2717000 177283000 7756000 5721000 164400000 171562000 172156000 177283000 100000000 0.0375 0.0375 0.0375 97100000 0.0375 82100000 0.0375 2900000 0.0375 0.0375 0.0375 170.5611 1000 5.86 0.0375 0.0375 1 0.0375 0.0375 0.0375 P5Y 80000000 40000000 90-day term SOFR 0.005 0.025 0.0325 0.0025 0.004 0.01 0.086 0.095 <p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">A summary of interest expense on the Credit Facilities and the Notes is as follows (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:63.34%;"> </td> <td style="width:1.64%;"></td> <td style="width:1%;"></td> <td style="width:8.58%;"></td> <td style="width:1%;"></td> <td style="width:1.64%;"></td> <td style="width:1%;"></td> <td style="width:8.58%;"></td> <td style="width:1%;"></td> <td style="width:1.64%;"></td> <td style="width:1%;"></td> <td style="width:8.58%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Year ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td>

<td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Interest expense related to contractual interest coupon </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,552</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,473 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,233</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Interest expense related to amortization of debt issuance costs</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">956</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">926</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">909</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 11,508 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,399</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 8,142 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 10552000 9473000 7233000 956000 926000 909000 11508000 10399000 8142000 Note 10. Stock Incentive Plan and Employee Stock Purchase Plan As of June 30, 2024, the Company had two outstanding stock incentive plans: the 2016 Equity Incentive Plan (“2016 Plan”) and the 2007 Incentive Award Plan (“2007 Plan”). The 2016 Plan permits the granting of stock options, stock appreciation rights, restricted stock awards, performance shares, performance units, and RSUs. The vesting of RSUs granted under the 2016 Plan are primarily service-based (over the requisite service period) while the vesting of performance units granted under the 2016 Plan consist of PSUs. Only employees of the Company are eligible to receive incentive stock options. Non-employees may be granted non-qualified stock options. Stock options granted under the 2016 Plan have an exercise price of at least 100% of the fair market value of the underlying stock on the grant date. The stock options have 10-year contractual terms and generally become exercisable for 25% of the option shares one year from the date of grant and then ratably over the following 36 months. Service-based RSUs granted generally vest 25% of the share units covered by the grant on each of the first through fourth anniversaries of the date of the grant, subject to the continued service of the grantee through each such date. RSUs granted to the Board of Directors vest over one year. PSUs granted generally vest at the end of a three year performance period and the amount of shares that vest are based on the Company’s actual performance relative to predefined performance conditions. The Board of Directors has the discretion to use different vesting schedules. As of June 30, 2024, the 2007 Plan continued to remain in effect; however, the Company can no longer grant equity awards under such plans. The following table summarizes the share-based compensation charges included in the Company’s consolidated statements of operations and comprehensive loss (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:51.43%;"></td> <td style="width:1.34%;"></td> <td style="width:1%;"></td> <td style="width:12.803%;"></td> <td style="width:1%;"></td> <td style="width:1.36%;"></td> <td style="width:1%;"></td> <td style="width:12.823%;"></td> <td style="width:1%;"></td> <td style="width:1.36%;"></td> <td style="width:1%;"></td> <td style="width:12.883000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> <span style="white-space:pre-

wrap;min-width:fit-content;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Years ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Cost of revenue </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,375</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,439 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,584</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Research and development</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,456</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,396</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,371</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Selling and marketing</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,905</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,213</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">General and administrative</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,748</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,632</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,432</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 9,484 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> <span style="white-

space:pre-wrap;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,053</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 10,600 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr></table> The following table summarizes the share-based compensation charges for the Company's equity awards (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:55.689%;"></td><td style="width:1%;"></td><td style="width:1%;"></td><td style="width:11.398%;"></td><td style="width:1%;"></td><td style="width:1.56%;"></td><td style="width:1%;"></td><td style="width:11.398%;"></td><td style="width:1%;"></td><td style="width:1.56%;"></td><td style="width:1%;"></td><td style="width:11.398%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Years ended June 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2022 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Stock options </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">741</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,011 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,565 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Restricted stock units </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,307 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,004 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,160 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Performance stock units </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 386 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 54 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 571 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Employee stock purchase plan </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,050 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 984 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,304 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,484</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 10,053 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 10,600 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr></table> Stock Options The fair value of each option is estimated at the date of grant using the Black-Scholes option pricing formula with the following assumptions: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:42.771%;"></td> <td style="width:1.08%;"></td> <td style="width:1%;"></td> <td style="width:15.997%;"></td> <td style="width:1%;"></td> <td style="width:1.08%;"></td> <td style="width:1%;"></td> <td style="width:15.997%;"></td> <td style="width:1%;"></td> <td style="width:1.08%;"></td> <td style="width:1%;"></td> <td style="width:15.997%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Years Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Risk-free interest rate </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2.71% - 3.21% </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Dividend yield </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Expected term </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.30 - 8.94 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Expected volatility </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 54.1% - 57.3% </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> </table> The Company did not grant any stock options to its employees in the years ended June 30, 2024 and 2023. Determining Fair Value of Stock Options The fair value of each grant of stock options was determined by the Company using the methods and assumptions discussed below. Each of these inputs is subjective and generally requires significant judgment to determine. The Company estimates the fair value of its stock options using the Black-Scholes option-pricing model. This fair value is then amortized over the requisite service periods of the awards. The Company estimates the expected term of stock option by taking the average of the vesting term and the contractual term of the option, as illustrated by the simplified method. The expected volatility is derived from the Company's historical stock volatility over a period approximately equal to the expected term of the options. The risk-free interest rate is based on the U.S. Treasury constant maturity rate on the date of grant. The dividend yield assumption is based on the Company's history and expectation of no dividend payouts. A summary of option activity under the Company's incentive plan is presented below (in thousands except per share and term amounts):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:49.88%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.66%;"></td> <td style="width:1%;"></td> <td style="width:1.3%;"></td> <td style="width:1%;"></td> <td style="width:9.020000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.66%;"></td> <td style="width:1%;"></td> <td style="width:1.3%;"></td> <td style="width:1%;"></td> <td style="width:9.18%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Options
Outstanding </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Weighted
Average
Exercise
Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Weighted
Average
Remaining
Contractual
Life
(In Years) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Aggregate
Intrinsic
Value (1) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance at June 30, 2023 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,480 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.40</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6.53</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,580 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Options granted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Options exercised </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (90 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.60</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Options forfeited/expired</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(120</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.19 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance at June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,270 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,40</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.95</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Vested or expected to vest at June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,270 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.40</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.95</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> -

</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Exercisable at June 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,792</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.47</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.48</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr></table><div class="item-list-element-wrapper" style="margin-left:4.528%;display:flex;margin-top:6pt;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:left;">1.<div style="width:100%;display:inline;">The aggregate intrinsic value represents the total pre-tax intrinsic value, which is computed based on the difference between the exercise price and the closing price of Accuray common stock of $1.82 and $3.87 on June 28, 2024 and June 30, 2023, respectively. The amount represents what would have been received by the option holders had all option holders exercised their options and sold the shares received upon exercise as of that date.</div></div></div><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">There were no options granted during the years ended June 30, 2024 and 2023. The grant date fair value of options granted during the year ended June 30, 2022 was $0.9 million. The total intrinsic value of options exercised during the year ended June 30, 2024 was not material and the total intrinsic value of options exercised during the year ended June 30, 2022 was $0.3 million. There were no options exercised during the year ended June 30, 2023. The total cash received from option exercises during the year ended June 30, 2024 and June 30, 2022 was $0.3 million and $1.2 million, respectively. </p><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Tax benefits from tax deductions for exercised options and disqualifying dispositions in excess of the deferred tax asset, attributable to share compensation costs for such options, are credited to additional paid-in capital. The benefits are recognized against income taxes. Realized excess tax benefits related to stock options exercises was zero for each of the years ended June 30, 2024, 2023 and 2022.</p><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">As of June 30, 2024, there was $0.6 million of unrecognized compensation cost related to unvested stock options, which is expected to be recognized over a weighted average period of 0.9 years.</p><div style="font-size:12pt;font-family:Times New Roman;"><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following table summarizes information about outstanding and exercisable options at June 30, 2024 (in thousands, except years and exercise price):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:44.18%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:8.1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:8.42%;"></td> <td style="width:1%;"></td> <td style="width:1.16%;"></td> <td style="width:1%;"></td> <td style="width:7.619999999999999%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:8.42%;"></td> <td style="width:1%;"></td> <td style="width:1.16%;"></td> <td style="width:1%;"></td> <td style="width:7.9399999999999995%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Options Outstanding</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Options Exercisable</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Range of Exercise Prices</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Number
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Contractual
Life (Years)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Weighted
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Exercise
Price</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-

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style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7.94</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">277</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.97</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$4.10- $4.10</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-

wrap;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,048 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.68 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4.10</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,048</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.10 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> $4.46 $5.00</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">751</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5.59</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.51 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 639 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4.51</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total outstanding</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,270</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.95</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3.40 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 4,792 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3.47 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> Restricted Stock and Performance Stock The following table summarizes the activity of RSUs and PSUs (in thousands, except fair value per share): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:49.89%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.482%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.482%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.662%;"></td> <td style="width:1%;"></td> <td style="width:1.3%;"></td> <td style="width:1%;"></td> <td style="width:9.182%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Unvested Restricted Stock </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> <span style="color:#000000;white-space:pre-

wrap;font-weight:bold;min-width:fit-content;">Restricted
Stock Units </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Performance
Stock Units </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total
Number of
Shares
Underlying
Stock
Awards </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
Average
Grant Date
Fair Value
Per Share </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Unvested at June 30, 2023 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,334 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,049 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,383 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.77</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Granted</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,697</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,264</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,961</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2.62 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Vested </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,376 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (137 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,513 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2.85 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Cancelled/forfeited </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (686 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (363 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-

wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1,049 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.79</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Unvested at June 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,969</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,813</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8,782</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2.66 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> Restricted Stock Units The grant date fair value of the RSUs granted was $9.7 million, $7,2 million and $12.0 million for the years ended June 30, 2024, 2023 and 2022, respectively. The aggregate fair market value of the RSUs that vested during the years ended June 30, 2024, 2023 and 2022, was $5.9 million, $4.5 million and $6.4 million, respectively. As of June 30, 2024, there was $11.3 million of unrecognized compensation cost related to the RSUs, which is expected to be recognized over a weighted average period of 1.5 years.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Performance Stock Units</p><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The grant date fair value of PSUs granted was <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">$3.3 million, $2.4 million and $3.7 million for the years ended June 30, 2024, 2023 and 2022, respectively. The aggregate fair value of the PSUs that vested during the year ended June 30, 2024, was $0.4 million. There were no PSUs that vested during the years ended June 30, 2023 and 2022. As of June 30, 2024, there was $2.6 million of unrecognized compensation cost related to the PSUs, which is expected to be recognized over a weighted average period of 2.0 years. Employee Stock Purchase Plan Under the Company's Amended and Restated 2007 Employee Stock Purchase Plan, or ESPP, qualified employees are permitted to purchase the Company's common stock at 85% of the lower of the fair market value of the common stock on the commencement date of each six month offering period, or the fair market value on the specified purchase date. Employees' payroll deductions may not exceed 10% of their salaries. Employees may purchase up to 2,500 shares per each six month offering period, provided that the value of the shares purchased in any calendar year may not exceed $25,000, as calculated pursuant to the purchase plan. The Company estimates the fair value of ESPP shares at the date of grant using the Black-Scholes option pricing model. The weighted average assumptions were as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:42.78%;"></td> <td style="width:1.54%;"></td> <td style="width:17.52%;"></td> <td style="width:1.54%;"></td> <td style="width:17.52%;"></td> <td style="width:1.54%;"></td> <td style="width:17.56%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:left;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Years Ended June 30, </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2022 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Risk-free interest rate </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 5.05% - 5.39% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 4.65% - 5.44% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 0.10% - 2.16% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Dividend yield </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> — % </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> — % </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> — % </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected term </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 0.5- 1.0 </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 0.5 - 1.0 </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 0.5 - 1.0 </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected volatility </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 37.22% - 61.48% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 38.98% - 61.09% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 35.49% - 54.33% </td> </tr></table> The risk-free rate for the expected term of the ESPP option was based on the U.S. Treasury constant maturity rate for each offering period; expected volatility was based on the historical volatility of the Company's common stock; and the expected term was based upon the offering period of the ESPP. The Company issued 1.1 million, 1.3 million and 1.1 million shares under the ESPP during fiscal 2024, 2023 and 2022, respectively, at a weighted average purchase price per share of $1.79, <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">$1.75 and $2.51, respectively. As of June 30, 2024, total unrecognized compensation cost related to the ESPP plan was $0.7 million, which the Company expects to recognize over a weighted average period of 0.9 years. Common Stock Available For Issuance In November 2023, the Company's stockholders approved amending and restating the 2016 Plan to increase the number of shares of the Company's common stock available for issuance by 5.0 million shares. At June 30, 2024, the Company had 2.5 million shares of common stock reserved for issuance under the stock incentive plans and 3.8 million shares of common stock reserved for issuance under the employee stock purchase plan. 2 1 P10Y 0.25 P1Y P36M 0.25 The following table summarizes the share-based

compensation charges included in the Company's consolidated statements of operations and comprehensive loss (in thousands):
<table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:51.43%;"></td> <td style="width:1.34%;"></td> <td style="width:1%;"></td> <td style="width:12.803%;"></td> <td style="width:1%;"></td> <td style="width:1.36%;"></td> <td style="width:1%;"></td> <td style="width:12.823%;"></td> <td style="width:1%;"></td> <td style="width:1.36%;"></td> <td style="width:1%;"></td> <td style="width:12.883000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Years ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Cost of revenue </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,375</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,439 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,584 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Research and development </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,456 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,396 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,371 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Selling and marketing </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,905 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,586 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,213 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> General and administrative </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 4,748 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,632 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,432 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> <span style="color:#000000;white-space:pre-wrap;min-width:fit-

content;">Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,484</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 10,053 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,600</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr></table> 1375000 1439000 1584000 1456000 1396000 1371000 1905000 1586000 2213000 4748000 5632000 5432000 9484000 10053000 10600000 <p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following table summarizes the share-based compensation charges for the Company's equity awards (in thousands):</p><p style="text-indent:2.267%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:55.689%;"></td><td style="width:1%;"></td><td style="width:1%;"></td><td style="width:11.398%;"></td><td style="width:1%;"></td><td style="width:1.56%;"></td><td style="width:1%;"></td><td style="width:11.398%;"></td><td style="width:1%;"></td><td style="width:1.56%;"></td><td style="width:1%;"></td><td style="width:11.398%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Years ended June 30,</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2022</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Stock options</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 741 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,011 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,565 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Restricted stock units </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,307 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,004 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,160 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Performance stock units </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 386 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 54 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 571 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Employee stock purchase

plan </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,050 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 984 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,304 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,484</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 10,053 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 10,600 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr></table> 741000 2011000 2565000 7307000 7004000 6160000 386000 54000 571000 1050000 984000 1304000 9484000 10053000 10600000 The fair value of each option is estimated at the date of grant using the Black-Scholes option pricing formula with the following assumptions: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:42.771%;"></td> <td style="width:1.08%;"></td> <td style="width:1%;"></td> <td style="width:15.997%;"></td> <td style="width:1%;"></td> <td style="width:1.08%;"></td> <td style="width:1%;"></td> <td style="width:15.997%;"></td> <td style="width:1%;"></td> <td style="width:1.08%;"></td> <td style="width:1%;"></td> <td style="width:15.997%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Years Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Risk-free interest rate </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2.71% - 3.21% </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Dividend yield </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> <span

style="color:#000000;min-width:fit-content;">% </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Expected term </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.30 - 8.94 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Expected volatility </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 54.1% - 57.3% </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> </table> The Company did not grant any stock options to its employees in the years ended June 30, 2024 and 2023. 0 0 0 0.0271 0.0321 P7Y3M18D P8Y11M8D 0 0 0 0.541 0.573 A summary of option activity under the Company's incentive plan is presented below (in thousands except per share and term amounts): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:49.88%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.66%;"></td> <td style="width:1%;"></td> <td style="width:1.3%;"></td> <td style="width:1%;"></td> <td style="width:9.020000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.66%;"></td> <td style="width:1%;"></td> <td style="width:1.3%;"></td> <td style="width:1%;"></td> <td style="width:9.18%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Options
Outstanding </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Weighted
Average
Exercise
Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Weighted
Average
Remaining
Contractual
Life
(In Years) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Aggregate
Intrinsic
Value (1) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance at June 30, 2023 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,480 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.40</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6.53</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,580 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Options granted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-

space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Options exercised </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (90 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.60</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Options forfeited/expired</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(120</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.19 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance at June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,270 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.40</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.95</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Vested or expected to vest at June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,270 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.40</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2.95 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Exercisable at June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-

align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,792</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.47</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.48</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr></table><div class="item-list-element-wrapper" style="margin-left:4.528%;display:flex;margin-top:6pt;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:left;">1.<div style="width:100%;display:inline;">The aggregate intrinsic value represents the total pre-tax intrinsic value, which is computed based on the difference between the exercise price and the closing price of Accuray common stock of $1.82 and $3.87 on June 28, 2024 and June 30, 2023, respectively, The amount represents what would have been received by the option holders had all option holders exercised their options and sold the shares received upon exercise as of that date.</div></div> 5480 3.4 P6Y6M10D 3580000 0 0 90 2.6 120 4.19 5270 3.4 P2Y11M12D 0 5270 3.4 P2Y11M12D 0 4792 3.47 P2Y5M23D 0 1.82 3.87 0 0 900000 300000 300000 1200000 600000 P0Y10M24D <p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following table summarizes information about outstanding and exercisable options at June 30, 2024 (in thousands, except years and exercise price):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:44.18%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:8.1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:8.42%;"></td> <td style="width:1%;"></td> <td style="width:1.16%;"></td> <td style="width:1%;"></td> <td style="width:7.619999999999999%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:8.42%;"></td> <td style="width:1%;"></td> <td style="width:1.16%;"></td> <td style="width:1%;"></td> <td style="width:7.939999999999995%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Options Outstanding</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Options Exercisable</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Range of Exercise Prices</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Number
Outstanding</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Weighted-
Average
Remaining
Contractual
Life (Years)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Weighted
Average
Exercise
Price</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Number
Outstanding</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Weighted
Average
Exercise
Price</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$1.96 - $2.08</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">755</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7.94</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.05</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">389</p></td> <td

style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.05</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$2.60- $2.60</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,439</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td 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Roman;margin-bottom:0;text-align:right;">2.60</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,439</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.60</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$2.96- $2.96</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">277</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5.67</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.97</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">277</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.97</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$4.10- $4.10</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,048</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.68</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4.10</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,048</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4.10</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$4.46- $5.00</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:right;">751 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5.59 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4.51</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">639</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.51 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total outstanding </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,270 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2.95 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.40</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,792</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3.47 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table>   1.96 2.08 755000 P7Y11M8D 2.05 389 2.05 2.6 2.6 1439000 P1Y7M24D 2.6 1439 2.6 2.96 2.96 277000 P5Y8M1D 2.97 277 2.97 4.1 4.1 2048000 P0Y8M4D 4.1 2048 4.1 4.46 5 751000 P5Y7M2D 4.51 639 4.51 5270000 P2Y11M12D 3.4 4792 3.47 The following table summarizes the activity of RSUs and PSUs (in thousands, except fair value per share):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:49.89%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.482%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:9.662%;"></td> <td style="width:1%;"></td> <td style="width:1.3%;"></td> <td style="width:1%;"></td> <td style="width:9.182%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Unvested Restricted Stock </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Restricted
Stock Units </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Performance
Stock Units </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total
Number of
Shares
Underlying
Stock
Awards </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
Average
Grant Date
Fair Value
Per Share </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Unvested at June 30, 2023 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,334 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,049 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,383 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-

space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.77</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Granted</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,697</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,264</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,961</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2.62 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Vested </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,376 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (137 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom,"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"> (2,513 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right,">2.85</p></td> <td style="white-space:nowrap;vertical-align:bottom,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word,"> <td style="white-space:pre-wrap;vertical-align:top,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,">Cancelled/forfeited</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right,">(686</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right,">(363</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,049</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content,">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2.79 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word,"> <td style="white-space:pre-wrap;vertical-align:top;"> Unvested at June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,969 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom,"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 2,813 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom,"> </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center,"> 8,782 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom,"> </td> <td style="white-space:nowrap;vertical-align:bottom,"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.66 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> 5334000 2049000 7383000 2.77 3697000 1264000 4961000 2.62 2376000 137000 2513000 2.85 686000 363000 1049000 2.79 5969000 2813000 8782000 2.66 9700000 7200000 12000000 5900000 4500000 6400000 11300000 P1Y6M 3300000 2400000 3700000 400000 0 0 2600000 P2Y 0.85 0.10 2500 25000 The Company estimates the fair value of ESPP shares at the date of grant using the Black-Scholes option pricing model. The weighted average assumptions were as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:42.78%;"></td> <td style="width:1.54%;"></td> <td style="width:17.52%;"></td> <td style="width:1.54%;"></td> <td style="width:17.52%;"></td> <td style="width:1.54%;"></td> <td style="width:17.56%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="5" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Years Ended June 30, </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2022 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Risk-free interest rate </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 5.05% - 5.39% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 4.65% - 5.44% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 0.10% - 2.16% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Dividend yield </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> — % </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> — % </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> — % </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected term </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 0.5- 1.0 </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 0.5 - 1.0 </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected volatility </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 37.22% - 61.48% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 38.98% - 61.09% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:left;"> 35.49% - 54.33% </td> </tr> </table> 0.0505 0.0539 0.0465 0.0544 0.001 0.0216 0 0 0 P0Y6M P1Y P0Y6M P1Y P0Y6M P1Y 0.3722 0.6148 0.3898 0.6109 0.3549 0.5433 1100000 1300000 1100000 1.79 1.75 2.51 700000 P0Y10M24D 5000000 2500000 3800000 Note 11. Joint Venture In January 2019, the Company's wholly-owned subsidiary, Accuray Asia Limited ("Accuray Asia"), entered into an agreement with CNNC High Energy Equipment (Tianjin) Co., Ltd. (the "CIRC Subsidiary"), a wholly-owned subsidiary of China Isotope & Radiation Corporation, to form a joint venture, CNNC Accuray (Tianjin) Medical Technology Co. Ltd. (the "JV"), to manufacture and sell radiation oncology systems in China. As of June 30, 2024, the Company owned a 49% interest in the JV, which is reported as an investment in joint venture on the Company's consolidated balance sheets. The Company applies the equity method of accounting to its ownership interest in the JV as the Company has the ability to exercise significant influence over the JV but lacks controlling financial interest and is not the primary beneficiary. The Company recognizes the 49% proportionate share of the JV income or loss on a one-quarter lag due to the timing of the availability of the JV's financial records. The Company recognizes revenue on sales to the JV in the current period of control transfer, eliminating a portion of profit to the extent goods sold have not been sold through by the JV to an end customer by the end of each reporting period. The following table shows the reconciliation between the carrying value of the Company's investment in the JV and its proportional share of the underlying equity in net assets of the JV (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.349%;"></td> <td style="width:1.96%;"></td> <td style="width:1%;"></td> <td style="width:17.116999999999997%;"></td> <td style="width:1%;"></td> <td style="width:2.46%;"></td> <td style="width:1%;"></td> <td style="width:17.116999999999997%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:7pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Carrying value of investment in joint venture </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,826</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,128 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Deferred intra-entity profit margin </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,835 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,737 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Equity method goodwill </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (4,720 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (4,720 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Proportional share of equity investment in joint venture </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14,941</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 16,145 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> As of June 30, 2024, the Company's carrying value of the investment in the JV for the Company's proportional share of the JV's currency translation adjustment was decreased by $0.6 million. In June 2024, the JV declared a $2.5 million dividend to the Company payable in fiscal year 2025. The Company recorded this dividend as a reduction to its carrying value in the JV. At June 30, 2023, the Company's carrying value of the investment in the JV was increased for the Company's proportional share of the investee's currency translation adjustment was not material. No impairment was identified as of June 30, 2024 and June 30, 2023. Summarized financial information of the JV is as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:58.088%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.818%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.998000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.1%;"></td> <td style="width:1%;"></td> <td style="width:10.998000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Statement of Operations Data: </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Twelve Months Ended
March 31, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Twelve Months Ended
March 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Twelve Months Ended
March 31, 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Revenue </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">114,942</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 109,097 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">55,190</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Gross profit</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 22,137 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">21,522</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,915 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net income </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,750</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,280 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">422</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net income attributable to the Company</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,838 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,572</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 241 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table>   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:62.208%;"></td> <td style="width:1.62%;"></td> <td style="width:1%;"></td> <td style="width:15.277000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.62%;"></td> <td style="width:1%;"></td> <td style="width:15.277000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Summarized Balance Sheet Data: </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of
March 31, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> As of
March 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="text-indent:10pt;vertical-align:top;"> Assets </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> Current assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 102,500 </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">87,662</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:15pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Non current assets</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">12,425</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,504</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:20pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total assets</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 114,925 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">104,166</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="text-indent:10pt;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Liabilities and Stockholders' Equity</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:15pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Current liabilities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 79,300 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">70,189</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:15pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Non current liabilities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">113</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">398</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:15pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Stockholder's equity</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">35,512</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">33,579</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:20pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total liabilities and stockholders' equity</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 114,925 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 104,166 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The following table shows the activity of the Company's deferred intra-entity profit margin from sales to the JV (in thousands): <table style="margin-left:auto;border-spacing:0;table-

layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.85%;"></td> <td style="width:1.56%;"></td> <td style="width:1%;"></td> <td style="width:13.303%;"></td> <td style="width:1%;"></td> <td style="width:1.3%;"></td> <td style="width:1%;"></td> <td style="width:13.303%;"></td> <td style="width:1%;"></td> <td style="width:1.18%;"></td> <td style="width:1%;"></td> <td style="width:12.502%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Years Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Deferred intra-entity profit margin recognized on sales to the JV </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,061</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,436 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,007</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Deferred intra-entity profit margin on sales to the JV</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(13,159</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(10,718</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(7,307</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net deferred profit margin on sales to the JV (1)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (4,098 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(282</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (3,300 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table> (1) Profit earned by the Company from the JV is eliminated through cost of goods sold until it is realized; such profits would generally be considered realized when the inventory has been sold through to third parties. 0.49 0.49 The following table shows the reconciliation between the carrying value of the Company's investment in the JV and its proportional share of the underlying equity in net assets of the JV (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.349%;"></td> <td style="width:1.96%;"></td> <td style="width:1%;"></td> <td style="width:17.116999999999997%;"></td> <td style="width:1%;"></td> <td style="width:2.46%;"></td> <td style="width:1%;"></td> <td style="width:17.116999999999997%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:7pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-

*align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Carrying value of investment in joint venture </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,826</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,128 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Deferred intra-entity profit margin </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,835 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,737 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Equity method goodwill </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (4,720 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:center;"> (4,720 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Proportional share of equity investment in joint venture </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14,941</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 16,145 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 9826000 15128000 9835000 5737000 -4720000 -4720000 -14941000 -16145000 600000 2500000 0 0 Summarized financial information of the JV is as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:58.088%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.818%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:10.998000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1.1%;"></td> <td style="width:1%;"></td> <td style="width:10.998000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Statement of Operations Data: </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Twelve Months Ended
March 31, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Twelve Months Ended
March 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Twelve Months Ended
March 31, 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Revenue </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">114,942</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 109,097 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-*

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">55,190 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Gross profit </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">22,137</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 21,522 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">15,915</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net income</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,750 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,280</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 422 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net income attributable to the Company </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,838</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,572 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">241</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table> *114942000 109097000 55190000 22137000 21522000 15915000 3750000 5280000 422000 1838000 2572000 241000* <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:62.208%;"></td> <td style="width:1.62%;"></td> <td style="width:1%;"></td> <td style="width:15.277000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.62%;"></td> <td style="width:1%;"></td> <td style="width:15.277000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:9pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:9pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Summarized Balance Sheet Data:</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">As of
March 31, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">As of
March 31, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="text-indent:10pt;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Assets</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:15pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Current assets</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 102,500 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 87,662 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> Non current assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 12,425 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-

top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 16,504 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> Total assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">114,925</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 104,166 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="text-indent:10pt;vertical-align:top;"> Liabilities and Stockholders' Equity </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> Current liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">79,300</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 70,189 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> Non current liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 113 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 398 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> Stockholder's equity </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 35,512 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 33,579 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> Total liabilities and stockholders' equity </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">114,925</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 104,166 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 102500000 87662000 12425000 16504000 114925000 104166000 79300000 70189000 113000 398000 35512000 33579000 114925000 104166000 The following table shows the activity of the Company's deferred intra-entity profit margin from sales to the JV (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.85%;"></td> <td style="width:1.56%;"></td> <td style="width:1%;"></td> <td style="width:13.303%;"></td> <td style="width:1%;"></td> <td style="width:1.3%;"></td> <td style="width:1%;"></td> <td style="width:13.303%;"></td> <td style="width:1%;"></td> <td style="width:1.18%;"></td> <td style="width:1%;"></td> <td style="width:12.502%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Years Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:center;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Deferred intra-entity profit margin recognized on sales to the JV </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,061</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,436 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,007</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Deferred intra-entity profit margin on sales to the JV</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(13,159</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(10,718</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(7,307</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net deferred profit margin on sales to the JV (1)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (4,098 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(282</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 3,300 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table> (1) Profit earned by the Company from the JV is eliminated through cost of goods sold until it is realized; such profits would generally be considered realized when the inventory has been sold through to third parties.   9061000 10436000 4007000 -13159000 -10718000 -7307000 -4098000 -282000 -3300000 Note 12. Income Taxes Loss before provision for income taxes on the accompanying statements of operations and comprehensive loss included the following components (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:42.68%;"></td> <td style="width:1.46%;"></td> <td style="width:1%;"></td> <td style="width:15.620000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.48%;"></td> <td style="width:1%;"></td> <td style="width:15.620000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.48%;"></td> <td style="width:1%;"></td> <td style="width:15.66%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Years Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New

align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Federal </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> State </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 133 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 25 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Foreign </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,190 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,036 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,535 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total current </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,323</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,036 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,560 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Deferred: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word,"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Federal </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-

align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> State </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Foreign </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,402 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 456 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,785 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total deferred </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,402 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 456 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,785 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> Total provision for income taxes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,725</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 2,492 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 3,345 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> </tr> </table> A reconciliation of income taxes at the statutory federal income tax rate to the provision for income taxes included in the accompanying consolidated statements of operations and comprehensive loss is as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:48.98%;"></td> <td style="width:1.761%;"></td> <td style="width:1%;"></td> <td style="width:13.245000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.761%;"></td> <td style="width:1%;"></td> <td style="width:13.245000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.761%;"></td> <td style="width:1%;"></td> <td style="width:13.245000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> <span style="color:#000000;white-space:pre-wrap;font-weight:bold;min-

width:fit-content;">Years Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> U.S. federal taxes (benefit) </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> At federal statutory rate </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,482</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,426 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (420 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> State tax, net of federal benefit </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 133 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 25 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Share-based compensation expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 629 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,189 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 592 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Research and development credits </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (209 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,181 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> <span style="min-width:fit-

content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (415 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Foreign taxes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (167 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (164 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (948 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Deferred tax on foreign earnings </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 952 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 408 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,730 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Global intangible low-taxed income </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,335 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 927 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,124 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Change in valuation allowance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,202 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,546 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 502 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Other non-deductible permanent items </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 332 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 193 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 252 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Other </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (97 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> Total provision for income taxes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,725</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 2,492 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,345</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><div style="font-size:12pt;font-family:Times New Roman;"><p style="text-indent:2.267%;font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's net deferred tax assets (liabilities) were as follows (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.72%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:12.92%;"></td> <td style="width:1%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:12.92%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New 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Roman;margin-bottom:0;text-align:left;">Deferred tax assets:</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Federal and state net operating losses</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 66,463 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 69,157 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Accrued expenses and reserves </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,523 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,083 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Lease liability </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,401 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Deferred revenue </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,269 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,275 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Research and development credits </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,669 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,425 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Share-based compensation expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,405 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,367 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Capitalized research and development </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,464 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,042 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Unicap </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 541 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 587 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Fixed assets/intangibles </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 644 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 946 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Section 163(j) interest </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,776 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,702 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Other </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6 </td> <td style="white-space:nowrap;vertical-align:bottom;border-

bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 245 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total deferred tax assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 132,092 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 130,230 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Deferred tax liabilities: </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Contract acquisition costs </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,228 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,602 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Right of use assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (5,288 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (4,941 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Deferred tax on foreign earnings </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (2,499 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1,547 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total deferred tax liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (9,015 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (8,090 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Valuation allowance </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (125,944 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (123,528 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr

style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Net deferred tax liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,867</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (1,388 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table> As of June 30, 2024, the Company had $281.9 million and $124.5 million in federal and state net operating loss carryforwards, respectively. The federal and state carryforwards expire in varying amounts beginning in 2029 for federal and 2025 for state purposes. In addition, as of June 30, 2024, the Company had federal and state research and development tax credits of $28.4 million and $22.8 million, respectively. If not utilized, the federal research credits will begin to expire in 2025, the California research credits have no expiration date and the other state research credits will begin to expire in 2025. Under the Internal Revenue Code (“IRC”) Sections 382 and 383, annual use of our net operating loss and research tax credit carryforwards to offset taxable income may be limited based on cumulative changes in ownership. Although ownership changes have occurred in the prior years, the carryovers should be available for utilization by the Company before they expire, provided the Company generates sufficient future taxable income. An analysis of the impact of this provision through March 31, 2022 has been performed and it was determined that no ownership change has occurred after December 2009. Based on the available objective evidence and history of losses, the Company has established a 100% valuation allowance against its combined domestic net deferred tax assets because of uncertainty surrounding the realization of such deferred tax assets. Certain income earned by controlled foreign corporations (“CFCs”) must be included currently in the gross income of the CFCs United States shareholder. The income required to be included in gross income is referred to as global intangible low tax income (“GILTI”) and is defined under IRC Section 951A as the excess of the shareholder’s net CFC tested income over the net deemed tangible income return. The GILTI inclusion amount has been absorbed by net operating loss carryforwards. The Company has made a policy decision to record GILTI tax as a current-period expense when incurred. One of the provisions under the Tax Cuts and Jobs Act that became effective in tax years beginning after December 31, 2021 required the capitalization and amortization of research and experimental expenditures. The change in this United States tax law did not have an impact on the Company’s consolidated financial statements. The Company will continue to evaluate the impact of this tax law change on future periods. At June 30, 2024, the Company has $2.5 million of deferred tax liability related to withholding tax expected to be paid on the remittance of unrepatriated distributable reserves in France, Japan and Switzerland. At June 30, 2024, the Company has undistributed earnings of certain foreign subsidiaries of <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">$14.7 million that it has indefinitely invested, and on which it has not recognized deferred taxes. The aggregate changes in the balance of gross unrecognized tax benefits were as follows (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.163%;"></td> <td style="width:1.401%;"></td> <td style="width:1%;"></td> <td style="width:10.864%;"></td> <td style="width:10.864%;"></td> <td style="width:1%;"></td> <td style="width:1.401%;"></td> <td style="width:1%;"></td> <td style="width:1.421%;"></td> <td style="width:1%;"></td> <td style="width:10.884%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Years Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance at beginning of year </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">21,565</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,810 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-

space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">18,765</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Tax positions related to current year:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Additions</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,064</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,692</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,222</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Tax positions related to prior years:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p 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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">652</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">61</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Reductions</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(585</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(589</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(238</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:15.1pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance at end of year</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 22,044 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 21,565 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 19,810 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The calculation of unrecognized tax benefits involves dealing with uncertainties in the application of complex global tax regulations. Management regularly assesses the Company's tax positions with respect to legislative, bilateral tax treaty, regulatory and judicial developments in the countries in which the Company does business. The reduction in prior year's tax positions primarily relates to lapses of applicable statutes of limitations. The Company anticipates there will be no material changes in uncertain tax positions in the next 12 months. As of June 30, 2024, the amount of gross unrecognized tax benefits was $22.0 million, of which $21.6 million would not affect income tax expense before consideration of any valuation allowance. </p><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. As of June 30, 2024 and 2023, the Company's cumulative accrued interest and penalties related to uncertain tax positions, was not material. </p><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company files income tax returns in the United States federal, various states, and foreign jurisdictions. Due to tax attributes being carried forward and utilized during open years, the statute of limitations remains open for the U.S. federal jurisdiction and domestic states for tax years from 2002 and forward. The statutes of limitation with respect to the foreign jurisdictions where the Company files income tax returns vary from jurisdiction to jurisdiction and range from 3 to 10 years and the material foreign jurisdictions are France, Switzerland and Japan.</p><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company is also subject to examination of its income tax returns by the Internal Revenue Service ("IRS") and other foreign tax authorities, and in some cases the Company has received additional tax assessments which have not been significant. The Company is under audit by the Indian tax authorities for the fiscal year 2021 and 2023 and we do not expect a material impact on the consolidated financial statements.</p> <p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Loss before provision for income taxes on the accompanying statements of operations and comprehensive loss included the following components (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:42.68%;"></td> <td style="width:1.46%;"></td> <td style="width:1%;"></td> <td style="width:15.620000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.48%;"></td> <td style="width:1%;"></td> <td style="width:15.620000000000001%;"></td> <td 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style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2022</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Domestic</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (25,184 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(17,489</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (14,092 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Foreign </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 13,364 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 10,701 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 12,090 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;">

Total loss before provision for income taxes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(11,820</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (6,788 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,002</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> </table> -25184000 -17489000 -14092000 13364000 10701000 12090000 -11820000 -6788000 -2002000 <p style="text-indent:2.267%;font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The provision for income taxes consisted of the following (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:42.68%;"></td> <td style="width:1.46%;"></td> <td style="width:1%;"></td> <td style="width:15.620000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.48%;"></td> <td style="width:1%;"></td> <td style="width:15.620000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.48%;"></td> <td style="width:1%;"></td> <td style="width:15.66%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td 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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p 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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> State </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 133 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 25 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Foreign </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td 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align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,190 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,036 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,535 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total current </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,323</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,036 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,560</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Deferred:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Federal</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Foreign </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,402 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 456 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,785 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total deferred </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,402 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 456 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,785 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> Total provision for income taxes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,725</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 2,492 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,345</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table> 0 0 0 133000 0 25000 2190000 2036000 1535000 2323000 2036000 1560000 0 0 0 0 0 0 1402000 456000 1785000 1402000 456000 1785000 3725000 2492000 3345000 <p style="text-indent:2.267%;font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">A reconciliation of income taxes at the statutory federal income tax rate to the provision for income taxes included in the accompanying consolidated statements of operations and comprehensive loss is as follows (in thousands):</p><p style="font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:48.98%;"></td> <td style="width:1.761%;"></td> <td style="width:1%;"></td> <td style="width:13.245000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.761%;"></td> <td style="width:1%;"></td> <td style="width:13.245000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.761%;"></td> <td style="width:1%;"></td> <td style="width:13.245000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Years Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2022</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">U.S. federal taxes (benefit):</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,482 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (420 </td> <td style="white-space:nowrap;vertical-align:bottom;"><p

*style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)
</td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p
style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-
space:pre-wrap;min-width:fit-content;">State tax, net of federal benefit </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td>
<td style="white-space:nowrap;vertical-align:bottom;"> <span
style="min-width:fit-content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:right;">133 </td> <td
style="white-space:nowrap;vertical-align:bottom;"> <span
style="min-width:fit-content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-
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</td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;">— </td> <td style="white-space:nowrap;vertical-
align:bottom;">
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align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-
space:pre-wrap;vertical-align:bottom;text-align:center;"> <span
style="color:#000000;white-space:pre-wrap;min-width:fit-content;">25 </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> </tr> <tr
style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-
left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;min-
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top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-
space:nowrap;vertical-align:bottom;"> <span style="min-width:fit-
content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:right;">629 </td> <td style="white-
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content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td
style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">1,189 </td> <td style="white-space:nowrap;vertical-align:bottom;">
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style="white-space:pre-wrap;vertical-align:bottom;"> <span
style="white-space:pre-wrap;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-
align:bottom;text-align:center;"> <span
style="color:#000000;white-space:pre-wrap;min-width:fit-content;">592 </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> </tr> <tr
style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-
left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;min-
width:fit-content;">Research and development credits </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-
space:nowrap;vertical-align:bottom;"> <span style="min-width:fit-
content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:right;">(<span style="color:#000000;white-
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family:Times New Roman;margin-bottom:0;text-align:left;">) </td> <td style="white-space:pre-
wrap;vertical-align:bottom;"> <span style="white-space:pre-
wrap;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-
align:center;"> <span style="color:#000000;white-space:pre-
wrap;min-width:fit-content;">(1,181 </td> <td style="white-
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style="color:#000000;min-width:fit-content;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-
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space:nowrap;vertical-align:bottom;"> <span style="min-width:fit-
content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:right;">(<span style="color:#000000;white-
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New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-
align:bottom;">
</td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:right;">(<span style="color:#000000;white-space:pre-wrap;min-
width:fit-content;">167 </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:left;">) </td> <td style="white-space:pre-wrap;vertical-
align:bottom;"> <span style="white-space:pre-wrap;min-width:fit-
content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">(164 </td> <td style="white-space:nowrap;vertical-
align:bottom;"> <span style="color:#000000;min-width:fit-
content;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td
style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">(<span style="color:#000000;white-space:pre-wrap;min-width:fit-
content;">948 </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-
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family:Times New Roman;margin-bottom:0;text-align:left;">Deferred tax on foreign
earnings </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p
style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td
style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:right;">952 </td> <td style="white-space:nowrap;vertical-align:bottom;">
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style="white-space:pre-wrap;vertical-align:bottom;"> <span
style="white-space:pre-wrap;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-
align:bottom;text-align:center;"> <span
style="color:#000000;white-space:pre-wrap;min-width:fit-content;">408 </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-
space:pre-wrap;vertical-align:bottom;"> <span style="white-
space:pre-wrap;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-
family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-
align:bottom;text-align:center;"> <span
style="color:#000000;white-space:pre-wrap;min-width:fit-content;">1,730 </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-
size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> </tr> <tr
style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-
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width:fit-content;">Global intangible low-taxed income </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-
top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-
space:nowrap;vertical-align:bottom;"> <span style="min-width:fit-
content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:right;">1,335 </td> <td style="white-
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content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-*

bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 927 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,124 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Change in valuation allowance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,202 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,546 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 502 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Other non-deductible permanent items </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 332 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 193 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 252 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Other </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (97 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:15pt;white-space:pre-wrap;vertical-align:top;"> Total provision for income taxes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,725</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 2,492 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 3,345 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>
-2482000 -1426000 -420000 133000 0 25000 629000 1189000 592000 -209000 -1181000 -415000 -167000 -164000 -948000 -952000 -408000 -1730000 1335000 927000 2124000 3202000 2546000 502000 332000 193000 252000 0 0 -97000 3725000 2492000 3345000 Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's net deferred tax assets (liabilities) were as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.72%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:12.92%;"></td> <td style="width:1%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:12.92%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td>

