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STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549FORMÂ 10-K â˜’ANNUAL REPORT PURSUANT TO SECTIONÂ 13 OR 15(d)Â OF THE SECURITIES EXCHANGE ACT OF 1934For the fiscalÂ year ended JuneÂ 30, 2024 ORâ˜TRANSITION REPORT PURSUANT TO SECTIONÂ 13 OR 15 (d)Â OF THE EXCHANGE ACT OF 1934For the transition period from _____ to _____Commission file number 001-33365 Cantaloupe,Â Inc. _____(Exact name of registrant as specified in its charter)Pennsylvania23-2679963(State or other jurisdiction of incorporation or organization)(I.R.S. Employer Identification No.)101 Lindenwood DriveMalvern,Pennsylvania19355(Address of principal executive offices)(Zip Code)(Registrantâ€™s telephone number, including area code) (610) 989â€‘0340 Securities registered pursuant to SectionÂ 12(b)Â of the Act:Title of Each ClassTrading SymbolName Of Each Exchange On Which RegisteredCommon Stock, no par valueCTLPThe NASDAQ Stock Market LLCSecurities registered pursuant to SectionÂ 12(g)Â of the Act: NoneÂ Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in RuleÂ 405 of the Securities Act.Â Â Â Yes â˜Â No â˜’Indicate by check mark if the registrant is not required to file reports pursuant to SectionÂ 13 or SectionÂ 15(d)Â of the Act.Â Â Â Yes â˜Â No â˜’Indicate by check mark whether the registrant (1)Â has filed all reports required to be filed by SectionÂ 13 or 15(d)Â of the Securities Exchange Act of 1934 during the preceding 12Â months (or for such shorter period that the registrant was required to file such reports), and (2)Â has been subject to such filing requirements for the past 90Â days.Â Â Â Yes â˜’ No â˜Indicate by check mark whether the registrant has

submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to RuleÂ 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12Â months (or for such shorter period that the registrant was required to submit and post such files) Yes â˜´ No â˜Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filerâ€, â€œaccelerated filerâ€, â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in RuleÂ 12bâ€‘2 of the Exchange Act.Large accelerated filerâ˜Accelerated filerÂ Â Â â˜´Non-accelerated filer (Do not check if a smaller reporting company)â˜Smaller reporting companyâ˜Emerging growth companyâ˜If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.Â Â 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 Â 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 registrant's executive officers during the relevant recovery period pursuant to Â§240.10D-1(b). Â Â â˜Indicate by check mark whether the registrant is a shell company (as defined in RuleÂ 12bâ€‘2 of the Act).Â Â Â Yes â˜ Â No â˜´The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant computed by reference to the price at which the common equity was last sold as of the last business day of the registrantâ€™s most recently completed second fiscal quarter, which ended December 31, 2023, was $382.8 million.As of SeptemberÂ 6, 2024, there were 72,986,172 outstanding shares of Common Stock, no par value.Selected portions of the registrantâ€™s definitive proxy statement on Schedule 14A for the registrantâ€™s 2024 annual meeting of stockholders, which will be filed with the Securities and Exchange Commission within 120 days of JuneÂ 30, 2024, are incorporated by reference into Part III of this Annual Report on Form 10-K.CANTALOUPE,Â INC.TABLE OF CONTENTSPAGEPARTÂ IÂ Item1.Business.51A.Risk Factors.151B.Unresolved Staff Comments.231C.Cybersecurity.242.Properties.253.Legal Proceedings.254.Mine Safety Disclosures.25PARTÂ IIÂ Item5.Market for Registrantâ€™s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.266.[Reserved].277.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations.287A.Quantitative and Qualitative Disclosures About Market Risk.378.Financial Statements and Supplementary Data.389.Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.799A.Controls and Procedures.799B.Other Information.809C.Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.81PARTÂ IIIÂ Item10.Directors, Executive Officers and Corporate Governance.8211.Executive Compensation.8212.Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.8213.Certain Relationships and Related Transactions, and Director Independence.8214.Principal Accounting Fees and Services.82PARTÂ IVÂ Item15.Exhibits, Financial Statement Schedules.8316.Form 10-K Summary.842PART IIn this Annual Report on Form 10-K, or Annual Report, and unless otherwise indicated, the terms "Cantaloupe", the "Company", "CTLP", "we", "us", "our", "our company" and "our business" refer to Cantaloupe, Inc., formerly known as USA Technologies, Inc. The following discussion should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this Annual Report. Due to rounding, figures in tables may not sum exactly.FORWARD-LOOKING STATEMENTSThis Annual Report contains certain forward-looking statements within the meaning of SectionÂ 21E of the Securities Exchange Act of 1934, as amended, regarding, among other things, the anticipated financial and operating results of Cantaloupe, Inc. For this purpose, forward-looking statements are any statements contained herein that are not statements of historical fact and include, but are not limited to, those preceded by or that include the words â€œestimate,â€ â€œcould,â€ â€œshould,â€ â€œwould,â€ â€œlikely,â€ â€œmay,â€ â€œwill,â€ â€œplan,â€ â€œintend,â€ â€œbelieves,â€ â€œexpects,â€ â€œanticipates,â€ â€œprojected,â€ or similar expressions. Those statements are subject to known and unknown risks, uncertainties and other factors that could cause the actual results to differ materially from those contemplated by the statements. The forward-looking information is based on various factors and was derived using numerous assumptions. Important factors that could cause the Companyâ€™s actual results to differ materially from those projected include, for example:â€¢general economic, market or business conditions unrelated to our operating performance, including inflation, elevated interests rates, supply chain disruptions, financial institution disruptions, geopolitical conflicts, public health emergencies, and declines in consumer confidence and discretionary spending;â€¢Â Â Â Â our ability to compete with our competitors and increase market share;â€¢Â Â Â Â failure to comply with the financial covenants in our debt facilities;â€¢Â Â Â Â our ability to maintain compliance with rules and regulations applicable to our business operations and industry;â€¢Â Â Â Â disruptions in other card payment processors, software and manufacturing partners upon whom we rely;â€¢Â Â Â Â whether our customers continue to utilize our transaction processing and related services, as our customer agreements are generally cancellable by the customer with thirty daysâ€™ notice;â€¢our ability to acquire and develop relevant technology offerings for current, new and potential customers and partners;â€¢risks and uncertainties associated with our expansion into and our operations in Europe, Mexico and other foreign markets, including general economic conditions, policy changes affecting international trade, political instability, inflation rates, recessions, sanctions, foreign currency exchange rates and controls, foreign investment and repatriation restrictions, legal and regulatory constraints, civil unrest, armed conflict, war, and other economic and political factors;â€¢Â Â Â Â our ability to satisfy our trade obligations included in accounts payable and accrued expenses;â€¢our ability to attract, develop and retain key personnel, or our loss of the services of our key executives;â€¢Â Â Â Â the incurrence by us of any unanticipated or unusual non-operating expenses, which may require us to divert our cash resources from achieving our business plan;â€¢Â Â Â Â our ability to predict or estimate our future quarterly or annual revenue and expenses given the developing and unpredictable market for our products;â€¢Â Â Â Â our ability to successfully integrate acquired companies into our current products and services structure;â€¢Â Â Â Â our ability to add new customers and retain key existing customers from whom a significant portion of our revenue is derived;â€¢Â Â Â Â the ability of a key customer to reduce or delay purchasing products from us;â€¢Â Â Â Â our ability to obtain widespread commercial acceptance of our products and service offerings;â€¢whether any patents issued to us will provide any competitive advantages or adequate protection for our products, or would be challenged, invalidated or circumvented by others;â€¢Â Â Â Â the ability of our products and services to avoid disruptions to our systems or unauthorized hacking or credit card fraud;3â€¢risks associated with cyber-attacks and data breaches; andâ€¢our ability to maintain effective internal controls and to timely file periodic and current reports with the Securities and Exchange Commission ("SEC").Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. Actual results or business conditions may differ materially from those projected or suggested in forward-looking statements as a result of various factors including, but not limited to, those described above and in Part I, Item 1A, â€œRisk Factorsâ€ of this Annual Report. We cannot assure you that we have identified all the factors that create uncertainties. Moreover, new risks emerge from time to time and it is not possible for our management to predict all risks, nor can we assess the impact of all risks on our business or the extent to which any risk, or combination of risks, may cause actual results to differ from those contained in any forward-looking statements. Readers should not place undue reliance on forward-looking statements.Any forward-looking statement made by us in this Annual Report speaks only as of the date of this Annual Report. Unless required by law, we undertake no obligation to publicly revise any forward-looking statement to reflect circumstances or events after the date of this Annual Report or to reflect the occurrence of unanticipated events.4ItemÂ 1. Business.OVERVIEWCantaloupe, Inc. (Nasdaq: CTLP) is organized under the laws of the Commonwealth of Pennsylvania. We are a global technology leader powering self-service commerce. Cantaloupe offers a comprehensive suite of solutions including micro-payment processing, self-checkout kiosks, mobile ordering, connected point-of-sale ("POS") systems, and enterprise cloud software. Handling more than a billion transactions annually, our solutions enhance operational efficiency and consumer engagement across sectors like food & beverage markets, smart automated retail, hospitality, entertainment venues, laundromats and more. Committed to innovation, we aim to drive advancements in digital payments and business optimization, serving 31,466 customers in the United States., United Kingdom., European Union countries, Australia, and Mexico.Our revenue streams consist of subscription, transaction processing and equipment sales. We derive the majority of our revenues from subscription and transaction fees resulting from transactions on, as well as connectivity and telemetry services