<td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Deferred tax assets: </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Federal and state net operating losses </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">66,463</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 69,157 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Accrued expenses and reserves </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,523 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:center;"> 7,083 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Lease liability </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,332 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,401 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Deferred revenue </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:right;"> 3,269 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,275 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Research and development credits </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,669 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,425 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Share-based compensation expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,405 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,367 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Capitalized research and development </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:center;"> 19,464

</td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,042 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Unicap </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 541 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 587 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Fixed assets/intangibles </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 644 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 946 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Section 163(j) interest </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,776 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,702 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Other </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 245 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total deferred tax assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 132,092 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 130,230 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Deferred tax liabilities: </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Contract acquisition costs </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,228 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,602 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Right of use assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (<span

style="color:#000000;white-space:pre-wrap;min-width:fit-content;">5,288 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (4,941) </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Deferred tax on foreign earnings </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (2,499 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,547 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total deferred tax liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (9,015 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (8,090 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Valuation allowance </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (125,944 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (123,528 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Net deferred tax liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,867</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (1,388 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table> 66463000 69157000 4523000 7083000 6332000 5401000 3269000 4275000 26669000 26425000 1405000 1367000 19464000 13042000 541000 587000 644000 946000 2776000 1702000 6000 245000 132092000 130230000 1228000 1602000 5288000 4941000 2499000 1547000 9015000 8090000 125944000 123528000 2867000 1388000 281900000 124500000 28400000 22800000 1 2500000 14700000 The aggregate changes in the balance of gross unrecognized tax benefits were as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.163%;"></td> <td style="width:1.401%;"></td> <td style="width:1%;"></td> <td style="width:10.864%;"></td> <td style="width:1%;"></td> <td style="width:1.401%;"></td> <td style="width:1%;"></td> <td style="width:10.884%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Years Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance at beginning of year </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-

align:bottom;text-align:center;"> 21,565 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">19,810</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,765 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Tax positions related to current year: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Additions </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,064 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,692 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,222 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Tax positions related to prior years: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Additions </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 652 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 61 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Reductions </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (585 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (589 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (238 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:15.1pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance at end of year </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-

wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 22,044 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">21,565</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 19,810 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 21565000 19810000 18765000 1064000 1692000 1222000 0 652000 61000 585000 589000 238000 22044000 21565000 19810000 22000000 21600000 P3Y P10Y Note 13. Retirement Plans Employee Benefit Plan The Company's employee savings and retirement plan is qualified under Section 401(k) of the United States Internal Revenue Code. Employees may make voluntary, tax-deferred contributions to the 401(k) Plan up to the statutorily prescribed annual limit. The Company makes discretionary matching contributions to the 401(k) Plan on behalf of employees up to the limit determined by the Board of Directors. The Company contributed $2.1 million, $2.2 million and $2.3 million to the 401(k) Plan during the years ended June 30, 2024, 2023 and 2022, respectively.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Defined Benefit Pension Obligation</p><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company has established a defined benefit pension plan for its employees in its Switzerland subsidiary. The plan provides benefits to employees upon retirement, death or disability. The Company uses June 30 as the year-end measurement date for this plan. </p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left">Obligations and Funded Status</p><div style="font-size:12pt;font-family:Times New Roman;"><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following table presents the funded status of the defined benefit pension plan (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.72%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:12.92%;"></td> <td style="width:1%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:12.92%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Change in benefit obligation:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Benefit obligation—beginning of fiscal year</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,388 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,453 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Service cost </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,245 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,241 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Interest cost </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 381 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 336 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Plan participants' contributions </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,548 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,486 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Actuarial loss </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,236 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 389 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Foreign currency changes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (124 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,205 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Settlements </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,434 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (3,542 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Benefit and expense payments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (181 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (180 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Benefit obligation—end of fiscal year </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">24,059</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 19,388 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Change in plan assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Plan assets—beginning of fiscal year </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,761 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> <span style="white-

space:pre-wrap;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,350</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Employer contributions</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,265</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,295</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Actual return on plan assets</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">467</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">179</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Plan participants' contributions</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,548</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,486</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Foreign currency changes</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(97</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,173</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Settlements</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,434</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(3,542</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Benefit and expense payments</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(181</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(180</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Plan assets—end of fiscal year</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 21,329 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">18,761</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Funded status</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$

</td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (2,730 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(627</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Amounts recognized within the consolidated balance sheets:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Long-term other liabilities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (2,730 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(627</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net amount recognized</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (2,730 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(627</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> </table></div><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><div style="font-size:12pt;font-family:Times New Roman;"><p style="text-indent:2.267%;font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following table presents the amounts recognized in accumulated other comprehensive income (loss) (before tax) for the defined benefit pension plan (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.647%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:12.997%;"></td> <td style="width:1%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:13.037%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net actuarial gain</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 428 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,559 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Prior service credit </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 127 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 195 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-

left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total recognized in accumulated other comprehensive income (loss) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">555</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> 2,754 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr></table> The following table presents the projected benefit obligation, accumulated benefit obligation and fair value of plan assets for this defined benefit pension plan where accumulated benefit obligation exceeded the fair value of plan assets (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:66.647%;"></td><td style="width:1.66%;"></td><td style="width:1%;"></td><td style="width:12.997%;"></td><td style="width:1%;"></td><td style="width:1.66%;"></td><td style="width:1%;"></td><td style="width:13.037%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Projected benefit obligation </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">24,059</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,388 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Accumulated benefit obligation </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">20,946</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 16,807 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Fair value of plan assets </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">21,329</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,761 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr></table> Components of Net Periodic Benefit Cost and Other Amounts Recognized in Other Comprehensive Loss The following table shows the components of the Company's net periodic benefit costs and the other amounts recognized in other comprehensive loss, before tax, related to the Company's defined benefit pension plan (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:57.103%;"></td><td style="width:1.341%;"></td><td style="width:1%;"></td><td style="width:10.945%;"></td><td style="width:1%;"></td><td style="width:1.341%;"></td><td style="width:1%;"></td><td style="width:10.945%;"></td><td style="width:1%;"></td><td style="width:1.361%;"></td><td style="width:1%;"></td><td style="width:10.965%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Year ended June 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:center;">2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Net Periodic Benefit Costs: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Service cost </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,245</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,241 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,513 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Interest cost </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 381 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 336 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 75 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Expected returns on assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (284 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (176 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (144 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Amortization of prior service cost (credit) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (24 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (23 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 54 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Amortization of net gain </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> <span style="color:#000000;white-space:pre-wrap;min-width:fit-

content;">(92 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (207 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Gain on settlement </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (65 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 518 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Net periodic benefit costs </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,161 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 653 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,498 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Other Amounts Recognized in Other Comprehensive Loss: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net (gain) loss arising during the year </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,019 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 406 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (3,584 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Prior service cost (credit) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 24 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 24 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (<span style="color:#000000;white-space:pre-wrap;min-

width:fit-content;">53 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Amortization of prior service cost (credit) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (678 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Amortization of net gain </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 91 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 217 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Effect of settlement </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 65 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 546 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 4 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Total recognized in other comprehensive (gain) loss </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,199 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,193 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (4,311 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Total recognized in net periodic benefit costs and other comprehensive income (loss) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,360</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1,846 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (2,813 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table> The amounts in accumulated other comprehensive loss that are expected to be recognized as components of net periodic benefit cost during fiscal year 2025 related to the Company's defined benefit

pension plan are as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:80%;"></td><td style="width:2%;"></td><td style="width:1%;"></td><td style="width:16%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2025 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Net loss </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right,">—</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,">Prior service cost</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">24</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,">Accumulated other comprehensive income</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 24 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td></tr></table> Assumptions The assumptions used to determine net periodic benefit cost and to compute the expected long-term return on assets for the Company's defined benefit pension plan were as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:57.211%;"></td><td style="width:1.02%;"></td><td style="width:1%;"></td><td style="width:11.241999999999999%;"></td><td style="width:1%;"></td><td style="width:1%;"></td><td style="width:1.02%;"></td><td style="width:1%;"></td><td style="width:11.241999999999999%;"></td><td style="width:1%;"></td><td style="width:1.02%;"></td><td style="width:1%;"></td><td style="width:11.241999999999999%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left,"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Fiscal Years </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left,"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2022 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word,"><td style="vertical-align:top;"> Net Periodic Benefit Costs: </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center,"> </td><td style="vertical-align:bottom;text-align:center,"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center,"> </td><td style="vertical-align:bottom;text-align:center,"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center,"> </td><td style="vertical-align:bottom;text-align:center,"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word,"><td style="white-space:pre-wrap;vertical-align:top;"> Discount rate </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom,"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"> 1.30 </td><td style="white-space:nowrap;vertical-align:bottom,"> % </td><td style="white-space:pre-wrap;vertical-align:bottom,"> </td><td style="white-space:nowrap;vertical-align:bottom,"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"> 1.95 </td><td style="white-space:nowrap;vertical-align:bottom,"> % </td><td style="white-space:pre-wrap;vertical-align:bottom,"> </td><td style="white-space:nowrap;vertical-align:bottom,"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"> 1.90 </td><td style="white-space:nowrap;vertical-align:bottom,"> % </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word,"><td style="white-space:pre-wrap;vertical-align:top,"> Rate of compensation increase </td><td style="white-space:pre-wrap;vertical-align:bottom,"> </td><td style="white-space:nowrap;vertical-align:bottom,"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"> 1.75 </td><td style="white-space:nowrap;vertical-align:bottom,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:left;">% </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.75 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.75 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Expected long-term return on assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.50 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.00 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> </table> The assumptions used to measure the benefit obligation for the Company's defined benefit pension plan were as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.72%;"></td> <td style="width:1.26%;"></td> <td style="width:1%;"></td> <td style="width:13.379999999999999%;"></td> <td style="width:1%;"></td> <td style="width:1.26%;"></td> <td style="width:1%;"></td> <td style="width:13.379999999999999%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Benefit Obligation: </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Discount rate </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.30 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.95 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Rate of compensation increase </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.75 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.75 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> </table>   Contributions and Future Benefit Payments The Company made contributions of approximately $1.3 million, $1.3 million and $1.2 million to the defined benefit pension plan during fiscal years 2024, 2023 and 2022, respectively. The Company expects total contributions to the defined benefit pension plan for fiscal year 2025 will be approximately $<span style="font-

size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-wrap;min-width:fit-content;">1.3 million. Estimated future benefit payments expected to be paid by the defined benefit pension plan at June 30, 2024 are as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80%;"></td> <td style="width:2%;"></td> <td style="width:1%;"></td> <td style="width:16%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Year Ending June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Future
Benefits </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2025 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,183</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2026</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,436</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2027</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,265</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2028</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,318</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2029</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,649</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Thereafter</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,558</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total estimated future benefit payments</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 16,409 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Plan Assets The plan assets are invested in insurance contracts with Copré Collective Foundation based in Lausanne, Switzerland at the end of fiscal years 2024 and 2023. In fiscal 2024 and 2023, the risks of death and disability are reinsured with Zurich Life Insurance. The Copré Foundation for Occupational Benefits (“Copré Foundation”) defines and is responsible for the asset strategy and invests the plan assets for the Company. The Copré Foundation invests the plan assets in insurance contracts which can be measured at Level 2 in the fair value hierarchy. In fiscal 2024 and 2023, the expected interest rate for mandatory retirement savings was 1.5% and 1.0%, respectively. The technical administration and management of the savings account are guaranteed by the Copré Foundation. Insurance benefits due are paid directly to the entitled persons by the Copré Foundation. Accuray International Sàrl has committed itself to pay the annual contributions and costs due under the pension fund regulations. The contract of affiliation between the Company and the Copré Collective Foundation can be terminated by either side. In the event of a termination, recipients of retirement and survivors‘ benefits would remain with the collective foundation. The Company commits itself to transfer its active insured members and recipients of disability benefits to the new employee benefits institution, thus releasing the Copré Collective Foundation from all obligations. 2100000 2200000 2300000 The following table presents the funded status of the defined benefit pension plan (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.72%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:12.92%;"></td> <td style="width:1%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:12.92%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-

align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Change in benefit obligation: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Benefit obligation—beginning of fiscal year </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">19,388</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,453 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Service cost </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,241 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Interest cost </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 381 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 336 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Plan participants' contributions </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,548 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,486 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Actuarial loss </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,236 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 389 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Foreign currency changes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (124 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,205 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Settlements </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,434 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> <span style="min-width:fit-

content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (3,542 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Benefit and expense payments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (181 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (180 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Benefit obligation—end of fiscal year </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">24,059</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 19,388 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Change in plan assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Plan assets—beginning of fiscal year </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">18,761</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,350 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Employer contributions </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,265 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,295 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Actual return on plan assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 467 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 179 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Plan participants' contributions </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,548 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,486 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Foreign currency changes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (97 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,173 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:.5pt;white-space:pre-wrap;vertical-align:top;"> Settlements </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,434 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (3,542 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Benefit and expense payments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (181 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (180 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Plan assets—end of fiscal year </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">21,329</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 18,761 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Funded status </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,730</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (627 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Amounts recognized within the consolidated balance sheets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Long-term other liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,730</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net amount recognized</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (2,730 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (627 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table> 19388000 17453000 1245000 1241000 381000 336000 3548000 2486000 -2236000 -389000 -124000 1205000 -2434000 -3542000 181000 180000 24059000 19388000 18761000 17350000 1265000 1295000 467000 179000 3548000 2486000 -97000 1173000 2434000 3542000 181000

180000 21329000 18761000 2730000 627000 2730000 627000 2730000 627000 The following table presents the amounts recognized in accumulated other comprehensive income (loss) (before tax) for the defined benefit pension plan (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.647%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:12.997%;"></td> <td style="width:1%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:13.037%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net actuarial gain </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">428</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,559 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Prior service credit </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 127 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Total recognized in accumulated other comprehensive income (loss) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">555</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 2,754 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 428000 2559000 127000 195000 -555000 -2754000 The following table presents the projected benefit obligation, accumulated benefit obligation and fair value of plan assets for this defined benefit pension plan where accumulated benefit obligation exceeded the fair value of plan assets (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.647%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:12.997%;"></td> <td style="width:1%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:13.037%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Projected benefit obligation </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">24,059</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,388 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accumulated benefit

obligation </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">20,946</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 16,807 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Fair value of plan assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">21,329</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,761 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> 24059000 19388000 20946000 16807000 21329000 18761000 The following table shows the components of the Company's net periodic benefit costs and the other amounts recognized in other comprehensive loss, before tax, related to the Company's defined benefit pension plan (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.103%;"></td> <td style="width:1.341%;"></td> <td style="width:1.341%;"></td> <td style="width:10.945%;"></td> <td style="width:1%;"></td> <td style="width:1.341%;"></td> <td style="width:1%;"></td> <td style="width:10.945%;"></td> <td style="width:1%;"></td> <td style="width:1.361%;"></td> <td style="width:1%;"></td> <td style="width:10.965%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Year ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Net Periodic Benefit Costs: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Service cost </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,245</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,241 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,513 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Interest cost </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 381 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 336 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 75 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr

style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Expected returns on assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (284 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (176 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (144 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Amortization of prior service cost (credit) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (24 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (23 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 54 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Amortization of net gain </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (92 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (207 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Gain on settlement </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (65 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 518 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Net periodic benefit costs </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,161 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 653 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,498 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Other Amounts Recognized in Other Comprehensive Loss: </td> <td style="vertical-align:bottom;"> <span style="white-space:pre-wrap;min-width:fit-

content;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net (gain) loss arising during the year </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,019 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 406 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (3,584 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Prior service cost (credit) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 24 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 24 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (53 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Amortization of prior service cost (credit) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (678 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Amortization of net gain </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 91 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 217 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Effect of settlement </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 65 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 546 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 4 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Total recognized in other comprehensive (gain) loss </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,199 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,193 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (4,311 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Total recognized in net periodic benefit costs and other comprehensive income (loss) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,360</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1,846 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,813</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> </table> 1245000 1241000 1513000 381000 336000 75000 284000 176000 144000 -24000 -23000 54000 92000 207000 0 65000 518000 0 1161000 653000 1498000 -2019000 -406000 3584000 24000 24000 -53000 0 0 -678000 -91000 -217000 0 -65000 -546000 -4000 2199000 1193000 -4311000 3360000 1846000 -2813000 <p style="text-indent:2.267%;font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The amounts in accumulated other comprehensive loss that are expected to be recognized as components of net periodic benefit cost during fiscal year 2025 related to the Company's defined benefit pension plan are as follows (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80%;"></td> <td style="width:2%;"></td> <td style="width:1%;"></td> <td style="width:16%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2025</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net loss</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Prior service cost </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 24 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Accumulated other comprehensive income </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 24 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 0 24000 24000 The assumptions used to determine net periodic benefit cost and to compute the expected long-term return on assets for the Company's defined benefit pension plan were as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.211%;"></td> <td style="width:1.02%;"></td> <td style="width:1%;"></td> <td style="width:11.241999999999999%;"></td> <td style="width:1%;"></td> <td style="width:1.02%;"></td> <td style="width:1%;"></td> <td style="width:11.241999999999999%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Fiscal Years </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> <span style="white-space:pre-wrap;min-width:fit-

content;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Net Periodic Benefit Costs: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Discount rate </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.30 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.95 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.90 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Rate of compensation increase </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.75 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.75 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.75 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Expected long-term return on assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.50 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.50 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.00 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr></table> The assumptions used to measure the benefit obligation for the Company's defined benefit pension plan were as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.72%;"></td> <td style="width:1.26%;"></td> <td style="width:1%;"></td> <td style="width:13.379999999999999%;"></td> <td style="width:1%;"></td> <td style="width:1.26%;"></td> <td style="width:1%;"></td> <td style="width:13.379999999999999%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Benefit Obligation: </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-

*align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Discount rate </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.30 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.95 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Rate of compensation increase </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.75 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.75 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> </table>   0.0130 0.0195 0.0190 0.0175 0.0175 0.0175 0.0150 0.0150 0.0100 0.0130 0.0195 0.0175 0.0175 1300000 1300000 1200000 1300000 Estimated future benefit payments expected to be paid by the defined benefit pension plan at June 30, 2024 are as follows (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80%;"></td> <td style="width:2%;"></td> <td style="width:1%;"></td> <td style="width:16%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Year Ending June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Future
Benefits </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2025 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,183</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2026</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,436</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2027</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,265</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2028</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,318</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2029</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,649</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Thereafter</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,558</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total estimated future benefit payments</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 16,409 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 1183000 1436000 1265000 1318000 1649000 9558000 16409000 0.015 0.01 Note 14. Segment Disclosure The Company has one operating and reporting segment (oncology systems group), which develops, manufactures and markets proprietary medical devices used in radiation therapy for the treatment of cancer patients. The Company's Chief Executive Officer, its Chief Operating Decision Maker,*

reviews financial information presented on a consolidated basis for purposes of making operating decisions and assessing financial performance. The Company does not assess the performance of its individual product lines on measures of profit or loss, or asset based metrics. Therefore, the information below is presented only for revenues and long-lived tangible assets by geographic areas. Disaggregation of Revenues The Company disaggregates its revenues from contracts by geographic region, as the Company believes this best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by economic factors. The Company reports its customer revenues in four geographic regions: the Americas, EIMEA, Asia Pacific and Japan. The Americas region primarily includes the United States, Canada, and Latin America. The EIMEA region includes Europe, India, the Middle East and Africa. The Asia Pacific region consists of Asia, Australia and New Zealand. Additionally, the Company typically recognizes revenue at a point in time for product revenue and recognizes revenue over time for service revenue. Revenues attributed to a country or region are based on the shipping addresses of the Company's customers. The following summarizes revenue by geographic region (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:57.163%;"></td><td style="width:1.401%;"></td><td style="width:1%;"></td><td style="width:10.864%;"></td><td style="width:1%;"></td><td style="width:1.401%;"></td><td style="width:1%;"></td><td style="width:10.864%;"></td><td style="width:1%;"></td><td style="width:1.421%;"></td><td style="width:1%;"></td><td style="width:10.884%;"></td><td style="width:1%;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Years ended June 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2022 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Americas </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">90,156</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 122,335 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 126,005 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> EIMEA </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 168,611 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 155,879 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 134,640 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> China </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 103,412 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 75,762 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 86,935 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Japan </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 55,682 </td><td style="white-space:nowrap;vertical-align:bottom;">

</td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 61,962 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 53,376 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Asia Pacific, excluding China </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 28,690 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 31,667 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 28,953 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total net revenues </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">446,551</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 447,605 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 429,909 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The following summarizes countries that represent more than ten percent of the Company's revenues (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.35%;"></td> <td style="width:1.1%;"></td> <td style="width:1%;"></td> <td style="width:14.123%;"></td> <td style="width:1%;"></td> <td style="width:2.44%;"></td> <td style="width:1%;"></td> <td style="width:10.982%;"></td> <td style="width:1%;"></td> <td style="width:1.1%;"></td> <td style="width:1%;"></td> <td style="width:13.903%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Years ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> United States </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 24 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> China </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-

align:center;"> 23 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 20 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Japan </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Rest of world </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 47 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 45 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 42 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> % </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total net revenues </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 100 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 100 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> % </td> </tr> </table> Disaggregation of long-lived assets Information regarding geographic areas in which the Company has long-lived assets, which consists of property, plant and equipment, net, and operating lease right-of-use assets are as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.667%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:12.997%;"></td> <td style="width:1%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:13.017000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Americas </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">46,570</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">41,569 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> EIMEA </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,327 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,074 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> China </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,211 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 539 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Japan </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,304 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,096 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Asia Pacific, excluding China </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 135 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 501 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total long-lived assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">58,547</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 46,779 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Property and equipment, net and operating lease right-of-use assets in the Americas region are located in the United States. 1 1 The following summarizes revenue by geographic region (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.163%;"></td> <td style="width:1.401%;"></td> <td style="width:1%;"></td> <td style="width:10.864%;"></td> <td style="width:1%;"></td> <td style="width:1.401%;"></td> <td style="width:1%;"></td> <td style="width:10.864%;"></td> <td style="width:1%;"></td> <td style="width:1.421%;"></td> <td style="width:1%;"></td> <td style="width:10.884%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Years ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Americas </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-

align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">90,156</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 122,335 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">126,005</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">EIMEA</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">168,611</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">155,879</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">134,640</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">China</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">103,412</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">75,762</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">86,935</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Japan</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">55,682</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">61,962</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">53,376</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Asia Pacific, excluding China</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">28,690</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">31,667</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">28,953</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total net revenues</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 446,551 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 447,605 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td

style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 429,909 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 90156000 122335000 126005000 168611000 155879000 134640000 103412000 75762000 86935000 55682000 61962000 53376000 28690000 31667000 28953000 446551000 447605000 429909000 The following summarizes countries that represent more than ten percent of the Company's revenues (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.35%;"></td> <td style="width:1.1%;"></td> <td style="width:1%;"></td> <td style="width:14.123%;"></td> <td style="width:1%;"></td> <td style="width:2.44%;"></td> <td style="width:1%;"></td> <td style="width:10.982%;"></td> <td style="width:1%;"></td> <td style="width:1.1%;"></td> <td style="width:1%;"></td> <td style="width:13.903%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Years ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2022 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> United States </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 24 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> China </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 23 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 20 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Japan </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Rest of world </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 47 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 45 </td> <td style="white-space:nowrap;vertical-

*align:bottom;border-bottom:0.5pt solid #ffffff03;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 42 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> % </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total net revenues </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 100 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 100 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 100 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 100 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> % </td> </tr> </table> 0.18 0.24 0.26 0.23 0.17 0.20 0.12 0.14 0.12 0.47 0.45 0.42 1 1 1 Information regarding geographic areas in which the Company has long-lived assets, which consists of property, plant and equipment, net, and operating lease right-of-use assets are as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.667%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:12.997%;"></td> <td style="width:1%;"></td> <td style="width:1.66%;"></td> <td style="width:1%;"></td> <td style="width:13.017000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> June 30,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Americas </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">46,570</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 41,569 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> EIMEA </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,327 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,074 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> China </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,211 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 539 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Japan </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,304 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,096 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Asia Pacific, excluding China </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 135 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-*

family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">501</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> Total long-lived assets</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">58,547</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">46,779</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table> 46570000 41569000 9327000 3074000 1211000 539000 1304000 1096000 135000 501000 58547000 46779000 <p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Note 15. Subsequent Events</p><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On September 12, 2024, the Company entered into the Fourth Amendment (as defined in Item 9B(a) of this Annual Report on Form 10-K) to (i) change the requirements of certain financial maintenance covenants under the Credit Agreement for the fiscal quarter ending September 30, 2024, (ii) add a minimum liquidity covenant to the Credit Agreement and (iii) reduce the available revolving commitments available under the Credit Agreement to no more than $20.0 million. </p><p style="text-indent:2.267%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company has evaluated subsequent events through the filing of this Annual Report on Form 10-K and determined that there are no additional events that would require adjustments to its disclosures in the consolidated financial statements.</p> false false false false 248

Included accounts receivable from the joint venture, an equity method investment, of $25,339 and $10,304 at June 30, 2024, and June 30, 2023, respectively. See Note 11.–Included other receivable from the joint venture, an equity method investment, of $743 and $100 at June 30, 2024, and June 30, 2023, respectively.–Includes sales of products to the joint venture, an equity method investment, of $77,497 during the year ended June 30, 2024, $55,658 during the year ended June 30, 2023, and $45,545 during the year ended June 30, 2022, respectively. See Note 11.–Includes sales of services to the joint venture, an equity method investment, of $15,039 during the year ended June 30, 2024, $10,919 during the year ended June 30, 2023, and $10,332 during the year ended June 30, 2022, respectively. See Note 11.–Includes cost of revenue from sales to the joint venture, an equity method investment, of $59,853 during the year ended June 30, 2024, $37,772 during the year ended June 30, 2023, and $35,237 during the year ended June 30, 2022, respectively. See Note 11.–Includes charge backs to the joint venture, an equity method investment, related to research and development of $942 during the year ended June 30, 2024, $1,463 during the year ended June 30, 2023, and $2,336 during the year ended June 30, 2022, respectively. Included in accounts receivable on the consolidated balance sheets–Included in prepaid expenses and other current assets on the consolidated balance sheets–Included in other assets on the consolidated balance sheets–Excludes expenses related to short-term lease operating costs.–These amounts represent principal and interest cash payments over the contractual life of the debt obligations, including anticipated interest payments that are not recorded on the Company's consolidated balance sheet. Any conversion, premium, redemption or purchase of the Notes that would impact cash payments is noted in the preceding table.–The aggregate intrinsic value represents the total pre-tax intrinsic value, which is computed based on the difference between the exercise price and the closing price of Accuray common stock of $1.82 and $3.87 on June 28, 2024 and June 30, 2023, respectively. The amount represents what would have been received by the option holders had all option holders exercised their options and sold the shares received upon exercise as of that date.–Profit earned by the Company from the JV is eliminated through cost of goods sold until it is realized; such profits would generally be considered realized when the inventory has been sold through to third parties.

/B TZ>"6S-M\VIL M_7B+CV'J:#XG)%F6!?PPDZK#$EE6%KKCX"UCX8FL"')1ZF1XGTZY81HO@J3@ M;+MI']87,QJ";'-XKR'*P.CGFU9IC7-WDD6/3#6]>N5?18@%^]UD/G @0/,D
M*8[DU8_VYL;GU0'V$#H0D06481-U1$Z::"7##?=W;B_\(I%:*EK0."8\43AV M%JH,8)J:2F^B!.96ZES)QL::="\AQ/(LJM"9T13![+,P(H+2P#1O(IJ\]%$R
M#I2??/^_@L7RUUO,RKZB&NS.9G>WU6"/8Z'V;I K[1ZS8PRF.;1+3ZMW&XD< MM]2#KQ,_;T5N]2+CCVCL9CX@B MXQ;Q]J.+RU^]LXM31412D8)9>I\9!,_Z2Y^=3
=/OWH(1P_TTBA/Q% V>9+U M-SH]^;[#C>#@@=D*PAIO(*PL,-!2MP/W,,;.7[J:N\EP=]:S1.XXR^."(2LX M6AP9X2XX#4>2*AZ=#J\.UUV^\%
<*1[5CXSAOTP7D8J:>8ISN[QRX8.@@R5[^ M9D4)[E2.*VLQT+D*3:J)S-E5DI")1JRS)XRCV;!Q 0'XI,3 MCNU&%@B3.=::5J=&6+O;?9Q"QVP+)6S(N(*M*:L*HG%C"-
/:3F9U[ZE218,Y M1/U8HO @(TP(B8U(ZD=Z3@O^H/N^ST+R:N!]B&@$4:*&\PQ!8;@:+U*[B;AP M3MWB51EPH26NH1(=UN+5>]?
@M44%3W>/KTZ/'>EJ+BNPE%)IAH9GO+!U;IBW M'?B..+D[;"L-AZJCS.],Y?K=0["TF3=^P/5=7\|&H,/%OE%CLCSU9JA]X"-S MH(',(PZKCDMN'8HQ-H:>?F7V(*P8'3/H*
(;-.ZAY@\)QE=_;YB17,[CR\&G4 MD+%W+FM>14MC#C>/!6X-_;#^U5#Z=T>9M=(]4=N\,W]&Q)#"-6(D U[GH]9?^69]72^TTM)H1*IS4X M2*PR[QW\ :,BX$OA]
9E7^"]C^_C(G8,"5P2!V;G MC0L\EM%]6SMGZ'TSZ\01#=T.9"2.1\U)N@RLGVD'NHU-#-K.7"TG+? TQ.@S M[U#W61SI@1QEU:1$1>Y4:49M=EH2I8?U=J$,
[7V8PB4,7PKQ[OI9H]FE,8P* M7?DO8V[QSTV#UM':<&4VX+)/:*!4]F2"RR(M%U77A'J=+%O9+0OH]|]5MJA MU)U">IQ99-PG#.F.+"2K.7N>6"
[($V&BILP)J[P/AHKU/=5$X!1LBHZBNYAY M:)0QBDP]2A&-Q&77ZL!JM)9,+,Y+5L1!4N'NE=)MB0# OJ@0B>ARK7/4I"! MC7_E =9HT+Q-L==G6&$AAG[Q
OT@=+S$8LF8XK;.(!N=TE*6C]WP+4,/SC+" M33HE&2*6ZFO^-4^D69Q ML5D/D.L!X!<#Y![?8#<-EV,?0G..H9=1[UP5"<&DSRA:"]MW */ MH5!K0;ZS*:PVT!84X$+H
E:+\CZJ+0.K&@,;7) [! X4+\0H7FIW30.Z" 2P MPKI=^F>[SZ;!0G%U9K4D*A&Q")*XH/A>B]57U(J J6C=DM57T*2$A6WJS]6 MP<+4]VTR/L!F48L +D5=9^Z'D4KD&BWS+*
;)H\V !-S.;GF$,GM Q4GH%#J&62=M8ZYK50IC"=$!I=;YCZUF. M5YIF#1:3198B>I\>$(T=8KB(R5F4:+R4/UHJBV9$BY(VQ4J>K/6AM4947(1) M5E1<@WN+G
PT0&$2?,)ZYH5I'T$75J_$MF0JFG=K^RN5^ZWTN-SEBGNT@5?F9-#S5B1SUQ6A415D2A MUJM:KE,TF!^YAD_>KPAV>@006IL;I-_US$E3C#5',6 P8O9TLWBHSO%*X#D
M@1"(N90=;0Y;@-+ZR40<<2^X500_TFH48RUL&I%$!.T66*+/-Z\'IF%_(M^0 M:)^<-=3UXWS&L^I+/*7%](P/\)V2X+F 7(5"0A3<#'F7B=?!X7C>$>RK=OR1D9HF:WCU&I+
M>/M%\"->5 M]4WH,_-X-UQ>2^20K07J8VX 4;O12J?WDFD\9^.6^HO31O$I^ MD8NE<&"9_0E/XSK+U4?&RPD1H'DWRP16_B ,\PH. ZL5=ZFH&'K_R$K0]9%42N='0EB9I?
A05$KF1'3TFF5F_,&WQ^#4MQBX# M'?5>35T%MF"X?,5_/ B?1;5L]BJG=\N&D GMB=3/-. -=XX+B9 68NR9\^5T MJ7J#:8B@K;:Y'^)I?8EIN9)F6W%(UQA*P:-
*2&@LX8ACO[1.L05S105(+BV\-@1K>MS' M!-NF!KX7[>]X>'K:"V;M:H+Q#M$%PXLP,UI[7O8U84\S50\P93D&[8L[I9/F MM0@Y6U^:$523'A6*2GF43D;X%E)#.QSN W*^N%?
8RCBM)&IM9@9&JTNTV,"_MH<8&3%YJF7>D6;62'C(!2YQPP2HR>W3U9CRZU"O<>_F'W#5_8R0"/3]!%.(MK!&<,;D)2X/,#M(@R689[=B\C8,#E:[8""N;V5>K1D*[R^?
@H=??.H(YBRBQ MO -([.,!2_S'X3OK%R_B]X;K'$SO:95X).2:AD9@J5:0]XH54_N6MG:L8NH(M!N![<.V@CT)KUW5 8YUC';9%30/;$Y92LUM1S'N=*-OL&I,,EI:E"_M:1@, MC
4/BVG921P\?XAC/<_F(;ZG)3GJ+1\-!]J4(S'_SQ+1)]HL!8L53_ZJ M=-#!THE:D(S@*E9NO/&^@69UY;NX#Q6I(LSC"5]&,T0';6%[KO8-N1GM'&*[MMJJ^H&QO&0-
>!+77DEB@2IM:-Z,7GB48T5%1K;\M/SGUS"MNH9?]%GJ !:8^ MZ+JPLCCRF MNG(@@R)IXI3WSG]D M^4.P$E_I<5]#JH3SO'XM,=!]3BHGX6#V@GK_B>#1AW-?
MQFU79E5Q9QGJ . M1+$B%Q(\U1'?E!4_1*%CZ\G3=6[!29W%*5*)FBF%2B0DY\D4&D4LX5R=XLIM M1SJ7;O6G7M&HO>J-VI\]B6J%
EV8.JLH"N(:F.HRJ%4]O$)1JA8]KVX+IKX] MI!X\9=&-*!B)E 3PWJ-M6DPKM>.8^8F, M2MB XNR VD7'*7T\OCP*Z>/537B\K6ASO^0,G'_>%VWN.A7C&57MWHBX6QPP]+#_I=
M="]:$I;DJNB5DB$9UE(H)U(9R4=B*#F,1)'N7#H M[#2BXOEFXV@;='8OAE0X_;(W&G<;[NE]G&=:(O1S\- !0-XO @=E?DBAZ/6U MUJ_/J4G?2S*D($=8;)7&3&B)J!]?
RZN$^;\QB&#X(9BOG4'F\C/%)?%SF$7X M#RS!.8'G\P:DE)BIVO5E#<=6"PS5C:)BG7!&D+F!:1'R2;@EEPCB6& 2!?Y, M#%8VHV1L&@5YQ&7$64IDYO!O""W"@V&-
+Y5A1YU7"]*T#Y)R[IW ;(]+5(DM M@YB5!-6/)==NPN??D*@O1EIV.+$^&&[Y^@,=GE'V5[(34I:*17/!K2JJR1)B M 1C%!GL,PY]WT=
CM2LKAYDZONQKNFK7$K8TTAMVLF$F(PH6P8R7A8+GLJH] M,$YRH>/Q$6R$ARY5"M,MEJ)$YJ#%/[&B<979SC(%.>K65+Y8B)XPZ4-CJ0]5
MUU#Y%Z&_O/LX2X+2064U%W#?T(;!8ZM,<5I&$5AVB]<-R.?FY*,'V MG"E'LT*J96"ET$3!CT]8+)BUU%U@GGR><'_">JC5-LHY-D9A(,]\^]2&2.U$ M<]E">)8:U$2M?:=4RY7X
,.GJ)!;/\^QH)5^7Y66M",G)E'N:L%1<5K'=1JN M01_99$QZ3>JT/IW\DY?&KY_N;KJP$!)J2\KBP#8IQ33Q/J54GWNG*[QO&,L\ MNKX\YQS-@G14W)J?$_$JQ"/ \>
LI6(K%3RKR/9R"O@DR98MJD3*@0T1Q1X5 M>%O'_;YZQ;U)\)QQ;TEGNC #B'G DNWE&IZL,;ZT&XAT$9<$H+A)_,-[5%C? M\A!@+8"&0^+&8P(8M'5D20+#>4:[.EGE^5+B-
X5O/'>.G=GSR >0T\U!!.$P M!VGN$J7Y_Q3?Q!Q.6XIAI&?-8^L-ZW5_>(.L<3TB9WA*'S^ICUK:X&]|ZM/3$=A,)Z-S:AF- MT'VJ?KJ#%\]9="C U84%1VP[MM-
S1>8U1A*)M:21EK:#]/S, MC,Y5:]'[POQAWI_>T6D1EV,Z;H MGT V&DFX^MPY/Y-*"VX9$Y<0"0-K-,FZ0-,O)B[TLU/A,9%E0&*,PEMLF_FK M<5 T'D3B'-/5M&"S29/!ILYB&<-
)11X4 =1$]*"UXV5U.+.7]&V]MNUU9#S/ M*37)[[%6^H&EV#,82'/OY!K7UM$I_7=$_^6B;7V'VG.$SG/$A:L5@4(HH?"F M4 ^V\UT0[8.S_EG*M>;K^)7K8NA@E,
ET8S@]GE7%"$C5W<%+^1-UH?C#HJ MY,JQ&K)KYS#KTF+!J/&6:OM' 9UR<897A'_/3<_\:IQ"I^VN&LN3VDZ$]D2+
MIDIEB.+@2LY%3[;L)./3,XI'PH>WIGD#Z1;T1_$1A80BY^=FSI-<<;G_H[?, M<+T@FD#3"73 %,>HP4^&*EZ6N[\@^!].2YAJF]JD)S%REV#IT7W3I[4/?#ZB MUS$^?^N^#L6O
^\NI$SZMM31K#*?65D.AGF9F$)?$M*7A'01:3<>;7WPOB2D M+PEYB9*0\4M+QSS*B2NH']@,6?@=)0F.N,5K/3G=[A#4WW]+M MK<-USJ^\QBO+%M[*71G@4<30=
()\>$$)"T;QW9+5\2?,UL)K2F=*XD A2D=@ MEEU(=#>:R05VAP__&;&M?%9_O9EC[I^=GOGPGW,Z\.RT9F,2Y:+X6IDCMBYN M[8*H$1V'::)]/I-
#;8=ALS0J5E>8L9UVTU8WQHQMF($9V+5ZN8&5B\JK.+,E MI0[,9KSZHEO?VA]MBTP]!WIZZ5R,LHL[K1?P(-_I-;DKU)0&DI[Q-#GSQHWAO==6/'S1
MFB)==T2P0!9/T5%=4E5!NX^RX_(!;4X&+8&)@'BSU0^D&\7]9!Y/B [&U45; M]59Y ;^L#R0I-&HF>P50N2;G*^31&"E8#(P'2&X<-O;3USO'N].I0UD_I,NL MRN8788-D8-
A*F)9"'BMAVI8KTC#'9UH0O$18X=KOA:>Z]YR2M)1F;^4'"7ZT M;?9O5]KS:JG0T_W9HOI=@@*0M>+"=2L8;H9VI1P[*W1S;:.IQRD4D32J44U; MB08N@>1[F%99L)@D?
|>GIQ?,W5$:]-;:9A?8;M_L]3YM]+SA7ZQ['-SQQ_[3 MY_8K^(4'G:YK[9T7+'$\RLC+<:QC>9ZE"HE)O_!D[\(J=CQ5CM?#T3EL\QVO M
M;*@L%*&\$XGY%E48*OA>RUT/*!1@*KDDHH>E7AAN@'^?'[0[?VGBGD;,;HR@ MS7[$/WG$-TJ%NS#$G8(9 3D6IK2YX[O.U2&)NGHR@C4D&"9%ZD)?=1IP%M]+
M4I,3+KZ@UI:%9B.+P+2QX. M.:G/PH)2MWE'@E_5D$> MI(B$P+%VBYI);(S6/W05ZQJ[5.Y!QN3W1+^F=()"G1>N)X3*K)X@"3-NE_A.&)%I4(OCGBTB+]VFQD!K^ M^G6B
==MMC37P>8(OG&S""#OBS.]4&F=W]\=.5%1,:8]D\IJG-NRD"%#"087 M.[05B\Q+,I)#[&L:^IJ&+IHZXW%?T]#7-+Q8;SX;L/,"FA9=(F.@72)7+ (H
MPFL<3("U.C0L,KE*%186FB)$-X"*2%%2CY<(A#=SJ<4--C[5,I4.2+I(*A9,(?,MK>RYYVXXNB[7-5$.PBC>J^B08U/AR')SE[9 M!*T1.M;7#H1!<"OOCRJ::80U!E8V$LG7B
C9#4:/@QR3!_28B=Z(2D6*)J$/ M8J%#54CAB&@E!TY?2:#1[2[F7B20.;K2V!:XTWT,(T6.%EUWS6&<39!HS0FW M"\D]%WN"2=)'YC;1A&JIPE#HGFI,2?Z*E187!'5?
H:,1&@OBN@FTMXK%OPZ2 MO(NOH1LNPQX$G]OB1A=[LF1"51:P\P\N.R>*81)YH7HF+"*QE70V7.5<2+-2V-6AT1I3'3'#WW%!;QQ/ M_O#G6-&66V#(5NDEJM%HG5RM[
B\18 59PYG(1N/5,2084DAUH1E*3PC7$>SP^ *0.^9K1E\RUC0"O^1 M2>1,E];AJV,P0*/71KO3:U%+$R4P3.1)&*5PX M=/E3359W#T*GLVU*A6I\G9IBAUIG*#YY<*^R
M$7U5L%3%QB&LL:OAT7.5$%4H/&]%U:O"LF,JBFH7\2E(V6QQZNG$\$/@ ++2_DU]YFZ6IF.S2:Q@*;[;=M/R?P[NA)C+G M02#Q\947&RQ0B1$EP!_U8@M-
T#@%7"NKU':^T/^O6E-N/]$FK@IVL1@&EN5L M!90K]+8!OBPW:,&/5-/4VV'M?:FH6),S;WS1G2469XC[-H*0F5'Y2]?W#0RO MWO\G3EEW[5UH620Z"I<2O([$%W0LY
AT6L;#\0&=6CN'W9?$%F)!:TI](2&Z M/;4L:^M@J]=Q+$$%Z/_3@^8A94UK-8EY!7Q RC2]YJF8YT/FOK'_IY#)0"S; MS,2NB
<"PT2U=PM69D#QGR5Q&N!2SLMH_8IMEXE+&1E1Z\C +"8W>,4BKNV% MJ]X/N3L+M+ ^I%[H^7$ZFA];QPI0P[L_K=TM>^#[>?+O=A]]UJ\[$V9YIC/,. MI3&.Q!N("V*.I.!_%
[P!I.VXCZ,*G.A')J=)$G;SX>^:P"V9R[_%T2WXT5;_M^AO2:B"K]'L%UA5)Z1(N+\N% V,8 ?.N-R6\9TU[C4H!=(=] M4_F"#8R/HG MZQZ3]19<4=@]Y1W'JM#3YW 3^!?
RG3>/13,_MDRDM6-VXW#<#[%X/CQ_6U?# M#3$BEO?#4[M_DR0D>.:+RL+8Q>6;PJZA2QAIS<8H1<2%1N3#CD1!=MY<*\8KF(4;3#Z@I%!
MWU1.X#7LMT4%YAM=A36<+*@ \TE4<;9::E$C7KI-.+CX'BXX\"E81L%2F.-_MKU*8-^>^!YUYR0#6"!UB.-JB6;YEB^P;W#18/I)0#TN*8-OJMK !PG# B/)B MJA
WMV0_]VFE'N?#\?79"]M2G<_'M>L6[4SCGW:];CH'A?=Q77!1J![7'2/ MBSYJKO=.6;G=L++>JY Y=T=O.V9IK8:QKH:CJVV6UY]IA!R%1:;-KRY$"2CI M*()B.
3)2+0!71VL^OS76QO%.M'JAEZ . :X>5A3UV+W#H>W/H5U ;GH'-$M M&"S8ZWHF:]/^^\N5H.\|.SIA@!S'-+BY>^?=W-UV81IP.0@#7G @W8F61$&N
M">P85B$#C[39EK9S#LI!?+A!]RZ#A^\K\O]4,_3;;2>$I@W%]^C\<@0S,,^J MV1S_.*\+#01&&-*2DL.VXH00!(BGS48LLS;\)?
#K\2+CI+58Z4BG7\Q8!+#%@/@H":4P+)U^2KUP/A"XT/Y,M8 M4#:E9PB#"/=K4Z_SH(-_&14DS\PQ"W3N$ DHM71QEQL8NG=?"NTO41H?(QE M;4&4+=$4KD/"KG-
M1I#TU"?Q?DDF9TBP5;,X$-8-/_FGG+#M8!D_6(KXX58 M\09,:0;"S]!S& TO_U0KSMEYQY>;]P==;*![.&OVSY0((.[0F2R\CUG&[N7[
MO)K52D9)T:9)@H3XA/#1D0(W\IFR\J1!DLUPE5@Y4JH2V0MT$<5[C/!M@*,_MEXA]]T?X_PH6RU]O#\T"MF&H^SS.F7&I6"AD9\'2H/QB)#EMT/O##XJK)CY MUQ!1.T8N&C>
[K"J])%[$I6PAA'1_%*>I7"E+WF&A0C>UR 21M#;C$38N5BZ M8,84N/=O*B*<_'M%ZO3.KWH^K5*)2JADL)FXS(B0\/;FUK7!'[,J)DDK)9^I M5"C*PHI97_!4VMIC^@'Q_.$CGU2
R5!4;%--V"7ZCLDK6WO,=BLBV)M^=V.;[N$-#^. QTJ?+X M2!IT"TP]X%=XT5VPVW499A0\|E+ /8*A5##[8 ,T@NP\7,'!ID)#E-_3%2Q3
M>C9'*4VPW0L*PIHQKKOBJRI4#EUP]UB4:D%+@64GE@*3%,88KQLDZ^F]JPJ< M\87W'E74'ENO]RY(O^.]\/'_3Y9_]|F 2&ICL/V:)Z#(G#LZ/6 +'&LWY(YI
M],>_JDQ;_[H)P)A&8^P MU+E\0'Q-K0A)[]]M]"VO.&SW-97[4;OKJ$W0]0*3J!-5NCCB_D%K,FZXU+1/ M:5'E9 A^Q8J>A67/O3Z7C&1"P]J)JKC<2\Q1Y
2!IC+01<68@R/9MDUNT#/N M'L=@[L3J&["Q@H1ANEI4H:PJNA"GP[>G?T%!7!B]:;5XS<6TMP%^_@ D.C'V M%4Q(O M#$I>V BX=1& S*X=1K0#O-@F869S-