provided by, our cashless devices, Seedâ„¢ software, Cantaloupe Go software, Cheq (acquired February 2024) software, and our API services used via our Seed API (formerly known as Quick Connect) product. These services include digital payment processing, loyalty programs, inventory management, route logistics optimization, warehouse and accounting management, intelligent merchandising, digital advertising, mobile ordering, and more. Devices and POS terminals operating on the Companyâ€™s platform and using our services include those resulting from the sale, finance or a monthly bundled subscription (Cantaloupe ONE program) of our POS electronic payment devices and checkout kiosks, telemetry devices, certified payment software or the servicing of similar third-party installed POS terminals and telemetry devices. The majority of customers pay a monthly service fee plus a blended percentage rate on transaction volumes. Transaction fees on volumes processed through our payment devices and POS systems are the most significant driver of our revenues.5THE INDUSTRYWe offer a variety of solutions for self-service commerce, which enable the acceptance of digital payments and allow our customers to simplify inventory, analytics, warehouse, logistics, and back-office management. We believe the following industry trends are driving growth in demand for digital payment systems and advanced logistics management both in general and within the specific markets we serve:â€¢Increased adoption of cashier-less models via vending machines, self-service kiosks, and mobile ordering to meet demand for and more use of fast, simple and seamless digital purchase and payment experiences;â€¢Rising consumer demand for transaction convenience, safety, and security, as evidenced by the growth in digital payment adoption, especially contactless payments; andâ€¢Ongoing labor challenges and inflation drive increased utility of actionable operational business intelligence from new technologies like machine learning and artificial intelligence (AI) to drive operational efficiencies and operational transparency through modern, cloud-based logistics and inventory management solutions.Cashier-less stores that minimize or remove human intervention have shifted consumer expectations on retail shopping experiences. Retailers are also finding that self-service helps them respond to the ongoing labor challenges and inflation costs they are facing while also appealing to changing consumer habits who are eager to use self-checkout solutions. OUR SOLUTIONWe aim to transform self-service commerce by offering one integrated solution for payments processing, logistics, and back-office management. Our platform is designed to increase consumier engagement and sales revenue through digital payments, digital advertising, and customer loyalty programs, while providing retailers with control and visibility over their operations and inventory. As a result, customers can run their businesses more proactively, predictably, and competitively. We offer customers several different ways to connect and manage their distributed assets. These range from our cashless hardware, both attended and self-checkout kiosks, Seed platform, Cantaloupe Go platform, Cheq platform, and API services via Seed API. Our platform is designed to transmit payment information from our customersâ€™ POS terminal or locations for payment processing, process sales and performance data to optimize assets, and generate reports which provide greater control and visibility to our customers. Through our platform, we enable customers to easily manage assets, make changes, and push updates all remotely, ensuring they run as efficiently as possible.PRODUCTS AND SERVICESOur hardware includes Cantaloupe card readers, our integrated payment device, Cantaloupe Go POS kiosks, our wide range of POS terminals, as well as the Cheq POS attended and self-service kiosks, our solution for the stadium, entertainment venue and festival verticals. With a variety of self-service hardware solutions, our deployment currently supports applications such as vending, micro-markets, amusement, arcade, commercial laundry, air/vacuum, car wash, and others. Our cashless devices, which come in a variety of styles, facilitate digital payments by capturing payment information and transmitting it to our platform for authorization and processing through the payment networks (e.g., credit card processors). Additionally, our devices send sales data into the Seed platform, along with third-party platforms, for advanced reporting, including remote asset management. our cashless devices have earned a reputation for quality, reliability, and innovation.Our Cantaloupe Go product line provides a variety of self-checkout kiosks, which range from tablet-based POS terminals, to feature-rich 46â€ kiosk screens that are equipped with ADA height compliant and audio assist features for the visually impaired. In addition to processing and transmitting transaction data into the cloud, our kiosks seamlessly integrate into the Cantaloupe Go platform for ease of kiosk management, loyalty and reward features, promotions, advertising, and more. Cantaloupe Go also enables complete management of an operatorâ€™s business by integrating into the Seed platform for one central place to manage inventory, warehouse processes, driver accountability and operating results.Our Cheq product line supports both an attended and unattended self-service kiosk mode for concessionaire and event-goers to easily checkout while enjoying a game, concert or festival. Within the Cheq hardware line, we also offer clients handheld devices for taking payments on the go, along with mobile ordering activation areas for making it easier to order from the seat for pick-up or in-seat delivery. Like our kiosks, our Cheq POS terminals process payments and transmit transaction data into 6the Cheq platform via the cloud, while also seamlessly integrating into a variety of venue applications. Our Cheq POS terminals also offer a robust back-end reporting platform for ease of venue management.Our hardware is available for customers through purchase, finance, or subscription with our new Cantaloupe ONE Platform.â€¢Our G11 Cashless Kit and G11 Pulse Kit, are 4G LTE digital payment devices that enable faster processing and enhanced functionality for payment and consumer engagement applications. They support functionality that requires higher speeds and large data loads, operate on the AT&T and Verizon networks, and have built-in near field communication "NFC" (contactless) support for mobile payments, traditional credit and debit cards, in addition to EMV- contactless. The G11 Pulse Kit also includes functionality which simulates a coin drop using a pulse adapter interface. These devices are currently available in the United States and Canada. â€¢Our G11 Chip Kit, is a digital reader that accepts contact EMV (chip cards) and contactless EMV (tap) payment methods, along with other standard forms of digital payments that include credit/debit card, and mobile wallet. The reader functions with the existing G11 telemeter and reports into the Seed platform similar to a G11 Cashless Kit (see below for a description of the Seed platform). This device is currently available in the United States and Canada. â€¢Our Engage Series, which includes the Engage and Engage Combo, are our next generation of digital touchscreen devices designed to provide retailers the ability to captivate consumers in new ways and enables truly frictionless purchasing. The Engage Series offers networking, security and interactivity, including acceptance of contact EMV (chip cards) and contactless EMV (tap) payment methods. The devices can be fitted in a range of hardware configurations, including vending, kiosks, amusement parks, and more.â€¢Our P Series, which include the P66, P100, P100Pro and P30, are our card touchscreen card readers that support the UK/EMEA and MX/LAC markets. Based on various in-country features, these devices are equipped with digital touch screens and can easily accept all major forms of payments in the countries in which they serve today. The P30 is also used as the primary payment terminal in the United States for the our Cooler Cafe solution. All devices offer 4G LTE connectivity and ability to accept contactless EMV payments.Cantaloupe Go offers a modern line of self-checkout kiosks,â€˜Smart Storeâ€˜concepts and the Cantaloupe Go management platform.â€˜ â€¢The Go Mini is a cost-effective cash or cashless kiosk great for smaller locations or areas where customers want a quick self-checkout cashless experience. This kiosk includes a 10.5â€ touchscreen, built in LTE and Wi-Fi, bill acceptor and cash system add-on, credit card reader, multiple mounting options, and a barcode scanner. â€¢The Go MiniX is a compact, cashless kiosk ideal for locations where quick cashless only self-checkout is key, and is more public friendly with additional accessibility features. This kiosk includes a 15â€ touchscreen, vertical or horizontal orientation, built-in-camera, barcode scanner, biometric scanner (optional), credit card reader, and accessibility features for the visually impaired. â€¢The Go Plus100 is a cash and cashless kiosk for tabletop cabinetry in mid-size or larger locations where customers may want to offer cash acceptance that can be loaded onto a stored value card. This kiosk includes a 19â€ touchscreen, built-in camera, barcode scanner, biometric scanner, bill acceptor (optional), credit card reader, and accessibility features for the visually impaired. â€¢The Go Plus200 is designed for customers with space constraints. Customers can opt for our standalone kiosk in mid-size or larger locations where the ability to offer cash acceptance loaded onto a stored value card is available. This kiosk includes a 19â€ touchscreen, built-in camera, barcode scanner, biometric scanner, credit card reader, bill acceptor (optional), customization options for colors and decals, and accessibility features for the visually impaired. â€¢The Go Plus300 is a robust kiosk designed for government or military locations, offering cash-in and cash-out options to allow for flexible payment options for single-use visitors. This kiosk includes a 19â€ touchscreen, built-in camera, barcode scanner, biometric scanner, credit card reader, bill acceptor (optional), cash in/out available, customization options for colors and decals, and accessibility features for the visually impaired. â€¢The Go Max is a digital touchscreen kiosk that supports cash and cashless acceptance for locations looking for an attractive kiosk screen that allows for complete payment flexibility and advanced accessibility features for consumers. This kiosk includes a 43â€ touchscreen, built-in camera, barcode scanner, biometric scanner, bill acceptor (optional), 7cash in/out available, customization options for colors and decals, and accessibility features for the visually impaired as well as ADA height compliant features.â€¢The Cooler CafÃ© is designed to deliver the micro market experience with a smaller footprint. Equipped with Cantaloupeâ€™s Smart Lock technology and a cashless POS device, the Cooler CafÃ© remains locked until a payment is made. As a result, customers can save on upfront investment costs while maximizing revenue with higher margin food and beverage options. This solution integrates directly into Seed to