!#AJ&>26^6PMA1N3S=D#C?5@ M!5G)JHZ+29472G/#$3X2SD37H%*M-:[-#1(+^S&_LR[,7'V\M3")-\==#P_OX>&=6!/&YST\O(>'OUAOOB3FX04 X]W"/!SE[MM4
MM.C*;LS[(+IG2%)!G]-1=$ .D(J@4\:?R(0&I#^%?# %&DLZX(-?J-EAB MOWEW9192XH7OJB:EBBAU(MG6R>/3@Q0O-?^[/.01R(W4G$C:AY@T(C9%"A'* M1=% TY4(3-
6.R32A"UNH(!5I.J-J^_;2Q5HQO]5D(([HUJ$;J^)73]-^L\EF MZ.7N,TFOP_6CK)J4:PLFA%(4+3WP=2,,7&B2PZ<(PCP_C#7>FO'>DVFZ4]QR MQ[%:YAGC
3_\@,V^RCN1YQ:U1X:9(-Z#T[PB<='O/N6H6I!AVBY0.M37OZ/9N\[R?U\%[""9O6_3VH]&I05)B9%S=L$9TZ(M9C$30:>2F?!C.?X M(OA.D,%EE8BQA\A1C*A-
6^TH?.I8("2K:QU+'KAJ9"T@;.$]-BXA M[3(M$JK=B=YR<0AOAR.#DEOC(/#ZH5%"@UC$B81:.L$-M/"X$3K+ZF%95VP M] QKI]@+9H;%[(;7X56%%3WAW'NM$':!
F@(0,5\0ZE3E MHDT0=Y1Y3M[P^1"KY@XHC.5]XOY66"HG8@!@>!W%XN740]\2M_7A5S+BC=+Z M/1.59 \#F4%9&%:Y!5>(D]K3A2L8"#?F0 9S J"YH5!$AHUI*DSYL,,WEH
M0]YG9#45D>.V3AXL7<>M2"5\Q@[X5D9ZX"RB\D\N_DS5+"MC72V:<>V+7@%, MX/RX;Z@5EN%/_5!A50K3#)8(W:M\%5WT!+C-5ZW2 M(HXZ"XIM&4!TB02O\HKIK!Y0F?
1Q(V#H]TT>D M8)AW/*X%U_(/Z1H#R@CWR&@RY6..#EI3@\W'HU*XF!6$S98PZN ,7<&RD:3" MHHQIQ()?'8>HF6Y4TC 'P]P7T+ O6- 2Z@L%5*W&Y2]N-).B81]NC9P9%8O+
M,WSZ^/7N%>M8QSV+T<]V4VJ5^R+M>_AYQT$JJSGLR@N[$L0$JS%*Q(YFE8_X MYT4,YUKJ%W2\0XXE:6H$1/1+%3B<'"<2N8+5D_QT#%.;#*7/#A"QB_D6W8IR M@Y-
'3FR:,+;F>6@E1GC-5-9^ :H^E;7O#-*ON M3"!=O2^;16D:,7\JNH52G,B=$NG2;ZIGO/S M_'"OCKDDS'*'U&TQF7P\NN@+A^5EDD7P!4;!:9E#Z5.PN*G"52].PDD!9F\>
MQD2%R!8P&+2^K6?"/_X OQ_-#-C_@Q\4R7?NA$.C;@TOT4XNF 8GM6PN&)B M%F#R%C)G_-FA,,NS:DG:GO :%?EF$\@GZ10)1DXCH559[8)!5!B2&VL==TH MR;*&4\-
:8@N'*H'1N_F$'EBJ2\+NH ',5E/HXPJ5B/0:";^G="I9814\J\R# M50J1S!8^F/>I>7:::N7K:[\V+O9[5>J#M36J6TN]5,2VI9X&[F] M 6D GQ]@.7ME_I#3ZW[Z/W?Z_V[
DUV8\)QS<[%T.#&/HDMGNDLI@T&M/WR/ M"L&N1&J*VK Z M,?XIO$H&^CAX>F/Q]$].A0V&>8("?R%!6I5R(IL;8YM8'-'P7>;Q@BJ4;.L[
M,'QUG%0C:N,\.KZ5H=:U76"Z&6@B33@XQ52/CC-SS"%Y=.O8DL?:FE%;33:L M!/:BG/J1+/R,%AI49V9F;H0X*QWD(U168Q3J"/HRSS (RODKRL/BO5K*[@JM
MCD91]"GF8D]BOE\0W7-55D MUO:0Y13-U)%5!'P@@,3&6J7G&F.CCO!VK\CDC"5>N9S3$Z!.)+$DMUZ)GKK1 MS;H/?=U)L81[,>**%.9\C1@[QG8'8@^I"XH"SI%
/,@7"9:$/OF=!;, TR-> MDA6%FWR5G-2OG?2.=!GEX996B_)"+)+79E\[I9J\GH++FD:96%\%TX[IQ!23 MFT:*8DNNUCU<9WW)QD3(4X?>-YQW"[3G]
MO;9+\UF;).4A:IZB4""HI^BW* M2(0,H_L8JC0"IY4:8*6!N"P/89JTLA($^MELNM^M!FMM?BSE9JYX^"+X$2^J MA;[5U!B:=)FV)Q6BJ"2F)KKR#;:^3EIL7Y"G%IAI,_(+;>WSP?
JDV;=VL@GP M;=\V!S#EB5^WM==Q_]95Y+@-E+6QL;YWS0A8UPH+5M0/ $8[?$\P28RN4(D> MDCS&>@]875$\@J :L':3DPQ.F"&AY#2(R_FKL>Z=]A2F!PI!9-U(^@5K4WXD
M [>!;(DG%A>>AAEB9CWS:"N+2=X@M>_B9JK!_A?#T?B &RJNC1WOGK,#=H]3 MGO*T*/D0!_$?4@[>=^SZ.J(T\S[\(/LL]V0T-))DLHN:4?^H6-;Y<#9-O
M+93=,TQ^>=ZE/:KKBC3_J8*DG(=H6WT.'CJA29,$#P6&:2,,/9+"BM8#L^(L M9-/#2%TK'\99:D:2":0>A6<$.&_JV A%OPRT)8O2+AE7W/JL54:*<'@4M *_ MA-'V795)2-_&]R8Q
M=/,L%D$VH7D5#9R8A"PDF&,C&4_2WB$>SDVZ/D17?G;EG6A[RM4H*+I>AU_TDK8K0P-"FDQ!1Y63@4^5%"6.39D_KL==OTU1NKFGDO\@=/^9! M!<,BOH^16AZ'G5KS0-
[9U:D1?QJ8MZPOR*N)=XN/PQ=%0:.3T=5*:\XOV9%U MGG^*)_C@ V&O6L9GO ,=L]>!O,_X/@A9>-M$0YO5;DJWR#+U?\GR4OMI M>*XN:9&O+(/_A7?RGY^^W-
S4Y:3$UX2'I2)9"RV%1Y4\Q@S]XCUAS#O^X;G=TVAIZ\//=U.E/\,I&DG9M!1!'0/;AOI6.YL$6-W/WX&Y#C*WLZ#?P.YW'U.0 M MX448TL5#B&Z\%%PP&U"0WF^R Q
MH:2Z<8[W@>NP[4S.;2X0&*<:TK6IH?=.H@'%TPS_"7R'6L(Z9..P*K*N7:H> MP$\WZ4T"!DBZUNF.!C>KJ5KD7+;B>VJ1O&8$*,>S,UQX0F'5Q>IY^YXW'D^W MCS6(B@8
O@@8T9-,4_)\^G#[@JI'%X?<<[=JX_SD]6U;>W98WS[<'J!]ZUKS M FG5MORCO5F0%M*Z<;!#'P@4?<(M)V@E$K0U3PQZIVW-<@OB-A$_67+LXGH;*THOB/I]
SQ)U(RH*;Q_$&E.%T9[MW2;L,H!@/!Q='V.9W':^X5Z Z&?/Q,4B(,[&I&L*@":-EP0%2L03,(VP:M.X M0/?O7U6O2[W3"FN%T*:R'Q2)YK&!C H?V&:-P3K)O8&_#
(C]7FI1:AKXH8]D)+(>4*NA*IR_"\M\/3OQ A$L)K&VVSL%2L M%)$!&+V@$#]J8QX,64U*RH M3GA_>"_<23MT3HZ\NA6T\<1]SMIST '[/T)GZP*4:5;!8#L?,&\=LRPU
MA_@29F@6(9]>#*QT95XT^9CE!(NS;K6G+,.IM:R8;Q6O]X'*!+$U[W$ N4C/ M+F^.%P>F<&YJ7F&8HS9W^%O4"4JIN+*B$OU.[Q)Z*VO;+>"1#._IX7K=EI[0 MH
YF,]3Z+M6&%?)D[5)7'&2I&:>,6Q>)2X'1U2$NCH%@6SZ'5B63@NLR?X4Y@]^\7QX0[GH[]T8[D[
MNLG79ECT\W#G>7A8%;AC&76D%-6]T;6*@=4=^B7/O(]8MX44_;&)7/8.WQ&, M-DM/V(41IX-ZPM8G&<>(!(-T16Y4.LV\/ YK;$)0DW. M)WRD5*T0Y.D;W
E=!CPY/:O1W&$.K$X\HY5I78'KA()XQ5RIO MPE*%*7.=YAF6.9CZ:4W:UJ@A,;V*"4R5%E((G>>HY"F)6S>OR/J U<;^TEVC M"SDVOU]%E,LA4PY QV#[)ED:(1VSFD
+JEPY?,R:P=HA5[15'35K@SBGF4(C MR%G9R])'AUJ%%Q.O0:+L#IAA%X16UM1]M!-%3-A@ M'2VLEZO:4+L"F83RFL:H"HQ(BR($87' M4XY,DP5T@I3P\!,:)E9N-
KX>J4S1"=S/E,W[W7E9A"]#4,=C"C=&+I758^HO M%*XZW?;2?8<_N$:2RQ041CY6HJFV)@F^,FCH.KDDG*&6%/8F/F\D!R\L.SBR MRL K?>2151,>JPWUD]G6\>I0\"(%
O)IXK]EC,0%.)V$;M@2N1(?+K$>"P%+ MO>7OXP*Y-KE4BE+HT(XYMZ.-R7&E1?7+-9J.P^5[3 .N)DP/%G=5X#(9(!8C MIR%*3S_)4.L.5\R6CMCI:G.Y&M.6\/0X03D\
]0B8A1PHAA&T%PHYSP6U(^X M()0@S9X-0X<74GLS7I4_QS 'B4=%9JO+*_#3!=6,8V#S%*"1JS,Z14B;/=% M4(.+HEKPJB-T8L+J:3B8&\3(]H&;8*H69D_7+_002&-87.$+H7&-
F7!F&L2Y ML#AYJ$Z^N@"8KD+*ZUA.VW1#TV2'IE^0(7\,#*?UAKE3'ZEW#\'29DB$YK9Y M0\?K9-B39MLMUQQ<4W5L: C@;QTK*HUAJ(*1P&"R7ZZ$&CD*-QO+Q>
MS4]."Y@6BU]G/!!R1EH!"Y4J:$TP6Q ;R5E*1[#H(UZ%GPEK%'&I:[2J1FZ[M^NK4#\18%WRDBC"/)P+PH]T0G\SW?J=GHJ=X.4C; MSA+6G8BO'-,< 9.K"Y/C>/)(L)Z_/6P>J6?
Z^#/-0B.(\@7I)Q2:<%V8D,RY M\6AB(362#&HE6.1(_R!1ABJW7LH:(I :3R>J7.75L@Q)QSS+9T$JY" D="Z= M AYN_"\D%.4?&*3/%B6QL\)Q0L[ZP)Q\;UA-'.X4JRD'#B9(UDZ 'G#-
T5?IO_W?3H MC>7OP/+UI71CF2B6^4N,"*2WS'*]Q[?:WTZ+:J!Y6AE+<-=3_OCS]6FZLDH0 MG:[P-?IQY9=>-$S1HTR;'[F%9@2\=\ZG'D M&AL1+(#@\<>&0*
(^68I&J,I.G3!;/NHVFL^PO(?(-(KM#DH.3?('YQ=*9&" MQ_WL_FYX>GWO>YH]O)EG#_+L&3(]*:G)LKV$/5!4"M/["7*3LH B*YU-99F- MTRG*A@F_M]
[9P#T+XGPA@0AD2FI2K_)S46R:-BNZK>R:_$JB8!',E% M(=/V M:Y+O7^Z;8.L6^_ZQKB#>G6:T[I12-:'K6U8"2\!M4S**(GA4-HGQY_(!2XP# M-ZZ@F8#;P.2;!:J>H);=COQO@?
NWWAZ#YC->VRBF0J:03.FG=@#?>;E,E)W_ M<$M;97TLT/?#2N0T3%%+Q8[V/4N!^4X_<]C>23)E$0?V5C0*>B;I'F_5R7C@ M^*K'6_5XJY^"M]HU.[4O FLTO.HE!)]A(%
(J5(0I.E-+3C&_0N>9;MY]9>.N MD5N^>X!/:)+0KUK6(\[A@=X)(J>R!(JA8EDY$II-N M%(,]6)5$0T@22!2O,^VY^_TC-\A?O\^CL-*;!&R_-XJM!^HEL.C^[S7SY>+M M7^J;>VV-:-
W!H7UY^2L-]C=XO^*7"=@Q9*.M3!73Y>/AV?75(>?)>/CVZG1\ M?77Z]O+R:GPVQM3; Y@:O 3_\EVI)30L,9T1I_A$;ZA/-G0#BCF;7(BS:/-- M1Z>G?
VE<\3#KPCRX%_)J._F83(D<$+#PO9.S 8(URWFA";I\2\C4'-B".ZA? M"H:M&9GU76_?$?JR@[+NX(\OK@\[+D=OST?79Y?7H[.WUV\1ZO!"P_*XQV62 MI3.-
$6@.4)\7UMJ@))1+7*P.9DO]Q6MTM'X$[SC@!1$5NHLTK<]R-XP.+H*2 MW6A-UV=7>QTMT+\PJY!!C>6LZN=@'59%F(=KYMO3K:.ST6O'ST8'G5Y';1[1
M*.N"8=1FA)"U1+6(F)SC,2\$?2)MX+#Z<3D ?9$[,I126";"'Q0.8-9Z:U@2S5F0I@DEIP2"@\ ^]9M#T MHH6#&@<;"2/V6Q@QX[(0ME^>P5_;P&GEU5SL]V-ZW3EAR0UB4@9!!
MJ7>:T>DOIZ?>S?"WH7Y"6IU7-Q=*F]HTOPYO8[;)W3H*3D?I)C1?!OP_-?4J MS5?1/@*Z&%?5:.8#ZFH;4DKI62O,X2AHN@G 1F\75%E16*EMODB2T&S^Y84]
M+G<3'L,>>>UNPJ>-'1@WX VFWC9($KI=CKEY>LC=^.WP='QV?3XZOSC'_XW: M;5VW=T[_I Y9S/;>RIPGYD0;[% #I!&Q0O,!B*EB2"=^N-S&W^;^^D@M:F[*CX?7%>-.L
%2>9BEJKO-^V*ME[)'%<,?LH4VK;K7?7;WLYS MZ!@F4=NN1[-AHN#]%36WI1F$"9I[R(G4?M#V6*LV1")RHCM^DH="=VM<6^KR M:/-
IC_\,5O>G)S6[GU_'.;_NCV!ZP8B'3YD0<6.=*BDAY&H!OJK&C"!AI4,D MY<)V'#$>9 NS)F1P"\2)J6\5R4?1CD2//'U\=AAD_RCFUL*.G>NH^L*.O:.8 M:-9G'9'=@3&L>RW6#?.-
P(,6O$%(GA>O<*[]_;6AZWD0>K$46I 1ZIJC!#U M*D,"$Z-*0.XE6P;UN6(-W"P/-JQPCCE@!!"CD$+AT'LLJ<+! M1>H9Y8VY2B);$#E1,'6GK23]4\,4@8D^H3'
TRK/(V+N>;24%)I;[_6-JTI MH<>MD8E8J.:#VF))_PLO#QZ,XD !79+EW[$'!)GL8Y:$KTS/2?P<#/[-^HW MZ-,I7HBX.&'3P.+(*(II,TMI7P\ M?(ZJD".W,%J_!S/]]2+C;R7HR
0U\WBYE"(9(OX(%C5 . Y*\S@46H7&1.BE M%]FT?(#N?T$IU[W6O_.+X>5UAWB&CF8!%/653BR!1U-@>CF\.ER"0M):3>D M5&EWQ$P(>48I_22+,X=;PJO12JQ.R5IC]K;=\C=?
>G"D&MCA/A,+%#D80@) M% Y,(^^5NGJ_=XBNFV"U,=;T(G_#YEM'9:^M-]R6O M.]M&\%;)$E"=D8T28!G^]*,D:T-X:!FX=_=?[S2?QLUT&B]VL7?.#ERAV_0R/EN>61GP-
!\L::@= MK#AQS(5JLOZT%P@8$>F&!CG(7+*$AB4&7(H/)NERFC7KMZ<@YNV">9^IJ"\ M<4O#WV!5:&-Q;! 9YULT#N$!='VZ]:%JES/>4IVHD\EYX!IVOFZ^[^[=_-0K
M#U$.A6E.[[.8N;21#"FK)B7&\G6_Z/36FD5$H%#0#CZPR+@<_JF!V8OKLRU[M];Q!&C/AF>'%70[CACMWZMH1MCP6P)X MA]W(A![-*!N=#D?7!QQDS_//KH:CJXTE57M&KL?
#LSYRO>-$_/S76^\FND5I);K@]L8(-(MX4.*T%&1I?2A%3#;U MD<2)J=N5ZAP;XO&$B@^>D'B916_WT'"_O.TXSSH$T-';, 61@O0GQF;WK84< M]_"PW4>>M:8Z,?
I:@K.K=O)RQ0)LCSWD"C5'55JZ@)B6P%G]/-_473KWD5A- M$.&H@LL%A=7*[?@N-!Z.SSN^![4O&-LP*OL63X_[VL'=%XPW7Q$4#J->JY-V M(O)C!9B0\G%KQ@27DXV@3W
ZA7&0TS1:?&CUHB1@U#R4@Z,Z6KP&FSK 2"VL M.6U<@A+P;82JZ%X&AQK)"_;4B@(-\M9.-8EEFLO2*KW22M(SZZ3%&T(\H@$ M7_K"H+XPJ(N%#6>G?
6%07QCT8KUYH,*@@]HB>F?AS2PQFT9HL<^(ZGE!/?'] M?+_SM\.+Z][YV]&6N[WQ/B2\\W;!A#N>L-YH>$A_ZDB"QS"ZOB$6JH\:']?P M>J7XWO[PXC[=O>L49-AA]R8?
TU>I8(&L?3U__';^>(?Y6A?.6BIN*9_5XC-6 M?QI[%GN;0PDR&BQQ8H0A@X@UI[E.3NRM' M/4S4O26DBZN%4SE]T*QOOY9N6DLMH6:]2'@S$<>R]O5*\, 49FM7]WV6-V\
M&Z809@;\[HA;.<)5! WGV+XI^H!?;Y,,"4"9.!]K[RN"9SM'K#QKC6S_!>,W MQQ@I/L[1VM>%_YO"L)X3)NWGV?/G69ZE9 OT$^Y/.>%ZD-J13LR:"=.%B6G% M'0"VD'L9::5.
BR<3MD!3C?&7*@VKQ23'5+/O)3%.IZ*$R8]J%(9G:^!C M 6T^6IK@J,_S$0]:/36A!S@NQ55) M>0_SH"PR4M=HX,U"E'<2AF8MMD1I>CWM@YJY+ MPB)&'.&M'F3>#0K
,%RG*VO%%]SK".[H-([%EN&J 6G(R %6I,+7:8^B6BP, M.0<7W:&:6,GIG@1O20>90UI[))F40IT0&6L[C/)+B?*J2V?/#IV^RDL] M?,C4IYBIKY-VK
W4]CX,Q>*SWK'#+D#%IFQ'\=ND)=@QG6JZUZ/Q*5M71A&9 MUT%8-!R!&T<[?.,\\6[TPNMO>AC=6"_)8"_('5DA+)[9> ,-(UY6.>QW^Q B M;$N:7?
8YLPZMP'9D=64MMC8&KS+DM.#HW#R"]V '?^D0 M:]21FNJ5&J\NQK=@RSLD=5$;,T2=@N>?*;H[>1S2! Z*N:'ST?)_J.FF=T]P M(/[0:C5@ ^5%:;TBV*;1>X#+H+>)!L
TN,]R?;V;:($">65.,'!8WG ET94O M$Y6JJ>4?ND._"BZD;W]B"N=L0C;$MJ*W0XW^ /S'J5I:\1#$X-UB81H>M,# M/+W9T']QLFI;7(MIP7J**^FVAI(.G2KD3JUWP0)"M!04N6,0GD?
I#YXG-;S42.=(]Q*XG,1^42K248V+%Y2I1]TAX\UZ< M[ILPI$$$*WZ99XG=K-#XNF.O&%_O6&X%KW\558)E4!\P'&!:7&R-
\VT[P]2KD)\=9$G08LTFXV"T)SP/7%@7UQ8"=6@K/1U@?OBP/[XL 7*@[< M*6CSC'K!/FCS GMNMX@,ZONH8/KO=&;JO2GYI^__D97B+2-/%R?*Y:<-[+;T
M.UB*RR0F;O9;!7[9%/D+E+UNS,(T3$A ?/&+[?$^H=,9W]%?R!.*\GPDG.$&W5K4X^? M4F0PX!NM-K&-Y<(WN3A[=V@0LRMDN?:7\2_QQ,#;(J_6R7@V^7S)$39D<5WT
M=1Q,^^DATQ Z5XH5+\ZKT!0;OO<0H+Z]S\+U9MQP?G611?R"2>HV:TV'OB8W M\;[+>D]._)QE7<)-75C4:57Y6YY52^\WM9A0."D0MF[.0#+WL+L;44PEL(PP
M%)O_6Q7DL'YD3RNWZI';!QV%OR%9#F%5ON1JV9-H/IN^;#0^4<>))MV6I=T; M3=I;_#M/ROR[*KW_CLLY4FH'21'> PV'H^_C+!'3"7]_R*HDTOD8)QV1J!D"Y/BR0F?V M\?V-
E^6-ZZ:9O>0>&+2ML-2^;/CGSRUP"1.A:ZB\#X1 [,(,P\0I#&C= MP$:R-(K,#9]MJ]6#A ,I?9K)P*IAL/!X0M$HS8H"E46"%%EQ!FFL#)7 -8 MU+3;X=J"6&+$,XER+
MS$F5Y%0O:+F#[%V?]'6X7R5/S$NDW,()%5C!(%A-*V64P>J'K!\ZU5(@B;1 M0K-\O!#A+GQO$K-Z@QYFN:JP?L*,Z]AZ!P M8"/B5?E@@,TJBB'Z H)@M11+W()E"V
OP77^!WZR4Z#>!Y^#!YQG\^!_@CS* M*MI9RNQ"-(R0',"5J(*"P%$C*4,L*(HI=HAM,0>LCQB8(A <%T+4UJ)7BHO M0LA^BPA5A1 /A8(TN?/'DDU%VO0FJB@S^ 3W?
PSG\#HP=(M)XG@Y5^EC C]5 MN0K>4*@UB=3\,<*MMJ@2B10O8$SQ3EFELZK@N%X>1'&&9N0]K9#TYQ1Q/Q1/ MQC\E/ES"BGJO8-A\3[.'5!!!MIO@[WD%
[Q;E]9*2P45%,%5/7#Z>)))^>90Y MT.-8%3[^_V2LN%* MWM7"DQKZ$V^E?JBP$O)VBO"+S6Q(A!CXJ1G3FMSN8O,SP1LZ"5BX&R]+'3QI M7$8NKH?,DE\'PW^-1NS)'.Z
M8>1PO0O/M? ,L)%K$&%WJX&$KM&>)MOZLC4 MFO9H?@16Y$)OP'#*<9_'O$1.JR3Q#5R1D:ISE41K'G ->C@1WKH=&E)*337+ MCF<50\NG54X."(>H1!$O'-3?
C7D2+,4L$T8:3V-P_OFS%R:ZH!*N 4! M!WSOGW=?OOU.R-J@4/3W[5?[=X.XWWP-UE&1I<$D>?12>/E%$?!0U4U5")/& ML:S%7_6MC3PU=NJ+F3-[B:B>G_9Z&L]86U-
!JW='_^EHS)S1Z7!T4"'P(Z%B M_BW+HD<3\.K"&*NW2 I!,UCD[U1^'Z-__2D-7ROM!J.FC_'\]"'(+!$1^G1+ MU1E@!I?#(#++-$LDR"CLZ-
<06UU>"R\P27[(M;"!T%IO;#^M2,RWEM@,@]QH MGW.HOHFATT/K!<4H=LX<]F&=71>"3LS^FM>FB6P*9K(I'"H;_AM+[FB0PM\3 MBK62":Y,K6)?\]+7O'1Q83@;]S4O?
*U>H1: MC!#_B%2"('6.&&8I%U=FN6HOTM\4L41^P(#+YI65J[4MTFJUB(_'!*1\D(P? M!:XB%RO?3$TR8IZSF*EZX)]S!9L01A$)4H9UQ=1(_)>IJ=NBL$Z(*PA#M2RI
M8GG#PSW3[;L:OCW=*B2QY^CKF=9WM?:J!,;R8IEDCS YOB0=*7 V89M%K7TP MNE,;2(#K6J.4+N6<0_O).+@?>H@KR MN:Y2YR1H#5[9)S1 'D\J"O"_(@7HWEC+G@-
TQZGU#U4R5\J7/ O1/^G"S,*L M$I:]96DJ\P1G$G?">XG??%4APF)@^[8.7AE2),BN%6; !J4TSWI6&\;!3J!0AV5HP#A$TM M2419&2])FUE&3 CA'+E/X!*A5HEO.IS#WPO
M5.JWE3AVA(PEPH\3/.7V/+O38+T.S& \2F45"R:;#M$H\=_ M<=S,Z;I/*3K%*B*^X4)B.<@6P4$;]0,&7%$DCP[]'[YA3NIEC+XD&*W!41$> M7N#E.MU5'T3U
>2=")GJ/.#+K42+@M4Z6F;9X1-#>&4PSG.DZ2DPIX>=(4;< M4J64Q@O+BLA689PP06%]M-.HE2$?Z1=3!C_@U&401RNI8!>M+V82VU*S#$4_ M KP2O*)X02EIG
UAAOQ84^3$G=,P0B9904[Q8SADAWSGQENDA@B/1ZTDK67B M;N]T&:=P)[HC[D8.J]/F4PO+(HF6)M-*+I95V6#YI$B@M7DU7Y1BW+38VL(C MQ
,3(6IX"6Q=\,/@LA_1]L4M'T>Z+HL(#(V.0+KAQR0K=-:67F+M![AWGC_B MDQ!R^X>HXLI+L%_P<3B%'X(\DI\U! \/@QE+>[/<"1/E:Q9/+;A+02?JS2FL M!$P)?
%=FX7>]ILJX3+E$VYV4ON9G:EL6J3.H7]T[V8MM7636+R5K5Q^:^@](M^_0'(^\5KSG8$R&R&!5<%_TZ_/93L;%MMCQOKFE\;CN9/3QY,UF4):^N656 M-2M2V
%3Z/]R:))H/8PR)<3]2ZSZ5YH2O'"JUVD6ZY)V/@TM*BWPJ+ELS4-Q!#JS))9IX!E(A9G 36Z)RMMKU,= M'@X.9J_^H<7FO'/P.3T$WZ'L=9D<^K& MT$NY874=DT;DHXOFRH.%
X$#K;]4>5Q$<7AOB0M&WWU M7COPYX_SWVW!5Q=V'UV'5J64E[9.**TB!P%O]1-\9FO@S#,*TKZ&96&A98' M=5 U1?UB+6=A9IY3_%+]'NL, @:T\VI9AH^^)]AE#%!C7-S5 ?
R4%IKT5%*R MQ 5*N#!D:X6 .(O+H=-(Z=*\79<+W2XG9FGL"_52_9D M;'H2X4=9/@O2^\"S>Z2Q-^5\V1^=[JX#<5UHE-^W-OUVDJQL4+1:7%?18RY MX&(IR4_*^OX&:[=
(3TJ93#'8C!+#7SX5165#);ZSQ#O?],CE'KG<12_O[*Q' M+O?(Y>-'+H.=>]HAV@D'(M+<6=[!%FW]BO]=06NIG/\6L_,J7]:W55[N&2O MGWVK925D1+
T,\E"I9BZR)LH1+'@%SYOS]@4DA)/\(=#9I:9_%] 8(@JCG(M$9]<\=:%I?TB[KJ*G/!72."=O:_.M$S;-I%)%%9GGH]O=E#CP17,/W3T$ MR[IREKV=!F:3I([OX,#AJ!E\3!O--S
BMI+X#\>:20W>Q46M^<9L0:,H7DRJ MO)#&6,O"MX W]TL-XXC4(HVY $]0%L;:R@*J< MR]3P5:Y*KN[4;5-M(*W+5Z3OUL*X#.)MA4W/WS28-PWD!O,^IH0_Y'F6*HPC
M?)'A=%=-\HS'D_>5%!"&WD>Q\H/[+&8\ B(OLVHB[]-Q1AV=/QYGBCD[\0V[M+@I,?QP!EBWM@339R\(R#&)'43P#AI#40R"LR9&OLOAL[3/(\$%*1'@Z%.9+ M'AD\H)
MLH__7!'%8PBV?+PY:%31+7/_?3J59 3,2GCPE-&9A5%S-!*B;@#RO<)UR&4$ M_88+?Y4_M@0?::LJLSWBA=L8:O8,%W:*U?8X1K"!OG9*)4GKJ#/IN:;N@B\B
M4O'1XNTU0O10R[3#PALDMEB.* E$"\A6T,'H_BM:L%8<2 .P\Z5DLXA?TY9_ MZU [8NDUA!EOG CZIP$X>D^"!MJ^%6L O:51Q$1V&D,)$\;/!! OC MS;=%&Y(
N\2EM6#JK;8F)*+P;7'1B+N&[N,&K?W9D3XB]5O!,IMO!Y94J^VV MN)*D\/<\7O*-G"^><&FW6-_(]@A&&BP'_>@&0,E=ZDC_%+LN4,_(VEWV6^Q/ M7J#
(Y+NUOM,W+'KHPAK59CU^!2-[&9/!3>U$QNVL8/+!0*H3F(40ZV7$_,;) MK'+7/YRH\@'QF#3%S#5->8F;O.,[4,4@'@QWK17*V(M:V]I6]A+SP,"A.ER M9L>'];4_;Z6,?
$T%C@#\LEAE^O9MZ8%XHZL_6$TUXGXI=.F."G,6H(;G+LB5"7RT!1EL%ABH*;*Z6MMO03Y(\6"@G063Q)%DXJ4 M%6>^9S->>H_EA4CB#!A<,Z51.E)$0M
RW;CVGZ(GN!20%2-KP:.9]\R1+C-- M1Q%@QY:@#A5W.9?2Q*>.C**6IED[[6MT!8VEUF^;V^H'L@_8$$SML<$]:MU' MS/J\NIC+"K%8+3UT?Z&N.Q82L?%P?':XT?ZT!?1U>-
EKZ^7996^'[;Q@4L(; MP]!I)_1^CHK%].(DZEE,=QA@"(>#K:0C52O]2'M]M.SY]>LRNH[[Y7[7V5CF M<59Z-]V0=].!:ZUJ$W//T5M:CW)NKIM:AWGBGL1-
UJ#T>D3K+G3IK;T7AS B\^*GTRU0?, :G:E#3O/+A77A8*20/>=:($ M+5*1FVH(,5ZL,369AY@0EK <.R_QS_V^,=.XA_/>_QCCW_\6?A'UY9X,T*C M>/P7LV;1<1?#B\T$./L")<_
0KGJ"/\-)CV3V+*HX+[E2OK"SD:X(Z2X@ET$ MCNBX_W=Y2#*1HXDRL/5@,E]=,-:.)\1P/1R=@VG9\1##D_@HCM%>.(XI]NYO MG0'%?5$I5M)Z[T2,1&"86&7KH'0$;/1LH%M?
_7T,PU*&0F=8JE-/F*FM5@XR M5(/K7ML.'$9JEY#:S4AZJSS<4GC+"&;6L';YE[Q%@/GC6#2KBV66PKAO15!O M8;CFDH_G<&,CZQAI67+1A#1R&\FU#1TTGDYSR<)INLO.1V,-
*+O-\!ZF+T_' MIBOQ?(GF_9?Y\H6V&>24[_>95YO0>9Q%<<@,5W>_?_SJO5>NB.;[X+3[TV MG7$PTI^Q!D'HSC:/H4]%D[KKM!I?B.[YH"%/HM9 YPW:*44W#JJ7.6JIX,L4
M2+'&O4?4&^C_T1JBB3?Y !1FS9^^_;]"/.&@.WI:<04[:21S9WA!5$'.=CVF_T&GN^[XJQ-XVS:OW9 U+U4#S?K-B\ZE.]H]I&+J"I\H5:G
MRCVBE16J!SUN]59G@N!$G2R@:H1IWE63(H[B($?B E-N9BNM)#^FBT$^!P\U MLO%L53W:4#Y/JB(F:GBL]S1*QUI>(T@KU.FN<@K](^0]+^FC^F$^+HF2FVEO ML@<#
(W\(ET7AJ[V^=#[;Y&K)@0^45K F3,P_O(@ M<1A-#/K=YQU %EGZK*OGB+<"G@&>AI!H0=*88O3ZO\A2=U/_:9>1\G),=!>] M+?2ZVS!:S3'7R_?]G[TV;V\:R;-'/]U\@^E6](("-@
MEDC-F1$W0BG;U>[.P==V]A WW@>0/)10!@$6!LGL7__V= 8,'"2*(FBCJK)2 M$D'@X(Q[6'NMMD>VFN'EHXTL7+NR&YR?M>>4/+(%R=20.0*U2X(-;5B=> B, M3D8CHOK-
3'T)_.G"^1,>9U1+SZ=SJB1+PN1,L7I$:@(1CS-8[/L@OE/5"BWC M^XNE."4GOE'Z@XK#S4DUU?5Y6KY";B2E@"5U&GS1(,1J,*3$)VM)@!F^S>K0 MGX6RDSFOI,4TY+Q?P[A'+
M7AB!BQGS52E;'P[7*61@J-QB*@ZMI62W$(?849'I_]S*O54/\P$Y[BE*A!UG M"@Q2FDMQP\RQ% 583 !]?CXX^2N:W3!\X-*4R@"J!0.5=<,!L0E\S][M;'#B

MWJ[/!9SU9K!PCMDTG-DIU&2H5'P?I$K(->9S?!N6B:D8=CU#FB"%%J&4FSK! M;BGAG"5(?H9&Z5RE=TBSP+)=J2*HC%W#YI9ZC<\,T]NJ=L"K,@E:2@6R\[$.
MT>C]H$>]P+I41@^K//E3%/0BY1OI;9;BJCS)+0=VVR-BSO6^2+4T_%*J6^G1 ML+C M2WP[K.4$4:PB+?K=)*9)VI4MEE>T075^1(QDM(14N*:#M JHY8JPH
M8,MS4V;27X8G/JP:_(<5KNS,DQTQK,]KPF0%'HN#4J8[LER*4X[,:L8+V(92 M\NW-"] %UT/X]S)SR ME_R74N0-+J;W/(K#^AV]+&P-V.[#G\L\I'8S&BLW MN"VZ,G*D\9A-
DB*:ZO)235W8/- ,RB.$776(2]T AQ$^V7"QP%1/H9+QST] MY0CC ZVG28QHF\+%Y*]:-]#0JM?EE@(CJXQ-4U4]CGF,"/&SU)I)>,Q&00%3"O9KV+2G36=Q:7 K
M%$THD!A.,18E/^ $PN'WG?DZY;#33.')8HO5R!Z%GZ#*Z<3E_&5M^X/YH!KF0P,X7G#44.@'SAL!H:DR M/V)N])(%XC)C=L1)FF39&^=H$$G]*QX[OD58 DBHD9?_21
0:J$>UN5QF1CK6HCAS<10*;&?"FU72)G M>0I326F26J.&*^DOCL+))6-M0F6E)HW._TH4,7?09XA1:O3P(.J.3YK;/CI%=,0(@\MT?8DNAF2,/EUQUA$R]@E3KZ'#SZF>O&LJH
M.W/PY/F;"*;#&]CS\$2CI\,A]2\K]K>+\SJE08FN]Z2RNUU!ZQN]-S@DTGS3 MYC8$&\F^GU1M'6ZS.QM79]<70_/D(SL$7Q,MKU_^JK4 MH5E3KH
MQ#B\88S3ZPWYO6MZY%_^=R\TV7G'=N<6#$]._EJYXX$LQC41) G @_$0H"%3 M,QXH$-M[].OL1OE3M/$(R8@[]$,0(;M^.'.024:@IFS*)8IDOUGRG8F[(F+ MJ_";ZEO?
24NRU(_54=*T\=!!\["8(T4\Q9>4UM:EFV6)&,">'S"VAN^J75?\L@DA'N\W&C &G,-=T@D4>1C!6TY+ES/?Z
MGY7W8BMJ'&1(7<]63[=3K@JX!@]!&)%',1.B=SEU)7!7F^Q=Z'I3Z!HZ$/FU MK 0"??^J=7E_]D,?>,9Q[VY\[)J9BLR8F5Z)-9N*?
MY90)I>YA4\A(>T'D15AM9.H;K;OGGEQE618CQ6(;R4U,G!QX(UZCT2L17Z05 M2^^J6WK/6GK'L/;6V9QNS=]8E>;GG0Y#FJH_00*52@OE;SK$B<3(&%5*4N<6 M2?
HDT_.5%L3YV@5QO=-Z&%U<_Y#KX>$(E@-*$W"PO@D=6H;52% ?W2%!@;FS MW_R- 6-2K['5'/=9)*+DH(EZ%4:QWP03@1*89Y@5-F,P &F>:3$)S2;',#G6 M==%H79$HY3]
(;9OVR6:M6&L['CX_Z&([AK6V1;@CNT]2#'? ;VEPISR.8\.$ M=H!/ D #8PTL)JH67'GQ-@<-,SK8[^@FF >M_79GKQWODCD&WGP5<6L*D)Y
=^+\,NSX"%)W3)%;:S9&)E=!:81FY<$ MMJ(-)TEGM3UK51S#L@BW\2!"XOD@K0O-$8)AA*4K8%>27^2PY:^A@E_NR-V9 MEN0:(=./
M$IG>BO5CF15+>_YSR1.QXCSP7"Y,_/)!B =E!V&;OCV8CF MX>7HI8W)5G32T5B-K'>/VF%%%+1&B&5T[=V^_^3A=G;YLS1E/ MX;>OG&O)BC&6M^1A$$5+
(SU+Y;=I$H<3UNJ9A\3PYV7++%?SEV.6N^XVUGU- M3*HJ0,_S,Y9YMV!^2LY;-^LV6. K/,-P)5)>(Y4TDM=9A MM]=AMT-)U59'E>PSJQ!4L]">-*^-X;^G!,E;1F$SSPU
4+R&NGAFI)-?FDB MV&5D)@*GM[!(;M/,13ZS@C)Q:YZ'+4,663OE["S#(*=\)N4MR6R&=;S" &;N M;YLI8"W,=F&+R!)F A9L0 3[O"%U<]HL$.&U[2RC?PGX:XH#F>&$>,/Q:9AX
M2])L.PWSYTEW[EKPVJY40^N)ZQDH=WCB>BSQIYH:*K:>%9@=TY340D]"%,XP MJU603NX9',\2L_C3@XJ2!?YH:;;Q-R'#GVK6;$)#0F\2C3BZ&O1M38]=K:/% M2BN5HA
:55A5N2=7@Z0AZ=<<9*QTQ">A],@7*\XN84<0V;*F?N YAU"B91]2:S,,UR)!$T M%3?\/J]1Z;5Y_[Q\T5*O'V<#'1_5!NJ825DI4)W$U;J.@+T.;Q8E0:[#WE:Z
M1._!B/R2M6"B]C;.OG+]@+'%UAL5%&OR?-S'/S\&"^]&\X%NJ#_IV^56V2NH M(=K/1>P[FX1+Q^%4_+.WU,]_2TE MA#+KLS<8+UC#E<0H?E,YGUS"?^9S%*&'-
<<4D^[32B@UYX->S>^8(O.'JQDH@X.J1T9_&RO1-V8F'&.80YRN=+NP\&#EP8D?KCXV-SMF74#K M:.S"Z1'8A1L#6C]YO1O&[P562)GBVM#Z1/\ZDX)E CS
VX:93@OBJY%_I_7! M5=88"7.S:92[7/NTP!9(ZZ?IA[G/\N!?HGU5"^;4+$HWFD8)_K&:!'-5"J@] M*3KT,\,??^'N0Y9&Z/8P+FRF$=[3_AEW@872&=5QP?)49+V*S-MJ(QX9&:-E
M+$S?&X]9$X9],6S3!TV_73-$M9N=]EG/0$],LL8UI4C%JC M+#GFJKU\X'VI#U-M'9H H!-9?IE%89I?#\28U:__QHA<*ZO+BP2393 32(Q5 M:*LE&])%Z0*83V^PPIFZ@
MQR/;G$:7PHS5*$N2A!&MQUJ*SUTFTT(2[P]FW@13/"0X5V]AL3+!J&3>C%]I M+;[[Y<.7MS=/Y3!IHG38A!<:[8H7ZI+@3T^"HW@I@7IU.OR]F9"?40R3)LSA MTR$_.?
N$L"E*R\=!1"LXNU>*Q;X1G^UEIO%6.W@&)T/U [D1'2@D%YDVH"J) MZ2LG<22[,%P4'2])W"'UMME;O[\;F6N\5Q]WU5[8-YQ'>LNE0++L,K<1[+"P M!_#A(21%!9\+U2/
]Y";NH$7/J]KR!.5+N_$EJVIKA70@,BN"*64SE73E:P4 M_Q9V1ZJ./AWZV(3G; *] 8)1@/1H<-=X3R_D[N7]E!/L?/R;P6<(Z2Q4(UYJVG.QC6)5KQJSN)LS^\[.=F@$I"%I*K'2M+&
<1Q]GC*] MS@;#2P=@?@\P ,(RSET&;7K\$8=>R06$+7Z=AO2T7.RU-. MG(Y>NHJ_DH^_ONQF]A-G-I4-@R-.813X=]8.)RS(=';>4DUF>4U)S&>.?]I M)["65 (+/E?-X90W
&9FF!1E)4>%C$CXV4T3O^5SD(Z#6&5O_O@6J24%8N"3 MT1=DE\R2ZCXG1<[=BT@@>AF.>4\P0,0M)FO&\N_Z9K@:<<@;1_#..L2&E6TQ5-/1U89UFFI64A_R@5M["2
MP&;#9 =LM;29T Y7.@/DSUDQ_HX02[TY?HD,Z'A78B?7BZZ) M%*&Z'CI06 <*:P6HY?2J X5UH+#7 H4]J;+V&3BQ+JGX'O,GIPHA'"WI"EWV (A/G,]P3]0C8%61>K'DJ@
M/$4H=)&5PUL;[^P=I1;1(! @H#")-5(H$?GCZ@9N\[T]UKOO*EC2KVR>5TNW].ONV)-V!)< MZ.1_TC5+CLD_L:.JSB3M[+; S]P-@;Z/*HI\XEE7 H.2J6 M!'F9H7H8](97_=Y-O_?
0[WWXT-<;??,X[7%[?[(CT^WO+[:_MT6G9\\:/7@D M:$OLZ3(])J:SU+L5/=:QD32:EC=P*_:P_3>;E2#H+YOE("QA+;]BE6 S^/;F MGV;(>4(U]K?LB5GX^Q?09[+GPL\W@3:(@G.N3
!XW57.I M\A!0+FN!VEPD8?%)#T4S$SKU*WMDX]QQYK>,C/,H9KZNZ\)[M&'F-\6_<"4X ME4SH+KW1K,>_0.OOD::1&,@S\APUIMU^%G(0ZEV1)M,D0MK'3Q2=&@Y_0M=[
M,!]XO5]A82#> IK28@L!U5.^X,(<$*D.*=P Y8,9*D.P[P_2=B-%:M"%X?#_1^>#*X.&QIQYZB$+M#[[L@Q#.6H*X[?MN&9>BV M1]NR[Q6LHB""SU"T
\LY@W3*))6&9J4N"Z2YZ@FUB66P:1$9Y"?Q_<$;Y)+6 M<#B\DE0'_@ZGGE>>UB>#L^MA-Z^?.Z^_M&Q>?[$4!C"/-TSCXSG)]>O]V;+N
M_O/[[N[_:EEW_]>3NKNS)+ZC'9=K+RC\^E:+A][,$7G5ACG:%#0KM9D"VQQ/ M"N[N4H5Y/7A"SJCRCYJ: 2-9X4-C!G)545))W4E8?;)5$)EL>F9@Q:8,_1\ M4:187D$-;K-
/,AH,1SUU0)^$$D\XO$5D.%JG*@HI94$XOM)8_Y[DX62[[0<, MO(OKT_W)(W<[RY-VEE:EGVXH__-9)*#**;)*"LI21ADVFOL@JTS KA2D*P5I
M1RG(=5<*TI6"O%AO_G#\P&)Z8*7RLPV/9F#,?K-$H\')=>?X[&">\/BVPC[Q M'M,PAS^3T.9$266Z."X83#64FW\(M292ZG&.'OR5.!$[AFC?9@$:UHB$-,QW
M3$0@D'QCU/38$HF63!UA?M,\;8'%9_<%#&E) "9,@#CKC3(29"%."B^&SB2B +"3)B+(PL4'#!4E4NU4_PW:-"LBC1[0U*=[M!&3N6EG3!3!V6<G[VE7[_RJZX=PI]/6W,J
M2*.0*:JYJD%#W>C()'1>K+S[(I[B6J2>73(^KC>\.NE3 1DAWT3I07.0KZD. M13(Q*BU:BVO3(H1T\Z;6VRH%W>2X*6*!#:P*S_>][!X/:R)9=S!X!-A+J%S" MN8#"FX_(%3]1Q+Z-
EVRU7?#]GKEE\#!JFP+1P&5;HGEGJVR;S]UWK@9GH^M- MY1<[GO:'%< XRGV'J^Z$#Z:M6XVF9VND;#*E2IEA!4;XBK?%')A M81+N"\C=G\)-
H*M@B;C(9IR2W$J;P"7/1Y":MAKBO":]"C M(/Z*W\3G_W>2?O791V4U0"P_UVBC"*N$I_CT*&&Q&]/+NU)27W?(_Z6BZ'9S0A![C-.#\Y*_Z ML,P*TOO0DBL6ME/$)(BX *
<;N3PB'=>2[SE-I'8XS7?]T.A*(J5I?(<2I0G: M[G 7*]BD5;U^_=NM^Z4^/]#1ATQ]K2_>_!1RFUD%7*3'D 6XJ6WOD C6,!K? MBGIQY?
U^;N4.KHEY#@@@HE2&9J99%.DBR51FU&187 Y7@U^;\%O,,N(D%<"8 M)%-LU?SZ-4D$1<:]*XC,$-HQLAYF&4_#=-WB?(F58?*6:B5N"\F\L M'2J-
]5>TEJ,YKFXI]IK;8_/@*Q/T3$MR>?!)=5OM9N.*V3@K4LV;DEO^-ZU? MY3C^9C2,[JO:G?7M:A/O\JXN]GDG)/ L>\0*3#RVPB*IR0C@SU'PZ)R-M%'] MJPJB_'Z"&%AH>H:;:*H")
(E';ODRM3SO1)6-]F#TG'(L2GM=,,:L9#94NSA MIH#CF B:M^4=(Z\\R%0D>R\Y\S$YV/@2GXL%.-PL@4F514T^-L6Z0^C+ -IG M6L!!_?
*5_0J5NR,\RK<9AWRVD#BE&U[3C/TSV@A<4@O#;K3%Y:%AM>XRV-_3 M)I$E$1%/V070BFTB]MZ]N_&:FD?V;U/@^\]_=Q0L/VC:/]IB\+.F>W7$ZAV:
MMI7!Q[.3#DW;H6E?"TW;$:NW_YBN0B_;<$HWG<*VN(TMY,E]]&:.QI%DEGTL M9RV9%SDK$JV M9$GFN@5AGS8/\IQRV+;Y+]>4'8SGBST;SQT@Y.FK4LL(?
60,6CN"_D>3?;L< M7!Q2;OA])0@)EG\:SDPL/N 18#W>: M"73=U.H'HB^- 0H#?D-PFN5B9WA]93;MD1)R9\1+QPGYY,VB'JEOR6ZA3VXA MY*5D15T307*[?2R;V:
M8D!T.!C>'&X^$;<2JU*X#=JH7'Q$= 6CRT-V+ZRZ#_&$P_DKT\L8+ ^F#RQX M6M':$,#S39;!?LU :5B%\&O!(M,8B"\]XM^24+-;:88)&$3ZICMH3@!94DYC M-
<$%$WBLG<3A:U]CTK. */H6O!YNFE:$%TK'IV>L.L[F8(R?P9#MLT;\D;C MOM/[8!)&K-6XP&Q!GE/R4OJI/_"^X-X'AUP8UW.S:_+Z8>;]Y'YO8T2$IC%RHQ. MT_7[MF4P?10F!TR
E^&[4@A#.PO3][G)17=BZL5B7^J+DTC<<>KN692@BZ0] M?^HV89_:,'NM0>[LO +F<.%\:"M+Z27*P>AIW$8C"FR, P)CG-JZ-!"-WH;1F^Z8O1L3ZX;PZ9ML1J]J6Y_>[3L M+
[K"O(/91^(KMP(.M!KJK-UJ5;+F)GPLH/J>$P#P9[=/!.3@^1UE1NF^:P,X6VW%-OB_8_64 6!O6)66*J37:DVAD'+)\ M?"U?
O<.3P>B0@2JA6^)TFW0L['V2+;/=6,^7K9,O1$$%L)1G,GWDOO"-"MNC M!! -=9,VK:7PKN-?^7ZWEM^3=E"G!5AO-_^Q[FF)TU+IM/4L2:ENNXV[Q[MO M]^$8O,U_?3,\, CS"N
"ZS.7RQ8[ICC:Y9-;9Y,5^PFVQGL9X/1\,59*#J# M_7DKN .>/A'-<]8+VFZF=RYQ6U:8C9BW9)EME2 6&(2.]5N@5E?TV!4]MG%7 M.!MN?/&NZ+$K>GR)HL?
1VG/U.RMQ7)T*=A(7E-6U!2G; %"I$M\YG6R M+A1H@#!U.23/ZMN"2'XP?5+AK*H=89LSUAL2X,UI[*:7?SI>]"//>@IYEGCW MBH4VM#)(#?21(DMQ2%[%K(!.KT@,3
N13TR_U%ILL7,]2O/L09>B1[),)-C M:0J2&\<*B6807\YRC"HFABS3:>9C&F57>7U8*4LA086F0$N/+ M.,C"70)RFV"I.^,NVK3]'9FS444?M\'EL%(%&95DD#P! 2N_];W?
@J5WX7NC MD]$%,R$N'54 WK+#S(MA(>7+-T@VUKL>]EG$H+2044L(EM4\R OF>>%E3/?% M &7F]1+-<,:EW/92(Y?05! "5Z9*2KCC.UC\\!L'P^GG6#T&4<85GNX2%>[_
MK!CC:LZ9HAG_V*."!^):HN69)XGH&E4>Y3S)/*CT'/T8+$__R[!4=K$-7:#3 M-;R1. 6E]6;7OM2O]2^/%FNB9GIW-KU, RI*]](!]"93W@R#RH@;JL[&H6=; MP9D[_?
[+146>O'^UPO\YBHWJ_\;S!<_?VS#KO09UP>RHE.3O(])XII[)%>4 M>9^1A&VRO7Q @P30QFKJG5/CH[/NN'S:+$2MME]1#V8<3+YZ7U*P$P/:\]LP
M,4D6*TVQN)%*W,,68H]_@G.GT?<3\=:"3Q7\P58_+%*BJQ^^%0OR.UK(R#- MT17/5!1ES6< 2?[@\(1'.:1DO(HV(WQ2%$/[!Q_ZJU3*C0P/O ;N](J: M#,,&AQO\3"-
#%CH^K:;2!\>*2I%2Q6&H)<=-/WL'R[K=>3\X[]X*GK M-:;)T\L.F'4I+U":\FQGPR0$1SM.YN'$RZ2E1MM&25Q"Q;,DG5A!CC_C$,W5 MSSF1ZEHN4;<8Y8_W-
[="_RR7_RXDRY_5A(VJ6S#H)F'$%[TK<.[#*H:KL21[M35_-9MO'#C!L\$;D-%^B(_]U(RYW-CM 5.-?PTUIT%7->HF QN'F]6_!/V#K M7EK;YPMS4VV"[A]DD'BB_VL"J^/?\?]^
[<@QQIU0\KI_Y"#:&@6C+"24EM/OL]K+DPU926^AMR3EBTQM6-.1ZJ=*_?249"^;UKZ?PH8 M90(H@D*9NZ"Q[.C=__.EBK/D)O)I"VBY#C[=/=ESM'#+32D;&4X(?E0M[<<
M2Z$X <*+V#Z"5EYCQ1JR[L+>GBK5 M&G)%I@DM-\Q3,0<5B.%@3>6&7X[IT<;M.0N&(AASA:K:2RHX90FEALZI\Q W M<+BM+"
),^\N#0A!;I8MIJ3N!#6!KV=6;:\J[20+M^^A82@<@;46=EJC1[;H M6K&*K[+S81F^O#Z])3*(5:S3M;T>'[0^FQ,N1=;$ISM'8[>'7M;KL"E]S:9 M%*WA&U_G?&GBK;\7
9T@O/1NX6K,_@3.J>B__A)L,P$^TF=AQ_V6I/D=XM)\ M(F8B*HH/YAE,:9@:M8S_4BPC>Y4Y>_6.DIG<*I=ND: X^N^?/NJ*)KFBBC4?X MV6CCBW=%$UW1Q
LI1:U^Z5UK)L!S:]/Y:XG12X=>^+Q#CU(D5K"S,=+[PN?? MW].D6'B_J?D8S[S:"5AM@O.2A.']![^H@;(R.E? \[/P6XZ/1DEA M&BT -% MU--@JF!8O])-)LEBR=@?)9=--S)C:K?$
M[68WH"$"IL(([N:9QLD\][EU#UIT<]S-F;'ETVS!_<=Z]5U-RQ3^I3*4/ MBD\CV#WQ/O^=P%[>([RF3?X'[EOH?7;3K-\.W?\\Y;M=)W.;#(\CG8\FMN$XT6OVM
MRDLEI:U@]*Z#.^C74%>"Z.Y]&\#]O<_A?!'QR.A;/!L*.UQ?_7PRV/ARZ_;& MKN[Y&3,4%ULK)B4G!JB4=ZR"-+-U45C^!DKMFEN^IY3 MH.S&
(R91@+5/F,$1.Z1YMM_\\K3YO6^R^F[^;C5_/^&\^-$VUGJA[/7E?@ME M3P?@8?RU'6F7XYF<6!L[N6^-/[8**>!871*E%A7A(@I2(T92HH#(1653?RB5 M=LQDQ%XB4IE1*E
<:>53PM?4 M!OZX]WBOF/@E)6DC [73M Q:4106'+$=D>X11[!+CUKN$"0YVQ0DV;7"9W32 M%4H\@]!5"B#IM<\A%FF M6!.<; O! #R&4:0?2G^?
TF:MODV4[.)EKD+]G"@,QEH&O7Q+G^#\L._C=NZR MQ?MN54[Y<3J0^\\BH<.#E-J1LJ_"GS>!76>*TO1"AV+A$#.)R:.913 #,*X> M,^^.P\AP")5ZT105A'&F-
U#JZ7&>I%D'(VV$D>JAAWMG.+8TU;(@4C0 N\\Y M.*_N4A7DKFDNDX^B*?@UO"A51!A#=L0BX#--3\=E]5D)ES[BR&9FFO%O8SC# M$,
<_ABE0B(5./&7(&MJR&6D559T^)$NU: MG@0+W#FYU5*[D^#*12),ZK)Q <:;RC(!\TP;GH\B$?BJ,A"VHV'MX[M'5*H*
M;R4T>VK@O:]5]H29$UU@>)2>:7@S,Z7F"ITA9Z"1SU)?.8F"<.YL,-CBT+D3 M?5ZY%>ZQR#UHJ(7@'1B]U.2+!7(=-)?80GG^_:-@X)$/#8-9.67*V2)V?YN% MW_!?=E?
T[30K8O,C0G@+^;K].5)W 2P6G/(Y]K5O$V0I7.C\@I2)YE5@^,U7 MH+US-5U2A@WQC*@.-$-*7#0$:>J&,G7DTSLPQY'?*5-,R;==!ZU]]JI>6]TW
M_'X;>J>I+ZKV6X>R[E#6K0CWG9UV*.L.9?UBO?F2^-,7(*OOX*=/]4R-%-\- M,B#R!'8JO#\L;39/FR#!\O*@C.A3"\UCTRN1R*L))^0(M."RT$B2>04$3%
M\!IN9HC.)M([23#]&LZ)V^X6+%#IB<9>"=@*-\2/$DO4.59C1@LGBT^TR$F, MH:_$BGP[1/%&JA 1BFC!.B:\;6:?])HM$64O#[XR530:/%+A5D'H$[*>&%6(
M#KI/+=#"!/2HGE9KM_2&+B^ESAX_$)TH[?N)Y]Q[1-BB&'#/BOF+Y28'@U&NVY; M;7*TCVS;>D>*"S#@;]4L@'G0AAT*EV"U7;)ZVACNUMF$J\'PH%IRM%VTO8-F
MAQ3;.Q*LGEF<+;0>\OLDV\YN:+?R8^:=#4X/NER]'I[+!^4;.>A!Z:1.2#$G MO0OB\'\,#?,W+(J*K:"X*>.G9 7:@EQ>>1>26(J:S9R;B8%U^!1 FQRJ1FNS
MOY9;^F"K]&QP=LB5J;YI#DC&$87IU,/MCC%*QGYN9\^='[+GLB12L#:KR5&" M+(1IEMMNI#.C"MK^@^\,.UV2AU0$O: MH@-:6"2_^;TT00B'09.L?
9@)\ZQ_%4&::F!*-9)DVHEK/XRS/.7?U#R@[B,48[V@4$)14A!A4\D$! &7^Q= MR,3!G!*GDDS6K%_228:_I\D#0^T>D4\2;K^>[%KV7JW(ZGOS9,K=%Y)4'FZ: M2.G+#%!:B)1?
$Q.+3WQB1PCUO>X+[M)HP[906ZHEJ<8-J].MJFE8@R^X>AW(M:3"9J$6N :*[KJ F3=4]R_ITR>%GK* L)"V!-BP9R\YABBO Z4T78J/Z5!P* MQTQV'RYPOK/K:Q'&R-Q!+
(!:5@V)9QABS@=&=@]'!B.O\V3RU5Z8/,IM'6#* M?4"A UY!Z=)[2.AP60CXQ):DFGLQW&;3#5GOE.Y"N8WQ4A:A=@WN87TJ0IS3
MMF&PMI,E^0(*2VGIR/U'XFJFCQ.4148,.L%@DS2S[SI MQ\[RT&U#[P_XXCV5_/ ?VJGS*?R%U-NS%/K2++"+5J5--+) MD?5;*Q3*&"D'J\'Z]ESG27.2IZ,=:>QGM_UZ56NXVP["R,--
T;/=3MTJ/T-W MZFZ>IZG*EZVS6#=6,H:N2=M;4378]X@LBRU7>$]2^1(^+6)WR_CMQTD\S>"P MR IFUADK6!RS9B9C-
&47*!F.-3$^5D7AX2@G,),&,TZ5CIM@D@OEPP2F8C(G M6*FN@*'3H_0B>%Y1BU><3_K(<P9M]F$R3N^4CQOO(_@7 M\$-!-/ 4N4S#!XX,P*8;9P$'_?
$P6.B?,G#2D,O'/BF,'Y+H@8@7\7.5YQ'' M/EUF(-_U!KKZP*X^L)7U@6<;7[RK#^SJ X]!A>6J/<2@JYR$^!$T?ZR#\.S59Z43,_NYE4E\T1:?
M'LY888Q4G'B+^R#.T74TD5;I;3B]8Q%!)_\21XGS(0(<3V)3[8>A3U%$U[KI M9'=HUD!D'T_2.1+\Z0 JS*'9#+Z /ZGY(DJ6BF<+E>=%2--E C6NQYI91J\I MFCV4XT'R#1-'*]N#
VV6[4_[8^?L9"?^\1R3WR;UVF#S-UGYHM))<17,G9@& MFUR!N4+SQN J8S821US*A4!(%(9BQ\Y^2,L9ETX>H@)MYJP']#5,X!2;*3XQ M,K]()D2#BH9![^S2<"K?RMFP]-Y]F\
V<:<0CKA#M'2_,@*CP?"D6TC/6$A? M'#K[_\"#MPWK"2:I7DT2MW236.4]'E/O5,745(GNX(+E1L0C! >8BF&=39BR M*P9GF<3BC#/-YK&.MM; A!FSS\W$$.&P+MLEW)1[0W:[;
0C8A$]$==.HH08 MT(N<\='.:+ 9M))FR^"B?7Y"[:O"5S6NM!.L+=YQ3"--@(>H>G5 V$ %JHL MIQU" (#2=+!XW^"_52[-G>ET;?F%?0[+F5LP[WNQ("RU"=EY.-6W,_E2<'FF
MR*X=/ 1@FN!P(169QG,X]@;#G2;)70RS< I/"R*5,O-G?0"19QB3JG.DZR+, MAUJ)/"T^PGIX.7HA'4K//0CV=Y@ 1/O YYE8=Z6 "%5:I:L >(0-JUEQ@Y<
MH?/@:^D#*E@X%F+@T>#B@!X.[I7POSM8\'>RZX&_N0@,]5^0FW.%\1=%CO3 MY.Y@Z08"0HC[\Z#5Q8=;XG\Y]^'V^,\.-M]&X<1=;;[AL+/YGKDI\C;3A@WQ M\W_\0G0[R
0T">!!8:[Y,L%DSY"'B:!> M6?/.BX85^U_'L]=>'I05I NTK0NT,4*&_CK'L4V=] ?ZQ;P$Q9P6X"##I2IC2NU%<[>"ZZN M[GS<__(B BKTQ9E6@=SQ;K4]U=R?')
($<'^,$SLC*#O&B:3,)L"S*R_1[$=C@S3B(*&V2 MW2O.+N3!-R]5^$"\7T3OCNH1XSY'#G6J1NNQ6SJ9A4*L.K+(4(K(Y28%-$43=3) M?8#98952_D.B&R5(?
N6QQ)Z(J2<,DJ;DD4KBC%)?^(+8!?MDF-D9/M&M]R>N M]R_!MS94TSRPX+20UWI35LTNR $LW+;K94",B]&Y=^DI;;[MY!YV+EC\P\'PYI#\W5^(*)@UE->-G^2E*R-
!97U_N3IY4G)P+[5Y9:CUR>#L MK)-4?L:6I?6^V[!A-%4E/5 M_F=""OP4^B5S3X1.7JXK'VME./3L?..+=^5C7?E8)R_W UDY>&"UX=#5"F)" M/NV*PXE0VQ%AC@Y(WF_X+8G-
6T(TUD+<9X*BBU<>:/UZ[PN&Y_Y!M8-M63Z2/W MA6\@KRT\&T-5X4350ES:\Y2=>1>"SK7H\!>(UW;;RO.WE=]06ATAQT@FWY9= M106PN%5&5D RF10$@>Y]ZT-KE]Z%
[XU.1A=5GJ,?@]G6OPQ-"!/_[%9_K(J$.EW#5>BVXK:AV;4O]6O]RZ/% MVK%&_]?T\E2$0XB7FSN WF3*T.&@,N+0'YC#SIN'GLL2G;G3WR6INRF4N[-L M2.?
D/'LWZX#'+P(\/J"\QJL#CY^WR'=UA+HU_IPU_E&E$_1V[]JQR$V&V4EN MZ-)*G'^<#%3Y\Y3#X?E[Q:8GH(ZS4/9[-Z_,?[S^U8-M:G;B$!_?1&&6 MOU%\TM+#8?
OZEQ7GYL5Y^> GH[/+:[D'I-TRKFFG[XJM8"&1:5..C$)WC!& MR^T-Y7G7],F__&]'9=S)54DGG)S\M7+'PRQ$3;,R":))$076)W:9H6@1T GD M6U@#_>V3X6G]A*<8WN:M2Y?
NO0U: %;I3W*N8[7Y%86'*69!RJU?1Q8L3P68K!-%<:@M)Q0]V3&KMVWA MXU.:F"5>A-H >BX^MZTA=S61/5%@,;]/E?)ZI[Q^S,ERY.+/9H]HXOK']/N&7\O=D_LW?
S"=H\^5HQ9LI4)A$'Z MF&K!\OMC-W&P)[Y[Z\..R\$-F W]W=DNG>W2V-85YDB'=&YQ[.^'0CI?;'SQ M#NG<(9W;*)31BO7S%-?T&<8/FAW-%L?ST[(7FT0G=TW+7K=
(LN0HC'G7[,#> M:DOU[Y.]LK0!NU0S-=NG*G0I(3P:CR_+,QU=7Z6X3_[D;M!Z4["?O9# \^6N7 MFZZ8+2]]WAP^-7TQ6!_-W.F5#SF7S9:259=U3EM%D]%Z#0;YQ5]_%I<%VX0>
M#+P2?N,-.$Q) 6Y/^$U-?^9'7HP&)^9Z>*\H6&3JITQAUBQ7;/O! XV1^!!F M(8O;_Z2OEHO@JFDYSG9V/3C]*_;=W_+IBDO.3P:7I4O@A[3Z3#$P8:?"D6SL M;B>"R!8L_J&A8?
*BQH0''S<*I][_R^&V(J),L[F_O1)':0CASV* MJV?%9**P%M(+RO")V7ID!BM568Q#(]^!2&?!X9TE,<74IF$V216V9I_:E9V: MT"NL F:C"..[-JP 6^]GFL6P.ZZH&ZM : $D_(65@
S[8L%7U'N@))FNQ*-7 MQ.J&-,SPFY0O,O?V' 8"EQ9)2]1.C%HU"3>$FM16#_'-+Y]TVU^0I[2;]?N? M]>5ML U37TK7'P/PEJ(D(:EI8O(J3V]L?2>/\3W-R02IQ6Y3-0US[]VW19(5
M:2LF9)CY-8;O>NEU$1<9R5F;:F@?%M=#$CW@!'Y7HF"1E\1,O'I6MK8^^<#LZ=LIG7[Q>FV"=SM,ZFW[2R-(C^-DK("'XK=1(O(<&] MT:+8F7ENU-
'N/V=WM8=PV_=82ZQ2GLN-;\#U)V'LJ=D,=JD6$[%V\W;'>=MD M/![I!&ZT@UT;^,F6;B?F>]BYFB*S=EL(/8]'671X,K@ XZD7]GN_M%U@%);8 MQ?4F(;1.T7=_:VRY:,OJTD$0*ES
7$@Z7GA F3_5#5?TB6FUB.X")U'X9TPYR'^'ITV3N?ER M(*-IV?>D6&C!PK"S((JPG5@O!"?6A_W]YX_PJV4;UUU6#* M-
JVS@W>;Q"COZ:IM"L,Q:6Y"WT^P$Y%WFHVTT(XV\SR&\8/B(BPLI)YCD!3^ MJK\5S&9A% 9"&TE#T'2C)*W=IY.[.B*@QP]5!'[9%8%W1> OUILO&:5Y ;FK
M+E_Y=%OHD\K@8"F?\&TPA4A<)8B_XM'[+KZ+*-'(=@<#/8C29>)"I!#D%.AW M\.X#BM9@ 3.ZOLPBY7^1W-]SC0B*)&4J6V3'RG.+Z9
M_$E]TZKR/)FC8.4[.4P#+0ZP=UOWDZ?R+ W!A(^6WLWDGT7(QD<;)C!NIH%M MDM4+CI/QTD1R]2EK1DUN&"_9[.*9WRJ\L1G+C58 M*FGR8+W%