enhance operator management. â€¢Our Smart Market, offers customers the micro market experience in a locked format. The consumer walks up to the kiosk first, logs into their account, or swipes their credit/debit card to initiate the coolers and snack section to unlock. Then they have a set amount of time to grab their items, scan at the kiosk and pay before the market locks again. Acquired in February 2024, our new Cheq product offerings include a wide range of solutions built specifically for the stadium, entertainment and festival sectors. â€¢The Cheq POS is equipped to serve in both attended and unattended mode. Built with a consumer-friendly user-interface, the Cheq POS register can take orders, accept payments, and integrate into multiple third-party back-end management tools for streamlined processes to venues. The Cheq POS also includes a self-service mode to enable customers to conveniently place their own order to streamline wait times and create less dependency on staff. The Cheq POS accepts credit and debit cards, EMV contactless, mobile wallet, NFC and QR codes. â€¢The Cheq handheld is an all-in-one mobile device that allows venues to take payments on the go. Built with a long-lasting battery life and the ability to store up to 50,000 transactions offline, venues and festivals can take payments from anywhere with limited access to dedicated power supply stations. The Cheq handheld can accept credit/debit cards, EMV contactless and mobile wallet payments. â€¢The Cheq mobile app, most commonly integrated into existing venue/fan experience apps, provides event-goers the ability to order, pay and pick-up or request in-seat delivery for products anywhere in the venue. Integrated with in-venue POS menus, the Cheq mobile app is designed to make ordering from anywhere convenient and easy. We offer integrated software services that leverage payment or asset tracking devices in the field to connect into our feature-rich platform for advanced data management, analytics, route scheduling, loyalty and reward programs, and other offerings:â€¢The Seed platform is a cloud-based asset management and optimization solution that provides advanced analytics, dynamic route scheduling, automated pre-kitting, proactive equipment management, intelligent merchandising, inventory management, warehouse purchasing, and accounting management. The Seed platform has a reputation for providing innovative software features and functionality that solve every day customer challenges. It includes Seed Live for sales reporting and asset management, Seed Cashless+ for small business owner advanced management tools, Seed Pro for logistics optimization; Seed Office for back-office management; Seed Markets for integrated micro market management; and Seed Delivery for integrated online ordering and office coffee service ("OCS") optimization.â€¢Add-on software services within the Seed platform include our new Remote Price Change ("RPC") and integration with our e-commerce partners. RPC seeks to save customers time and money by enabling them to manage prices for products in their machines remotely through Seed. Our e-commerce integration partners enable customers to integrate their online stores to Seed platform for inventory and warehouse management.â€¢The Cantaloupe Go Portal is a robust cloud-based platform that provides operators the customization to extend market and Smart Cooler features on a location-by-location basis. They can manage kiosk performance and uptime, view inventory and integrate the portal directly into Seed for better market management and service efficiencies. Some of the customizable features inside of the Cantaloupe Go portal include the ability to create coupons and guest passes, loyalty and reward programs, enable payroll deduct, client subsidy programs, health and wellness programs, manage credit card fees and deposits, kiosk alerts and more. â€¢The Cheq platform provides real-time updates for on-the-fly changes that need to be deployed across multiple POS menus at any given time during an event. It includes intuitive reporting functionality to provide key data insights into both specific venue stations and overall event performance metrics. As a mobile-first platform, Cheq provides access to consumer buying trends and data points to leverage in-app or text notifications for driving new revenue back to any given venue. The Cheq platform seamlessly integrates with over 10 partners today to support the unique business needs of clients and their venues. 8â€¢Seed API (formerly known as Quick Connect), is an API web service that allows a client application to securely interface with the Companyâ€™s payment processing and asset managing services.â€¢Additional services include our Cantaloupe Go consumer mobile app loyalty programs, campus card integrations, digital ad-management, and data warehouse services. We support our offerings through a number of professional services and back-office functions:â€¢Professional Services. For our larger customers we offer a variety of professional services to aid deployment and use of the platform. These include planning, project management, deployment, installation support, Seed implementation, and marketing and performance evaluation.â€¢Network Infrastructure. Our services and platforms operate on a combination of proprietary and third-party technologies and are supported by geographically diverse teams.â€¢Card Processing Services. Through our existing relationships with card processors and card associations, we provide merchant account and terminal ID set up, prenegotiated discounted fees on small ticket purchases, and direct electronic funds transfers to our customersâ€™ bank accounts for all settled card transactions and ensure compliance with processing protocols.â€¢Customer/Consumer Services. We support our services by providing help desk support, repairs, and replacement services. Inbound consumer billing inquiries are handled through a 24â€‘hour help desk, which reduces our customersâ€™ exposure to consumer billing inquiries and potential chargebacks. We provide remote maintenance updates and enhancements to software, settings, and features to our card readers via wireless connections.COMPETITIONThe self-service industry is highly competitive with service providers ranging from well-established enterprises to early-stage companies within the financial technology and software services industries. The markets for our products and services are characterized by evolving industry standards, aggressive pricing, continuous innovation, and changing consumer trends. Many of our competitors are challenging our industry position as an industry leader, particularly when it comes to pricing, emulating products, services, and marketing, as well as addressing consumer trends. However, we believe we have competitive strengths that position us for continued success. Consumers are expecting more from their shopping experience, with access to buy what they want, when they want, with the ability to pay with any shape or form of digital currency. This has led to a multitude of new devices on the market that enable a more engaging experience at the POS. In addition, micro markets are becoming one of the largest growth sectors in the convenience services industry, with large competitors owning a majority of the current market share. While we believe we have a strong competitive offering that positions us favorably in software services for self-service industry, competitors are entering the market with modernized back-end systems that are focused on the user interface along with real-life product planogram possibilities. MARKETS WE SERVEWhile the below key verticals represent only a fraction of our total market potential, as described below, these are the areas where we have seen the most traction to date. 9Food & Beverage Vending. According to the 2022 Automatic Merchandiser State of the Industry Report released in May 2023, the vending and micro market industry grew by 12% in total revenue, representing almost 89% of 2019's benchmark revenue high. In 2022, the number of locations serviced increased by 76%, showcasing a more back to normal and accelerated self-service experience that is being desired by consumers. Nearly 80% of operators are embracing technology for vending and micro markets. Almost 80% of the operators said cashless payment devices are a great investment; 62% and 53% said pre-kitting and vending management systems are also great investments. Micro Markets and Kiosks. While micro markets grow in the traditional vending and food service industry, self-service kiosks are also on the rise. In fact, according to the 2023 Kiosk Marketplace Census Report, global sales of interactive kiosks â€“ not counting ATMs and refreshment vending machines â€“ totaled an estimated $14.5 billion in 2022, a 20% increase over the $12.1 billion in 2021 and surpassing the $10.6 billion in 2020. The report states that, consumer acceptance of e-commerce during the pandemic played an important role in supporting the demand for self-serve kiosks, as the consumer tendency to use technology to shop encouraged brands and retailers to expand self-service offerings. Vehicle Services. Our primary opportunities in the vehicle services markets relate to businesses that provide air, vacuum, car wash, and parking services. In these sectors we can provide customers with cashless payment terminals, payment processing, telemetry services for data and connectivity services, as well as software solutions to improve business optimization. Currently, we partner with a leader in the air vending services by equipping their machines with our cashless acceptance devices. Laundry. Our primary opportunities in laundry consist of the coin-operated commercial laundry and multi-housing laundry markets. Currently, our joint solution with an industry leader competes with hardware manufacturers, who provide joint solutions to their customers in partnership with payment processors, and with at least one competitor who provides an integrated hardware and payment processing solution.Amusement and Entertainment. Our current customers and primary opportunities in the amusement and entertainment markets are typically classified as â€œstreet/route business,â€ which are standalone businesses that are open to the general public and that offer card/coin-operated games such as claw machines, amusement park machines (i.e. body dryers), bowling alleys and bar entertainment (e.g. digital music machines and dart machines). Currently, we partner with one of the largest independent claw machine providers to enable them with cashless acceptance devices and payment processing. Stadium, Venues and Festivals. Our current customers and primary opportunities in the entertainment venue and festival markets are anywhere from large venues that house premier professional sports