VR]V0A0DXV.8E@4*1P#_,)H B*.BX4F--V&I $S"Y M^IJJE[2+T.5F(7A+H^,GI='A0C)3)1X2-]PG*>RS/"!LI$[K>,MI';R\D]]R M 2*UMXW:OH!A4$X?^-_#Z
R2'U4.^;#":B&"L5;_>G GRA//]JZI1A@N4%32 M5Y.!H#VXZ@N%@_[4@%*4")"/U08"=6!0='NR""*(A_V,[>SO_?<.DAE,[4T MO$@'>_[S\?$ SQW@N7VN,E\<#_#< 9[[*O#+[\]?
E9?PHJFZ/UT6@, MW_N_F3P=WB(X2?YVHE*3RV0IC\KQ>7DW<72'+=D?;';UZEV-1[(ND+%[J;.^ MJFC2E4=19*-5!@=CT9QH41H26&RXAR3MC#/ ,&;1Z%L.&FFI-
1@99ALY2=XR M,MCVHX; HE4/E4%0B1?3S$V#_ X;P[]@6P]FSHAN3Z>V-L2U8_+KJL4?&[A1 M %V?LW6$; M/)(_+-Z,OL!FC/-%@=F
=V*>&'69=W:MIU/;M]]&+07:"%A&)YEAGP4:5["? M+J\]F>QM(Q,:$!B [Q-FK5AG]_$*;@D&US!2\"O)\<]R__9V(=2K)X^3^XG. MG9%%7Z^A,FE?U%SICS2^EZZDZEI0X >@
7+*C,"B,6<*D-P(RF,YEU6S4:6H MK5B*2(VE!;J@\X-I:X%HZ3;/J@T\I(8#N25?BZN97Q<*OC9+O5NDKF,*<3@C MKOQ"EQ_8&'5J*%8BBR8WE_.7_N03YXY 04@>?
,DEP<+'*;T74T*1(" P:/ M#J$YKD?)_?ILY#5 MP]&MC^[[@SZY/:,I3<)79:6U93T(N;L=G7SRRC&(L$1!&D[6G0_."4$WD[8: M'Z0ZP&CG:S+9UNT-Q.^S!M] >QV=?B+!-QG?
3*Q3-%#(22C=P^M-T>Z!910X M+C0@";H5#'P2^3VAB6,@RH)BW.GD#GXC('(JV"3OIU,B@JG -XGECYCI.7# MC']1/L,MD!9F.:2F-O
\|1691$)I+TYKT7ODNMG)T,;W"W*+"DC^BS_0$VJ\/ MN*PJG2LDZDZCF^7:%2(Y5=;QHW?G.F[CJ,!)MLX6RHD*5_ |^*:NW8W5D9K(M/13G=%[%J^PVJPKK4A/=H!"H@-J%-
)T*A,E%WXU+>I6R"2OM-7CO2:.DG5BL M:])GI&L1%WQ!]S342&JYDF=P.VMI)X55O)7':>,R#BU@!OWJ][7U?AIVK%J$ M-*^8K\5_8EX5T/*%P5[&>JW0LB)BZW*W-?
&$9^O1,I*O];AEQ'X_?2P'XCZ1 MUT7WB-8#+I-^P)Q.!IC3OKR@PW:"ML207?H_?RB.7!5P&XEOJXG$E'""8?*V M(-GK]BIZ<3M2'ATYPFID4-(%UF]$9; ^&*T("FG'8)\R@>
[726U5H7[BR1 MC]2+5OM."[8OVSI#33#-);\! S1@@#K$ $T'#-" 7H5#-!+4_2=GO6(HV_' MGL=WNWL/<*Y;>2'*!5B9@/:<#K;PIZ,;'3)_I;P\>V+2?V,W# XN3_B@X:HJ
M^]"4C,#,LUU[L,-/Y/GF'%B-.ET^@X^1Z=N^V=MAL^/+<3/8H;[ABY$U'@\T MC4^A:;PZ0)K&3WD&^>9X]%6^?ZD+U"QR5_1#YV.0AL9AY& ,J
M0UBH"]U9EYEB&BM1]FU$=3&;@ Y$826N)+89&=B(7+YO%6?_JI,8*],MG M@^BK<.5M@LD;N7%SV+C=I:BH3\FJR#%& ;+56->23M8F ?(9(@%8:_N8?
IWF/Y[_!'N^9\6%]X MU0#HXNKT!;F:W?["\?0+ [T(#JLV[#M0R-L3'%Q()TU.R-E:_1+G#8!$7: M^$2DYZV J^!/19[EL8#^BT0A2QM#1:;B]^42Z6$3@#*O5G%>L)EVV$,-:',I?
U=LU9)>P,?)K-)@/37!_!8J MV:;[H2J;NE;>?)7\Q?<:Q85N,Z>.&W4JJ4];P<($)+3&U^(N1#R(O@H/?"KW M'#ST7+K5,$!NKS_G]*R!- =:CFD_NKXF,@:8#Y*=8K-Z;#V^H;
9$WRZO(M3 M,U+\. ;(,M&:WK VX$F<9G54 C?7B9T'CYQI,&. Y+P6"4';R]=> &]K2,>? M\W1P[W5<5CG2+O"*?])3CJH4G6T^':N5H77"RR":ZEM6P9&'LT,7=\>'T%DI M/?
\7@EH/"0Z -PIQ/2)W4T- XO;FZ?0WD@;6&ZAH?6H>>4PF\?-O'&WW2J? M[-//8C^3HZ9 CLT.S"' M&VIB)8D$?YY,2D^NK1P"OHRQKCBQ>"K;$\VP(>B>C>? MT?
J0@5$N';,'*D[!F0.:'VU'CSQ*RCOP,"(XE(NG+5 SGG9SATU*_V:PJ@:ZA=K6ECLU:O;FXI%9N7X;% M^K&5Y;).U@A:A>!.H.:U4C>Y!40=TZ3<4$?2![& H]3)
M"\9'WF!E,ZW6=GSJ].U00L5!\GR(YPC)-FR!=I'4=IPIG("UBI^:]=6^;!?!Z=!%.QD'5STV6(:2/:G12SN4&2F^WS M7U&G+U2F5MJT/^7&)'$1S,U"4K;>?HCA8GP; Z)!+D
>$8JB3#P)'7^4<4*W MW,GRM S)2[)$0IFDO>MX?\0K/TX>9/GWRH/H=#;W[6I\J]X#3@K$/0WM+&-" MF=Q=;%^XZL!$2J./,L0U!44K[8U;KMY'JQ,L]IY[1"K$K0XYN1
K<]V4YH#' M8YVQQ:Z!NU7M\.H;P2$(U M*[K :@'?B#FTDF7]Q6IQ?FW$F%)JEXD)/Y7G MRQ4$$MO9G3/>G'=*F"%;>.JC\'3^DSW7W?.\/._F=. ^W[?S?+*=_+%7]\60
M]@A9CIC5R*^'R;=<)>B$W#%_*J('&JCJ[-RJ/E.5#L,G8$/K!X#@;, //.%L MO#V LY&+DKP&X> H=LQW4GE95?)QQ39&8".;#8J#&/E+<9L15D'^A=A(<>-+ M&S-DRELRY3BP7-
W/!9_X[9%WBU6 :&FI@!35.176>"_E-P&;0 M<06SVN=).S_J4"XTZOG0=+BBX1#L]^"<=C@X:GN#\U%@:188S6*,4 +>#.(/ MI"=$;7A _+,EYLE%6>6I;5#&C>@AYM^YA??
$+I.]@8#$$ MT#?FQ@>%M##?@H?F)/$]OY'&P1V*GO?UT66G;I7+V@%VEV-W"%>PP7]*7Y5Y MV"&[6>4:\Z)RH)SLU&QE-"_R8YQD_;&SFD99X(6G'N7N*E<>[A*?1ZD9MV?
@=YI)KQL9<+_7%8*3T1;][>\'4Q-'SU M4ZEY#RML>UJ0K8KPCHQL5L8J(U+/J#!;%-F "DB!2>"5NI-3RO<"?[.I%<8. MS;'<>2Z$4S$D0P:<[LU1!10/GODP_?#WG]?M]&-
NL3\/8(M!JM(B@TO2HH+N MF\0D(\%ML]M:L$2P4S*303;+"FLU*Z?S+] !A5?&)BBL$D&ESVJDLL+I6CT3_+;\C))B2@$^#I4 MJL(9$VNJ6VZI(H7 BIX_3K&3;/EBQ_?
@5MYQW:W ,/K(3!Y;&#RUX$$)B;)I>?(VD;$J@Y MQNZE;R>#\QS1<=9_E'=Y5MW2JA;?13Y/3#LS23$#?%F4/V7+9>30+TP")$@. M=PRJ,QGJ&!W2*ZQ&
ABY6K*14P%0N'C_79YXF,=4W-MTH1 ML0%]<*V2\2&00UFRM)6FC"D5^>V$=!Z_SYD0"A[9H[*,@K25\-A^_<7+^2MH MN-V?[R$SB:PK]^M!.HTRH]C1IX^H@^3'\<26;
VCPQ2EIM:2ZR;U#3[-0]O%-=7,N&@BAE\9296E .;[528-E-EMMDT&ISW":X>/.D M$,9?1.P*M!.)1=BFV(6[>8(<*0IKK>VD/$;G^(4RRPV'"F+A2MNZPGT>ZA 8 M5T\\@'24CQ3?
RO&]L\J5),4L#65%=X0-A\8#]+QMER)(Z>2&^"[MNY:P'KT3R[A:E<;"D;CC@_L6SOEI M(49A#!) @&O.*'R0HI#^KB:'BE>Z%;Y3)9 7--(0]\O"
[UB>RX$G#6)X0X,$UWW$>@5%&56Y'9 MIXD_& SN=VK/-2WL/EHL2Y_[R@H%.H :0$>']LEA=A"SH_'] :I'W0!@>>V3 MFEA\ !$BEPK7(0HPDPZ%BF#?@!+%C,
(UHO)ZF21.7Z'Q':W[0"O#:,'ZR[RO MSSJW$>9!V MP,,X!R@K]ZBK*9#7D7NS2.ZI=VB6I$IA'+?*K%#GEGR$9 EGMUSL63ZA_>V< M&\8]&8Z[)>S8F$WWH1/@C&GBN'"<2-
%I% MA]9TTOG4[>*>)F'W-$-2T9F05UC6CJI>NZN1\=V]*[Z%U,E;X/PL$2:JVYN6 MF&OK]6(Z/9H>=QD%9DUD5S^6 &^RKS!HV1X)-2GO/:J$][A1]FDBSZ_[4[T+ MQ85%-?
NI'AMB@&4G"A\1&L+_F2EJ"!1UA,A=V [^<"A8]2E9K8?)\SB]Y2C=#W[+*'C3WYQD54SN;323%3.Q ZS]V_6=^J =B2E)Z:)'*@-WXE@", .]1BK=0&]WK_G;EIOGR+ M-Z/?
3;WHA:NPVW0W!A3V4RJQJP.HQ/Z6E;"AC:!]^D"P;+8E\,T<"C$J>Z'] MQW:&%"P[PH$A7U+ND5".M>5(788X;S:@F6P#+X>^X/N10[8DCI:
M%/[A]N45]851HWA'$A4XF4E>RH]W:6E:E]5$+T$:F@&6^HH(NP&6^H27OS@; M8*D#+/558*DORB0KG<'I>8_B6DK#4D*C/FP)4W^[9)+Y6E!^_=)3_HD>%6;!=
M%JE=/+B2HM (^UKWA;&=;5!(@=5O&W9;6*1BIEAUD\"$$QLRS/ MB)M*'N0H_747XU'Q9Y4GQ2+A7-P]BI^H\/!?>59M1K^*]4R%D$X5#6XM-Z[(
MD=R36\63PGJ,I9M8A&)7Z4!^0>X+HV24QE-L%1"-RW@9,/&0+ %"%#[[T G1 MH33PBSILGH@YP1*=O!+(I46C&X3?RC]CK9@^T_^$RYO_^*Q__1F).ZA;7M\! M4YAWTB!83V
I3C_[=G!01W0M)A16>7Z/']&O#VS'38_&THFC;-+\S7-6^Q// M#/HJW&J;\JO9E$">*@>AN[U)X[5X@W5=JKY99"\>@Y1>N0H#I=%UL/T_U9:G4G+,12_EZ-
GEJ.\A'52$=7:ZDI]K(6GNR:5H0FKYTD^K];@7P-FS0$#S+L;PFX^),5N.[J:5&%JN6I)U'8%T M%""H+<"+6FFPG*QEZ,@[C(,+BFJ-A[6L)I&2UI)^9DGZF/33C^KU/J%V QG<
MI1HPJ)>ZZXXJB72ZK1X*18$I610K9K1EW2GW_&#>P- M%/$.:AQD>7[&B_NDJ*GX!?><=<*;+<&S:U0PS!G5>G#FB'0VQ^D :Z MI=6,J>@(2[U \OCZEI237!";!RG'UD73+;4-
N&ZR,!"L/>R=%)AQ2X?6#@.GZN$/I+UGX/-%Z<'72\&$AJ=!PXHGU: M9!MU]BFA]#M OBA,4B!FS SFWSH6P$*B]9//6:K_5NAS32AH(QNM^&1_@694 MCS0C5;^4+C9&B_+Y"
["C<]/R3 7R"#49HM%ME2PPGXA2\E21A)97+5N/+J1Z M-$8.T=7DX3M1;X3G2<-KL0K(K([&P02\DO2N/S\"F;LY.3H^+J5T'BO5NSD
MN,L2QOG1\Y^OZ$P@)M\WFR242JRPQ?X^_02V:A M#$&Y[J,3(C=U"NT*J *\PFFFQ@O)B$O6Z-WN)K M-@,+7A>UVUW=>OQV,GJ;I2D[5!]3&;<(&AXD8(!$V(K">O@?FSAN)4
M<@($;+J@8\@<;%:%2"77%@++NO(#H'7,[V$VZ-NK))Z!.E]"S=KS> .YF%%< MDD /H4NH'?;-"V+NP&*=MYJLJV=9+$]E_H>P6(=CLJ1# 2G<=;: 'AXXG(5P M)";I,,>5:
[=IV(%3+FZKE0)>2S] R0TXN"E.+BA5J,]\R5\R8!Q:XHTI/%4. MP#K^GJRKM;YY;OE-UH/ \\D/93";SF6\#5C@!#9M46V4J[0R.Y369KP*7;7> MW_F^RK-YE4-H^X!I;
[CAF#XAQ4K34AD7.M7A_,S:Y2K_ =;\LQZST;O)1#^W M,A=H83:5#(;S![1'$5)FYNAB<>P.$7XBISS.G;'14E1%(= QCK0-HA?,\I!Z M'5@@DH5!C/B"B&4-
QID.H=E#9"5(WC0W@[R>3\5 D,&E>I2!.@0+Q;9)41YQ M[X'F8==86]@L!2:7Q'<0>W.9B_B(I^P9&1>G:I;E'O^,)\A']RY9V>XM[1&? MC8 .ZB1],\ W!_AFG]W@B_,!OCG -
U\%OMG>DJCP:,\ <)[T";^IRLRBJ%9: MYH=C<],%IRK&D4KX:8")&/U9+6Y55M"4LB/BZYC#%Y7.7V&ZW_IP M$K/V,T0/-5&HE<2JOW'I<9.I%4>M M2]ERR]-
Y]3G$N6YD7+>!T =*=-M^'A)5#A;D\%6X-.?R[2GU7O&DF^DBJ'5' M6(_0'XP!VH+F2TXM]>162RAD+GP4V$Q LLAFMBA@ZF0K MH,?2(M P&*)=807*6J!6-F&NP*+ QX0-
8+D0>@>HFZJW>.E&SN.+EU,E]I)* M/TXCY_P XK9'02BW%L=,X!8(S#R\8MVF6?]INC?OLA7^"LR+O(J"?4"*]C;. MZ4^A/KXE9HZE\/CJ(&)KW8J0ZNI:8OT*G$ODS*'?
*XE$Q"MI]L"?6F7?:$DQ;=3C%P$P"ZAYC.=W MH#@G;UV5YA Q*Y4[1FI+=5S&+$C/JDZ&^2/X")ML!1(XAJA-?[#C;-C5,I/W>_ MV3Q@"@'-S)^UD[\'2)?GGHT_+,G!X@#.1F
)D=XA)#8#1%B$;(:5_RY;+'[Z MD,?I7Z/_("JTE%\I 6F7Y\5TLC3.54*3 C#3V%;?ZGDQF,J^K'9VA!"9+E=(8D5 M3F2B;,L?:0+/\J5$Y",5183<':J/"*$2/1UAU M'C-'5!"
(6;;Z/\HI63%KOL:TB#2>(^(1$4<4RM#4O59KU]7I"PIF3D]_3",F M#L"(W8SFD$E: NY,C&+#NAR(A)DFP]XO.AA&,(NT>7-*LV@TBTV35#E$*;J-
1M0CZ.+XW4N!V.CDN^P;#%"^Y35LT,G HZ&GU00L10)U\!8)Z>&!SQNI(UMRIHWZK.S%4C(@/TG:-# M^BU.
[BGW%'2YJ)W&W(O>SKHA,!0_DL^GWP!LTP3\^ALN")5GSAR;G-CRIC4) MX:&1W'8XS#HZ4-9+IPG7&7)W [E,.XM):+_&C9O@RW(VG)*8CIU0+3<#
MG40;G82B^]K:ND8C3%D%2/[D64S09\H3<42.7X65]1.NJM&&VI^,-HV"Y%!U M!:"=9/[I>]ER@!T,L(->PPXN!MC! #MX%=C!OEFC>K%_.%WI'Q\4E]AB?GZ# MNV)-'[S
QY+E%U5^GW!1YUU2*-#MTJ&6M& ?0I^):WT8]G=;KL3I[ZD1)6D&:Y TJW5B! M'[YC63F3?D#HAV* 6>BB>48D&ZK$KI)GW'(*=)@;:$,R&4I(X0<-0:&+736: M(":T,=I3I,$;E,"
(5 Y4*>TJO*.^C4/*/AP#NW'AM1IO%#VQ2(0XD7F;98O1 M,H9)L&CWB9S)NMY_K/7#]1F>KX*[FAL6&Z]BN=8,(Y.C (XZ/+7+<[ZM-))0 MP:>P,F\6Y-/ G1L?RRQ3P-4P3A8AX-
5*PV#HUU2QQ1\#+(HSR#*(%_<0IS6P M' 0$M@ALTSI'\K$B+7\"8P9,0ZG??&X-#J":5>F.J_76'2S;H0?*I*1C&\1; M9".+?[=]\ BF*EC8WNKQ=']&49?
U0X?!$$J1I@PIW\/4("LNTPV[ON4I)OYD M&[0Z]N+)@D&6#1):0,B-13^+@:-ARWSK^>^']RTIP,W[< UY+I_F/Y!IZ-S
M]Z\.2&ARGMH\)FP%LH^J)Y]"6QT%A'@PY:.A2&KDPN.'RD6R1GEOL"RJ;5W3 MR;'HBC4EWE&@FY/H=5\+WMD>6NZ53V.P+:_0%/&BMN4]5+09=J3"S$X#2QDF
M922=M\FAW,!$(.C!.9J7' 5K:):C11@W&8\#*T5TGXGSS7SF&G:KE=(S[(#$ MO3=@N;"=!7,L;0NRHH"%5A@U!)=L'DB55 '23$M&&Q6;H!6M77=>,)'"Y['=
MYUZ87*!VE_=ET^0GK/WA?,/J+-(*AEG>"O][+<_RK-6S?!8'G#P_+H<#X)61 M_R\K?*#"<*9QG%FF-.FGE[F;8_EGEB!/$OY"W /QTPJ<1WI=IC6V>GA;$+$,
M,S6$T,H7M!,KG!2J<>K9N83Z'XEF!K,Q6CV!N34=*K:L!FH>$@H[)134<&'C M8&).#ZOQ/W=@K#-A\F*(>.9\&67ZM/U7_KVY#N;#TX>1Q:K E$!&/YZ6$%R)
MTP]NX[V\J,:#Y#LAL4(X._QGW$P]FLWZYW7O1>YOX6<4 MWQ#D&\5['_0Y65O($[F!7#K5\/=(^%B^$R#\5M0B")SAL#4#6X'3?]M"PK$B MO\0$')AKRKC#/J7;]IUK&[EC:
<>,;R<=XD^PG74B'?% FX5+0.$[3&IQ/2C7 M3^C$LK;BMD#](\0+LKQ=L9H8-*'M04F6YZY^N6$7#G5@8.M%Z;==]*,;<^ = M/[0>IU=WUTB-HDM/[7UL&@X8P!;PN)KV[^-
]+R7!4S]>?*_);H480T=]EJZT MM4%D>VGH("P/$LI!J&^_DJMO8=XB89'%H!W2W?J!Y^*J$12Q5\DZ40=T2$7(MHT":X M:QG,W:,UQP>%X9EI!HW_:9,&A!4@X,F7-
"GE^=GT\O+X]/CRY/+J8D\],^/E0MK0][[[]$%H*AT#88]'#('V!RV4KCTKQ7:P) ME*6\'4..!U2R%DP3\,,^[Z!N0$#H;GM#@8=*,*VJ:7->)U+(,3K[<_S?PD8
M,!.9Q2ZFB3;RELNR0FDF-Q#JNX*^'EP$'D:.R;R"_UCP"U".Z+DWU=R'&\#, MEXZ[5G#YR^FX<'#OB*&+F8]ZH7E%K>\+Y7]7&GYTD!88^ MM5(4LL5N0GDL,Q+D"86<:_S"-
_"585O/!;/C\9K%N:85FR#CU(*XLXJ"MS!A MKYTILF52 G]VFF5Z[*\6Y+ N)Y">'=]TZ+=&O1PF')9?NJQHPFKL[H<@GV JW-+60!%%&J"%)%A=ZL;&JRW M:#M#O1_*2'H"Y'
22,XFJJ>)VOP1/ :5Q.3ZZG MEQ>GQQ?')R\3SMT0G(&NT8?Y\"FHI@-,]X^? MOXP^ (/V?WZZYCSZ ^WHN.;J4TA,#XZ#NV3MTH#C7\;?=Y#^>X5=OV=Y\6'7 M]VO7?
V".\/@NLQ6*ZI&)7;[X<^/9&,ZN?3IF$ZGUVV%<.XD M?'(A7/[\JC\">HF2NRFXK.PM!"125<[73#I?RZ14=CXA,7=IA$>EG%_J/Z,U
M5=:8_O&PW"#";/R]KOFLW@1J>DUAH2FMN.&_R#=>1<_?+^-Q0K<3_ZZ3VI M]9C\6%W*))*DY%\%OGWI+BCK)&7M8W\M&WDGEM^$M=MQ!.:K$F]MN9EP@+_
MRC1@60.-=?Z'^C!:RG3FM?38-H[GX0W6K"I [0(%+F!)ZD&3EU??H8&@5;K# MH+YIKGX.$, ! M@A!/!J@ #N&P(X/9I.!PA@G=WTN%4]^%!Y?'O_WH M'P0[$WF>GIQN\1P?
3>3IN8XR'OL;^(X4-6FW ,*3+"^E0Y]DOO.GL%%75]/Q M7*NNOI5'<81^9.S \J"7K)3>0L+]%RI!N(8?]K$2\O[[73*3D>.'GZ9=:BMP M($L:FB8IX\TG5T)BXX3%Z5_:L5*=+
(!5%7'*;"N_(U/H5#HSJ*YW/08:O-S MABSD OQ B_W4CQ=WO>$OW@V1;4'=$VN^,I*$-E=^6SG3&YYL?>^%+JK+.]9O M\=:YA8R+]?7[N.C0X0;G^BV4EA*
%'>X^/HX0F^-3>EN9-3BF^AH[Q"V#.C M.(BCGGP*GF\[!2^>VTEP?=&?4]#- M8.03::Y@C$FFGV+05@D)Y#,[/VC'W\ M]?]&R/@%(JH)9?<\7V6OL7NDZAFN<1B]_7LG-
,NX3MV?0@[M1/ZI:8B,>P='KL)3%)1VQHZ5^K9R%ON;D5*O&MD:4O5M2NE)>8'B+MF0F%>* MF A4(:.<#D'-^-_JZSJ7Y%T3^F<<'SC@Y6HW. I> I2=^?'_WGOSK,N]:?,E MX)
(B[[-,BP$?\I;4H5[*39.FWFLCO?'8?C#E!E_&U)'_L547D=/15A:1LUS9N'E8)+>$GS;W140$>_PVLW-9Q> MM#+23/]S/+J?CV03V MH/SG"?[3R M
%..$+A[K.&=C+2"MR6=L/^F)S;T1AQ"<3CN-EGU=9CDCO8A;0]:=G@EU]I[M"#^@%\+K03[#'%8^'K[I!EE>/TVH"QS;K.0FC>@+<*(XBA5TSMI=7T>C+]D* MV,Z7(:$R>:X
S>;XG5SW*IN+SZ"3PK0#E# P]:/+U[Z\N23\+B@FV*? 8N8,(LP*2W_>Z/XP]UU27V, M#0S6CX= 0Q^=Z[F&,Y_75*7!#.6L ,,G;R@OR*1=N4E<%IJ+ ISS* PN#K.5 M/ IJ3,)?
#3VRS&ABLJGXA-K[7C7\3HT@%=7L402#Y#R0!;53ALKO"/7'&DZ; M1Q0,/O[Z?_W!BVKP,K=G5LO,R -)+J:QDT#ZFIPD*L2\IF[O=<]^K;.X/X;C?'X#?;A.[Q>"2%[J$"?
XF5?;\$JGTJ>0S MW"=95:QLZCGQ?8/ZGIE)NV>S(@,OG*J: MLN7^%I5=4IH\@AI8]L='JRR]Q=X!"(U4?SN8#E6+31_"HVRC$6L>.<X4*T MIVZ3>RR ;NL>VOY"JF@I2!?
(JO*G[+E3YML_I-S#VS;=2@B--ZNJH,-%2.M#64Z]+ RF\4XZ/J*PZ\$[+)6)0O2) M>YU_;YC+I'"0%#3U]M94RZ")[?IQ5'G#NM@&<)7#)*,*FCCD2K0MJIDWFX6,
M$A4VS351A@;L\+!+']?NY'H+Y)01F$-ZT\QT%MA4$ RNH.=\&=_+(0)8)PR MF)W\"9O5=:0(1T+X*G2?N_A>* =0(9+A"A:21/]4189RVS:?>/**"R:RDQ=5 MTGV1(^AGN-
B5X5'AN"\OP\:0AYRIX)D%CX\/@20=^!APCH"890+:C7E*R?P MSN7Y"=7K^B&8=CP(INTY_+X[Z/#[2Y7?)_?Q MJG-Y--PW;=">@SBS.CRP6%@.YU.PJUC(':ESKM+!@X-+G6C-
+'-DNZ1%DK]6 MWT8# &KRD4*2N9>+#!)2G1?ODH)\6/C][V8^7\,07DJ[-&VS@U=[X]'?.T3W M&]4F9]EJ\?R%\32+]XC;MHVA?B)Y+)U>7)R=7ET?7UU/SZ[DD?'__"^Y7Z:O
M45[9ZWAJBTUCB>U_!96'Y(4U)]6ZH,OOW_X3/@:*RW!20*Y M]4J0EE3&X:,*2:7_DF0+&^A:!M28"TQJ@D R5T/?JX=[)Y:Q_'C2Q+WZI#+T MXVKO?>X-!D UA\N,7NO';(V 2P.;
XU*Y@S+5!$_*];_I2^<5J3]12D$[\E3 M R:$6("\=:X>0O5-AE*F,J:#5*7@!6JF"WH,]T!Z@?'Q!T6GS7PLM1U*6Z?_ MZ019_]-(O1Z&/+A'(_<"=%8#OE&D!8R,L(JX2SZ
5UE11$2_38H7Q+\=%&CC MF[CBZ-8%+/YN)9^FX7:K1$94"\M-6,B3/=-V!"LQ\ >MM(7ZZJS4Y6N>\)07I7JV.-:R;U_(4:>=UYUJRKC1CZW;72OM;G2N?& M-
+>O3H06=X@(*5!A++-FWAZ7%@E??,$-J]9ERY?$B$BWZ.*T%=R]S^AP\(R> M[AF='*!G]%::7_+V89/ OO]]*9=_A^PHKNRAA8ZQ:B,9(%IRH20SY>8EK\I+
MH^%7Y5;36M3]#D6GU]*M&,166H9G/@Q/6_(]'H:G;7BZW%Q]Y8EQ!FC1Y0 % M:P]::(VJ:ZRXUM O*0^(PF$*$$MP8HOMN:NA2V3H$ND.Y7YYO/7%ARZ1H4ND MCUTB?
H[NO#\I.FP6IV(*4&PMDN52QNHI"+Y1H)-AH(.I&\B7,&7)+,O^0NV) MLL T%43\P)YJL0=P!I#(.G1R@B;HLD M$+^\7[)*0%L!CCLM+*?4XSPU-
N9N6+AU(ROO!NVBA$T0(+B%PZ&H^H6!4;*(MNYVQZ;>_,KT>O#G_N;HM9R*MB":.)G8*O7R755GE(K*:MW!-DB1LH[QAJZHA M8C?U50P(9H8@[W@!D#MYBF15X?
F3;WHY>8K-L%, 55S"8"(B4"$ W9PM64,L M'CUQ;SV%X5<(:H]C&0G M=6XCRZ:,];?Y T?^@^Y?,# KSZK;.\33X,/(_Y](&9^^YPOVCM<+_:%[9TK_CZ)XWX M:Z'HXP-@VC",
()"V8 M"WCYT>I*H1Z2<(,,)?+Z[B-VZT%C%_<7$#M[PWA M_=\F NDXP$?.>!>L">Z#RV ,) QR)%;(BIRAVU"E"GNY4U$@(;JH?(%2'.A1 M]'M:3CK6P$&^T-
^R]*>W60KX3!A+FHW)F]G_&S@SCC M&9.NX='!'JG^G]W3XZ-IM\0-%#H/<^:R".7WU%AHQ1[IN3Z;DY)BVM@/@>5S7&6[_G^"V MQ<\S>13AHJB9DY?
+V3QVQJ^.3B_/SZ:7E\>GQ])F7EV$#82_N1.IF;M;Q0S3"KGRF MX;*+N(338WPW3Y%;L=TB.Z'D%KPTQ\\(?E !8,VVJ9HEVBEM@>:*JV !>>5J M+8AJ*,=N9PV^\.YDFJ
9,R)__39;KQ.D27N#+5%0]+:=3[L95[F?26H2?&.6 M5U(],-#P):0B"?0?,CRYO$U'3T](CJLR1050I+]5[V'_WV6Y.[\IWYE94[6"@;6;R("Z%M%I?
MI9%JVU_N+45=**JV0,_A!.NEECFNV[(P(O\<%:K,1VXH?9;J]W6[\0-U5AT M9R_>,P5V/D4SAE)OO5P[W5NU7@[+LLIA;;S\J.Q^5 _6O\WZ^Y52&?S.2\1D M*));)A4#ARJX?
3VSQ/;>JLF"@Z=TY/I/Z].I['4]_M$',B,D-7\C\M+!W[SQ M5[4F2G%399K@-_Y$\44.CV:XPRERI6\37=!',#]"E@10U)H M8G-_)1(K"5,LC!G=$=_*1X2A))
(,^4R!]YD8HF'(%>G0W+@0+B].6=\'W@M$ M4,!! D)-TTJ.4VK^@J08.& P4H[7J_HAD%?0ZN& ;ZLIU:D#=_;,'&%HXL8U MRF3\:OA-
\=G\UT#19(&TQI[RV$;.:22=I=^/;O;)!17AQ\"Z4Q] MHHV!$6J9UFN*$6>N-#4H3!ZPUM.JE,] (0"R=H\/AWT7$DW#QY62\#V>2:G MQT<77=:.C>"N&<U\I_JUS$"RM&
M,U8$(SHP8-3H18O(1'+P-U4I^5#!W?1J.IH[[&B>;GWQH:-Y MZ&@^A(JFDY-_]&-/2:]0'@V@HP6$9'."V;22PG(!27W5X>>&QDJM0*ZXQ"=U M?0 ";4L'/I/_%<96VS[)$('NGB2
G(KOL&LPNQE3RBAK]K\83OADC<&4)B.$ MUSD$/[[KGFU+(-)$_3-!74.' U+MMLG;7Z!*A08+'ZBE@-P"I%G(WK.S4NV) MP)@<+OP)!;5_0%M"C$C D;3:$
M8PU5J_=07DZ7BVZ,>?T!]D&8TQ[1BPRI\)U3X?9FC1FXPAL;Y5+803$H']]-[,2^/+D^NING: W:@U3.2KJ$0 TO_XHE4R>Z\]UH-2I^[N4$+).*#O-B&8A
MV3^U"8@=JWE]M^T*#3#J9P=9(0#1UJ>AAV)5GWH*BF1YC%15(\ M<5%^+(K*;1'E/WR!W\,RJD'A^KE299R4=[U0I<5%?7=I3]_&Q=WHK32JX*C% M*^W,:-
IZEW6Y89*4OJAT8Q-PK52!EK)'94E?>2OCEJ3LY[0L,VA+Z@'!N=W6 MKOO+QP6ES>!+::8F ':!K],Y$M^EZ2XFVB#IB>1<'@#*DU1'[O)C[@4/SRSP M'8'@)U6RX&+8G.
U#,)SZ8H7GN!N(A%)DW8YXGNZ.))EMVL#$,'9SEX2=X 8 M[2)KRR.(XIU J-_HAB,6^$4N5D2K-AQ:OM;'^/MD!/B28MET2IFTVB:#WR5@
M25&5(&A(_=P9M<6$VGDB!W[RZCK)O4%$/$QV.[0:AWS;V=4Q F5Z='W:(P1* M\"#GT3V,\]Q(OG=KLG<)Q12#\#_?Z@)8W<^M.;@UL>X'1\ G'D$S(?X3H7%8 M2?NSRI-
BD5!^()MQR4^QHC_R_K8JS8B23J/^+KH!_2Q!\2"6C>5MH>.PN(NY67S\"S]L^,9R M?PNMJA%3P.E0/IFA\?M0E[P .)\4I"9$38]5^$;D+H:@!CS].UI(J*,V?
2*$,F@)@*@)2W#M4;#(.0/',9HZ[H>3WGF$@+X#C)8A/"HLEA\+U/PAGB &4>SOUZ)I.E&D0OY@B@"^#9K+?BK_T-K\:9J3+H45=$"W M@+35@J824\M0U;/3+^%P@:

(\3(RI/HT\%_?9' D<&.]-8O-EMK>6OQ,&&G?8 M\M<;CP]O[X\G9Y<7)Y?[DLW(3EP0/%;D4->>/1!B"Z;*5X#8W]] M=';>BK%_9N^AWVS4N5C("
<@J74Y/KJ>7%Z?'%*0B$4Z%K];*J9S(AE?5#D,M97L;I5D06FX$.MNH-O?48Y% M!D 4!]'UD&]9)6,H9">8"9$ZOS6?JD,\?&1/^F&2]BI\]L-8I%\.P"*]CX.)
M94O[00:SU#0,Y1_=3*CLDP\2P1,<\M"JE-;W4L[IT>EXT67PUHL-?CUL\"=L M\+<'L,'_$U0RKV]:/.$\2C,38#YLZ9)2%/\W1/'_RV04S[)[IJ;QCE) 66(! M,J-8-%A]?%$95S,?
$=XR_)JA04SNM7@]X"%YK +-$D,XY,H.0@!)XT ME"YI [VBU67G/IT9409M^D]IOO ASTCM]?WW358]K#Q&2B',?Z?29-'1I3X M:QE,&H)R_Z5?Q>:>'!V?
MY)*G.^58^8'[Z>^/^CTQV=E+]C8?H;GQ! MB(U=W%%M9T9:TEA1I8;M(0XP588PF#9]\ U$HB%A5*K8R MLV=1'D%C]^"3M@-#ZU=$P#V8I%B6D7?"7I9
&:QFU@\EQCX].NLPP,Z0S]X_M_PYE[*1GV*GV/)W%4(+])/*Y_"R^%5L6MGUXU3PWY0)\%O?9"LN(3[JN.YUA MS3<=$])V%8OF J;[1)8$3"-
T=\"#MN%!70T_U%2QRI9KY\L<;0Z=IV&RLS:T5B"N.Q\>]5OY^W M1H$62XN<]'']6!0>70H31=!$DMO>IQ&8H6T.96&4DQ:&E3;+51>I.D2(3][J M#G^P]:ZXM2.4;U?
*L"QV:E;E78PKEK@(PVZDRP!C'J'!C(1:2(+?-"M0WB&G M9EFA(E/B)8$ODQ:B-7:O%5:V1I4G U7AWJ+*PPXJ/<1-!#)3!GCN&0EI+]A2::%4I!& MD%&^R)_2A,R%2G-2@0,-W%J
|)9-)>6H^&5*WG050Z+N^Z27YTSG3$4$1JOY MD-AJK!P K=OXV#0AY@(?^CGRW3,5>09 7JTU35L?W@:$J_3+YF(AOW! '5NG M1],.!4]V\ R&AIRA(:?
#AIS3K2\^-.0,#3F/:%RHS1W$7)H*1(V CY@FVJ2L9-[C> M7/BJU9C!"3$!8"51_I:%**$807D?>8D\C^6+4:-+2%72;TEEQE"0X_O*CF M@6,\3BKFHBB 31K0(A@3FRY^E'3?
K0%PIRR_Q24W]/DW]?E['9+A@"G)U<*$ MZ0U5ZHK(RZD7A'/Y*J??^]0&]I 8^:&U$(YZT30WLJI5M MU4IYXL1&'8D&5 FDRH,CSV+<"2P:;!MM).>7.RBOA&I2I&O@;V?
(HB^G:R;N MXM52F5N=VY-OM1+N7,9!!$I_^9XT:GH)++4B[W@J(ZSP;DKOE#280?%=WK,H MY%2B(Z);QF.E5\@N]:9Y&DJCVLKA8I%GV#5VMF+>ZA V54F>X'H*I-(0PNE
M'V)TSRSI#,%-+;B9'W1P]_PO+5_UGRZ3B6I#$>A)2O7A 8<)Y-PR-/8>87H M%;BR[[-6Z4I:(ZC3R)L9ABSB5..0!ENOI#4*5!,@R5-WI<(*:@\)/SD7DS6 M^-R)_)Z(R(HN
)&3RL%$/!V5F]E$OZ%G#]0R_MMX"_J/6[N#AILWZ7 M>Y.<&BS?_[):G0[1\GW%<%BC@6O&I$NC]]7G]"_Y82E(K](*<"1-R"P7# =V MP$)M61TQ#6VK&,6
Q4%3(;^9RMNGH_'T>#+ZI9*^#WS\+GXH5+F/&>HX&=,F M",.)%S)JTC]=;TKI[EE9(17\LD3 1,DSD>%$QEQ5-KR7;ABC%OOH??>+[@,- M.\IO8SYKM=*4*SC29+BQ1DZ9V
M/9^&U#5WY-MI4320^'KMO,][=T%V$*#?UIZ^#_S3_]A&W;1M'_41GTB!<7)S)O7!\=3T] MNY+3@XOYX@ 7\V]9V2E_$E0YBTRI65G"$RPL_X!E2O!,7<=3>RY8T$#V^,U#
MFU2PNI%V^IV2BG? #?I=_9CFUIIA""GJL^.Q-!E_FK6R^PK5@H68F%W9+N M@%G')3SK^'SB7M%I^YRH-S3#:&<_QG,H;F\5BJ]1 HZAY1JR+R-R*^9OGK.$GWCP
MT%=W04O9DZC'LKM-1V.V>#.)5!>0WQ",'(XK%C8)/CW!W6#G[KA"P2VD9O7_MNCR.Y.O!_R/B[. -#-N!6KZ&20BR[+'<7O]UKBZ$[-CXM"L2,Z,O8XHO%P"1 M0!0+7-
'B)J+6,N2"'_I#AOZ07O>'G&U]\:$_9.@/Z:-@2R_VSZ&I'5Q:P447 M.2&J()?B%J0BUE 2VJR(*^R_IOK0E2?+)E%T:([ZDE5@!OI&N,\GI$[\F^<.3.#VG(1!90@CF"(+9!'_-[IA"""
[2U\TF'* ;TZ5FR.!N'L@\]:.0=384 MLH9V'&M9\D'_?L7[1.[EC^S+O $F;]WYR_Y(QXXITF>"RP=("D'MZW9C?J"' MF7Q.Z?W%).\P:Y-W(#-@[D/O=V#<8+TM)*?
W@.?!^=$,ZT['W7H7G*X'@@6'Z(/BC&PBT9^XT$"BF3N9WD(N(D58/'C1G M"WQ+^<7!BIO7;&#AW;GOP'YKKPW8A@Q1*+-4QW2XTD.(L-T\1?W8_E@Z.F.[
MS(G"I>G=P]\:\/)M>/EDZ=FJ10(J*X7NAI/#K2-G.> 8&R,G!Z'HD?X:*&(- MS]7?N1\;#!<.UH]%L6&,Z9ID97DWP@)"7&)7?AS2>T !AVSN=TO)OVG:'SPBG
MAP37A#0T8%NHK56UKZ)"7(CIQ,5WX,"['[5'%1Y,;2+"?UK+I," C0A9;N075@F8#G1I_)EO^&I-6&F!_$C,P@0O07824A+A M?2NONL-:<6\"*T)>H
@DI]P^':?],$GODY):BC>6$[JRF@E5,S&+/>3R^WD2 MPW#/!-%J:Q^MEC53[@C%SDX.C2X;S\LL;P5Q4T,2\WN_+N'"R65SA'>\7S6\ M(< []*[C]YK2#'& L.!O-%-UU^T6.QW
V('7Y$D43$A +0]U_JH#2$M%G?JE MN\(&Z2RU2-WJ='D'5AR 0]_='7V(C]7 @][-:N0JJ^T6Y7FG=(O;L6,$:[7+ MZ^6@'E.7J9:O\]2&2C(\A?W(LE[V-LG:ZY-6'(
D+4;#:K4;.145:6"X#H(. M5@E\ ^U?"Y'J\O@Z_DM%!L]PM7_NA1#H7G$L>U-L>=)$OY+:YP$L\J^ADU^W MI#8[#:.YD"P$M-:6MT-U_,G)+5;8!;"\.TV&/'1&),%.@R>9QN(\R
5:F4G M)R,,YJA/=\"@#QCT/F-H+\^WOOB 01\PZ'W$H/L9HI.S+@]I'S8)^> "DWN_ MPWE!)34K5VT.'SJ;'B@W*$^ALI3?4NC&7&#RF9C-%]F&^1_\:TCG"9*DX+SE
MR.TJB+%0%<2>$>:XN$1P&5,(ONC(O,T@G:T(VZU3EDN:WD%KLNM_5GE2+)*Y MYGW/;^,T^1\,SBBO/Y?S)\<82J ;>:0SPQD09Q4"V;+@W%TKRGMXAKEX2L+T M)>'6)](/?
4$BQNG1U>4/YZ8>@I_Z<;T6"ZAN:/X-Y@*%ZAPLV]C3=<9D8=&4 MF/@0SQ':%M%^8B"?L8JH *W\!"-TS XR8 ,Q2!D4<0N 87?%8P4%;? M<&B#S=>LR;%X&/T?
FPQ)7E$63PY[CFC[M"T6C$:SJJ0'=GGT;\P:)FI00J2RKB$]] MA>%X! <*64$BD7[*0GJJ?^S_TP9]FFL94[L:G49ON]WS# M#6K,)VCU;GE(DU_[]]L;&6(4I:G]@N!LB+.5;%2?
S]&KHVFWYRB AZ6=3!Z[M]$RVOQG'V0]K^3RV^A_26KZXROK+9/,)CV=6[#Q;2_'\P_N0%?&>$10VTWG M20RB-M)\Q-
>=#!AT.71M$/382D,$EP1[4)6E";/0QB695+,Y0#_=R77%W.A MTU%@!E^NO9)E VL:4G!2V)H=>%"A/A"7;YI@,LH;Y-ZP1AOW>,L&9K/]\&V% MJE=$\(VJW6)A=:_)89I7*U5/
B&YVSOTX0%JN>OETU$[5G<$T-YEM9+#0(*$ ME#)3PG6I*/&W_Z>2)@Y=8Q1MU$T&^JEYHG9ZM*8,(7&-DL 6 <8I;IHK#O1M MT04.O!HV-R9#A3+T5%PST.
<=/3TZZVY'OTHWWQ#>[/_/H3S^KW5@8/@;*XP M!*#[+9%,$*[5 O?"LX(KZAXLY7]GB>*??@C^ ?D8]%'"=1%E]7;@<_#19"UO
MW9:TI<,)OQ'+OR[(AJOV9).J4+=C40MLX)0]\P6!K'74-2T?YY0-3.]AJTK6BC) M2O2/9G(S& T5=@C]K6F-HY6N,+MP7$R>M]?Y62<'EU?
G[W>W0:,8_=%DL5!S$=N.#$*PZ2/LP<%=K&Y%[KEO2GPSL M+-J?V!.%:#:"6$Y9A*.,,5DP-X" ^$3Q 5%+*4Q*X.<36_AQX??$U82^=[Z7 M=Z&)I8+KU3185]*(^:(NE)'P-
7='.=T^^.L,O1G<]4<9ID.P3/_QE,!A^YJ^ MTK21_BM">IVL*K4+PIW-YJQ%E]+L GFQ@ IJNFC]A:'U&E"R TJVURC9BP$E M.Z!D]XJ2?>X!W_EAWM]CC[0,
[L0*W:XV)@[D(^&N0-(1KI&*:NH">7"N*A6/ M@U<(-8C%PG%D^,C%?>+ZQY]$#M48N=\([/3O?[ZU/XN< M8 &3^XLJ=RDX=8.L=D6#
(0DY[8"UB5VW704X._BKPU$]'-4='M67PU$]'-6] M.JH?TZ-]A]-MX0I D&JKVN"F_2R1L6#/)H>36\ZQ.PP[Z3/(2;=TRS?P)OC?]1* M,9.(B!*7P$5F:K3SNSB]-?
3PX;1OG5ZL\+5^%8S(HXDG[#@D/A<,_> *CTFS M%JJ2E.1;>)NERQ4T5\(:UQ" ;H\':8Q4F9\YC2NY!>11INGT%%*A MYY#-DZ/I5;=P[SZ.SO2X4R2K!XWH!]U2?[64>FU[[PZ@M
;\K\JG<%Q[?HFI1S?$MLC<9$7\5KA :RLY#>OV+?)D[GB%%@K1>4% M*Q_$3%*,3^D##?#J"X8,4190>D&)4SDO,P+*97*M)N[[OR;<1N[B[/6]OJK
M/7;7_S@;\!!JVU\]^)RE8HS[)L(F!;FX-UE!JC/R[IOX@:,7:U'T29Q"NB MQ:'",?;I7PI%]AO,X:#!,ZFM"">ZZJL\'$0Z697)EQR MXE:.3!5?[8+_&1CRPT\0*3PEP7NPP0$Z^].L5>
(:5T',M)..]1V)6 Z/#6ML M%+[7/>UR]O.2R5%&A6O\Q &;)CT+*RFAP]0&0+0*F9.0V_*Q*(YZMH L)M+>H-8B7@S0NMU4LA[84!K?\29H) MG*@8Q1Z0?7WT+_J:M*
(&M6/L'%\+G\!<"+#H @B))E>%(*:P> O_\JS:C/Z M5:QG=6"O>598&O<3ISFZM."/1,^@:4_:&[R@1PJ>TK7O"9R*"32S.<#*^I51 M:[)1XP'O&_RI,SRHG2AGILP3RCWQ3>W1*,Q
:)!GV\WE$)7,)8^34I1 PD26 M:5H?N]C*]N'C+.-[::S1C:/GSP47LI>9W+EJU/RLH8M*(\"V$.CAP20%1X>0D<"B;2.))5!8HSYJ$CD MW>.G?TY4:LYFR%I /+'BNR MS4@WT1IR0Y
6YSED\54'R-S2<06PMKS&-NW5B1O=U9I3FFBO(S@N[N0PVN;< M72CU"^_F4L\>+$';XZ/SXW]$?G>)WL*J;F3KIN"KFGO_BE/^U*>)O/U@6K"* MS##^M+UXRT&%)Z[_LJ-
;#$_V/JQ]\J?&W7E1Y:%(OSZX3=(X9>4?.Z!$D"? M%M!+#)JE>TX_7G053' #8 M&F$-2@ U1T"QR0TMQJWI)!*N7@KL RX"+;PDF]W4PZL.^R:*#B5!Z(F=.6VU
MGNMNE3%L'3,2$2NTBIA3*.C[#%OJQZ_R1/MF Y@Z0$LW6NP]-76%Q_ T@-8 M^A#8_\]/^I3"4;*N=-**6N=M4'$VW(KK0PMV%"2+O,+^X):U$N&EQ.MBD9E8
MU"4YDKAY_?N:%YI95 @"'6 > 6RS*$!A-BGNA,_LT.]YV3$WN\IX^9*_"9U[95("M-XS&E$CG\?"52X/A'0VP\@,B"+E+59DW> CJUXD M?[Q<@I,(Y1KDZ)_V:(A/PI*)Y# MFR-
2',)&UC5.#2^WBZ7R5)<[LAC-&0+"+9'>0]&.]JA=RO@O,N>GFVJZ.SJ_,V P*T M2<_Q#DZG1U=7_]B7Q_W$C&^CH7W_]NO'WW\;G8[^_?[KU_>?OXQ^_S!Z^_G]
MNX]?]Y779Y._^'&BH]"JN*H_01W+7Z>R3,/S69MS/4;7AQ=7%SV9\ O MCRY/KJ;G)Q>G5U>G5]=7Q^?A[.6C\Y6G!O+\DD"Y/:\XZ!XWA\!KX33;99"N
M]T:+]N.@-.,#0&E^J69_6D=*$#!#S,F$9_Q8%)7%TH#H1^05)%C!RG ,S8EC M:'P01;P:-U(/ZG@:[:.$9GS6[G$ #N1\(>-,,;L&+&\CI[Q(%DF<)R!PDU$F M^Y>JD&NP*$;OXH?
10KHU[-;1P%B<43>$F4>7 F!I2;;0\3+IO1%&UO*Z9H+E M[P#!A!37R9J*XO"_["JY"VM NS:UT2@WU-N(%JHUS2P1(;,UJ;[@S68BMW6# MAXDS"C\%AA3;_' PO?
^^R=!!_I95JP4"H^6TBH0!@ZIZY9YANFYUHSLNPNVC M3,(+"^-H](=/U<=8:_">VRE28)D7V8I@3KD@&G-6 /9&@ 8.$,/8JHMF:Q1J MPD7]#F"/N:5?);YO$@0MCE8N]$-
AAH%@_CMA@I=)7D!0E0)]/I$!T_Y;L,:Q M&ELMKQ+<;Q[D>-@6S=LBN,*QZR:69D[\]"!G"4\X-%#\U-K*YM*(?HM7U#@L M?P^?6Y4W?8$-VKS";?.6BT4N"H'B.(A F6?
AXP#6YQQK"GF*NL(KAM(%,"\ MQS-I&A4Q)0H!&+RM'!90' 6%+5XVT^/3?[@AXBR>_U5(/VTC-)VIMK["$ 9S M<_?6K@37LNR? //DF/J96Z*=TRW>YK/#G5?
V.*^.3B_/SZ:7E\>GQYXIOQK,#<#&_-IU6B&*G;4N>@% '%^^2^KG5"^QO=^5 ?6K__)*:N%O5(YX7 M#/Z(=+2'T+#G.'SLWLV9IP"/4>0*F>.Q%?! 64,3'#_^!)*IY![''S!;7(R2 M-?
3[40+:4\[\3-E9E63 M/ZO%K8)G21]9QABZ)THZ9GG*B?2;JKS+J)=.+O5\EH#[E&FFR@=T[BF!@EVM
M.9<3_LP29&_'YIB8,7[>YL&P.*'/(BIRLE9\+I(4E+MT=ZCOX49JYZWB;]$H MQ\9#^-DMJS6%&@>".Y?%,J+1;94LT*7" 2% D_02I<-+.O/R4^Y;M(H_I)DA MGV%B:CP-
PX@J)6$\/JXG&D MO7UKA+7AJ2>QI'\,SO@*ISXX"ZB*AU3:%;32Z&5!YFY4*:RG][0^)T#XVC0[MW%H%H2SHY>;W@NSQ!G);JK1%'/U&_BUP3^X?-/$#B'>)M "W:X)_L9\ALJ&
M.BUV?3EX["J5P[N>5< C,Y)7*2)YNZ(D<3>XJ^'_19S6Z-%6=70Q]W\9NGH M%EKMEC$,*X \"MVBA@YE^5H'2KOXUCZYH'Z, ^403I3 @@3U3T@:@=$[4$B:GNQ?
RS_S"H1P]]C M)*_O.3?@^=%IYS! <'.1:FBFLO.@ ,SU!/8.-& 0AG442V>VF.?)QF9H)7I8 M+=D+;!XY'/1X^5_564KP[7=.^3;$4AHY-E7,7?"C=#4]@,B"W^ELE_)4(+
M^GGPA#Z$D5=#'/DWU' .9X#X("A\)E[#'(?EZ@KX1N3Y40_B$%]=*A$=0!,1 M[.NM\CC;YHRNWK-]3T<&S^>&JNA4JP!>]I0/6%T0M24C2VH15MSLBSCN5 K M'W$6"-
WYKY/SXPA>5IX 0ZGI(%?\(2QY6WF\&,6J> &8AWCT3BQCUBS@[S 2 MJ"&?*+#9A"4D+&(I4'S0M &(.A(K@)XA[LQ#%44'PQ5P>C0][I(-(B2W[DW* M. PXG-2UV73UJ#
[G4"F$"GE*O4;^34P/JGR4BA*UFPR>$HS;ASQ+\6(:G#EN M '7V>*H[#,O[."K2@3D;QQ,[%'S]D9G4"I2P-.NK-\X3+-%A3QVIE>PA[QT7NM1'J:?["(V[;-H;ZB +7J3_N+U],+.[+>,
[(-!,+(MT;HM>966FMF#\KW0%0LZ#<#C#/W8BT4.OMZ2,#4),$Z!K4TP)0SQ.(4QS)-) M'1VH;)7E$0(W5J(TL.\0UML/F"@1)PTFV=.YR.4F@&N#G-9"]RK#U^@;FWBC
M1,"2%')Y6G,B\%[4^H.SPPQG6/_>Z!&SWB38488\V"B1*X<%G]-^=Q4%/OFI M>6(88*ST=%/V-G%H\<@+Z /#?!E*5TO%U[3?:Q$]6H#!(]"D3/%N X+VL2;)H69WEIL_A?2P>JA"J
MG%.9X:9A_!N1$"BZXB8 @EKRM%'G":>%L=B8, M"4'2EE6>)@4TELRSSWLEY%,5KMC<9-Z V=\WU*ZCENJNF#W\0/42UJ M1KOYWDBO!B)<_$I6E5
@702_Q7%RP(4=9_F('6'E&4O#ZX$&H<4U!E^:0M\E MH=R/CZ8GY_^ ID9H5:W6"G2[B!-@[N%2D>[:I8@="D8ID];@<[<>?C[4/2.7
M(_N6ZG<8QX?!]5U[19U)D$:H!Y0!+$D4,X3=0K##=",?D_87:LS[QB?+:IQV M6L;CR^\?/O-G?"\>2F]LQ<$MW8"(8C>%'D$TXD(F6*U3.[>@3R;7@._1@HBT9)!UG*:!^ M
^Z>R2A8>:ZI3(1N1)R37)/%!H!Z,Z&D_K:V &0U*"SXX;/]DZ%38.@4Z#/2 M^>IXZXL/G0)#IT ?.P5\J&>?Y-/\<@KG^EG-A+&(A05&'(VQQ5A88AR*/ >.
M02B#K%;DB*X>J*9P$"Z)%Q=#&JL"LG1Z&:UJA_N=J!+V;:0ZVP)1D)MJK(T MT6=QD6@T-1?ETTIYH LH1TA;L"DXXB!W%+\.M8L[N1*@Z%$DWZ4#.CZ].)[@ M;XY&
[PQ7'=/KJF2U=$W?WS/\E2$+4=T-P?_\K(HJ.@?>]G;2L\FQO(B43"9U MXL37AC28F#0LNB:'I9P+(#65=\VG;,-]\7'E,"ITU&95%:.3(TB)]3(<[PLS M&%&;,!_\
I,AN9$8A=EX4'39]12<518W"&M-;*W(L,$E]I81\GT+50H!OUAW MRF?S>96CPI!RI_VEJC$U9 /[.+MJ%5X=3:V,;0=SG/5S?,;+#@?EA97WMM0]
M+H:RQ]^4S>UCJED1ZT<5.&F16_'FJG7\P-P"Q 725!A 0YT"3(!4T0W> EA# MR/%@WI "Q1!RE,^KD%@1V%"P^+=H*/
#J$]Q[*3RD4#'FEZN,6_EP0CXW9D4L3>M"X0K2U^[.M;]-N56#2N)\^L^ZXK3D2A)@I*N'0BRCXF?3" M $,3$*.&(ES_F[E\7?,4(UAY0J&@7R\:&F(]\F$$SQVWC[AD:6.^;Q4J&?
MWWJT2T?-T)ST"#:)F9[J2 WG.OZ>K"$A 36;$@SW&JBGT"UR.^'U3TQSA:H! MA^N^,H3]AF6E!>PB.BC(E+96A"&TSC0'8;AV?2BSWHO.G,C,R"Q>J907J3 (MN1(2/-
$B;05VQN)T0?=].;!][W0TB4,XFL 3A9-(K;P#D1T_[0$QT R$W2&Q M*.(\-:ES! 1LX@2+^3\X WJ:I;E8RA4 :VMO.:Y=!-@&2/G3(.5G!P@I1^\% MV7R3#5$$O?'ANT7?
DCW[)>7_<>*]U\&:O_@"[;ICTT^UYKFX1X__P0+'HSPJ M)I:X]0T_*#1$WL0?B'.+2"MG4(1" *UWVF5AE,N[2V6[SD :]9V/C$<"7%']! M/5N>>PE%U4IRUA2=&R_FAF*C(
&]=6LM'5;PK>6Z+=B+HY2@3A,T=H2I9*.! M*^/W%GF\+,F3"2?H#>CC:/3>FT&>-1WVU'X:EQ3V\&V2@NZDGCR0SMB%)MVB M+P.P/ EI146;+):"J*K Q MTH%)UH $EO^]
(53P0BR1N%_5Q,A&6$@+:X8A(8^JA/$M\->%YM K&/)8TI7E M!!192N1VJ1*5E'LV+HM,W%-;$R.A/4B%QE'@3^OP"LZ*+N-D!8P(L!(P,?F@ M^OI-5LPVXWI%#3RW;1N=
.K(J;D ^4,!E=G4G#Z&MG:\3%*Y%!-"F>OT]<1G M7H!KWM,EP0&$>A6#H4R%QUDZCO:Z;[,C_XO@3#UX%S#.R !5'Z#J?"^@0-4MRAH;3V>3 MR$2RBEP\@,WD>%XA$!081,?
AB]H,S01*' H9Q1D ITU9&Z!SL\'Z5IW11 3X M3&F9E"M#DL;4;D4@@%!YJT $4416:"U7T"UJ&YHGC0UE%@U%K*Y:.,@Y;O> M;^ OG?L[FN*-2#6-4^N$6VD;_>10"&LHA)T?
X#'RV=[J Z72 7LQAT"I]#'$ M6,G606Y"HGQ)!FDF=(I4CYN8?6X'2BF'0IPITVQQ8(SLC M;%ZR:(1DU[+1:.CE>977J5[\UX90 \]&Q?$H1LE:ND6)_,PA&+1)03CUC%=4
MK0[Z2%O'BR:@6 M=:2Z6(F="2C[>$S@VY<&MB1^=)S-4.(#C*(;.Q;;.16>1 MK8%;K*AF?UJ\'2'*5RMA#8L0?T[.E2I"TD1%N@\V /;LXZP8".9YAQ/3TW9# M,SB7W08*IA"D3 P
VS#-+Q;<6^$QC&'F??0%5BD*C\-GV/]AX,H1*[I =\=] MO$)W?:TJY)$7^,F+3D0?EW'C^TB(R!+[^ M3NX;O98#U9X"VAM]_(_C/!U$8V:+\P2^
E9AM1BU!K'HPP7^0RU]*EUC]=KF MF\8]'BPD)/S>X]8Q!4@$44[XK5$Z348]6X!@ MH@39Y V]MW,^N8PA"'?*XUNY>K$%=&NK=2B6"O9N>Z3S[H7MCB$-:>,G+&QF M<
U8(_849K\';(>R1 [OG>G#+I-5_<]N"E*1NJ#:IT6MTL)C>O.+HC$E#A6+ M G'%8W* \Y?J##_[BB=H"%PHC/>_J;98"LL1#5PZP MG+8,?FYI0GM['6-+.2_?Y!- H\5 [H%_*(AYU;_"
<&V\2>^ MT6!G*[Z]S<4MME7E\HA*-@"<=/-MRE0I?J=EE6-12&5:4G:8<\T> /]^,(_Y M-9/SBJ_X-ENO$^Z5-3V[(I=#+#]; :P1(.X84%IPSS>$GV/H9T:9Q)9#'R^-
M*'2WQJK>9,'2@N1[.<,V$[7MX1=71T8Q!^>_)RG\7!UC& M_=W*==YP[T#7#6/M&=E#Z1KO0\]X2S>(:7Y2ZFTVLI'+<[G%V\&^3*@)!/+9 MJO6#FE-,KM /)
<@1RW+ZW[MXT=K_(>\X(.P'A'V?$<)7)UM??$#8#PC[/B+L M/4_P^/*L/V3PMGIG$+P3:@?T)(+CE0R.=^@.;B^/89:[V$C?(V'6M'K&(>RJ M&*+ZIKY+($',H'N HS>
(TR@#LWEKF<5HPU(@O M@FY)8?5BU.2:E=<1>+H&P2VZ,OY1W5&(%CU6GNU5HLGV<*+D_8$18)T4!<;\ MF/#,JPTEC\"1DKX(IJ/@)OIK,-
YQ"GE2AH;*LL:+$Y\1_8#>&9\7EII_"R0 :H(I!PCEH):BU/I5LJP-B8 MEW2O$ZT)!,YBSGCP]48@#N//*D^*13)7'A3<2MW%77P M4G5S6:U&\GG HZWFNH3ISH-O#9C< 3/-X/?
RO>._:/EFA@HO5%U4#*,[#J)J M(\Z9(Q3[P7$<%P8WGL!F3G7OJW3759?R;N\=&5=_EC =<5K?@68]T@ 37N8! MEV:R0B,3A AX&L5^?U++,54CJ+EN.
[]FTZ/3YQU=I]/S_AQ='A$VY6D-[5D, M>A:%^ 9&VA1V>0EHQ+]7A%&\([::*)U"&5RC%+ 88,#7J7QO[DB +>5-Z5V< MKS%IB#N,NA&,(=2A()K/B&N=\A]JI22HYAVO@;E1?
BK7*/PO=GE$3+'MM7M8 MA5Y+;"R6TYBGXJ%0!R>VX$P:3^,UFL1YA3MP)FRH(T#!2$_AORN!37D4X-%> MI7]+>[O2R<;*5/%E8YI0.+EA%,)"Y=$#DOR-=>)$7
M4>Y+5<*C+P2=Y+5Q];GSAC+Z^/)*V]E"7+BB;SEK)V\9)?IY=$I] BU(SW!C$<\M1/ MSE-?'F">NF8C6*ZS4W:SCV1EB%7*U&_)Z(A=S5U+%TH(PK=;.PH;':SLXJE.
MQ6(N\I)GK*/:1_B 3>XO$W@]\M5593KQ/":LF=./+=XCZ5, :F_UX,+A%""R M/JX8?4FOGDK9RE!J5 H.D Z(+4?%4))-5*PE%%U8.#@,C IA!6A "(N6H]\" M"?8R0=--
OP(=!1A_\ZLN-$.DZ;YH%^YY7G<=,CT/YGL/YOOJ ,WWC=4#W6EY MT7'6="I "^DIQ]%Z7AW!-TD?),!S#P$(Z/XP+HC@-75YOJ%BV4 +-HS7$RJ\ MB!5_I<.A75'F>1 4M_-Z.!J>?
#1<'^#1\!'RW\EZ])&!OQT[]"_59IY&TH'$ MS)M(-%3/ ZQR#ES3RH9[2!39K-\B)/=SDBT.AXBR\S8LSM#7L<:/FP?5?4.Q M5N&D=/L^_K-.27^=E!I,1962F(43K.K(.LY-=T! NRJ$'\
(*%D9S\8-)>9M(MK]8^5)MEJ(E6)53$ C_QNE8L#E&K[\C(0%NBSUI9V&;Q51AY_L]O4""H88 5 M>;#\IVI5&G#7VW#7KFO9Q]$R/?K34T:
<[(%_1:XL=Y%5>UV+];1BI7M22OR5./Y4>^E)M-EE>$L]\ MI\FO/S8,#E$-D^PTA0L(>2@4 BF)!@D04\F5GL%(;[(-28@%U"X+_+X&X$ MZ-YMY=]TH344\#=P;0T-HLY\]--
N%O=8NH:RYVI5\^5ME07+F?]?UWN:X!O^7I_N1B#2A&F_8YQ%@3C<;?)UII M!H%<2S@)@903GBIRZ2B!/6[\T/"#SO&$I^._,LEJV$,&X@>.HQS%"
M/U3K=:=0(_.9HD"I+=871;1N3_]<#NF?0^/4?-%M]2]4LI4FX0L(5H +TX?* M]HVTF/[6&ELH]CGC,3E9!3D3@#2525GA5D-";KOM8B$PPIC8).%)"HDORM',
M5MG\+V@Z2[/T)UVV@R(>7(Y_KF?VENVL3BTN&H[(R@8M)I78[@YHX[U^#UZ(X0SH'6O"!G M(V,4A3*MD DE.@\"0;+$JMWKTN+@P2_\I5LH+E6U/R-R!14Y)!*A>?1J@:=%
MV P^@.V?6>5).PR(HX;+&=Z#7N=*D6ADK9[76V6^S?%/:S/5H/A\9%#7T]D MT/LV,^VLF8@W4BH1/%JMKJW"R\=UN][BY0K PZ> 2J $NZ"_S1\:/==G^V1=
MEN9.!]=LOZ[9_*!=,PO5W:4=_RTKP=W1^F1RBR'S@^-7 !&UR-$P5G7N M'>"> ?$'E1'!CY6_I@="].UA8>P_';;815,=<%.J7&0*U"G>92)Y478#P@>
M,+F[\$;^W;^!LYQ9_@]ZYEH!EHACK68333*;9Z -B)W$X#&;B9@)M_V-!J(? M"FR7?15@.]#C=G'0Q^U7C$+TNOY,4@&P\KH\?>M9D%R%$W+/Y0E"=K.<>E$I
MY)V8'8%$R@#;DB R_G8*]T-P)\5#N'Y(#956 M@EN*J$SI--81/EVR):34V:,&UK-<4!&H0,JGHK;(!F3Y(?F-3/K5X; T>"&O M7QP_N;SJ3Q%V?#,)9^*652YW[!TYIW
\R,TLY(&PY$8R@!I^0B8\CXYP)6+ M,BZJ7)5AYVBP+"X? IS"O]G64-9X_ L]BR,7V^>_O>RV%AH9%N-T-<>J6WYD7]S6Z&#,"N301L#%W4MC\(Y>47+UI* M7%C
$[XV"F.XWVGJ%^.P(=68<;WP,7Z-T_B6F@%U^NV%2;3:]!ZF1V>#WD,O MNNVGTP-LH;HQ=2/WG.J6EZ4F.&97.IZ!EAL>Z9T?]JR "2/Z;M"+0Q:U'Q
M5YWSMDHU,R6Q,,$1.S%M*"I1N!"%W!_8^IOBD;K.X. U ZH[3S+D*XRQ23?A M49[%Z5]:O()B0L-S8@S+Z,; %_0-%Z%K;1-\\H6"&0 *B/"N-"PVE(/74B[* M!//J#4CLIK^;J"LI2
N!PU:4>'4Q+7@8N+&C?WZ8L5-*PR0$*S:\A'^4 MU"\LU_M]DE5 I&S.I 1"3TNS'0<[MS::>CL<7]VQ%VS-0FT*F%P&TY#Z('(% M@2SZ0D38#>BC
MM8%U9;GV/G:B*&?/Q^B0:%EJTP[J4+/%!OL(17S/&CCO1F+?O._;-[O:#&&] M'SX6+^7.CN/L!5I1O1,YML.:K-6HQU, M*^?

```
_8U8'8[R%43CB&J@P>N];EX"MQ.6^=;:QE#9Z$=4<'J 40&C^XV: MQ1]O/^'&_?CE4Z>T6T3[:Q"\1L<"C[0FQ3G?:2>>Q8 0)A#0DX&QNA31])M* MYBK^5JB8H!&Z34)
(RAUP+@5Z4;4D!30PS!Y">0HTNI5\;VWVOWQB_,FL?B'I M4JY%/D]"-BUPK3_2!%V/MW*%9VLRZY]R0);/B1A$F6;HH:"KT)FUJ:3Q1[B- M/$7 A5YG!7"#S<'$RU-
!IX<52FF/)58>ZF\1FJ(F M(QO.|Q\?74Q/70MZ.CTZ/]O&8''YK/SEZ='EV;0_))B>;_[^[=>/O_|V.AM] M?O_I\_LO[W_[>@,??!G=_/9N])^;SY]O?OOZ\?V7IVD5POFT;7"O_T;T(%\S
MT,@#./-6!*E5W,3H@&*#D)^4$5>Z EJPECQZ+T$#%)8ZS 6+Y]#OO\6Y[L9N M?5:D>[;Z,NG[ZT*L[I4V(7R#/+E_Y5FU&?TJ8',3NN7G?65%=R"OW98$'''+SXD*0RC(?
3X6V6D@_?CR;9'O/76L-^TKOFG!=GJ=V'?0?P:I[] M27KC\E^C#])SBD=F,7XII?]"<2R&S#,0\Y:/($-L^0NW'1QD)Q5'O;CGW\B0 M>CZO2'S;4D*8H-?(S19T#% 9;!TOM._T=I454Q
M:W03\P#(M^LX(H;WA">7+P\IZ"0G2@?B6HG5B0I9:CG^B@"!TU26]#=>RTA2 M+[.LI)?T8H,'$>> V!G%"]@QM)C@ E4:___LO6MOVTBV+OSY_1?$>V8V+(#M M8\OW#G
M^/T9._N)#M)SQQ@L#]08DEFAR(UO-C1_/JS;G4A15ULR1;E$)A+ M;$MDL5BU:EV>]3PP:R0':*8U-]/:X[6GP+[ MAE_DF8<#IYQ,^4T,P-E0LJ8F%@ K$9CQU7A+5X2=;0D!=
[J/&2^NG$.W_@M\5]\H5^0_L=-)CA758?4)+?Y\@HW'AY<7 M/V;(]^S,E%L*^;3;C1%%&DX@N$ M,?0+^RAH&=ZJH?SVF'_K.[@>CNL6W-E&+GAYE/R5UI0A=HF-XO0A-
V$31&^* M_YA'W[T)O)P[8VK0Z:W&RKFO9_GE)MD^=N5RVH;Q):+,0QJ:P$9G6#6I?.&1 M#U\0WS?-P($30B9H8F,GDBQ)";&DSVDS:H\$:K"N!3RMP8U8BGCS?S]6@;4
M"E@AJO0%,$"IXSCBRF$DP9#[,SU8\!W?D[0M(EG'3P37H%;=W*-HM\SQO(%/ M/P09G2[V8U@XC4 N%;&+XC5I"R*LC-ES\$4_P#Q.9W 0S7*^!A M*XM!P%'FA2-"A+8I
MC'F@R\-@O YPX7]H4NAG5X=V )TXO1P'_'4 M8%EOR+#L$B;Q)<)CO6(IF@Q!J.Y5G$XY&Y5Q"HB-&BF0!2$+>J'&JM/5.2#4 M!9LZ PY#D1&V%M.;@16!1ADY[->*=M&?
X)S@E>1@9YDF"X_.M!'>)H*0[ ;5.#7(Y*(L[8E&WOG*L MQNB-X]ORT9"D#UPU82]9T:6UBT$?(/=0YPG8\T"<)G^I-I-A6TO.,S.M/P MU"DF.(4[Q[XN(CV0]2:G*HABS-
ASO2!/G4$2/K5V4[;?[*$^S89SL3"D68D2 MZQ<.:_L!HRR'F) >"/:(?H)(HC1DX0D(T6W>A<&@.U_7WXYRJ7G0VL_%P78* M+X-9E6^0:YWP#7B'$'6,^?
7*8A!@GRPBI#NI4(7*/418?/FD<7C'\/T%,V=Y MYFHOCJ9NQD9[!=,!9;9VA[<":?;A4I MT1W*3SZ43_?P4/[$VB77?*BPR7WCW6)V>:BH=NJD)G9^1CO4AUQW=0QK'70+'@K&
MR'FV1&'K"\*%W0,14_5#W?TMSRRR=>J[6&'SC#/W(76_UI:?M3Z&AD<68 VS MRU!R4F<%&\EF,*=&H&^"2X/1)2A)$(LJ!\XW/ MJ,: MQP(+,0-]&MAR3$DR-
C!TS.Y.>.:T6ADDY7J;QE>3BM61A M*]^C;+'3P^.K=IPU>EO99 \%,[R?Q0.6'/SF'''Q/\ M=Z:J(?($UR%LI7*"NR.':\5!QC&@;4N'1^H 6!T J]4 K/,.@-4!L#H UC;W
ME)PW.@/&#GJ:6?8:Z;\?JP39?%E:G>AO^!#A686!5S)<;5; Z0BNMI0J.MO#5-$' MY)# ?,HOP2]'BE9XA]=LP[WT=I MK!NUYQ/VOO>184[8BV12-1+\F]K!38JZ? PJ_5AQ\.?
@*-2QJN]MDNZ46I=D M!S\B\G+HBDPT,0@7N21QF%-A1J<@HDPG4Q#H)"6EB/%'&=;"RQJ]TOK/JQ^7 M@HY5SWQ0$X7%D>;\-
+:]PPA@FREM1G'IEQ,N&"V.S'P$\5%!%*O0*4EP)0>% M2IM'ZX0[TCUGTF]@F\8M M$$_U8C,03%D@U9\QQ9GC$Z+U2%%0;40T[4B=E@VB@M(8^(=]]E"7--##G"K)
MXG#:'0W&MR1] *,S-C1LKF0% EYAUR=&QT=G<>9ABM6_/<*H-Q&P+$Q-U_+6 M#EPTYW(QV#4R=,*UP,!=%L'&ZN] ](KVPN0M=\,O.J+95EB\BSVT>&!K1#MK
MQQ:O8D,8T1+RP+QJ"6S>.&"''N-DMREDH?J:_5(/M:(%XNLOF@!QZ#IE-'&Y= MG8P<0<,DP(PQFM"/U'T30_DJL!-QJTTCUB3X)E8_(">;<3<2-IA8HA5@[$14Q%U.5 MPA+2E
(R;JJ1(AKA)>]@JFQ;#,;-N.W%F,%2BAV,)5H* M;QQ1]].0YDJ]=+ M2-^GKL2-J<>J\AC%Y[;L-D5-UD("X#97?2]VRFOVB MD1DRQK8Y=*>T =ZIL346:',WS:=
4\V9[_0AX>Y'C0:DO8#7*W/%!K5Q7AQH MG6X/U1#W>G=>X"+;#?3Y#46C28JV(9I8= @8"K@^8\90%L'T"-CP7?H$!6FLD&D_)NGG%X[+GW5^GVU;-/(VA^5OU2_
5OQ>='QI46)2/L M^21.+PW_(YI;G7+7;*KS(Y6RH#PDOR,A\Q7;SUGGPOJ@T5&D!Q1MVRG5:=Q>V*OQS MZ-+7R9<(BLF?& 9EKC4JY;=XG+Q3(6(#?%N+HGYL;K'+>
(20%@G>A>;9R^^PD8L_&)9\CVDPHXH1$C7@I_4-6*:=TLEP M!.4Y)UP9+BJIW<@%#KLM849:@1_@*W,*$'^A04ZS& MOA'+RS@ 2Y3H.PZ3C5+9W6FRG=-D+
[F'V99ZG]6XC'??8?35I9 4]D9I9:TB)_B7 MOD:%Z09#S!1SA@:-(1K*#&E-J5OGGBA;3"^-Y?X8&66=03D#2V04=>""^B_# M(,LJ?]-_X*T$\Y0.OUF!2+1,*=;GAD'HA6_^
M7]MQ&V3AH?=>$XHYU^),&Z2^O!&T65'6EH.T%5OO(G/9; M XFUE(0O]Z*&I#?0+^R>5GH9RH+5;+R8&6B;V[B*J:YP-=$EG A!G(5NG(. MG^T"++D<=)>6JT( AEXE"D:C*-
TYE2-@ZK93/OE:ALJF3NA, Q MO NBS.,7_ 6)B>!8R+WKH!(.LQ[5B:SXBF,PV%9./ MHHA;1XXF6L"#GD<>#@[>(";P.T3-*AYQLWI>9M1:X>3+,(.)X]:*S,@\H2E.
M9^MGT;:>!UM#)6N5A>Y4LAK)JD_W4\7S]O/[+]>O")W2/V*\WI(%ODJ :^,% M_L)L[)>')Q=GI\<7%T?,"-0-4=^M?/*.Z M6PUKVE']MVFM6>AAW>?;"A*H$FYJ\G>RS]
[U",ENF,*2^7&:B!4=WX@*=KFA MD:\'DGS5>EF0O+9/<2"@$!JO])U*D5@XZAU,.R?6S3?;L0FWBO?^9JYMGMA^M1+K?X5 J.=ONA35G_8K?ZY$TC74QM/(KK:
M1!7ULZ=RV%C^8O[^NY*S$9])R+/Y!.)\MW,2P:Y\"(C94H)E3+M.RHDWDJOE M)F&P_'X6SBH:H"/N3=5,=%O?P&N$(RL.JRX:D?VI]F!_=M'(ZS@+1GNPUI[U
M+'"UB25I3'7"PN(\V=(:9LNKRZ-??$$+[1.OZO$.>[-\?9[=I"C="\<<=7+B#"[<:+GS9P84[N/!K M@ NWA_#95.S8W:QKMK S2(K)-MS MX]
WSP@/[8H7S^3817O@V&%,Y(9=M=(Q5;91VP>3^NS+(:\X.'I%)>!;GD[1K*$.C66Z1 M.PWCOD'L(@DQ& 1746L#PI=@H]HN7*E:@-^6CDG <[&_3*5;2>LAD>Q:B^K
MT.U$@$G@=H?\F-55:,"_]#PD"9T$CM+YB!7G8?I4;F#P+S2H751UGAU%^5K* M.G_N@>5RRCJXUEXF!7)^OESO8&O=Z3_.*?EM#];:@:B;U1NV*XW: SQE=+,T
M##DQ3=).C[0T1E?R!^CXJ:J[9P75))U8+P.$Z?P ; ]691ARB16CP1__2$@< MZTM!4(*W"INA+9(?FP#/TK[^;PW>'G0P]CAHLW_;-CL,<_M'1\=X[D]24,6.H;#GIUF_?
G!Z?]WALY3Q\WQ6.7\.,1\WUR<-*WR6-I0HCN M>]7D$3-"FZXOFX/-5..XG&01<[3@_W(3R!SSOKE8)M,) XPL:26.;12%)9S" M6=0
R)A[\+RCYN@ZR*2#;!]E@2UA*U@_U8G\X25<[3^S"U#Z%$64P5 M+O.6>G>Q[[;MB*6SW;T7CR($=L5Q^I)@PO1]?Y99E(?14%M)5\W6= 2;M36; M"S)
(D#W(#0B8,!'V\URW!2.)>:& &Y?I'%-6JQ)4:Y_U._#R4YAA^3?X%?GSJ^PW1IF^/W$ MI"6=!8"J8O2Z. M]AR9"OD;HD)1M5T^7W7&5A-K*TKNAG6=)-
>J]51R29BT!XDPB"])#"MI8HBT M+IS^4W0 #&E2?NA=2QQ1CR+JL_U9(4@(KRQ$4%\>X =T9$9;H0ETT6D"M<-L[Z-2V6UR'V6I MSHO^ 'Q$K4#];H8-^6%!O_M
XZ$:HOT]Z!VZV-V>YR!L5'4"7#%3C(!]5N2B M;I^4)*AM5%RANSK B^F$\"8/]41#RQ_%6_V,7D8T7/C0L-;L7^&:/23(M,YE4Q2)\,H&Y83S'0, M5:Z5Q T^)Q7R3?NK$/4Z'?I-
GY/6R[7'QU@CR; Z6J1.XZ"P4.-Q53VA?@L> M\@Y*OH?APCXPL27IO-HM8H9AC6J>IN !"SRZ,I(6T9!^,NN>1!052J XOTK2 MY"?+K.:[E*V9-TWQ[M6^6:IT-7K4&'QGE-
]4E7TAA+12)ZIPN,UO((W'PDLY M(N,$6'=<_:RFO?(Z//U?Y'E:X.?79"?GF8T=9S\3(\KZ9G&D[I6HI&D6?EF- MFKF_MG!9ZDR4E<"K6*GA-XC Y(3-:)R1EM$75 M0M7XOGUI9 O
&B:)R#"D2)&=#@/;%_T,+@EO9'S(N7W,10T26RVX^NUCQ3Y[ MTB0$A2\"K1;4-F^X5TW+EF;!0O7/34A+^!RZS.YKI2P$_-G&4;4YF5U*4FJ MU,668WVT"NL2AH0H7ZE@,
(]GL:>G[VS N<7O,*G4K4&4/^)V^B1'-)20_4\) MZEJ'TS<[;K\8]6R;Y[3QSUS9W_VV/[L R4C;R5#_)FDI+01:#5ZM!.X MJB3^MP=,)X"0VF%.*!1@$(1N!0S,-
B9E7'7$%W1LZ_:O6HJZB(MZ# MJ0=LUY=8FM_I*.#V;O/N \=E?7-I.>_*+IH3,,+M.;&[[)F!BV3M2MHK2MH+2J<:-^B+9T0-FUPNA8L) M:5ZA?
3UTH@;@KC2X'A5[N17_Y>4:PCM.O!^6"K,I2T/M;!E)>,^B1&)D3ACC_\3V$C3;C=OOEJ!JM]J\::#9SX=GGFYA_#,:Q3C"(:4[_1BHT^_A@P\!K),X3;]Q M#[_]*FD%)2&\Y6SF_J%G
47LY+CN?+&T@.\K)-/3E@A\_$=&FKX]<0G='JY.#Y: MS,M)S4P5?D^Y5<,L<&)%)L\R$1/G,!5QS'/[9BHB=ZF%SG2Z4_> #F'J3!9!
MQH)O*$J!B:.'NS1&'JQ$LP5SV0C\30W\=]\POT6(]])2N6MK1(&?8'E' :MH MIA,<9VAY(^J?@;D$EP:[L^ C$Q@3/;-#SF2G!-VP*)$)Q']2.!KC-M9S584E M"''$J4]7=J9GW@(X<]B?
X!(.;1#E$X/C$IA5%[P&:HN??M>M7)F%L3&BU0UMB MR;-<4]!M^"=O>(H1!X26+:=P_7&:AMBE"'?1;&82@:)7)4V<4N"E6\';"L9F M_U7:G:@4;/,N2D>HU(S,>R
JI/+KL+KI[DNA-2/7CHQ/\]M'I["0C!.U5HY* M; CM8*$=++3-L+:KHPX6VL%"]Q(66L^A/$?&Y,DM-?=TJ@FW&9] ]Y%Z8'^6 M_#WN&T5HTK HF36TC$D6/=.\J!#31RDA(/A?>,
(R(>=@MNPL0AZ!,!J-E%,F M$9=.A>9&-C,J7B1!UJQ7RK4,<@A-UH]&CAG"1"/B7#=CG2K'''NDCN@:F3XQ< M/7P91HP=&K8[R?
%Z%WH44H*9\ZWRBG/%7H7C95N_ZC&DIT_VDO!)"''EH'(ZF MASG<%I9W#0GZ%>783H&^,9-Y>GA\M8?)FB]J".8&]F[#4GM>Q./I\Q&LUEFT M?
IQT^CYTFV)^X=IB^Z26,TADAJ8(-%.&^4H8<"4\RD.&A@1\%]:L1( MFZRS;Q25M"J3?)A6.QA=TP<8>+$:![&/PE819X, MDT-5W((*&L2T[Q 9A_U8Z%YS.1OMY4_'1WU2-
#LS%,!_W-SHI,@PS;#LF3+$ M:YB&E/81;EF=TA',F%UI%>*O@[UH++AQ9^^+F;U6]!G ADBJJ\"L$V8H([6$ MRI*DG*IQ1/7:7;1$X&.9&H.Y(B<>'79?T!$A;.
<5/B<[M(,8K(N0B%H#*1?@ M!8]77(N[WY?JQ=R^XX7F;*?*!IA2"9,AI5B9GSE;?.U]*;,M 0S+2(L/CE0[ MA8ICQ8'1)WT7XZQ<6\8WO+P4:< RHZ%"[ "34.\!X./*.;)??
NE3@#3%MYA% M(IXXH=4#;SQ]-[)..8(6K;L(?!;()*CSA!U5YWZ#A M/!5/ W; B&-H&_KC>N_Y6W"#F(M*(O-120Q?YGZ_1;!-4Z%7:#KOJ9F/71 8 M3%3$2LR*?
**!@0&7%CV$8QGTLJH[!CZCN.2^^I$<$F"ROLQ'B28,UG+*$IIY M26D3,ILT/-/%YR(QQ,F;L^'.T)SJ<,7\^S0YB)'/I+H'+Z>5.T"UFT,C/]M$3B:@!MS9K#6P/W-[Z*I:3JJ7MQ>
MJ,DKF,,V'-3G8U<4SY]QI)TZ_X07!)8W7X$>: MAX;7IAY2;/RR/-+ZL^)E..08+^=K+![S4YV.IF0$MK'D%52= M9UM%-G=@T">#0?M'^UA?
$&/]QOM[&H5D5K[:6MBN&9>KC2L';"]K:, >&R,^ M:\<1,00KJ55R\"98\(0Y3M ^N3(G?L5J4+K"^9E11P9-7BT?HBG"I*+M<>7I M+$C4A6J*6.*%FYI$C*&P(.
[A.0I^NC_R[ILAV&^80JA)' MW$$/SD[ 2IQ@:[.@!'\BHDM(6HXZ 0EH94]QG! Z>>P3M$(8IM.%:849/=Y# M,^IH+OUMQ]I8QIT#@U>RX8PFR%U.R!
(W*:RC:_$)&8V!7F)@41[KPN@& M2F"1J4*D2OZ6ECECL4/OCVR I@.5A=,I&18*[/FJ=P%99\I'!G&'O.R0EZU&
M7AYWR,L.>;F7R,M6[)]1C#T"=\&_@RS,=2&34Q3\)ZOH7L$3LBK'?1#%%(Y8 M 90/=,"BN =]_;WYNI%6/+_<&A#O*:'X5BGX.Q?RZ2YD?P]=R+#:2Y)N85/ZE*21LYQ- R-
'2:RQ^P*M.J<\-$ZCLM..M74%^9 M5=.I@&XJRJ7XL0&W%X7>)$W4K"GQ:!@5I+I+3B_E6"U\@6FX#+BDX5Y2?\KY M S+@K6<&U\ %KV!ZZ7#!"W#!_9,]M!82<*;93
OLO%2UR"/U- M!7%Q-\0"EJ40PL]\(F'_.(@@@%2(>=3EN(-;;4/'JO$MI@RL_D+*[5GNFE1 M#]N5]_6=-MLHT^.CFNL(H3T:A$H].<5=E(5":^C]5Z8O_8NWGW>8'-?5*<]
[C@MIY^/NNWI[GN MLG]T>'QY3*O!]-'?X!Y(8\UUP//GX4=/C^Q^ELTKD,6AKLKDV&4."X$;OS2& MU:T.&6B ;B/3I":,:*CA^!*6V,6R!/(]I+S\9FN)P7%[GNY="Z0]CHA&_U4J
M5IE(YZO<+H5)9$5_W>_U_%KTNF@=5;FNMKB0^LZ9WX*%!%9=FW5C0@>J>%"'' MFZC8G06&5*,U$,%VQT+:\N&%1CMUNQ;OR/JFQ!SA'6@\0N7.2G! <[>.)D),
M@D5*!\=+*M58[X:V"),TM ;!-]N.^GCM-7SG<@@< MPJ8-AR8%!I'>![$X$-5[85E)(M=A#EA#_*^\G+PIQ2_\7N:F 019-PH,)F4B;&LIOT8 M%AB??
1\^WU0Y3WYUF:BO2SAG,UF[*A/$EL3-EHC0J#FXHO:9_;5^JP^2^)M?
M66W(@/]^=,"*Y4V>DT=EXK]/.C/'Z0\0+HTR:0D<@H>3:;P<==&86(I[:AA\*VN\TNU32\N3Y=U"J#DK59BC(5;^#4G50JKV$4M5!.J>[K'R1
R0@AW)KV8B(8&Y+O"1DI"_B[Y7)17D>%2^ M=D[PR/W?:5;+I]5\&B^_HQS\T*H0Z<>J?6*@['%H\UCL\,!9-53/G?I9(;S3 M*4Z\6MF^6],FNT[!2'@;M$<:VZ)1-
)D2^WA#-6.^'%V(5I>&5R6I+3[!5$ 4 M%--.,_R1XC_7OZ2W$6QA& P+OX"3EQ"<7__Q=]I&WC]D@Z'>E_%D>8M5"EI@
M8G+E7K'A^Y8=LOTT)/T36(<[Y"%YH6Q09\)^6.6_KW/*?R9B;A),(RXR#&+ M?7ZP3VC(^C.ZGW'=E'&%QKZ*KPG&2OAA#;L7>;:FKDZUJ@^?;_QU"E5^Q0[:
MQW7J_]HR57.\],@&*L(4P=:&U8:RSDC:D>+=<%/_J#G>?1 $_)H*"4A>K*KV M4!U*@P^$D\<7D8;0(WA M0"RL Z,>PH3JYA5BQC>3238V()(6SB:#$JAOF/\ M-
E(YA+#UQ$/!LA,7T:4\@AH3N?#4"J>KJB,-J32"1D 3&N8&IYG>+CX9GRCN M]L#V//*X]A^!")+P.S!(1HBV>_#74J,C(DPDR$'#!4+\8K(+Y/.%+E:[$MF M3W(BX,%@^Z*'@TQ?
PSM8B/!OVFCK#]QM?C!F5*,(A+L;0D+:J6APQUDP^!;L!;Z4DJ)!E RP>(94KV<2=3S MB'D%?4<@9P*Q-92>1 .%IC%1YX&^*D**O:Q9-4-@_RW#, M X,+386OQ;H:4RA-4?XU
5H[C@U^B"3J:4"AC,_&6> M:FLGZ_%>_OY8#?HTOD*ZJDJ86%#VILR<@TT:E 4E\36_I:P8F&4W!94:4:7% M$$+#G&/%"3@?SZ;C844XYS27P'H'1L3@
MY.0LL.$PV2'H%X*F2;B('L[EP:3_#]G-0E'/B-2Y2TMQ 4M>6OH&FT"4O6" M,;BA>=%TPPX.T\%A6@V'.>G@,!T5AH,:B4;B7ER) S*RX!X M:TG4*'-9U'T]9I8T-],XQ69C2B$Z[
O\F3@8,)']K/:I.?DO;D#(RIB4JC1% M* 1>7ROMZ*;(/%C8VDA\!^OG02D &8C8/E:)QPJQOOFI=K?2& +31(V%K.OE:B'F8$=QS]G+F][NMPIS
ME=J.JVP1OQ^58XH7S,),VGYR3;%HBDKCFV:K7QJH! QHM05/!^>2< M-5+T^>@2'M#5]8S&F#-5/#F,Z7+'@]*Z4FJ*$>L M1U7U0B'Q$34P8A&=
M%0ZFYDK.78$\=,QF(\21T\IHI4:S>C1,Q7B-;[1D.%5G;U9AKEF$L>2Z [.Q MB3O$% MYZ],M/NKB)J%]#]*+O,)MA,QH:S8L?"U+9GTZGG(#X.B&Q$BQ[3YK3C&CR. MX 7@+
TYXFN;PBR!2FNJM*0:A!5.%&(%S?E7[;A>TUOP/E(JA0*"&RJ4?29U M+I\:CIHVIY"_62K!53NT%E(Y[$%4)\VB^P#UQHP>%%>\1KP+A7UA^2O5O4E\ M]&LF'Y83*RSEV#!%P*!
<3! Z6!$,9AJK(Y<>LIZU]J?LAEK4+$[/5;6!^/ZF MR$0[E;")7CX'VW>!&U*YYF[%=))W13>#CP^5\_,HRG*DUQH&$U4SN]'V"6V; M^;67)[GZVX0N=_S:3^?7/MU#QEQ#%
[]+*FU,YEG<]02/!<[1B!FOZN+E"[D1 MV&; V"91.:EP;I>HUQ=$(85>CD14)>#1!\'(17L@/A=&%<<:+N@H%7+[A/H> M89218*UX%&"=VI[9635'1V;%/NE
S5)AW7,LRQ@.>5).CE)DG'''4^!;P-G(H M*?=>I_5NH)J0T9J>$3$\F32:Z+)[90[T@S!'(,%C+#*;7#2!EM/\T&3T#CV2 M!76F7K_FW)D0LL4/X"@U!](U>2Q?
="$%_0&/DJ=EPO09X$R5+'59!_0+^2$> M#E9_+"$M2X70(KI),($K:="CE-2KG\BB_%ON'2!$PAYCDMA@AV]:#N"56I%? MXD6BI*#S*U+HM"XYO!24#(6)
[%%V#W&I>4G/1L_A5/CE[,WQ7-("GZ0G-)@Y M3^I@/,RG*USR^N:M4&T\[Z0BVG&4G>WA4?8A]6X"W"Q6.&\7A]F'Q0>,&VV,
M?"*Q#%/%$M^5[]QSR.P:/PZ*TZ$5;23('2;5M&L M'T6F:W;4_*X]Z&LY-6[IFB^N["!%^GU0=MAR=_9S:CZ;YDZUKX$&XHO@?(2O8]#3PN.^IAKAV\(34.&.FZ
6ZAIVST\WJ4Z"$TW +BT7%2TJ M((M5)>:G2 $%^-1#^]14>-;U;$SV1T6I=>:%L'%CR@^S3X:AX5-D"<7A_VS MDZIGUS\[[/?/GDE#\:1_>'32HE1+C>3V]N;K^X\?
O#/OYN.'M^_QWU^\3Y]O M;V[?WG[X^HP]C*LC_R[P;X$[?79XO(?>](T5<@%7D"NU8-G16=VE4_T5V1VO
MQXCA)/@2\O53N5D/D+Q5*X4SB*2Y1:!0C#O"*!Y;%QTZ&T:X%%&.)+52!M?- M@/BW$83MZ8/NP-02-P3RFF81]J/P-6_!=_^Y8YU^4?KQ5R,P_ZS%;<*+ M:!GI'6]GY5V'\'=40.
<4V_78;FP"CE@(#&R]ZX=M(-X[PZ[V M1=/:YV\6_!:^]:>(NA[NSB211=(PYB8C)'V=?S*X;?FC&J2W9I4UGS$L_Y1Q M&V;1@'&VK;0XTM9Z>GC\4HVLYTN;5C:S-
YVM>6&IU6==G-?828D"]+NT&=B# M4NTVU*/2M"FY,AT!YD_"BJG;W3$>L7H70AM]8/L#T(Q@HSKU5VB([C0JR.*D MPV]:5$RZ'RTFN&=;4A?TJ;/[)#U[39+*58?
1URPE>3F95,1D,O6"H51)2']L47M.._B>MUF>[&S/"RB3/??!F"G4^/J/__6] M?W1\]49TNI)@C!N6BW[V;SZ._0K_^.4^.3A&V:'O=FA,6NC"_(K MDD2!7\6Y"R@$[!K3F MD/
#QR5+)==+A6Y#-.U("B9]?+0^(M:;8/V)6-TCO=N?#C[((_E25\"H834= M_-*K7F&0!AFV!N5I7$K.-#."WL8Q:GCV($QUDW[]3YHG;5IF2!?.3RTD%#BG M]
<\7*2*KD.0B(;)IX^(T^#:6(*-^%61*XI&AF/L-/V<23(@K*"IB(24H8?]A M6Q5^BG%62'^!X U87(D0.K.T8U6)K6$.D%O3NDH.SX:>%'=>A6YA;F[QZ=EP MU!^U0A@W_RJ)
[]J+4Z9AF#!37ZZ-L&O)\(743!DS8"#$Q9&A6[J<:%JC],E, MPO453*57X;OB.]!M*]=E.D*R8J)')]YR=46 KVG9OEK6P-8_XJ38$BS[R7-C
MV5OCBUX>GER2TNN'R<:7H_M$N%@B M[\5PHR17];3,VLD27U>:9G-IDP:G16>"J31-5(?"Q5#_8&/*Q;HE46$\$5\F M!QD^5CV5*90OYC]!"#FX;Q7A>4TVV7#]-
';N3]Q,J9F[=M2E-B,\[,I2+Z_8 M^KQEJ:#(HK3PKG&QJV+8RM1!O1C=8$G]98 3IC'20:'UK#FK[-*S"54=.[@$ MZY[-@$!9).M*\1OF$S@QCT29JHV4]Q0.^,F B)I)L) M=0R[HAL-
4RG-?2ET+>&6B(7G3^FROIP8[S]_H8J;]X^?+M$&_>.GJQJ9M=\4 MC[2#X7J3_/'S$ESOJ45Z=A739[5(2/<2:=[*'3?9Q68@#?+!5KZ*PW9P)# F M9_;Q;! 51-Z_1-
*Z0C.]N'W/S3]8+FK?99GIVDSV#TG^0[69G*]\|*[-I&LS M>1%.#/%16N&/M#>+\8QIW^XHZHZB'1Y%%]U1U!U%S]/Q."^*6.],6]H,J%&< MCYF->G[N^&R758#JE+W#
(,DI1X>*Y6@X_SRO.N'T$%%IF*J05..'2*F-J L- M G::V7:!NW!38T87NM+]@QJ@S<%;\:!(4B$&0$@5>W3L@6!Q$]RG MMMO0NON?4EOI*U2K":V?
E.L0"S%ZDERY^3#]_OZ^RX0SZG_.\#N95#D M@ZCP!@ISW_1&\@+YX @&B%\),PCY\!DR <(OD5Y@EDN$\)TQ@H_T5!M'U+,< MZID2_G2&-Q+V^3M MHRT,\CG)Q-
C@!+G>KR[TF2S%D]C&> @S2^PJIG!1+^[IR[^SPQ('$[N < M?(9X1&QG)5VVGYT>7YU<@'$\NSH[Z^\-;>86%E-#'P+[$'"$=A,NEC5Z;^1?')YU[\9JH:#\% MLW0T\GY3V.":^]
[M;KGU\"Q^E#.!6^_W*+P)IE[E4;RPA.U93PMC&@T#C$*+ M2*)-H7XEIWM(_Q7_9T4WG6$L3I^H8'6Z?FE$1;>8J+2,G?[OD9EHOFYT"\) MX&:4^Q/JKKRIZ\OCHGAL4-
]F/!*H!'!X)/UYU78C3E]CF8\ BVX%!S"V[WA>@P]+=(V>M5)\S8 M\3Q7Q8)[YI3,Q1?EC$ZZL-=8$7:*J9E[[>51;?;34^Y[1? -+T5GX]N5+ZFZ M;
[C=F0XTHT(@WK1+,RDEDW3="7;C?-ID2 Z7(_'M))AIVLI=<*Z?MA>FM"]- M=_O-(.L F7XG-H<7(U?O+Z7QVC#)7?7'ME8"W/*K>"6TZ\_;SP9GD_=%!=GP
M3NU/.QL;_;R,^;DL^%,-Y?@ M,640 9(UZ%/^(3E^$8-1[JIJN*YI;YCLIJ82_B;4_1/"O&76IST\2X.3W9) MYF,FC.EG8&L-[\ RL?9RG>:DXK=.RPS+.(8NH=%[-
\P[53;L=;L=7\2T@^U> MKG5ZL8EIKTL._N"F?;]M^R=B2@Y9[/.-:'Y^PLHABB?+'ZD&M3>&7\NA.;G\ MW.IBZ3".:HID>JMZIU-YYJ4U2\TG-5 )A!4FSB-
(#>HWLPWOS5F4=1#L$9%6 M(YOU6)&A8?K\!,,YBGER'B=5=PTG/7.F.-4+DV" Z'$0!\DW+F10\L'1_*HQ M:='3\|-AA&33FW03B/HG49ZCB4NP'>2 Q]K;S:1U8/X.S-]F1/+550?
F[\#\ MNP?S2R?<8YZ\#MWH]__:CCWE JN3,,V0DO, #\BT1,;'80IGA^K9,^^ &2;3 MR31((MW":\]&XH,<\3DZ,=\R=)FUT_Y61#72,=TV9C]Z3Q_5I_]7017&N>^ M]UF-
Q+^0_V0VRNXK9U\L"6&+TQ:=-GIE4&>'ISMG9#9LQP=6W0N3 M9W_1$>-=P.I1PCQNX>Y;&E<_(%S$=M_ACO?E^ M^GIG!8%DN1H7!P],EUS)+
]DBV@J2YH&"IXX1#+H6;GM17"-UHTH[ M_L8!&<)&4(:202>4#-957QO ABH?9M' MMYI5E%.C,+W(T:DT('$TI;XJXAU MDTFF":\H,S;Y]4!I,'9_MBH"UG -5W#/JQ8MDE3]
<91,^OEX,7 MM00M"_11BJLFG<=\<2S!Q[X6KKT1G6-Z.6=&%XP7-/WX0L#G\^7ITLT8J#M8 MTFM2UWN?Y&6&(+Y=YD-ON3@4(/"#:D1@_=H-!?9V[% \"H(BB!]JYV%I4L0(
M1?K-8X^Y3B,W5+LR7*\,!HAN<4&]=W:O=U)F&&-\"Q];M'4/]<*4?KG9UV BVNJCT[(4Z]_@&3 M(L5G:5MC7($$$%P5T:$2W)2&0/(AWZ>LJ8Z^ELB\)_=I-%0NI;Z4Q3"/5M50
```