teams including the NHL, NFL, MLB, MLS, as well as other venues such as college stadiums, carnivals, state fairs and those adjacent markets. Based on the venue or event, our solutions range from full POS including attended and self-service kiosks, to handhelds and mobile ordering experiences. We provide the payment processing, POS hardware and software services for these venues to manage their operations whether at one event or many throughout a given season. Smart Retail. According to a Research And Markets report, published by Vending International Online, the smart vending market is expected to reach a value of $15 billion by 2028 growing with a rate of 12% during 2022 to 2028. With self-service technology becoming more popular amongst consumers, retail brands are trying to figure out ways to meet the buyer where they are â€“ airport, train station, grocery store, gas stations, and more. Our current customers today range from implementing Pharambox machines, automated made-to-order pizza machines, to self-service propane tank lockers. As the market continues to expand, our primary opportunity is in enabling cashless payments and asset management software for these customers. OUR GROWTH OPPORTUNITYOur primary objective is to continue to enhancing our position as a leading provider of technology powering self-service commerce. Our vertically integrated solutions are designed to fuel growth by offering payment processing, enterprise cloud software, IoT technology, as well as kiosk and POS innovations that serve a variety of locations such as vending, micro markets and smart retail, entertainment venues and festivals, EV charging stations, laundromats, metered parking terminals, amusement and entertainment venues, IoT services and more. Key elements of our strategy are to:Maximize Growth in Existing Customers/Partners. Having experienced the benefits of our products and services, we believe our current customers represent the largest opportunity to scale recurring revenue and connections, through the addition of new products and services, as well as expanding our footprint of current product offerings. We are continuously seeking to enhance our solutions and services with additional features and functionality that create add-on service offerings to existing customers 10such as RPC, Seed Markets, Seed Analytics, Seed Pick Easy, and Cantaloupe Go POS solutions. We believe our continued innovation will lead to further adoption of Cantaloupeâ€™s solutions and services in the self-service market.Capitalize on the Emerging Cashless, Contactless, EMV, NFC, and Growing Mobile Payments Trends Globally. With growing consumer adoption of cashless and digital wallet payments, we believe this trend will continue to drive significant opportunity for us to further penetrate cashless transactions in both existing and new markets in the United States and abroad. As the United States completed its 3G upgrades in 2023, similar opportunities still exist in international markets where many legacy systems are still running on 3G networks and will be required to update to 4G LTE. We plan to take advantage of these opportunities to expand cashless acceptance.Expand into Micro Markets and Smart Coolers. With our Cantaloupe Go platform, we plan to continue to expand into the growing vertical of micro markets and smart coolers both in near-vending channels as well as adjacent verticals. With self-service and self-checkout on the rise, we believe we are well positioned to leverage our integrated offerings to deliver a scalable micro market and smart cooler solution for businesses of all kinds. We plan to differentiate ourselves by providing a single platform to manage consumer and operational aspects of micro markets and smart coolers, while also integrating multiple service providers for flexibility and ultimate ease to our customers.Capitalize on Opportunities in International Markets. With the acquisition of Three Square Market in December 2022, we believe we are well positioned to expand across Mexico and Europe, while focusing on increasing market share in the United States. We are focused on continuing to grow our self-checkout micro market kiosks in these regions while also leveraging our Seed platform to optimize a customerâ€™s vending and micro market business. Along with POS terminals, Smart Markets, Cantaloupe Go platform and Seed platform, weâ€™ll establish a presence in cashless payment devices to give a one-stop-shop for our customers. In order to do so, we have dedicated sales resources to spearhead international opportunities, support implementation, and customer success.Deliver an Exceptional Guest Experience at Stadiums, Venues and Festivals. With our acquisition of Cheq in February 2024, we believe we are also well positioned to disrupt the POS market that supports both large and small entertainment venues, stadiums, festivals, state fairs and more. As a mobile-first built POS, the platform is focused on ensuring guests never miss a moment with in-seat mobile ordering, handhelds to take payments anywhere in venue, and both attended or self-checkout stations for fast-tracking lines. With our existing penetration across more than a dozen venues, we plan to continue delivering a POS platform that meets the consumer needs of today and into the future.Further Penetrate Attractive Adjacent Markets. We will continue to introduce our turn-key solutions and services to various adjacent markets and verticals where there is a strong need for convenience, safety and security. Key growth verticals we will focus on include amusement and arcades, residential buildings, hotels and hospitality, college campuses and universities and retailers seeking new ways to create grab-and-go experiences both in-store and off-premise concepts. We plan to leverage solutions like our Cantaloupe Go line of products for micro markets, smart coolers and cashless payment acceptance to meet the needs of these industries seeking to deliver self-service solutions for today's consumer. Extend IoT Services into New Verticals. Leveraging Seedâ€™s ability to know where to go, when to go, and what to take, we can extend our telemetry services into other verticals that currently run on static scheduling models. We believe these verticals provide tremendous greenfield to move static routes to dynamic, servicing locations at the right time and driving greater efficiencies into business operators who provide these services on a daily basis. Comprehensive Service and Support. In addition to its industry-leading hardware and software, we seek to provide our customers with a comprehensive platform designed to encourage optimal return on investment through business planning and performance optimization; a loyalty and rewards program for consumer engagement; sales data and machine alerts; DEX data transmission; and the ability to extend digital payments capabilities and the full suite of services across multiple aspects of an operatorâ€™s business.11SALES AND MARKETINGOur go-to-market strategy includes both direct sales and indirect channels, depending on the particular dynamics of each of our markets. Our direct sale efforts are supported by both inside and external sales team members, which are aligned to serve our enterprise, mid-market, and small business customers and prospects, along with our channel partners and resellers both domestically and internationally. In order to expand our sales reach, we maintain agreements with resellers, affiliate networks, and distributors in select market segments. Our marketing drives growth through a variety of online and offline initiatives designed to build brand awareness, position our thought leadership within the self-service commerce market, highlight our competitive strengths, and illustrate the value of our products and services to our opportunity markets. Activities include creating a vibrant company and product presence on the web, digital advertising, Search Engine Optimization (â€œSEOâ€), and social media; affiliate and referral programs; our e-commerce store, the use of direct mail and email campaigns; educational online and in-person user conferences; content curation through blogs, white papers, guides, podcasts, and joint industry studies; advertising in vertically-oriented trade publications; participating in industry trade shows and events; and working closely with customers and key strategic partners on co-marketing opportunities that drive customer and consumer adoption of our services.12IMPORTANT RELATIONSHIPSOur most important relationships are with our 31,466 customers, which are governed by services agreements that provide for terms and conditions of purchase, rental, subscription or lease of the devices, licensing of our solutions, and processing services. Under the terms, we typically collect our fees from settled funds, including activation fees, monthly service fees, and transaction processing fees. Our relationships with certain large customers are governed by customized terms and conditions contained within individually negotiated services agreements.In addition to our customer relationships:â€¢We maintain broad and long-standing relationships with card industry associations. From time to time, we enter into short-term incentive and promotional agreements with the card industry counterparties. â€¢We maintain close relationships with domestic wireless telecommunications carriers and with which we have long-term bespoke pricing and support terms. â€¢We have long-term agreements with our payment processors, each of which is seamlessly integrated with our products and customers. â€¢We have established reseller relationships with select solution providers for add-on features and services within our traditional offerings.Lastly, we have a number of key technology vendors supporting our network environment and technology, our product development and our product offerings.MANUFACTURING AND SUPPLY CHAINWe utilize independent third-party manufacturing partners to produce the substantial majority of our electronic payment device hardware products that we market and sell to our customers. Production by our manufacturing partners is required to be performed in accordance with our product specifications, quality control and compliance standards. For the years ended JuneÂ 30, 2024 and JuneÂ 30, 2023 our manufacturing activities principally took place in the United States, Mexico and the United Kingdom. Our internal processes center around quality assurance of materials and testing of finished goods received from our contract manufacturers. We continued to experience certain elevated component and supply chain costs necessary for the production and distribution of our hardware products during the year. We are continually monitoring and evaluating manufacturing partners to accommodate our growth objectives while minimizing risks of disruption within our supply chain operations.TRADEMARKS, PROPRIETARY INFORMATION, AND PATENTSThe Company owns US federal and foreign registrations for the following trademarks and service marks: Because Machines Canâ€™t Cry For HelpÂ®, Blue Light Sequence (design only) Business ExpressÂ®, Cantaloupe circle logo (design only), Cantaloupe SystemsÂ®, Cantaloupe Systems & design (Cantaloupe circle logo), CM2iQÂ®, COMPUVENDÂ®, EnergyMiserÂ®, ePortÂ®, ePort ConnectÂ®, ePort Mobile & design, eSudsÂ®, Intelligent

VendingÂ®, RoutemasterÂ®, SeedÂ®, Seed & design, Seed OfficeÂ®, SnackMiserÂ®, TransActÂ®, USA TechnologiesÂ®, USA Technologies & design, USALIVEÂ®, VendingMiserÂ®, VendProÂ®, VM2iQÂ®, Warehouse MasterÂ®, YOKEÂ®, TSM Smart LockÂ®, and Cooler CafeÂ®. Much of the technology developed or to be developed by us is subject to trade secret protection. To reduce the risk of loss of trade secret protection through disclosure, we have entered into confidentiality agreements with our key employees. As JuneÂ 30, 2024, 140 patents have been granted to or acquired since our inception in 1992. Of the 140 patents, 49 are still in force as of JuneÂ 30, 2024. Our patents expire between 2024 and 2038. To the extent renewable, we intend to renew these patents. We will pursue intellectual property protection to the extent we believe it would be beneficial and cost-effective.13ACTIVE DEVICES AND ACTIVE CUSTOMERSIn order to present meaningful information on our business, we report Active Devices and Active Customers. Active Devices are devices that have communicated with us or have had a transaction in the last twelve months. Included in the number of Active Devices are devices that communicate through other devices that communicate or transact with us. For example, a self-service retail location that utilizes an ePort cashless payment device as well as Seed management services constitutes only one device. We define Active Customers as all customers with at least one active device. We had 31,466 Active Customers and 1.22 million Active Devices connected to our service as of JuneÂ 30, 2024 compared to 28,584 Active Customers and 1.17 million Active Devices as of JuneÂ 30, 2023.HUMAN CAPITAL MANAGEMENTAs of JuneÂ 30, 2024, we had 359 full-time employees compared to 269 full-time employees as of JuneÂ 30, 2023. This represents a headcount increase of approximately 33% over prior year. Headcount growth has occurred primarily in our Sales, Customer Support and Technology departments. The headcount increase aligns with our overall objective to reduce reliance on outside consultants which in turn leads to a reduction in certain general and administrative expenses and enables us to instead invest in innovative technologies and products and increase marketing spend to penetrate new and existing customers. We seek employees who share a passion for our technology and its ability to improve our customersâ€™ businesses. We believe our ability to attract and retain the most qualified candidates in all areas of our business is critical to our future success and growth, and we strive for a well-balanced and diverse workforce. In addition to standard Company-wide Compliance trainings, we prioritize and invest in helping our employees grow professionally in their career. We offer a combination of interactive professional development trainings, access to on demand online courses through our learning management system, and group learning programs. We offer our employees wages and benefit packages that we believe are competitive with others throughout our industry. In addition to salaries, we provide benefits including a 401(k) retirement savings plan, healthcare and insurance benefits, health savings and flexible spending accounts, tuition reimbursement, paid time off, as well as other benefits including access to mental health benefits, and a paid parental leave policy. Each year, we request our employees to complete a Company-wide employee engagement survey. The survey is facilitated internally through our Human Resources department. The survey reflects questions to gauge employee sentiments toward current trends and issues including company direction and strategy, communication by management, individual development, team culture, and overall satisfaction. With the information provided by the annual engagement survey, leadership is provided key insights and valuable feedback which we implement in our Company-wide action plans with the intent to focus on key areas to prioritize, enhance, and drive increased employee engagement, learning and development, and professional growth for our employees. AVAILABLE INFORMATIONThe public may access any materials the Company files with the SEC, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements for our annual stockholder meetings, and amendments to those reports, through the SECâ€™s Interactive Data Electronic Applications system at http://www.sec.gov. These reports are also available free of charge on our website, www.cantaloupe.com, as soon as reasonably practicable after we electronically file the material with the SEC. In addition, our website includes, among other things, charters of the various committees of our Board of Directors and our code of business conduct and ethics applicable to all employees, officers and directors. Within the time period required by the SEC, we will post on our website any amendment to the code of business conduct and ethics and any waiver applicable to any executive officer, director or senior financial officer. We use our website as a means of disclosing material non-public information and for complying with our disclosure obligations under Regulation FD. Accordingly, investors should monitor our website, in addition to following our press releases, SEC filings and public conference calls and webcasts. Information on our website does not constitute part of this document.14 Item 1A. Risk Factors.The risks and uncertainties describe below are not the only ones we face. There may be other unknown or unpredictable economic, business, competitive, regulatory or other factors that could have material adverse effects on our future results. The occurrence of any of these risks could materially adversely affect our business, financial condition, results of operations and cash flows. Accordingly, you should carefully consider the following risk factors, as well as other information contained in or incorporated by reference in this Annual Report.General economic, market or business conditions unrelated to our operating performance, including global supply chain disruptions and inflationary pressures could adversely affect our business and results of operations. The global payments technology industry depends heavily on the overall level of consumer, business and government spending. We are exposed to general economic conditions that affect consumer confidence, spending, and discretionary income and changes in consumer purchasing habits. A sustained deterioration in general economic conditions in the markets in which we operate, supply chain disruptions, geopolitical conflicts, political uncertainty, inflationary pressure, elevated interest rates or interest rate fluctuations such as those that occurred recently, may adversely affect our financial performance by reducing the number or active devices, active customers and total number of transactions using our payment solutions. A downturn in the economy and other adverse economic trends may accelerate the timing, or increase the impact of, risks to our financial performance. These trends could include the following:â€¢low levels of consumer and business confidence typically associated with recessionary environments may result in decreased spending by consumers; â€¢higher consumer debt levels or high unemployment may result in decreased spending by consumers; â€¢budgetary concerns in the United States and other countries could affect sovereign credit ratings, and impact consumer confidence and spending; â€¢supply chain disruptions may result in decreased spending by consumers whose ability to provide goods and services is materially impacted; â€¢supply chain disruptions could also impact our ability to purchase devices for existing or prospective customers; â€¢current and potential future inflationary pressures, which may adversely impact spending by consumers; andâ€¢deterioration of emerging market economies, which tend to be more sensitive to adverse economic trends than the more established markets we serve. In addition, climate-related events, including extreme weather events and natural disasters and their effect on critical infrastructure in the U.S. or internationally, could have similar adverse effects on our customers and our operations.Impacts of widespread inflation could negatively affect our industry. Our own costs, including labor, hardware, services, technology providers, and other variable expenses could be impacted by severe, widespread or continuing inflation. Our customer base includes many small businesses, some of which operate on tight margins. Our customers may not successfully navigate a rising cost environment, causing collection issues or bankruptcies. Inflation could seriously erode the discretionary buying decisions of consumers, impacting size of purchases or volumes at our unattended points of sale. We only recently began to be profitable and if we incur losses in the future, the price of our shares can be expected to fall.We experienced losses from inception through June 30, 2012, and from fiscal year 2015 through fiscal year 2022. For fiscal years 2024 and 2023, we recognized net income of $12.0 million and $0.6 million, respectively. For fiscal year 2022, we incurred a net loss of $1.7 million. Despite recent profitability, there can be no assurance that we will continue to be profitable in the future. Accordingly, we may be required to use our cash and cash equivalents on hand and may raise capital to meet cash 15flow requirements including the issuance of common stock or debt financing. Additionally, if we incur losses in the future, the price of our common stock can be expected to fall. If we are not able to implement successful enhancements and new features for our products and services, our business could be materially and adversely affected. Our success depends on our ability to develop new products and services to address the rapidly evolving market for cashless payments and cloud and mobile solutions for the self-service retail markets. Rapid and significant technological changes continue to confront the industries in which we operate, including developments in proximity payment devices. These new services and technologies may be superior to, impair, or render obsolete the products and services we currently offer or the technologies we currently use to provide them. Incorporating new and acquired technologies into our products and services may require substantial expenditures and take considerable time, and we may not be successful in realizing a return on these development efforts in a timely manner or at all. There can be no assurance that any new products or services we develop and offer to our customers will achieve significant commercial acceptance. Our ability to develop new products and services may be inhibited by industry-wide standards, payment card networks, existing and future laws and regulations, resistance to change from