M?LP=P$[&:AP@]WT)OXB7^8<]&@^8/1:R<>GWZ[-RZ%W#HU)I*YA@^)6#46-4 M)TTJ63@+11T1@B)G\9LF8"J.65\@4Z.8(QH).7;<<-RUWKVHG=SO#.!OM-D^
M3F%SI:C(%DFH&2#D?(SX,9[&]Q'N?$#=CJ77P]N_M2V,UDTO\!D-)P!6C2_PCRE'2"JS&TFO WRF)A1Z=OSVV],YM>Y7FZ,_]-D<1 M.#P0[,QV66;XZO*1.M8G23V2C>.6^]-
*R[T9^((N7C %6*3VQA&Q|XI]X<5 M*H01^:Y(%%B0$@+0@V'/"P8IMA;NAH>@LSXO:GV^[;7UJ>RQW]2]RH*QVK4E M5I#R-(X8R_3A!U68@3OZC@@!A|^<'IX=_7Q\"!:+P'BS
MVB7>1=_A?V\(XPQ_D:M\QHF>O];Q8?^,KE5U4#HSUT(SMQ%(N[-S#78NWFL[MQ|X-+O /I/"ZB87;LLKFOC"\^ W-N4:!1'>,+$H?81V<5+=5P9CXB"L$]KTL
MI,S5S@[X*F603491/2#C+*Z5IX>8(I)@[M:E!),\]S1VU &M6.LWB5EF=W&#]VFZ?[OLU_,QW]N]S9,!!++8 ;[5[EAFF MP !4N);XJ0?1#F^A MO4RF<*S\BI6"A
A,P*]C0@"$E"+1C"3\40B2_C?DO2!6OSQI*)>#2, @KES M:CI),+V&/F@=^[.A^E&3F9W_G7GWR[/O^/N_.O.OZV>?TOZ_-W@[N+PY*P2 M&]?G01]XCYF-
>AIL:]'P%O;..PR;R@R6!8..0\6LK7A<454E(ER=*:LLXLPO M[N"<:W.-Y6R7-19IOV4@O$TK45TLN ^B>*6HRRJT.T&Z^?H6'&%5T#^I#,GZ M$,< %Z "G?
U59O_0I$(#!J'4F5P7';TGMNFV4U&/XW%_XL4S N MH'H3LB%^FQ!)IR9=SZF5-LUJT]-;UHQ![&N]&FI$RBQ"E+() MU":IVPPPA2@X"'H0]Z'I4?5C#V;VR>DENM<5Y*DSL.'%R?
GYZ_Y0)$8HC0KFMTAF08^!MX-0(X9"Q^#K NLHC6/&FCBNS11KN60G M6MMOQ|MZO%5&LQP5[78CYKUDT!:TI?#](Y1KOM]*0C0395UC#*!S-*8US9
M0%OEVXB=7,>^F$6N()TDJ)0P,LBXAD_XFK!: MC!>=,07-"'VF.L?N%,\M$YDLO:, M,&=<[$Y1A(5P?O6$.!8%6AT APK3ZG! M7I]2__P,1B2#^/A_7M'"?QJNM=XPW?
=KQ(BSID+CW1)L5#OH=$C)93Y73 M]I)S?2FZM]/E >PVU3$Z([CO.M?I:SLAI"?3E?V=>G*?DB]MVH4E'&QRTUL M1X%)I-M[*0+HWSE;V?0"D,^A=)J=LO2Y((=1@,KD:M
=6MS.K2J^T;)Z0N6B MF@T-^Z;A>X9T2TMINF2\#=;E-_20L$W=="M<#\%693KY[>;:^XJFWK3M4ZH1OC_W):XNM_FU7!X>.\GR'>QHF.N# M4:^R)W&2>4OJ=&'#>;J+
[=I;=#)O$7AT\8IP1U0ML/'>@ / *,?,/_M6@=$' MU%$COI"!@HTYJG='>@:O(1B3Y956SLX[I5:\F^E:E[V/D(\B*DI\]TOSXG.M
MZ<881S;.!4RZC!LW"NF;9V/^!9.ZP5VZ+&8GA.!XGN(-&[MA$3W5SYY!XGN(-%ME#YKQ08R2-1G1F">+TV<;%@-JA$H= C,)R,P3Y\YW[+] MZ?
S__\^G%%:F!GT[<,POY2#'\"79.?JR1A;*>TY@/N(2N_T#9MS-B/8]:R_8 M9>UG";ZQ*:]=AR@-9L3IBK@=SC>9X,6^!$Q>LR2R23@-%!*\'^@_\/M[,3^,.&!2[/+- !GWC&[
MT^9).COL._BP721F1TMEY#U'4[B9IG]=;OXWW4'P&@^"9P!!< MK3H(UK'7X+37I$[G),70-ZH)J=KJ4D4.PRD/SGT!SZ&:9I*#I [F!S(GD;1Z M;[_!O^P 7+QB-
W;8XMTC*+>P_8KY<+)DHM^)RI UDWH;C)Z6&F&EF]HJ%I)GS!>3MKQ7Q[!V8()6YG]%Z,D&J(>NWNL4QK 56C%'P:VB'M%=6F)H M2W5:?
6\NJ.&3@N_!L%/3@QZG0Z[M/5#]W[%X#.:"KT38DIY]4X5W"\0E1:_8 MHI.C@:YE%7>PL([/VK.P_G)L16'J])?4EPF.'_,$T+0CSQ$C,"IKBQ>5A6(L
M$G=J]C'7DGQ:\K9.S@]/+B^JOF+_Y/#T_&)5F7XS?I#SP\NS_E^WE37?<@[R MR^W-U_N7]7=!-6U^?-%?,:E7 M^UATJ, 3$.* JSL72J^@(&>OH&M5$@%OHWS(XB-
@(3]:90Z_DDEUO4'>(S[+ MUBW>&[/Q+ ?:>8I]=5BN\=V4& MI\+=LE/"IYQWB+^-!B430J>T?W;G3;;"K#&EQM:LQ9,H$3:KI#Y;0J;5:9=]
MR+\C;CE%A%UNF9^82B5*')IV">X(G+LX0Z-0)$9X8$9PJ(+YF:E@3EN!@*:(MTXWJJ$(8!;6ZCRD7$E(+O8'Q">X/7*+Y+ X,=-D-I\BQ5A0Z0Q^3/ 0$)(R$ MK(Z-Z4&#)"FH7X*
<2Y6#\CC/3[ZZ;\6"5U_+B$N/NX/?NJ?]7QS&[H@!E]7 M1PMFBVIYRP:OPS"^9%[@=1I0CO",41JRQ,]TIJ\2P$!Q)H>NX-H@B#DM?*=4 MT7@_]%8J7ZFX+KA8BJ7/H-&[3(<0-
@\C-T<3.4C),)UPT(F S0 .BU&T/;U/@[BW4G"$WI], SE* ME,YQ@:6P"0*/H^3AFW$JG#5#E27\R_-14W1-Z4)+8:&&IVY)#316?7/,(D4
M\N,-9/)S>&>J\LXJ_0A8L(4HK+;LA4,M+V.:"?D0Y0!PH\+WRBE,!/YM$A0E ML>-2N5@KSD6.2KB-S-_#7P:A=S M$D1X#2Z,IO?X+V;Q\D8E+#MEFGIV]UXB9S1L*'L$PQ
*Q%_QO/&^WJ594L# M?_OM$PN)A JH"%W2,&7]@%$B$.D(,3"3/?AKA:C\X M/5OJ)6I2.!H7TK"KVNCR9W2%@PEB>F M$NIWP3?D/K\7!TL3J@+<:MXP"<6566A%
('Z]OO[$Q47XXH%0E#+LPS#BT[#= M@!1S.;PTFK4&\%Z(_P='?]%PJ,\><3TR+G,-6/BRV&,G"9 ;^E2]BH-!KJ2U M?)2F19(B5%H@ QH9APLF.1[JE#>Q772X4S'&D
MFL/&.H8I4CG6G\,7G=3[*$3SY\&[_,8F"Z&3R0) WH,"/ZE0^@/O8>:R!)PL M\9?TGX,P1-H#U.$[:=K/#[:96;^#6>('NY4TKC8\/7-+Y&%;TCSHN"YXT7Z
M_5#2N,@"_+=^2?">>:6X\AC:X6R$K;.4;?C3E%C< MS6+)//UA\A)\K=$PP="BX@BE#>2/VMZ6 ME./?T22"SV)&GE+JN".--I-,/'S)SOGMVU^O/^M@*Y_!^YIH!"I<5&"GLK?L
ML[5Q2XA!"'=H@XW.I>O8#6/$K.52/F0V+=\[N.Y58SNVF;H#8YA.(^5PZ9M7 MNZPUHYRFW(NJR1KEP^8>\+.^@;3!TEW PP7G]"'#FF3B?GF(T&3]%0JH@ZD= M'&SP,?
PA6:H14_\2^.S@O<*SAKN1MP<+8Y \WT':Y%DYD@ %\C%G$>S)3 M"C7*A,O,!A F"%HX@";\:^.(M-AJ2D63F F"D*!&UF[>H:DF;>3PEQ'6$P_MAF_)I.2OYO"6VG?
FQ,8C$1A3/,=F+F!DS%FFYT*+"RU:Q_XN&2R..P*+%A!8 MG%O/98] H#=.D_(;[S.=S_"/CX+R,.[/+H&A&^%"O3HR\N6ZXK:+I[XX[!N0 M_D[2 U>'1V='1_V3R_/+B].+H^.+;?
6^[0,&\I^95L]XH?[G%>SM&V%MGY6] MO<-D;+C4$#^(7,B4VC2AD>NG5:%53@9Z7_!W.\V]^50@PX9KXW,ZIZ#FZ"2X M2QQ74@"4S@_B81F+#$:B,*(,X*VP#
[H8IYF*?";D==Z> <-5J*%KN$O7US:Y M;..3NR4ZIR1EJGO9,ES,XN0_50#GJ%1TX0G6IJT.+#V9 YB8?)A%4UTV(U'- MNR
9*QU;_EEF41Y&0_<35H-.AO/OW@*,Z]S^V/>]L5.*9Q_B9VP-GN-?MHG. M29K!*LN8* S>QP$BO7!QU/] P&13">I1;C,O]!O.U!B3DGA%S%[&&!IC%?R3
M;AU&ZF&K:1UKRBL2=Y82Q&!66RQ>'E&GJ4/UB_^>0!A->A&TFZC*OJ1NP3D. MV@$':3:7 K%P-!>BFZ?VDKXSC%NBNL8-@6"YWDOY#TOD(@2ET4JUB%:[#_O
MTM",Q9S+S%3)Y39OV&$[CV7A.0Q(&8Z5K?E:<5_W:@[*)=JC.#M6Y553GIEY&&SR*]IZ]#J!ROAO1A2@N 28Z MAY\&)?KN+REPRHE@Q80Y>C73(6@_ZV
B9?.O[*&=B#"ZN^F8RQ]PADAW.X!7$[.#C$ C')?NI]PD M"'IBGIP_BK?Z.2I@Y0T74S_;9]A=L*:;3'N:K,<9E52^*O#2 8$&$&":&+"H MPU/*FB9-Z%%^$!?
H!T3ZE%9P@UM40\)C[K^KR0!C/UL7)UN3B!JGQOW03L1='1+#K,$OW>/UF=LNNWAC&2;4OV+@4;S M[9 /+0LY.M6GJWD,3$L%C(DU>UMR6>YT5-KRX?=@.(4E$::
<"=1R^^BPED9& M/ OG@3U2M+55N(L%.3&*:]"&5^*EW>YMOI%>[756VU(GEUM= N&I&XM:HFB M/$!?
$W4:*>U?,PF5#B=R:+_/N#0QEZNW&\XYI"G%RH=K?;O!_4*#)+L#AT]: M@JG.@"M?O_<:X"D (AO1 D'\UCL '$VG.V+&Q(("6/]H=&GP#M7P9/,VF'0M"<$ MA#Z#8TH;F-
OO4GFY'A:$.S;5J41;-F<>E'R:CP[T>RR:>F$7P#)(G\FT,3A58%!E&]!'5_!3&9NL\UP8G? M@H=*SAWN_S<5Q,7=$!\4_IKW+/S7D:49IF4V-W,V-L%-U'
M_(\L@LI=1;S1R8(VT?.YIW[LY?'?X>9'(%IQ \^:_#GLX5RO^M3,F9PY(._12=;(1R@HN;,0]W::SARNYO/ M=]AHV\99:0$.>'.<6$<"E;\/TY!SA-E%=0>XL$1$7F@UINS]PR?
:J46XA$5E<&0[1Q<7 M_W]^4W09GB[#T_(,SWF7X>DR/.T :J\2>EL-U=Y8Z&VGXHC/J/)V\A)'^Y8) M/O[Y61,7K'&,;H.KYFPI5\UF&F'U+%%'5O-DLIK3/5S+GX(9X\,J$IR[I*:! M$?
G4!R_:H"[=I!'"85%F-<+F:".R9'\%7YCIPC"FU!+JGE[0EX^ ?D1PV,?' MV7BX"PJ%-&@)7EX9GEV6'26F74*:XUWO8:.$1+\EM6SL=S;)/4; TR-JOL@Q M N%'
<:X@QES"D^S"+L%2,A9A01C80@;F9J<6:PI;, ;68[BQD#94FEJRCO- M[#=(TV^F@1/.?W6/"9QJ%3]S'C))DZE>(AG^%+JJK1R0<]8=_A/!;%812VJ M-
'B_19B$'P=1(I1]5J>Z0GB,G]M/L:R3'6ZQESFTEA.LG6\U%](=6D\^M,[V M\-#ZO0K1N_U.M.5#]<8AH-GE$780])#*\Y,8;T0M)O UM.>X *C1L(1C!TS8
MD'L)%9M!.H>R<9!$_];08:4?SC"#4HV2CBT')A4,-4.;X9I,-2"+/KL QTA] M8_!G(9/%UY0CE!R!46HLU/$C+ G<14A1:NEYI,.;8"(+<9I)6 X+#0LW95X\ M-
"J,/L(F3_DOX:;D7C,&.,GW'5]$ -B&DN2M #_U05"'4R(_@7$8[-$]VGW MB7"ZPSH%+4$[FPW;.U=OO(-!CS&*XCCBAK])D3&;41;N;G,0S/6GB9'K M%YM!#*
[0>)*ZH8KYBY^"C!:O;OF4R$.0FTNC,[-CUFTP'B.\NR"K^]0)(U,[MG)^T9484'@JYRGPRA1$#.[,2F[F%.AL[ZVIV=9J M.?3^X2)4M>#2&$XP\+XIS-*(7ICGE#"M\|S-
OB/!,B3B)ZT[B-;]]O/[+]?> M]0@GABK01?JS=W#3 M\AU#A?$7!++PXN !]DR_YX[\OUE*&&:01N6>L_A$_S)_QDN4>:UKZ/0("_]Z MYO#V<(,3?%YSDDN1G9"
[PK>::Q."MX0OG/;HS4I<&WC,0R^?^1WEB!5,5#J# M&_,W:!F?P=["JKXT=N/=8#*)+YJ9O7&@=KYQ1[(\ZU8D7#8#R)VV"""'#(<_B[]%"Y(+
M3)WH]DMY+V^(.8W@&5IP(\!B>=3L.-KW_PJ@2+7L1).-(SCXF?(03#&)-;C9U8[=*E*93DK!T MOK&KHM52'&?&H'D?D%V.-KO^!P0+< #"W>(TS\5?P5X^.H
&SKE.ANN!FN#$ MDE0ZA9J)4N9I\3+':J'N7EJ2!Q8NL8@D1V%^ER8F[VM\"3-EZ&1H\|YH#LKT MBI\G6[J(Z48SJ^@NSP.1S20#EJ3ZUV:QAFBC/O]EZ*DF_5
M*,"R$'9ZID,JJK&ECTCC%N+3$AZF)XD^M/^8=$T*\DMSH><)U531[N/P"IXC MS4SJHM&5/7BX2[7>4)W=RP#RB,L;(\Q"[L.9$OR !+IRI.",'3@-JM;3ES$X
M02LE67J2D8.5E_!RX$AQD-/HA>K&N=' ; :SQ@HAA#8I8H("AB6I-$G6UKS> M.VS0$1(QN&;!/3 U0"U14N21?@.8=. -QY5%N99O.7THDVQF@#+)#6!(XV+H
MV:BTY$A?/KL"V/=/.,-41BL!KQ53JG[7B)/"GZ*LNA*,O*]0ECA"KF]LU$3K M=>$RX>6+$E?S[5&PBM,I@IG+!',' MP*\VCW!49I5HO0-T=H#.5@(Z+SI 9P?
HW"J@\TG5)P%K;I*6;)-^NAQ004'J MD?/$=O,"@=-@)H4$. MS1WHO,IYV;O47*9HG_-"0RJG,+0^WHY2QCIF-PL7C M?3=;UX:[W0F=Z!Y(75_LL%[+;T=\YGG7
UU,\A>YD9K\>5PA#U0=XD9J1=*V MR0A;_XJ(*SN!4<>I247C.AB"E1+X&HT$/"_#4$++QQV"77\NK [SP/0VD%LW MT%Y3 +LL2Q3X"'$D.#.=Q# X!(^EZ$@;!X.6$)FC8$3%G-
+\LX&\UV YVACE MO>M$QC,"O2_W,/7P@8+4_/"IEF@+0_@5=PDWE\T1)RTIQ:2CG:@SMGQ_//95 M7!Z>7)R='E]<')T<7?0O+L]_)'E&(O#@4UL*'VBL]9D.]KA^SGT:5'H-
ZM]9L& SP*F17%K#LA 2H:$Y\V37!IG/SA0FQPBK9DX;3C, MSZ@HN/S+\9$/8\?_$J-KFBG#MDR\)IS)-^5@G[>_N6R4_%DFK"_H!",9ZF-0 M;T^.7?B%+07/Q5_,\KIHLVZV,
<5:P7AYL P7S"MP4XV1;@<9]$:;^,?E,O@;J)Y!/\9I,H8_,=_\4L(./'LI MB]+K^8]I/!P?7/:P'O_3X3 K3BC0S=O]\4@G6\QAE*W#/%?,"%[QIOF M,QU2I@[-?N7:=/ (;$E_Z"&*8W<&[/-
'">;U#X\N> 5SW".1^\)8?@Q5;ADJW'%?1SNM-B@N*%J\Y=]F? MOT9%K+SW?S=#P.N8(1[W*RCLQ[>UN):]WX?C<&FQ 4Z_D]=4;2_J<'HCZ-[MZ@1 W1#=Z\!=#]
(23XXKVDLY\DA%@C(552X"+5%C0 M->%::N437+4DL].6G7JZ'#%'O;:MW/P:N<<5$,,N];A'JDC_S#3!RM8#F"Z+ MO;VEM ^*-15G3W2:T -
B*!4:N6D:1T.RF*YR%IM%^CLF$"4:9U;H.UF8@-7THWR[GDE8B:1..TXU:ZQ6!F.M/-$:EK<5PZN6+5% M2[E4R$%S140W" "58 =QJ]A)\XO]ZD?SU1M'=WB]GCVXQ_4TBV*O?
^3#?_O' M%-R1Y^B*&&LH-$:4F,*\,]@=ILF)Y36)'K\/)V MJ-4.M;I+U.IEAUKM4*NO K7:IF9Z;B>RU0'39O%%<;%;'Q49%L_P(,03"9NC M?/3=RXP
C'"1<@K3\Q.*&JP^3)&T0:E"FD%81K9(46S#P2C"AY@UR??@](Q& M,Z>KILK;/4"2C,937,Y_N$FLQLCA!)%& 8<_S'@Z@;]7*>EW(2RS(15]HRS3
M9N\9^X>072*=:MY&IP"$5;F[(&25P$WJT(L:B]?,G2.M[?F*U/G5AA:O3?I: MMY@VEMJ92U.Y!TCWRYTCW1NZ,"U9R6+B (B>*(7#$10KB>8-A6=74(GJ$E0E M9"X?(L*B.%
(#Z1?QIF(O1)I+<(?P^R9JUI>$JZ\R\ATI^0*L^M4>8M5OD_LH M2W55!SG57H+Y837X9[,\W8_I9>P#//R62>F"?"W..1=[L,"?\#7;WE*.-ZYS
M(BT;80DR88!QVMS5:$1Y.2S5,N_9.OQQ>*0@?P[2_ C32UX.Y$?&\B4S7P\! M/NFT[,]O/1ZE9E\E-H?5CR9]_LR4\Y3G-/QNS4^Q\7AFAFP"GIQ:!WWF+D<2 M1)^<&TH7Q8@Q
M$;+99:I@BL>JLCP*TY=AA%LH#] \22,L:@00DD9O-:1T"2/DO8=_X4YSF#,T M<8O945R+F-])]!T#VUEO\^,V#QZ0.XS2VGP-2:_?"SG5'"6J /\XV8I3XG&#(#?&<+ MZW_LT2!9?
**XLU^C(^,TQZ=[JQ.MVK6@,5$PR^@_1%'$])6WKC*(0RGM6_H_ M8IJOLOG93G%B!@#S\Q9!XD4T]+Z4@SP"VX=(/L,G%>J_AHH*")B_%32'I1Y" M8VI^I\G-
\QS[H]BMN<%_W(+5!(-*L#AF&4J4Z1?1)*8,6XPR!Z=7IP=BL*W< MSV8L'$QJX(VB+$<0+4FR1 R.1AI\/ERD9CTSQ-HD$1#%B&1O>H<&RX[FWJ.$N3 \#=9<*YHU,D_!6\-
F_$SA^]VZ+5\CL['* M)WMD9N/BL&_2DRW(;%S"R75TWC_M'Q^='%]>;@VP!:;V>]-K95;>T6:.6LL M\F?'(;[6]-UQ?P]7^;55#';%KFZ+X4N%PD42EMDVDXI%H+DT#**U(J2#=?
F4 Z)$P5VNA1T M6NU.-&C87TO8U3"U?"%K2N!;AI<,P;A5@:J E&C@!'$LB4_-L1.T$IA:'MI+ MZ48HTSG(H!Q'T,Q)2>L+_PG!61Y&0WYB/8_USJIE,^DD%4-X%%='#?'+X7V4
M,TJ#33/+SCS*)-EV!07,P2N,PIG1>BDZG(A<\ M5Z0+YZ9\D4YAD);SMW'6MOUD=C=Q.&XB\0-E$BC[=R;L5DVT9]9+A^7NL-SM MQG)?=5CN#LO]*K#<;>
($,&X">@445]7]!=^SXH^L.,:"B"/OCR1"1#7J]@K(M@<7YI!$3%="L)IF^K.N.Y4X6NRZFMJ8_27U9UEG43E^#TTB^GU%UJ]RYWOIN M1]'DM#RG%-IJBL1-
"I\=0^*^)7)&%+Q93UY401R]JS@=:F9G7+"P)_&G+P5Q M4D @2N4TU!K-8+UGWU3AW0=QJ3 S-%84!+%$Q80T7B2D8WH/:H4T4EE_.3.T M;
(9;:4RTTIFF<5N+7&EA,+I9R@G_Q&I>E>EY#7DCKP69DM6YBSSZCJ_D7-'2NFNQ'J[ZX? MVA*IH=$+K2Q?S6TX6O=A7/(Q703GIFDB5N)J>D%]P'S?8%Q5VULX%'[G>J=C
ME@OY3KDRKUG1YHQ,D+NG*Y;^)X'S#*8]'#[WH# 1@0D21O87WO5O7Z]A(-F] MFEG"H:K5"N3OJ8-$<#J??2-<7+B:Q_3^T'$1B"4V,P\K?D .DYJ/2&IJMC09
M)KF41[VC=9)LW'HF:98JJ0]IU@9@MK+<2:N+*#FG,LWW#)RA\8D974%-WPA_ MR%7L/V42#KWWI"J0B+4R3?J.R'22"G:!.?P>X&M@*_IS:4[:;/IFA'-(-:]G
M8#8@YM%DQX;NEB4YJ/UISNG* 95!N:7?EY\2,NJLG&JEZLU*?A>CP"J#PQ?+ MSJ'!EZ4X,V1C6FV.MR)5!@S#6)5*TB:C#S!\8:AF/.,[LGT;OMEDAIY8].:/
MXJU^C@J($H8+)Y&G2?/7[A!4Q[,5OND)TZ,!\U);6!(&66AF-(Y&5(J(P:_4 MW_-&]"1WP;_QDYK^EUN'R8X>!'OU1BH/@#Q[+7@U8 MZ:BL$%3_Q1J%VT71<
LW=,&F%/.7GG>P%\O)>0"65VG#.J)2&[^.FB>+O@*C MZO%%? @$HL.;PNA_HRSM. LF>_(./KQ[_ZD-TZXIG>Z#**;5/5## 'N>-%:HGA-*)/>"#P*T^3JS<\[1ZJH.N/8N(-
P]34=U=JODDH+EJ,AK"6$)3\J@:!!86LI(I=$(W,; M[8C,/X0H571?Y\=AW[HNZ)L77N'W;S"COL-]39CM&J7VS_QC[9Y$]">^T(KU M('_6AS4&\HT7\Z9Q22J_.) 1_$--
HG*""GL3BM,">*_#.&!?U\-2"VNNX4DZ M;K8ZR,\P0 418C0+_1K0J$3)[]5R[K4& M@PYBIB[>&FU4^P6@.2@@E$QZDSN-=9#+T:#P?_?")-XZ\UHS[BVPE(>X]?
&%DNLINA@LEHB?#HB)6X@+Y+6Q MTG4VH\#9A+U$!$YM;8VQ+S=SN"_VCGKC:,FN8))SX"KVJ\Z"BG3G&?G0UM^R MZ[?B>=D&NDA2*U;?_-"
[=9(R4Z$*8H(%EU9(%*TQ$\AD@+X85=0#$>%$/36A MEI9GK$@R,]3H/AO37&1*,I6HAR"NT?EC 2LJ:'3U:A=4K70 MP/V:3H#2F2SD_HVK7\HD)B[7!Z3L'3E*,$_F[*[\13?-
[N79I/#=U1Y?HZ!3 M4^T1=2\8Q44LJHG\>[[#KUZ(PXY&AIG;C_2,!"UZ9+K2=V"-K9NY14T,79J[MM@4>/U_0LF-]A&_(V$M._QN/Y6N&M\9J8_N8J MV+]*6.LCL7/-US*
QFHTX%@&R4N"3VUYGH[[Z&/#<747#2*I09#"'7#H KR#G(\Z3Q.1ZQ,)3RE) M&<*A7Q)CWT(U^J!ZZ!/C7Z,4/?[527SE.O,UB$3*2%"'38L$4TT/>ER(=?C,KR'G/NED(
MZ7TU"0[R \VEBB4,7WNFG8H5+1;XC*U@-6CUT43Y^A%IL15*V(8,"YBRCZR? M9>[1W20%9AYP4\71)&*J(TZ2.C 8#*@1\Z98,X6N69VU6C6J#K.!O19P[10_M/$7(#B5*O$$<)-
_\10DI8OH,2]0:8VJA?Z/[+_2>L@0,&V?M-.-< M-,OQCC1+Q.E3!,,[25HR#NW^1X:AO8(H6FA&'#/_\@0!G@0WR Q/F^[4" MB)M_+DS0LZ:(CSHQ*J+ E
MYH161I%H+1O6L8XH32S)H:68Q#H :9'T>?66&D[EE 2N\UP5$I2V9B6NL_J> M%'\Z7PAW'H$2-8>)$%W"7J=F5=L+[#]6:N+)S.PEC$JFK)=D\P:/;3WM.5&-
MNY7\IW%T8!"01YG>@K)K%G[<0JSFMU'! !8=N^.RB>M+W\V%N C[%GL#78]& MO4=CAVPEZZ1GY^E4G\4*;IJ;ZHJP71&VW478XZX(VQ5A7X1NI:K@\5RD]?KJ(\],6[2"@?
JT(Z!^ M2IE![4&9X;J0U ,WYB[--S!^WN;&>.6OJ92F)=# ,"4A/%GH]'Q53%<0Q6 - M8FIUF$O2T$;"$<9PFC&'"XT*68Y4:#O6[(7J9AS-V .87,9)Y I<*Q\I?C(T/!!*<\G/$9UVIT@[+T
M^YE'J*3=BKLFW99AFDU3$N2^4T'X+S@:"DJM">>&.ZT\G_+*I',)!OT0D)DD MRXV1H&XSEYX0Y%PBNPZV)H(TP1-O[Q$9Z*)^B?'*C?<.4! 3?W8#L3)T5/)
MMI&'9'M"!HO)7)JI7]8RF[L4XCSO=#@?:SI'>V ZZXV!%0""[QT<]U;&!5SQ M@.4_UFZ=2$=J)[A1TJC:.@SKG';7!*DQ:)N@>UG2OPA7IK6@1EE0AB6*+F&[M[$AE3+.
#F9!5ZJ8 -]XRV##[@+PZ+B'E?KP; LKTS@&<3H&>XIVMLC$B<4R M #Q3/B*!YH@<7_BP[DDE%W+(A83HWW0U0^"1P2AS/&^R!#OL/+SH=$JS:@9#
M799I7+FE[\X+25^A_B:WELJMJ$<:X5RI;P:WDT>%LOJFNC&_WZML'!W7*%UQ M,[Z!G9X*"@C76Y1!N,=O)9>3?*T]*I1JSM6XB,V]OA 5<4LKAQ1."=\7>^<2J%PDN5$
MG(&7R"(DDD$5V6 @_DUB.GEM7RV5V'RID&*!:L)K A7:8+./N?Y6"XB7+JW' M>8UK+:Q#[QH3"?+,XKBZ"P_?=TRI?C3%$KPMC 9Q-:E83"RY1<8QUL0,6/FB MZP75K>)6#:Q
@ %=6*ZPFQ<(L0+@=S^<,Y>9GY/+K5@*FJ:2XUZ^Q)+&G7 MT58]+_'HB_![2<"96,,>=F"(M#@S1;C!$OP-#=&"(5P&&.#ZY:@\88ET_F(@/P=,<8C*+SSQ1,EWF^AH$MSUW
M_:VZYU)Z=GQS\"3J\LN1-]. MB'ZZAR'Z'QQZ?<*JJ IW2)^Z/V1ZXYZ'HNI]0Z)^LYEQDOBF0FI3-*,N)ZI MUQ-\9QUJG!X>G[]0'JU_O%34>XN-F]TF??HF/=O#3?I6(0,RG4I?
5()BS[&;)YPLPDX"+,F-Z*>#S,E#H.RR+TQDTKK M+JF&>XGC(ZV>,N 7LDPA\HIG;)(]OK&^Q(D M7);?J45*D[<%I3X'6BU(NJC-IWM6"Z-8]MK+&"QW)!X:$2!>2#?$9>Y^73-
M@T?/TZP!01G$<]Y)$E$ MA]2]TI8K5/C8_Y>EDU2:C,%+BM2]K"/" -E9!9DI3\PXMPW:XT9A==#-02:W:QA];L79G1=KW.A>EYIP;LUI ' M0(PC(ZNPE56:G?4GI-
WYB>W]MIW80)?\121GC$Q!IG2U1N\QU3+2N88.EHU3 M(]/![/IM5+\R[0V+#$QS2OORL']U4K4>_1/8X"?+$G4ZB_+D3-W)R>'12=5D M;)(W_+Z_G)[_7]QP_>A??A]M?
KK^__?NO=?/S[[8?K#U^_U#)72T2VJP;Y M^**_8D:O]K%X8$K9&%(,9E5! P@ T&\HZ%H5[<.W43Z\@^>A7(H3ZY B1!T* MA;_4M?
(:*0\S96NQ@X@X!\S)7#V\D3G0,EI8QF]XV&UE(X]/P,@?_[5:CWM4 M5H->YT]XU_SG09 K,OIS.VG)P;O3771Q>-&_/#[KGY]<7L)!=WETUHQ]?C3:
M&;;//AZ3!NEZHZ4F",\#OWTQR8.+:L5E+LFV53_PQT'?!WN OJ\49]Y%W[$B MQ#97@\J\SVAU#T6.8+[8M.1+! G1G2Y5V)1@JU $*BTS[^"T"L"JHJKRYGI1 MKJCB!"'30,7I@Z3
L*6)L6$$/*5QU#^93JGF*MZ>W.7G52[1LMKV\L1?UW]J+ MNB4D^P[YW+ZH:<%M.R='OM<_ZA^O\[I/#Z\N5T#"'GTD5&(4B!RO3BL1R5 A
M;4K;WO!JO[OCZJL,BJ*0=9;8V=*T&T? ;5A>V_!#X,B$1SHZ>L$HH/EY?Y0X MX/*RBP.Z.,#& :=='-#% <\3![B+J'\.KO_2"MT3_*96;*&W:BA>Y/'Z7N3Y MBEC@G AFMGK
=0=Z=Z!W!_KK/]#/N@.].]!?.K'WA*BT+=9AL_O<@&]YI3Z7__VUR6L-77[;*N-HN=77&SAUIO\'YL=R1\|X=Z=R1EW9'
M3C<)GRE/OIOM\I]EHG0UJK^.CW)YN!RD>WYXOL'VZ1()WR MM,'/\R^(F9X7%L#TZ_NE$Q@@*S.[-W>KJVLKJ^==8# ?*#%DLY(BU21EI^;7 M[[G%C:0NMF2+3!.8Z4I+5#
8C#C7YSSG;9DE-X-9,I@EW0 L[!!DZ Y>8:LX MPP^,5S@]&<(,@SX?]/FA]/GMH,\'?3[@%0:\PD:\POF_@+9N#2\,ZJS#&_9- MJ;.SDT&=[5N=P:F_&=193=C?'%]?
KW5/SX^O^WB"W!0X"ORSY[IG9_MVSP^C MX7^T?3W08'1\]]TM=7TZJ.O!^WQY=7UZQ>K:9XFX/;Y!\CV/)0(9^=8K]I[& MG1O9XG,F'<;V#[6^A<3V3EOOZ5KQZ:LC?PO-
Y_'9Q>E0'C]$IP?[8+ /P#X8 M<-]L$+V0<=><37=ENYWWA?'_5R6X%%MA-KML],R6]%@ON^*59<%^/VL.2 MG!]?#D#XP07HE)9_6R[P,0[N OY