our customers, challenges of integration with a wide variety of legacy end-point machines, or third partiesâ€™ intellectual property rights. If we are unable to provide enhancements and new features for our products and services or to develop new products and services that achieve market acceptance or that keep pace with rapid technological developments and evolving industry standards, our business would be materially and adversely affected.In addition, because our products and services are designed to operate with a variety of systems, infrastructures, and devices, we need to continuously modify and enhance our products and services to keep pace with changes in mobile, software, communication, and database technologies. We may not be successful in either developing these modifications and enhancements or in bringing them to market in a timely and cost-effective manner. Any failure of our products and services to continue to operate effectively with third-party infrastructures and technologies could reduce the demand for our products and services, result in dissatisfaction of our customers, and materially and adversely affect our business.Substantially all of the service contracts with our customers are terminable for any or no reason upon thirty days advance notice. Substantially all of our customers may terminate their services with us for any or no reason by providing us with thirty days' advance notice, subject to, in some instances, early termination fees. Accordingly, consistent demand for and satisfaction with our products by our customers is critical to our financial condition and future success. Problems, outages, defects, or other issues with our products or services or competition in the marketplace could cause us to lose a substantial number of our customers with minimal notice. If a substantial number of our customers were to exercise their termination rights, it would result in a material adverse effect to our business, operating results, and financial condition.We may not successfully implement our go-to-market strategy which may adversely affect growth and profitability. Our current core business is highly concentrated among several large customers in the vending industry. We have made inroads into other adjacent markets including micro-markets, laundry, gaming, entertainment, vehicle services, and other commercial payments applications and continued expansion into these markets is a substantial piece of our potential future growth prospects. Changing technology, customer preferences, and competitor actions may limit our ability to successfully grow and expand beyond our core business.We engage in the outsourcing of engineering work, including outsourcing of software work overseas.We may, from time-to-time, outsource engineering work related to the design, development, and operations of our products and services, typically to save money and gain access to additional engineering resources. We have worked, and expect to work in the future, with companies located in jurisdictions outside of the U.S., including, but not limited to Sweden, Romania, Columbia, and India. If we are unable to properly manage and oversee the outsourcing of engineering and other work to third parties located internationally that operate under different laws and regulations than those in the U.S., we could suffer the loss of valuable intellectual property, or the loss of the ability to claim such intellectual property, including patents and trade names. Additionally, instead of saving money, we could in fact incur significant additional costs because of inefficient engineering services and poor work product, which could harm our business, financial results, reputation, and brand.16The loss of one or more of our key customers could significantly reduce our revenues, results of operations, and reduce net income.We have derived, and believe we will continue to derive, a significant portion of our revenues from one large customer or a limited number of large customers. Customer concentrations for the years ended June 30, 2024, 2023 and 2022 were as follows: For the year ended June 30,Single customer202420232022Total revenue9%12Â %14Â %The loss of such customers could materially adversely affect our revenues. Additionally, a major customer in one year may not purchase any of our products or services in another year, which may negatively affect our financial performance. We have offered, and may in the future offer, discounts to our large customers to incentivize them to continue to utilize our products and services. If we are required to sell products to any of our large customers at reduced prices or unfavorable terms, our revenue and earnings could be materially adversely affected. Further, there is no assurance that our customers will continue to utilize our transaction processing and related services as our customer agreements are generally cancellable by the customer on thirty days notice. Increases in card association and debit network interchange fees could increase our operating costs or otherwise adversely affect our operations. We are obligated to pay interchange fees and other network fees set by the bankcard networks to the card issuing bank and the bankcard networks for each transaction we process through our network. From time to time, card associations and debit networks increase the organization and/or processing fees, known as interchange fees that they charge. Under our processing agreements with our customers, we are permitted to pass along these fee increases to our customers through corresponding increases in our processing fees. Passing along such increases could result in some of our customers canceling their contracts with us. Consequently, it is possible that competitive pressures will result in us absorbing some or all of the increases in the future, which would increase our operating costs, reduce our gross profit and adversely affect our business.Our efforts to expand into international markets may not be successful; our products and services may not gain traction in new markets; and managing international operations may be challenging or may fail. As we seek to expand into international markets, we may not be successful, or our plans may be delayed. We only recently began managing international operations. Our products will need to be localized in some cases and if our localization efforts fail or are delayed or our products and services do not gain traction in new markets, our business could be adversely affected. Geopolitical conflicts, including the conflict between Russia and Ukraine and the conflict between Israel and Hamas, may adversely affect our business and results of operations.While we do not currently have employees, customers or corporate offices in impacted areas, we have worked, and expect to work in the future, with companies located in jurisdictions outside of the U.S., including, but not limited to Ukraine. In addition, we are focused on international expansion. As a result, our operations and international expansion efforts could be impacted by economic, political and other conditions resulting from the current conflict between Russia and Ukraine and the conflict between Israel and Hamas, which could, among other things, lead to a reduction in consumer, government or corporate spending, international sanctions, embargoes, heightened inflation, volatility in global financial markets, increased cyber disruptions or attacks, higher supply chain costs and increased tensions between the United States and countries in which we operate, which could result in charges related to the recoverability of assets, including financial assets, long-lived assets and goodwill and other losses, and could adversely affect our financial position and results of operations. To the extent the Russia-Ukraine conflict or the Israel-Hamas conflict adversely affects our business, it may also have the effect of heightening many other risks disclosed in this Annual Report, any of which could have a material adverse effect on our business and results of operations. Increased scrutiny from shareholders, customers and other stakeholders regarding our environmental, social, and governance, or sustainability responsibilities, could adversely impact our liquidity, results of operations, reputation, and stock price.Shareholders, customers and other stakeholders have begun to consider how corporations are addressing environmental, social and governance (â€œESGâ€) issues. Government regulators, investors, customers and the general public are increasingly focused on ESG practices and disclosures, and views about ESG are diverse and rapidly changing. These shifts in investing priorities 17may result in adverse effects on the trading price of our common stock if investors determine that the Company has not made sufficient progress on ESG matters. We could also face potential negative ESG-related publicity in traditional media or social media if shareholders or other stakeholders determine that we have not adequately considered or addressed ESG matters.Operational and liquidityDisruptions to our systems, breaches in the security of transactions involving our products or services, or failure of our processing systems could adversely affect our reputation, business and results of operations. We rely on information technology and other systems to transmit financial information of consumers making cashless transactions and to provide accounting and inventory management services to our customers. As such, the information we transmit and/or maintain is exposed to the ever-evolving threat of compromised security, in the form of a risk of potential breach, system failure, computer virus, cyber-attack or unauthorized or fraudulent use by consumers, customers, company employees, or employees of third party vendors. While we have implemented various cybersecurity defense mechanisms and risk management initiatives, there can be no assurance that such mechanisms and initiatives will be effective, and may experience a cybersecurity breach. A cybersecurity breach of our informational technology systems, or those of third parties upon whom we rely, could result in disclosure of confidential information and intellectual property, or cause operational disruptions and compromised data. We may be unable to anticipate or prevent techniques to obtain unauthorized access or to sabotage systems because they change frequently and often are not detected until after an incident has occurred. Further, cybersecurity attacks are becoming more frequent and sophisticated, including through emerging AI technologies, which may intensify or exacerbate cybersecurity risks or introduce new risks.In addition, our processing systems may experience errors, interruptions, delays or damage from a number of causes, including, but not limited to, power outages, hardware, software and network failures, internal design, manual or usage errors, terrorism, workplace violence or wrongdoing, catastrophic events, climate-related events such as natural disasters and severe weather conditions. The steps we take to deter and mitigate these risks, including annual validation of our compliance with the Payment Card Industry Data Security Standard, may not be successful, and any resulting compromise or loss of data or systems could adversely impact the marketplace acceptance of our products and services, and could result in significant remedial expenses to not only assess and

repair any damage to our systems, but also to reimburse customers for losses that occur from service interruptions or the fraudulent use of confidential data. Additionally, we could become subject to significant fines, litigation, and loss of reputation, potentially impacting our financial results.Furthermore, the technology systems of businesses that we have acquired, or may acquire, as well as their practices related to the collection, use, maintenance, and disclosure of data, could present issues that we were not able to identify prior to the acquisition or other issues that continue to pose risk to use, such as cybersecurity vulnerabilities or past cybersecurity or privacy incidents. Following an acquisition, we take steps to ensure our data and system security protection measures cover the acquired business as part of our integration process. As such, there may be a period of increased cybersecurity risk during the period between closing an acquisition and the completion of our data and system security integration. Furthermore, despite these efforts, especially in light of increasingly sophisticated techniques used in cybersecurity attacks, our information technology systems and those of third parties with who we do business or communicate may be damaged, disrupted, or shut down due to attacks by unauthorized access, malicious software, computer viruses, undetected intrusion, hardware failures, or other events and in these circumstances where we cannot fully anticipate, detect, repel, or implement fully effective preventative measures, our disaster recovery plans may be ineffective or inadequate.We depend on our key personnel and, if they leave us, or if we are unable to attract highly skilled personnel, our business could be adversely affected.While we have maintained business continuity and operational success despite recent management changes over the past several years, our success and future growth also depends, to a significant degree, on the skills and continued services of our management team. Further, due to the complexity of the work required to make needed improvements within the Company, it may be difficult for us to retain existing senior management and new hires, sales personnel, and development and engineering personnel critical to our ability to execute our business plan, which could result in harm to key customer relationships, loss of key information, expertise or know-how and unanticipated recruitment and training costs. We may experience a loss of productivity due to the departure of key personnel and the associated loss of institutional knowledge, or while new personnel integrate into our business and transition into their respective roles. Our future success also depends on our ability to attract and motivate highly skilled technical, managerial, sales, marketing and customer service personnel, including members of our management team.18The termination of our relationships with certain third-party suppliers upon whom we rely for services that are critical to our products could adversely affect our business and delay achievement of our business plan. The operation of our networked devices depends upon the capacity, reliability and security of services provided to us by our wireless telecommunication services providers, equipment manufacturers and other suppliers. In addition, if we terminate relationships with our current telecommunications service providers and other third-party suppliers, we may have to replace hardware that is part of our existing ePort, Seed, or other products that are already installed in the marketplace. This could significantly harm our reputation and could cause us to lose customers and revenue.We rely on other card payment processors, and if they fail or no longer agree to provide their services or we fail to operate in compliance with the requirements of those relationships, our customer relationships could be adversely affected, and we could lose business. We rely on agreements with other large payment processing organizations to enable us to provide card authorization, data capture and transmission, settlement and merchant accounting services for the customers we serve. The termination by our card processing providers of their arrangements with us or their failure to perform their services efficiently and effectively would adversely affect our relationships with the customers whose accounts we serve and may cause those customers to terminate their processing agreements with us.Further, substantially all of the cashless payment transactions handled by our network involve the three largest credit card associations. If we fail to comply with the applicable standards or requirements of these card associations relating to security, they could suspend or terminate our registration with them. The termination of our registration with them or any changes in the respective rules that would impair our registration with them could require us to stop providing cashless payment services through our network. In such event, our business plan and/or competitive advantages in the market place would be materially adversely affected.Disruptions at other participants in the financial system could prevent us from delivering our cashless payment services. The operations and systems of many participants in the financial system are interconnected. Many of the transactions that involve our cashless payment services rely on multiple participants in the financial system to accurately move funds and communicate information to the next participant in the transaction chain. A disruption for any reason at one of the participants in the financial system could impact our ability to cause funds to be moved in a manner to successfully deliver our services. Although we work with other participants to avoid any disruptions, there is no assurance that such efforts will be effective. Such a disruption could lead to the inability for us to deliver services, reputational damage, lost customers and lost revenue, loss of customersâ€™ confidence, as well as additional costs, all of which could have a material adverse effect on our revenue, profitability, financial condition, and future growth.Any increase in chargebacks not paid by our customers may adversely affect our results of operations, financial condition and cash flows. In the event a dispute between a cardholder and a customer is not resolved in favor of the customer, the transaction is normally charged back to the customer and the purchase price is credited or otherwise refunded to the cardholder. If we are unable to collect such amounts from the customer's account, or if the customer refuses or is unable, due to closure, bankruptcy or other reasons, to reimburse us for a chargeback, we bear the loss for the amount of the refund paid to the cardholder. We may experience significant losses from chargebacks in the future. Any increase in chargebacks not paid by our customers could have a material adverse effect on our business, financial condition, results of operations and cash flows. We have policies to manage customer-related credit risk and attempt to mitigate such risk by monitoring transaction activity. Notwithstanding our programs and policies for managing credit risk, it is possible that a default on such obligations by one or more of our customers could have a material adverse effect on our business.We may not fully realize the benefits of acquisitions, it may take longer than we anticipate for us to achieve those benefits, they may be difficult to integrate, may disrupt our business, or divert management attention and may adversely affect our financial condition.We could acquire additional products, technologies, or businesses to complement or expand our existing business. We may be unable to negotiate favorable terms in a timely manner or at all. Negotiation and integration of these types of potential business combinations could divert managementâ€™s time and resources. In addition, we may encounter unanticipated costs, operational challenges, or potential disruption of our business and diversion of managementâ€™s attention from our core business. We may 19not realize the anticipated benefits from our acquisitions. We could reduce the cash that would otherwise be available to fund operations or other purposes, or we could incur debt, potentially on unfavorable terms. Additionally, for any future acquisition, we need to determine the appropriate level of integration of products, services, associates, and information technology, financial, human resources, compliance, and other systems and processes, and then successfully manage that integration into our corporate structure. Integration can be a complex and time-consuming process, and if the integration is not fully successful or is delayed for a material period of time, we may not achieve the anticipated synergies or benefits of the acquisition. In addition, the integration of businesses may create complexity in our financial systems, internal controls, technology and cybersecurity systems, and operations and may make them more difficult to manage. Even if the target companies are successfully integrated, the acquisitions may fail to further our business strategy as anticipated, expose us to increased competition or challenges with respect to our products or services, and expose us to additional risks and liabilities.Our dependence on proprietary technology and limited ability to protect our intellectual property may adversely affect our ability to compete.Challenge to our ownership of our intellectual property could materially damage our business prospects. Our technology may infringe upon the proprietary rights of others. Our ability to execute our business plan is dependent, in part, on our ability to obtain patent protection for our proprietary products, maintain trade secret protection and operate without infringing the proprietary rights of others.As of JuneÂ 30, 2024, the United States Government and other countries have granted us 140 patents, of which 49 are still in force. Our patents expire between 2024 and 2038. There can be no assurance that we will be able to successfully renew any of these patents following their expiration. We also have a number of pending patent applications, and will consider filing applications for additional patents covering aspects of our future developments, although there can be no assurance that we will do so. In addition, there can be no assurance that we will maintain or prosecute these applications. There can be no assurance that:â€¢any of the remaining patent applications will be granted to usÍ¾â€¢we will develop additional products that are patentable or that do not infringe the patents of othersÍ¾â€¢any patents issued to us will provide us with any competitive advantages or adequate protection for