*\R<*VMTW$.^CS09\/^OR0^GP@XAWT M^0OI\Q?2W0=DOO,*O;8J2=]4[=9?ZKMST-J#ZAY4]Z"Z#Z6Z!]+:074/JOL9 M%7MOG+1VT-R#YAXT]R$U]T!..VCN5]?< VEM?
T1$"VGM+EI[(*WMYOD=S)*. M2YZW998,I+6#6?)"9LF;S.V_;=+:(;<_Z/-!GQ]2GP^DM8,^?_4P0U\3!%YN M_WS([0^J>U#=@^H^D.H^'PAZ!]7]"JZX9OQ;I\YW.4*'5&
(>1^]65;E;+,8N MZ81#+L;VO(;/(3-\|A:9N26&W6(S/#N^'M@,!]MGL'T.9OL,;,>#[?,*ML\Y M[).+ZRZQ:^SA]%A2XG\Y6Q%_WR1KOOO3/XP%\PFW7K:.9T<7Q]?
G5U<7YS>W)S>WIQ0V\ MFW_]C^MCDXAZ(3[!_2_GO_['%UBW<:7B3)7E(90%O\)#+(.C9!3,%T6YB#(Z MP^;K3_ED@9N-7.ZC!"ZCTT<7?
(S*^^!O40;V'5WRX:Y0]*_WK[.;KZ[.7FPW MO\V=_.+LO2^PDW'KUG9S_HA4;+*-<[0KG6_?\S;&KUPJV^ ()CRY!UT99#EL
M=^<7H[8!M_TMW6ZG^]DOPH!_@RR]55(M*E@P^.Y+]J#*BH[@G.B!D:-LO.RR MNBU!W]X<34>T-@?
D3D.IUL5E.DH/N"KO@WF1/R2QBD.PVZ**>9J]V(FW<*)B!_0@#PCQF8+SFQ1)'!)N534VX1^T;.] \ M5?$=#!.5P<<\3<'^+:+TO:BOA_6B8OLSK1=HU?K K\
B!@F=9,08*&;QW\>@ M/2(^ &!SPMQF)4T-%C].^'.0Z&6>@4T.ZS!! YO, MYN1AO)2LRR,F!["YT]V@^(>N$&^ M^%Y4,'GJYT!>/.Q"[L@FY
$!NXTV*/P;1=%Q]?)O8H7J<*DE[/\!Q*N*#=^ M-P3KKYT3!Y7TQPD!" MG!_='5)"D&'A&+WS MY3,H>7(.8O&LRVZ^"?KL/+DY,0IH1=#\F2S\!(@+MY M8KL'>)7BF/1
\7T$:5#Z*K M'&U\0DWPV!R-%[)Y[%:75?1C ,T7C)$TPIE6(E%*S>9HOE0K&*@/] M68$5Q5_ (SAI/ MF&(,5/1#08:$'2].L19+F#0.BV=TO"@3?.CAB/7YB-WW[HBUM9+V&V!@[
M0"W1U"I5]$W!)L_O%!ZIL&[H&E6RSM#MQAD87.AG'8&D!T? E=='^#%L.A'M M)FAK$BT_Y44!FJC ;VG'3@/4&5\7XQ(T450D<$L"FU-D#>W5I,1_6LCI5S"" M05E@#\
[':&X1IX,UN\Z:)=GBOJFH4*"IBP#>!;P=JN#$0'L&XF6\=)4N";) MK$Z,S@3%13JYTC9<<7I^X' FBFD4ZF#VS'/,@6!^#K;M(J7G?BV)?'+U@E9)
MK;SI[8CD/WH@DANI9GV67=N\(8ZM%%Z.K! 65YB]65-B7]SP5'I?[XV$C>(]75B'5%X3;/Q,2(0@9>2E=HO"4&S.J"]8*4\#)Z) M$,57&O([#>B>X.6)=S8-^=?
T\ODE3_ZY2!ASPYG>-1?XP'7GE7^H#0*CT+[2 M42_Q7-T=^'B?MVXH^/T'F8.SRQ+&3N19NF1%R$_G1-4:"\E@XZ.?1AI["UL* M+9M6L*^-
YZ,*52;@CRE!VGLAWYOB2F6IJM+F&L'PM@=I M"4.=U8/D!_(;-E3P7 Z@XB=KJ&]]TU 2R &3:8;;UR318&^#Q1G%^+@2L591 MD=$N#8-8317),S]893[VAP&H=
(4Y!'6"I2A#6"Y$7&0!O"06+1*FJ\FMD#@ M%R($"^)0-O.@,Y8DGH2SWKXMAZD!@= M1'Q11:7=T$E>NI+2(..._"$9[E:;J LBH66FY.5/+ [$_KTG[,P; HJ@2%9=W> M?1*@Z?3TY
F@@=>N;+NZ'BK;ALHV6]EVOO')A\JVH;+M*95M+V8:;DY,#Z:A MJ-Z\!ZKWOS!V4X ;\M_$]C"8>CTV]>8]V&]^5L!D-NK%;"'A>-[EQ;MYM/22 M\#A4!-,GO[EY^]6
9#I;A(2W#B\$R'"S#O5J&:S@/?*+? MT^NS=30(IWMO+_TZ9\K/AV1YA6D%I\1I6=T+N15G/;*J8.VA]0YFIQ,L;<-? MNR4+%$O#%%)8!29S_Q9 XN^S-JPB:<;;!8IYG+KX6Y 2<)J:/
M)"PYG/;'(']$$0#C&-IUSGD72/O'U,X#*W&/?:@^L!)S,31JE=^C[XK);Y:J M"N*%XHKJ:$G9QESX<1"W/%:HU&@,XE@ Y^@NS^-@&F%2'2F YKCABX2#ZSFJ M(OA%^;Z3T(JN8
FC6/US@2LF492R!L!#(8$H/'@!,S >Q(0]HMQGG\S!3"P M_&DRH=?F$1PQ" 9A/HB', B(;B#-=L-#OTT!TP>RZ$E4%(DJ2EW<""H0MO!] MOJ *1%/R&
8IB!N84.Q\A&61,+;SR4Q-[J,LF3C#S9!@-HE2?[1"S:.D<#^S MD+,T^::$!4+7MVR.[UCQAR(R?U %BDBJ'4/X6 +R#ZZ>Y872\.Z$:-W/3T9! M#![E?B1H)\R!H:#RQV6;9?
+FDB&6%-8HV\"37+!L3F$- [K(N"R9,'T6!$+4 MT?D$SBKCK*6066,V4W67E*];HC.8O6^43:QMFV.Q.\/_417 3D)+*9+N.>,D MQD2"0LL3_U&
N28!G4FMZ+X9HAF!=D.^(O@AK%*UJ) TW4E8D'T9%0*0YL M8C@AXSS#.[K3H(_H&KZ;F\H@]#,IMA;H\R;55I]]XM4O%<:O+6OUH$POT!'[M<3 ??T2"L
E86EE$M0>6H1_K$$I-HD.OL'R73]\]1DLT_,JJ2";ZNFQ2Y-'D M7JX%4ZHJ8-?3=^-%DL9LA\7*/5=:(<&/%[-QP20^AF33J_\)@S@G@]!EW]06 M:;H$X4("@KLUX"\?HG2AM*-
FVR/8[EWBYL&I3 RT MWASJ]XL MCPU3#WNY*=Q+2T*5J<0+Z$AL M;H6L7)7]/-MC7]BZ4W%8 5>G?!]AUI**N"CM@3UWX 8156*AYF;3$9$JN#=
MS>E$2,#I#E*":4XFY2<4"XXA2E>\TPD1^TM-TQY-I\EWSI^ K9L7<]R!FD.# M+'C]"YJ)4WA-)A"5&5^@\T2(QHD:)T MO[3/+X^66FUB*" :,ZKCQI^/EYJ2'UXR-
F;"W!C7IY,N(8R4]E%<]ALI,6^- MHFB5]O=5X-5N>/2KG(M5B='%^L]#4Q$Q*5#[/HI58<4[; ^HB-9>KL<(1E5/A+^;*3@&JW,K=AG9U;H.?
D)X%.KXC5BSBF,$93);I/"GRA=ENK04 M,O@/<,,R6!S,1]WJ?!395^&N+Y;FM^+MNFPT_@2+'$I3SC((I:B,=F.I+,Y M1B-])T<;DT+7/)G
T?:X2O48HZ!&MF0&=^V^)E<+#BN7K[9IN&4DB$MXC<5R M@'X/T.\NPU1/SR\'Z/<_7XMZ/?JAQ8NB!T"(&<7I]T)@)@LMLXAMC3E@O5* MX@7H1"<"9_U$PTY&-!^@A>?
<(4Z/,F92X93RCL$L6K+^SXE[02:3& 3YP47$XS-GY9NFQPO^0W]BZ]1WB]4@T Z:B!_ M5V! $/AB4L;DU&"PG/OJ^6R9V 25A7I>Z%G$OA\DN7CP[Q H0Z>1(Z[@"8(_
MIC$P\N/2/A;?VCX/J:Y"N0F#.VI&:?5%(61B+#Q'[8Q'?<;EZ$\+"2I*B M21)[L03 2(+T^4&QL?=)32-DF^M^PNOF^-2Q3PX0FZ-<$-BRIO7!:P'@+M8" MX'9!JX)E?/TVSWX?
R'JYMYP%6].AUL W"L*"BIU.5QY_PR5?YJF2T+!+[#V) MROLP^ C_&WP&=_$A2EG,B'N;* +?S1![0L7%]CY8H5PB>D<<8-24Z*\B>@TK
M(9!P=8&2R:E8:E@GM;923RC)@$NFT4-.SC,N$O(*T[QD.L0[KEE!&&=K'HF# MV?:AR&B;*=T$!5/110[+'MWI2BQAHT4'USQ7K1K+))[8B\:N7U+_33^C.5KD M
0+AW>FUOA@8/HN8CX07?DXLR,2/3)-P+Z".+:J&TM6"\^+=VU_?/R(+Y"<7KWF=JDQR"_=_O)($%I/L%T&DT$V4IG:/31FTBCQVZ80T,[M\!^7-Q=S8W0\#'R?
FWZCO$.^A[C9%$48!@N1I M$E/TG21[+>:XJMT43:)^I7.G^KF7[+NU^3B>7)V4-P=FSM* MCROLS08XT@44&M436DA/'4?D('SHYNTX]%$C<6H+K5HSIQ[Z/.F=I?G#:\JK
MF[4,9KN!AD_/WZ:>[$/' #R\#L8P=&'_A2T'F%IZ+_(A2VX %D$)D$0C?,' MQ>1?N4FZE=%,N=4KE!";YM1EKE'SN=U**2V09>EVC*)
M9HF$Z0V\#N_1C8#.0#SRO%/8!_)P8ZVZ36,$@>O&>>W7R#D296@9ZMRPQ+=M M:,<@?3O;B6;8T#\J.[DI@#9;EW$2;' 6ZD%ER+&W $DN&0D=MF_&T^O<)-SS
MT!TS7D@6HT'5@S](9O.\J(RMCEQ373@ FUN##0>@_0#\LS<'0(A0L7$H0J*8 MLM@$[2=> [$5%YG^CBV[>T4/X]9+,Z^E*'8ZU5894;J9Y!9\?)^,DQ4HU5=J MF[>%N3/
5>4T%#TX#1R\J$77W>P(=R5S.D"W=B,;2HV&4J-NEQI=#:5&0ZG1 MX4N-]OK0KW-V_G2I>S6X%;)^+ZT7X4O8$/K'L$_\9#1,<28)ID3TF[&'J!+J=1.'< M9<257B"$8Z(ZQ5\%
('20-#DIX:$>%-:/J71*0TLW'*I:DQ_)D'PUB:41/T5&@/NQ#D-%!3E"B&0WST@>_B#'7DMY?S;F/(@'1CN21;T(G& MHU0\P'F&/Q@7^K\OK+S)"(V:K=S#N<
OW)"^8:XL<@,:)%GBOA_*?64N7H MIR>L:6B-PMH*/7>Q)1Z\%*-R]9HGTR<\&8S]@$*1,$3!3TP!+Q1+^J^GO+B. M,*OO5D;Q-N5:'SKS/%VNN6H[6XJQH!6UV"-'239)%V1=$!
&3L0BHTHLQR@(M79/ JRP:D2 4W!^?SAI6](EDO'L,$M65]MG9OW_ M'BQT2:N:39#J]\ $TKU*#=6BIJXPQD:BRE?*E%RMS93L5UL.J9)GITHN>Y@J
M<4UC.!.:V>R0Z9*ZY^2'^\/@\5Z1U9_ECY+=A:.)F4MN':,+\C"Z:?JR$8&, M#&B%$WQ=E@NFS%/@G>&WY3T<_-(D0.S%ME_P1R$S_UKEDV_:$]$A54Y [#WW M,*!"]X<*[4-
NP3F7M!GS,=:P4+(M+P@-*H'A>;IP4[A3>BHX3SV*"9>/X_HPF;4KO< '*##YMO?YNM#S,3;?'V)DY3!]?$%G.VC M9'3TX=!]Z+JX3K0V!UZY]ORHAG>F+S,(M"9:XE&-/#;Y<3S.-
I?S^'"#UH)"^&1967 M'PK-LN)AP+U$0F4LZQ)T(C[I1UBR(D\[<"!W!JV]V0.I>G(@%]PF@+;HE&O) MJ;(V9'I,^*K!CDF[%<;-:E 0IR1VS%T!D"VW;')A:ZR9UO-@4^F)QI]VA.-
WM;'QH"'Q\[?TV >X>_*$-5_K.!%?R,6 M__F2VP:$#E-P>],;:2_0T;C7$/;Z87IV<_+>RT_:/L")5%/60)DK<('A=LB7 MP'^A9K,'IQL$ULR#1;A0P5*
M'I'[3VL,V4:#C(4(8"0FU%%;555J4E9.GT-A1^I(AG; 3/RP;5VIN5++4E5IC]M#_ B9X\$>6V+ M.&Y%,6IE1B/CWX-EQ K3P'CF\,@AK3@8]GC:,&XG+I=F;$-+QR,M,_UL70JT
MSE3WGU^>=J,RNM#N]5&*9_?A?D^(F:W" UD M--"+;ZH*']TH;9J\/#Z!O!IA^S?/YV>&&ITW>KN[JY0=\@C,!5P^!2\(3!^ MERHRB07?P@7S-LVYOQ+9S"[H
)R5613S8(TW%'927'8E'>2VX!6WL;Z\Z,9R M;!NO^*2F$4+CF0H1#@;\;C)9%,1R NIJ7"=&9#=& /64YJO?X'UGRW\,G^1T M4:!$./3;PE?
U"VQL@G[_JCOL&?;U@F#CE#N#>\|C3I/]#J8#94Y+C>_^32'5 M);X?^C@D>AK#LD$%^1C#*V**05 $KHMO1YL<*.X<7'^/S8YGA1EW8V%_LU'& M/G2WK9LE0HRS11#=B
N'/<>+!ZZ,_E'DCW0M7$7B)*?_3A>IOK&YBV;@\. 7 M0^R]QZ>B#]UFV^K\=0(S0GME04@0!I)0+^;*MB,<<_TAV8T.$V7H MM.T8+Y;_FSEGB@)+ /D.8U4]*L6-
$;U;46<19/*',XJF*)ZEVFS\D=#J*1-X M=+!YQT+J[UXPG*0^GZ0^M+G%3(\EM'5S5UA[0/I!&APRD4VAT'YK[=0CSD,R M,RDCPBYP%PHL;0"[TF1"U/=Y4MAF& CCF]-?
D2E%=%K>:/0###4G!JAAHL-MBN;VV=5Q*)C;6Z:A#XW5/><%=D61 M/UA>AC:T>R?X:W?L(CKPU^Z+O_;J-7;XGOEK6_ DA^2N_5OTC9O\S7DRY%=0 MN%SKE7F19)-
DCB['-.2&HXM9B/VD=$,_1.B!>P)7N0L5J-N=LR7Q13.Y) MDQ2J K>"\8&QFH(_1 %UIZ4(3%+ZC8C-"."6QUWE%?XC-5Y<4BD2BU)1JB7R"*?=7 M("G_N0#Q,$U@#O3U2*<&A?
Y[%GTS&#I]CY%^);/&:\XT,IE>*Q$*5R""L1^L M!%8I&VE6W/2MC<#CS.^P71J]A&DN?<'<-VW?OWU[[@YP1L,:)5,NS>^KE6;+ M]:]KE,HNF3*\0]Q
N)_\!^?;Q:A/DO%"FIS5&\F&@4KD.O2 TR5O;_V7O2_" MLH5YR&WK"!_GXU1,L!5->35 ^T'A@ P=G;S?108\4T+QI7BK/^-R)Y-^R"Q> ML?C]J(.],WN?'IS6IVS1Z2[7O*Y5"
M7:QML[@+=<_I\; \E)@[81C/*!DS!5"S01B1#(L=_@H64YDO% MQ8W4!2;%QK3M1H-I%Q.KJ+JGZAG=D@91+#8W@;_FD;7YSLO+)]+;BZ\-UT* M)^>)R"RDO]$W5Y.$[R&E-K
;,TUG*K]ZS.!&I\E<]\&&!>>!]+68<*2R^0E, M#[UZ8P@:2UZN=!_*)$(&-H--@"@+)HQF8MT;'X7SN_3HS'4IX"/+:H@!FX& M?
SHS&,5X4="9W0:5R*W38;O!%"+J,,)3D)Y(K>P%>,CH]>)^Q+8IZ Q1.1AZ M"R_1.7B+$./E@&;^<;CH_POEV]Z@.<^0>RA@Q;/8IT,&@ M?14Z&5=P>+2? R,V?)]
[G*3K]"2EZ_3,"WQW5>Z%:5N\E.W]G\$67F,+A\|V MAD'/M!K$ET\WB%\K&G.U-AISL9.]\39MC3[T15@=D#1;W(<-KDR#U5#!*SI< M$^+$#$%./9[UDB(?24.C>'?
[A%DTTSW!A$+]X2S;.'^O!!UCR $ON,JKR].)D@"4/L.1>PI+K)L+I97GV- 4U<(8*JWR6O2+<<#WI]=P'#0P[_,TEF!#8X+^,)J% M&7-=,+&8AXP"TN=MF3Z;Z+-Y/C_-1U7I\
Q3*4*OHN_* L+&PCL@R"Z:MB16 M(KX?S8,2+O0EEOP9TKM\.CIL#?;0C.]9YFY?.IQXAU""9I2ZDYSXTT",M'_A M!C!(Z23P^9,JP>/@^:K"/D,1.^S/:9U3/:^.I'F&+,]S#D$?F-
#70T48_ZIF M/MI"N/AKA\-NX*2RY+YSS67"E,$8TD9@B01@$-Y:);#6=$BT#J*1\/!D,'WP M.@O6AW@LGW0>AZCR6H(@S0AD.@,GI?.2;;S,9!"Z0$Z^JT9^J_3D?2#(?XGX
MD]GEZ_)3PF%%%B>*I[UP^T1P@5_NMP25_3:JGR(W[Y5>O_]5>,XA4P<+H6' M _6[?P#;8(X.[/M/4 &O#DQHTP1U'ZT-?>PACQ$&7%ITL.9ZYX^G5-B517>F
MF,Q!4_L:A*JR0!%]!<,YB1.8/'-\8<%['1U04U9GJXDZYX@KL6JK&T=\$^W\ M<,;[RT)/.+JHO"< EXUY$MQ?0^JY"+=<'?5T,WH.S9 -MQ[*_!I4UPMLZSXP
M37=/=5%5KPN@21.UH$@*>/Q4>5Y$E(-FM*TNW\WC&)ZDTK6IS4.Y?B0)V*QH M]N2>6YL8<;(E4D&C8*42(MUSHZ86$/V[Y97T/N-U(3DP2&;?[!E#P=-)6S7ZJ3MR-\^\"G
MZZ/^#!L4;L>64 Z#BU .%$J U)P\Q3'.3L[.@E_RBJL9X:\K^8NBIB[1U&8A M8C.^((:)<2T)45"RHPF"J%%]6J&0V7A1EQ((N5K.,!2!^J;[/D6G1>O8^ M"([D>:S6QW2#-
HMAOMFS:_^[YTVDC ;#:\#G>E^$#LN[Z_/2P[8MV03GN3$!V#5;>S>GEV=7YSW-R>6>ZG]AX!XRL/W7;[H@^)78!"]7YV8%^K\"Z& MKPWM!]3I.OC9X(H+@W&>Q27V:)?
\GGQDH:'Y@H"1'Z.:$28;^CV3/OG><) M1;:_QP)\"WUYC58N,>\!_AEJUP*QFT=H0(B7! :.NLN)F:X7M&^=V%T-NK4EM0TV2N-N..!/)1,TN9[ ]%Y#!X$?AY&RUNZ,TK>XD:DI
MZ.=_+I*'*%4OT3YL:(K]MFCD_FJ%1I= M:SAWFNUW5O3*Y7C,[?LR&.=8@PSWMU,_,F&V.QBJR*A2,X^7*X%!U&,B36N/ MT,
[*U8#G:DHN*WSP1IF^T;37CC^$UV\D*H+]MOO=WX M/LJ,+COZL(E-LX3K$X2DKBDW),WZTXC1&>YZQ;E+W7AT.@K^=&UTA -P]9O[AC8?U@9"C%O_89,QB;C-
AKABT)K,8K#:Q M_X@[X"ZO$L%*EE4A=(U3HJ[AKE4,JXH5!>+=#FQ@%V](SP?XF.&:IOL>XA%R*E,T=5J($YBD>;G@;H(J M@P\F7I_?GQ.5>82HC2EU(^0R8)9_6.
()]PC>JY3"!@[NQ5*V(WF]1VP+M_9[K66K91^1GS-W?^NFJ8E= M_:NVC4'?.3\MU"Q*,FY,E&?I,D Z0&5EJ5VC;A@S@PW_ W.0L#4M27!FDRX=HF9I6LL)1T&P>
CYU&0KJW75%[F@C#&-\> M[0XWZ<6!VBX*79OW.O_Q\UX#?=%;Y7YQX#@M';5+;91YSDHKQRTJ?JUQN8&* M<4>
(M78V8^5N&F4_)MS\R5/(;L6XKYNC8*:*.^9CF9BN1MC@+Y 4D+2,M.R& M#G):D-D:J]V"T\;D#^*RP77R$=NE:2NN$=F(3X)/^H'!;C5G.H#&'G@BUW8? MJANUA(EK]'5H'-
C7Z&)^=G9\'U!67QR=GY[>@+JXN\/].WZZ_ MCF(T4X\I/ -U9V4Z/1]I"W1,IK1 M1H\8U CX0)X@;7(D@3$BXG3:\@R>&4VCJ"U#Z:F!%5@A](YJ!Z!LDZO?VSK M%(7-
:EFS=^/T30B;/D@;% 5N1LBYG#A;XKDELEK_1P];K'9AZJQH6KLD%5C9QN??*@:&ZK&7J5J[$Q4^=LI MHKD]/KTX/3F]O+T^/SV[NKZ\WA?*,>F%OGY=G.-&JW"_M'-
OPBI\Z,$N:R&G MDHC-VL;AX"*6.>>4HX4H^$F[AY] M<9!W2P8H$F[!M;!KDSRFH6OX]]:IP!TQI(@<\0&L*+C2',-DSBLAZYPL_%!I M!,;L?*FQ&WP!W,?
R6)C&MPZ>:E4W7"=!NL*&[L0)WFL)\5LXP'TXOV;G;1-(MHB -]6)VP, 2H:&8/O^$\A$2;VI#>F029(J\;#[)#@1+"^4;\[?8BI6BY@%V M.0IT=7QZP-
H\2@AW<7E@60Z8N@T[(40',^BI4K0/QK;AVQ0YIK"7C%!T>LX>CH'\B_FY!1XI3ON56#1DZ[D363;[)V1Z&L-7+40ML98NP]0@QK\!<$
MH00_1652AMI8\Q+#&CBU]I:OT@QG0X)K]W/U!C-<#[WP8A'AF,QF"NR/"GLX MC15"J9DNU_FXE:!VA5W=2-&&&TJ7MFRYYG:3:@6X_@Q^@!!3QWR:/#QCHH&1 MQ-
1+KH:?@=LP2RM7?O[X(?A=E171XC(J<]G.0=Q]M-?-\:G#PG, 8RHOACS# MD&?H=I[A?,@S#'F&O>89WA"%^=%T*Q.C85QXAD7H$L:V&1FCT%GG5UIAW\@] MI$E;6_&?
1MM8;T];X+"EY-N83V!;S<'E(=P]!YD2BR\@))^83I,<3"3LQH2% MAW@]? _[K*%='U\>N!8T]%'[E+QT:" ,6RH,FS4\ LLX_J014@CH/?)8.;Z8#;J0NKLKI\
<4!5T00EQ,ABMK@0(Y>LJW8QKCF!H:D M(:S9$G[I0_PER_U.7@G">\O%C'-$4DK6BB;>E-,,G'")=PL/ZZN)6#J?\OFQ MV!@'M-#^T$+?
>W#,Z:#:DXI'U3NK8MJ0T>8T_PLPF1O\(YL6BV]TI]*C@R0,D2H6*12J5?! KU\D9=P- \EVZ4%"-^7U A:+.J3GHH$CMH\Q@_\L MS&%(A"X.MA"6PHEZV *[+':B%,B%%2=PEHC2(
7G M#\TH5C.\LF $1#UDISF$'XC+X+68(%A9$G<+Z[S:S23@NC[@\!\V!=U1CAZB=($0+Z0P M**M&U^_@3XV>U]L04+\6W?S5V8M5<;S- SSKP0'V.=D]'B5G:X>VCPHUNN<"
M).X:EY53A/46R80W=$R;_QTX9+S#"[CD3K*A1\FQ.@[^U[^=7[RGB^;IHJ2_ MO,M&[!H@)AF-^F)F&XVD*KM#.CJ*[!/2XO7;R@W,:Z]XAK(>G*%YD<^2LLQA
M^U&W:8=8,C()WBB7).V]8B_YO* %3JUUA)6Y>J>#"EF MP,L Y58R31@Z4J@D:U14$J0$W\ZR!W/ M]DPHU$H&-U.T-JBR MQIF'_O*"QM?XR)4&02
MPVXR7K!XUBR]IM05V[!Y@>//Y+]@!-?65)A&.K,\YK I.22%@AW%Y/[X1Z8> M=2E8Q7UZ==FX^]YI!DCM:4/AW%_M\W>DW_3YW!QOS82PGSH'*66WODV28?$O
M5YXX7E+=R4-Y/.=B$^.G-;VS3FY,H^)N?B2DQA;=ZWZP_/"+M:^;]TQ9>&X> MMO>!QZ9#BO2-I6XN.9])RJG=P7KCF(VF>[E_].06C8T&M_)9YMT_>WABK3'"
M7B8[D92;%1Y4N#LEX(M\&:74$M9ZHJ"DXZ2RBIQKMR>P2OE,=[DK%Y@TQK\> M[W.*OZ""_S"=)BG&9LMPJ[8"FGDY#.[!'GG U*_D>YTFKO\<.7!^S%4O&^%<
MOPV,9OBQYLS@8/7Y!!8].X&VSH,"#5F5%'4(3&+:;B"4 C>P3ZSO%GI_2DJD M>N!@!'T]JN_X%\%Q;6'V_6 W1>S^LH>[&"] 3]C%W*0_XM"E<>O(#>OC_/ M3E_,< &I>_WO+
[G'GMG+H?TM/$]Z/N&VZY;1S @4V?G5U<7YS>W)S>WI!?:6 M_M?_N#Z^?8T]O-?E_-?_^/S;EZ\?#N>*'V-L16(9W)$8;!@TC6)DWA!#4NX M&9J700YU"Q1BJO^;)K#^$(.%5.I
45A'--+09)L9:XFC)MRJ>4IX0%H0QTX# M4^K/P5$THCP9&&H4>,*N)QS"^34%!53FQ+>?N[.":V" ,8QBNS5;[OV"+JC= M*PR.QB,])>QN@0%(YT*&!+#BQ*0\Z5(*LB?E-
P8+/N.6DU$PB[ZI0&IR544(MS#GL>%Q2C,?'182AJR/\M[R)F8HR,:!Y1!W8N3@[.1T%V$J:;O>W!=K.,&R^ MA#FL6RS#0OZ,1XA':$2072N$,QGL/+H;-:^)X40+2:08_OY,3-B-
^MJ,0>I% M').L;'FIT,+0'ATK%]:9)M\4F]S[>R)E]P%V*^.7'1 F0L,FLAQ1IE,%.@G= MEF@R*1
P,5:9FN)S\+1IK^+#'J%/<2<4@=4BHIE1&=F31GK2M8/!.W,IBBOOB#HN>Y94XW/GR0EGH3,B1 M(BE@WC[W1.)K*S@@M)<8@TQ_AF[M<6Y82HL)1F/7 8_EI?^L,NF,Z$@?
TLGZ MW?E-S[G;TB\YGT_R'&V3^D_Y9*'S_3GWC\)T&\P'7B^\>]X+5$R]J#"YBI/P M)T?F2L"_(/)5\#WODS$5N[KKQF/QEH51S,&_O;XT/;#R6+V2971UOLXR.M]G
M1&>PC)YM&9V>]- T^C5:LKN*)L/?G-0.B:2/JJ@B$"N_%FJJJ/Z6'5.\^),: M5]BM6K=Z/WYN+F8/3X&FRP>811R*(@R#QPC/NRZSH.S1Y!X10Z%N(Z?%%,H> MS>$6X2
LB/P\%PU7V+(-'BM A*%(-J^ F'1+;=$PXTIQ+1;'L_Q!;@MBO< H MFJ5I+"6U&8,NB$56\;='R%U-36=]! ,-#$-JC" IB=7#\!2L*H>1AK*&H:RA
MR_F3TXO+C4\^E#4,90W[(!_SCV(CV6P72')WX/'&6.9HVQ7\IA[RE#3.[X[SA+"5D7!VM.$\2#NU*:8YFR*- MGQ91)?U9VQ4F#F@\)#/(-*#H"F@*\7"94YB0.M(TD%6@<7''5
>@)M)J;*P< MT\%Q R.)OXC%H#T<]G?8./A*/;AC)JY_3P$/)Y(_7Q3E CFE9(1"28DEAAH* M%U[&:L:3;T)<#DI2$;,9UQ19D!-;P%I_*2G6TDK>G=H"\X #Y)E\78\XX MXR)[O^6
"!9/QS&6_#"DNN,OX8!OP7-9RON\@,\Y4A55BP+#?:L\$O9 ^!<@ MVL(VG\..8@& SLNJJ:/;T_UI($=/P/@@?.=1:J"*$GHJI#P]P; KLEP[>D0O MQ2KET_:;5U8[J.U,W-M]9,%]M"P
PD+@NUFRF(5!0BL5LD[26CIT:N^13*"0 ML%T,OFY48L5/&)1)]@W?R72!0KA4597*5;"O\"F$WU^W*])3\:#UTG5=!.5' M^F%%_#>%EEDQ-U(J%:%"-829+-
N[#+)9S/L"TKN=QT>0H5'B-2'K0C&Q(*C MOM."(X!(RGB/@!8D/: L3-W9Y^T\J][&GWJ!.0W/P^-0(']S=?ZY\UJ%1.R M'1JMKVFT[N^&6;0DZOOZ:6G4K\&/SD[.SBA&+6VC'Y4
GP1-)0=&S1@[3^?- M07A_3'/*4A"^VT%84\Q(CH(A7BP)557":R@)^:$Y]F%Z(%'OD29T0308+&[" M8*H$Q56H9#8&34DI"/3]9MCX0[Y$B0-63ZEI5VI/N=WA.WY!)./U\?
GENJCW M/C%40\S[^3'OTQ[&O']WFTN3P+69\&Z@!*P%@*0]("]Z485S>D!ZZ+">''>R M>2@>L;9%Q\:M!8/P]9!8G93T4&)7CHRB',15M0REP@_73/0Y13!4\9!,3);2
ML:8X*YY%=SJA&3\DI60CM<6#0CJT[*5F^WD^CS7L;!>\D39XR%AV,Y;@TF 6 M!),,;?4R[,'] Q\NE&PB=&B4RE"@SSAI(C%SM#&[L9<#;)0)N59+DQ[3>!B+,Z
M*H5XJ*HB(5M>>M7!ZV! U_#>>-D7A-8'/>4V!\ZAN)5[\/19>R,"#3O-'&8L.JF6[Q!4&M=^@4V3\FP!)LXH],PA$U@S)A#^6R9 -\[0
M08UH8CE3D94\!">T\J)L\,#7VK^.\ZB(.00IOZ#XI1$*#5\$'0EX-+^(!@M\D%G[& MZ8OSX#M9>UQ$4ZDZP M%++&$@ S[UF@';Y71.X2GL-NP"7V6@$SV([/MQW/>F@[?
H7#&/R,!L,XFGP+ M7%/RH*:C;_RLGF6HZVI; A>5:Q<[8;_Q"D.BT\KP@&_C=:3<6O=X4TW&X""_ MEI [[Z.0>XSFUDWHE&#S9F:$V5=#TU*;NN;?
+13[AY3NP2@[$B#XSD9._A,X MLW><;4ZJA'C<$'=.L59IO8..E_?+>V1'0+1QBC9E7BX*WX^K[O.R'F#SZKQ& M#.0%!T1I\H=TB0O2:(VFZ"^ZOJG)+!1DY1T1#'V:?.?TP33-FF;-
A>K$[)Q)V:Z03;N M3S9>]% V?IA,,(^(&_\C'_Z72%$0[D2*(DB^Q$YWF:3##TS_"2O.!/ M*=4U02EAN58*=#(+=@K_^N'#KT8T.:23G3C$@X'3D4-\V<-#_L6V"$FZ->4
M]/U'(AGHBJ%#A/_3*1LE7!\''XW!8YHI:R(P1DE;.NROZ: .G72AL"/L@U;0 M4PN8H7@R43I0QX20>VR%TG6K;1+TTT1E'.9U"GITK)SERX/*%A3>OE=":?@8 MY(\9-_+"4!#C-

XBKOT#6!ZR/(N@"#?9WIS1-.YN-X)0QQQ(*YT94RH=8!6MV-M43FC%^\V(2VZ:L"[#WCW;N/=KS8^^8!W"_#N^\"[K^7:VAWN?GYZV1VXNZ]) M)/'GJM(RN,L?5)'5T\7!#/QHUH"D7[4/3W%63VVU)6!1\8%-?93HHEQ)'>$- M1&L++(fT-J=8N(;?P)5C3_7?1A"HRB.8&_R& E+OAO2P1Y'Z5+BVA5F]$PQ-U=,KR M:;J87XI.%GL=NOWG551C,-%[Q6#&2V)O,&V=0Z,*fG^X>')RORS'EG!H:@R7 MJ04P^3SL&7^7$Z*VL4(6L>[>0TQ.G' 33\%HT<^M)CP[G,\H ',:CR0%QXEU<',JAATB1 /|S M-PJ'IN-^U70Z+$E]26;X5;*#K@O*S4ZNS3\/R+$="5Q2;H"93=VBZL22:3%5U;- MBS11/3\V#74O&"RE>,S /KM/YCZ\B6;DW4Y/7D^'K&5-^A/;=@IX68Q@)>%> M)T.C^?1NHLX6C&)X"Z_!G%@4C*,2C$!&F>% 9]HP!#+U@$MJN!B=+IK>M$.Q M^AWC'N-6]NJ6MV2:VI"U)*])F[-V9=\;E6G0^8&8UFLY"+"Z=CRL3XX4ZV&*@LNK2X)'9"!+Q@5UUR6GR_'Y MLK9$A;,*@L^@^]PF2KM>IH4_]KETM=QTAKQ7"&[C"D<8?AXMF[7:^2/A*D(' MC>^#WS%\1)-*05]63#DFG<_P9Z9(W*4&1B=VU7A2M6ETHY-FT6HA7_ECR>-. M=X4TF3# MQILH=^*#-7U2R!(>^6'/\43;?'QU-'%#A"M\N7'C*2$8(HV9+N4F.MNAT*+CQ@V(&5L\#BK.TPN& ME1K60*=K_3(8]QXVLIED]D36(NQN1WOG*Z<(!D]@1-M]HHH[JL=R?B/\)GF: MQ/0B1O76=_:>8^%53"SF;^EO9(Z7#1/[F4*\>*X=1WOS*UYXY)X>,.^S"'T\ M.OONM=YZ@!Y*K9?&$K,%POD7V*(@6;U\4"NI-O4OJ#\QUBNAMAW MXSFU/L=$TS:O86X+8:5;S4SIL$Y4"_TP9_.E"+I!C^'F><4E-X"!H$ZXOO(M]2+3Z#&D.O;Z;B:F V.,Q(K4([T?^[Q:#3<41UWA;B@7Q!DDH^UB!AN23(UB MKP $@S^[D1>\;P8,="53+HT(Y;V&<_3-&J&G,.0<]B<-B$,O.V+KF19V M*]$9B!;VEA2[fF%2[&=TO=$+_TF\\(YDOO!HVL" 2CB>0E8H6S3 .;%5{G)A96,6;< M0"JD"[&8A\,)U>,],3*\U[5=WH.V_%T;>?{3;U0=VX=N8O2V'E#7O]?GJV< M7IY=G=_"JK_39\'ZRP9UMA9WUL#_;!9)G1B_E[<1=ER?]$0!M:58.V?N+ MIDA^EVUS&GG3]DN>+5MD[C],.*]+DYDMR[T-:WL[5WM+@T2A#&4&]]=]KKP> MN[A;3_1!0.Q'0/212_D?G"K]M"_O6GPH(7"%@PU0",NS08(F-#N6R;;PL@(*D8""K1MT*$7L$%_J_%T52QHG@7M#%#CTP MFH;'X.T)+)64=<3^5W@(06#96S#H ?9TIL1S?P3_W&OZ;9=]O%PY;1&<,(N/_<#' MSMQ>3:V+4]O@/OAM9+;85+]M^+M>-GI!YP5_J3%)'_.B6,PKD(W"LP3[EG;# MZ>WU-=.*_^/_"7Z"AU;%DKX#N^3$@0QK/$R*K+LR.Y@]?_F'LROW;T1LX=5N MXM$=O-H57NU9+WEO5Y7WK-IZ:{)&=9ZORW6)).W"[!!)ZA3]1*U-L0N8Y39UMR&.>)]3U6%LZ+>]P)Y.>-.:Y8CW -=<\ ]H*UH]E=8R*%<^-:%NE9&<&GI4%K MK_#D]KP[KQ K(PSE@?AZZ/4QC+81PM<.IT&%FE]3&'U6T"HS-K98\R2%![SW M8>^Q;9Q&9H/-&C(Y@GN)TSO"9W5/ZF0-Z_U5TO.FURANZRIF'|,-8H2W(72\ MMUFU921[E6"4%B=:.4_!-:WNA4Y-HU=-POD+O!D!Q+4&W^8QUN1"!R#/ .0Y M))#G9@#R#$">O0)Y7B_O<+%C-?20=MA?5+&/!/0?P"]_]!LJBAR>G^V$O9*N?7W3)5H]&>ET]Z$YS;=VF8<@= N\ M5]A$#.=2T)GFDV^U6N7/W]5D04;FW]$0"W])CX/3\[.SB^ H"MC\G[S?9?L^ M\WCQI7BK/V-9;S)9N4P_R5-QU>KA3AHO5OQ^Y/;L8W_GFRF;F]CD00<[3=A0 M0G<8A"U#]NSCZD/NTT>A0@E;4XY$$'?9X4Y+NMGAM%E]5#%#,-'A)2%8P.XQ"%U]2IC=W4LE7V"RV;)2TD)#%$1S_7XMV-/(..&*OJ$1E! MP)\2Z=2$C3CRQ<*<&5I\T>@: .:YQ(-;4EU%SE<]4^&%LBQO3O)[SN*M)6W3<M20)^3($S#3A"Q1$THH[Q0E9.'I."A;,);.!5]EP]K/Z'VWQFHR+)$I*]>4[?D M7B9&KPI768B"#4L MS]"+@$V?G('^>RO+"JD>"0-!+;K&. J15F;#?T!GI1@ M.+\]OKCQA?[I[?'YV88,P]4N"8;ST^.;F^YDKFIYF\\?2__R\U^"F^#S?W[^ MY?>OP=__$GSZ_)I%]YZO =E'B_8DH,8"']S!{SAZ(2SZ?OM7>W]3U-;T,Q M%O"6['H;TT,NAM\2',C@]_ J2_?4DOH, X/X,S.#H?FOMF#/>[!P69B(A@1L1]1=KD>(T3N59BCCQ6'M-&%KQ?RGX F=F+2DWNOX1.\0F1K#!$;71:$XK%$F0 FX%+'S"\O)9<[28X&EMS8A6%>JX8+HHP(VYY\Z#"=']D1N)N =5PMN:5C>*(,T1;GL Q&XDT^"?"]BT MU#!V;#$,' %E&26XU:(@ "=V@RU3Q6$QHM2\KN4,+CHW.]PSU6M]7 M%#(G5^N$S/4^XV=O1\A,>B!D-!^L(S)X'\=LOAK8T1AC[HKCMQ;O\", ^G@@Y M^C#])"&3[BA_>7QO.$;)@]6Y^QPJQ.<"2+0EG-HYH!R M.7['I.&'2OUW)DT.PH=L!BW.C,->)=D"+9"E6TBQ3(1RK4DCRGCB&'7H\N: M.R$]W7\;&5[F9.0]Z<, :1N1R@/C:!.J!^GVX;UT?/M!\-=7Y\IQD(;5J;_. MS;!WUAD-5P?4BQTW&JX/N31MU$+2UL' F>K1:XW<,5&X. ""^[;D;(OB*;,XQ MP6K|<=:S|)&#";/'J-NQTLJ7.,.[5,M>UG9;L&ISLA+T,:AXN*EEJ"-XWM>TK MQ|OVBH!].[YPW -?>"]^<*WCA^|-MX>UVB):SH' (IC*:VD&1] T!T/D653 M_:+Y?B[+!1O#NEGCKBTZ9E>]PMM9L/QD%,.8;*H-T&#($ M_198]@<"2P?OW,)$V;WH^CJB2[!.A-6Q>".&[M0R@AZO1 W6]==%A,D'Y781 M"H/QHD(>1=:A;*L'&EFPW)RK^)%2E"@@6K[66&4H4+OU2KT;C<^^5"A-U3H M=9YJ^_3X]N.T.U%!35!$ N"H[95>S/'D.5:VN@6UAL0LATGMWA/D=]MM*#&MA80$M47>FI)IOY$.CKKY"7B%;N"I2/%B!08LAB&8XPC\36CTT+/6&0QMF@=Y M*&KVLIF!GDG[%C']%RD4OJX\=$PF9PBY\/2 =$TA57X-6EH]QC-'1_EJ8_' M#=R\,;C&Y=-H9U]*@-U)O3)GQ8/QY3Z<8=7*VSY\85!2/*/>SLG9H79NZL&& M.RC2X<^1\-), "B3MV.#)^/7]M3#@"1[*^WE"53E'IZ-@@MD&TI)4@/DPJO3-M0C(LJGV:2)/$4#ZPH5B;T.T7_+$!GUUQ]5A^51+ MA\A6(P>=N,B+Z1&M>B M. KE]<.,?($3T&(1<5A*X]#/6.IV]SAD7-C#6=[!OC^]Y"1 VYUQ^3?./+9M,Y.KX30X%'C8R1%!*"&RD8 8!^D2-]Y,*VHQ:K5PC\]!#52(@" M-]2"K"=A%<>)/4# V18DN:BO]6AI>$WL.P9EZ_DH/GE+9;R&DOO M/9HN!]5RKOR7*@CNX=WN[!WZ ?ZZ+>:>4M:!^;+"SLP4)K!Q!T'@[2AH;+!M0XS%K38*NNJHR\WHP!]%6.*B_6>4+FQ/7!?,DMJ!4^=13RBZ(5>9%]$ZP;P: M7<@]1+2^!^[]3TEI(8-T^<@: =@]AD/_W09PNO"_W_?R7UW^%YMWNN-MT+'BLDVB]D1^,.:94U65&AL==O4]DHL2A?#F?D?N:<%C)%2IU:E;"#C)E6$% MT3RF6N(3/)]L*]>NM[U9=?_N3=,A^[]-1*!Y>M9&B_XRI0OOG?3]TK7VE?Z)-M_NSH'H3&_7OU>RT(\^EJ O6!C&@/_]TI[P]LF40CDM-7ISVZH[*"X9]"BK-MX6E3@GAKWE*^?L2UKU[3:7R!1#(8CUX^3WMULZ84D6-PS\]ZG)Z_S:3'M*]) M#R\]BDF,F4'96QKAD79&F$FGM8G'Z).["MA2E5&SY!#DZXXC>5-M)FJ*%$8@^]0W"4.0/42TY'CYE,,'>)W*N#5U_20G5/I@=GY4*+?C-5C.S.PL3D^,+UQ72I'EJ6XQ#X,T-5