our productsÍ¾â€¢any patents issued to us will not be challenged, invalidated or circumvented by othersÍ¾ orâ€¢any of our products would not infringe the patents of others.If any of our products or services is found to have infringed any patent, there can be no assurance that we will be able to obtain licenses to continue to manufacture, use, sell, and license such product or service or that we will not have to pay damages and/or be enjoined as a result of such infringement.If we are unable to adequately protect our proprietary technology or fail to enforce or prosecute our patents against others, third parties may be able to compete more effectively against us, which could result in the loss of customers and our business being adversely affected. Patent and proprietary rights litigation entails substantial legal and other costs and diverts Company resources as well as the attention of our management. There can be no assurance we will have the necessary financial resources to appropriately defend or prosecute our intellectual property rights in connection with any such litigation.We may require additional financing or find it necessary to raise capital to sustain our operations and without it we may not be able to achieve our business plan.At JuneÂ 30,Â 2024, we had a net working capital surplus of $51.9 million and cash and cash equivalents of $58.9 million. We had net cash provided by (used in) operating activities of $27.7 million, $14.2 million, and $(8.7) million for fiscal years ended 2024, 2023, and 2022, respectively. We may need additional funds to continue these operations. We may also need additional capital to respond to unusual or unanticipated non-operational events. Should the financing that we require to sustain our working capital needs be unavailable or prohibitively expensive when we require it, the consequences could have a material adverse effect on our business, operating results, financial condition and future prospects.20Failure to comply with any of the financial covenants under the Companyâ€™s debt facilities could result in an event of default which may accelerate our outstanding indebtedness or other obligations and have a material adverse impact on our business, liquidity position and financial position.We are party to an amended and restated credit agreement with JPMorgan Chase Bank, N.A. which provides for a $15 million secured revolving credit facility (as amended, the â€œAmended Revolving Facilityâ€) and a $25 million secured term facility (as amended, the â€œAmended Secured Term Facilityâ€ and together with the Amended Revolving Facility, the â€œJPMorgan Credit Facilityâ€).The JPMorgan Credit Facility has a four-year maturity and includes customary representations, warranties and covenants, and acceleration, indemnity and events of default provisions, including, among other things, two financial covenants. One financial covenant requires us to maintain, at all times, a total leverage ratio of not more than 3.00 to 1.00 on the last day of any fiscal quarter. The other financial covenant is conditional on a material acquisition occurring: if a material acquisition occurs, we are required to maintain a total leverage ratio not greater than 4.00 to 1.00 for the next four fiscal quarters following the material acquisition.We were in compliance with its financial covenants as of JuneÂ 30, 2024. Failure to comply with the foregoing financial covenants, if not cured or waived, will result in an event of default that could trigger acceleration of our indebtedness, which would require us to repay all amounts owed under the JPMorgan Credit Facility and could have a material adverse impact on our business, liquidity position and financial position.We cannot be certain that our future operating results will be sufficient to ensure compliance with the financial covenants in the JPMorgan Credit Facility or to remedy any defaults. In addition, in the event of any event of default and related acceleration, we may not have or be able to obtain sufficient funds to make the accelerated payments required under the JPMorgan Credit Facility.Legal, regulatory, and compliance risksWe are subject to laws and regulations that affect the products, services and markets in which we operate. Failure by us to comply with these laws or regulations would have an adverse effect on our business, financial condition, or results of operations. We are, among other things, subject to certain banking regulations and credit card association regulations. Failure to comply with these regulations may result in the suspension of our business, the limitation, suspension or termination of service, and/or the imposition of fines that could have an adverse effect on our financial condition. Additionally, changes to legal rules and regulations, or interpretation or enforcement thereof, could have a negative financial effect on us or our product offerings. To the extent this occurs, we could be subject to additional technical, contractual or other requirements as a condition of our continuing to conduct our payment processing business. These requirements could cause us to incur additional costs, which could be significant, or to lose revenues to the extent we do not comply with these requirements.We are subject to additional risks with respect to our current and potential international operations.We are subject to laws, regulations and business practices of the foreign jurisdictions in which we operate. These laws, regulations and business practices expose us to risks that are different than or in addition to those commonly found in the United States. Risks relating to our international operations and properties include: â€¢changing governmental rules and policies; â€¢enactment of laws restricting the ability to remove profits earned from activities within a particular country to a personâ€™s or companyâ€™s country of origin; â€¢changes in laws or policies governing foreign trade or investment and use of foreign operations or workers, and any negative sentiments towards multinational companies as a result of any such changes to laws, regulations or policies or due to trends such as political populism and economic nationalism; â€¢variations in currency exchange rates and the imposition of currency controls; â€¢adverse market conditions caused by terrorism, civil unrest, natural disasters, infectious disease and changes in international, national or local governmental or economic conditions; 21â€¢business disruptions arising from public health crises and outbreaks of communicable diseases; â€¢the willingness of U.S. or international lenders to make loans in certain countries and changes in the availability, cost and terms of secured and unsecured debt resulting from varying governmental economic policies; â€¢the imposition of unique tax structures and changes in other tax rates and other operating expenses in particular countries, including the potential imposition of adverse or confiscatory taxes; â€¢the potential imposition of restrictions on currency conversions or the transfer of funds; â€¢general political and economic instability; and â€¢our limited experience and expertise in foreign countries, particularly European countries, relative to our experience and expertise in the United States. If any of the foregoing risks were to materialize, they could materially and adversely affect us.We and certain of our former officers and directors could be subject to future claims and lawsuits, which could require significant additional management time and attention, result in significant additional legal expenses or result in government enforcement actions.We and certain of our former officers and directors have been subject to litigation, government investigations or proceedings, including the 2019 Investigation (refer to Note 18 â€“ Commitments and Contingencies to the consolidated financial statements in Part II, Item 8 of this Annual report). Future litigation, investigation or other actions that may be filed or initiated against us or our former officers or directors may be time consuming and expensive. We cannot predict what losses we may incur in these matters, and contingencies related to our obligations under the federal and state securities laws, or in other legal proceedings or governmental investigations or proceedings related to these matters.To date, we have incurred significant costs in connection with litigation, investigations and with the special litigation committee proceedings. Any legal proceedings, if decided adversely to us, could result in significant monetary damages, penalties and reputational harm, and will likely involve significant defense and other costs. We have entered into indemnification agreements with certain of our former directors and officers, and our bylaws require us to indemnify each of our directors and officers. Further, our insurance may not cover all claims that have been or may be brought against us, and insurance coverage may not continue to be available to us at a reasonable cost. As a result, we have been and may continue to be exposed to substantial uninsured liabilities, including pursuant to our indemnification obligations, which could materially adversely affect our business, prospects, results of operations and financial condition.Failure to maintain effective systems of internal control over financial reporting and disclosure controls and procedures could cause a loss of confidence in our financial reporting and adversely affect the trading price of our common stock. Effective internal control over financial reporting is necessary for us to provide accurate financial information. Section 404 of the Sarbanes-Oxley Act requires us to evaluate the effectiveness of our internal control over financial reporting as of the end of each fiscal year and to include a management report assessing the effectiveness of our internal control over financial reporting in our Annual Report on Form 10-K.We have identified material weaknesses in our internal controls in the past, including as disclosed in our Annual Report on Form 10-K for the year ended June 30, 2023. We have also previously restated certain of our consolidated financial statements (most recently in February 2020 for the fiscal period ended September 20, 2019). We may identify additional material weaknesses or significant deficiencies in our internal controls in the future. If any such control deficiencies occur in the future, we may not detect errors on a timely basis and our financial statements could be materially misstated. As a result, we may be forced to restate our financial statements and take other actions which will take significant financial and managerial resources, as well as be subject to fines and other government enforcement actions. A restatement of our financial results could, among other potential adverse effects, impact our ability to timely file our periodic reports until the restatement is completed. In addition, investors could lose confidence in the accuracy and completeness of our financial reports, which could negatively affect the market price of our common stock, perhaps significantly. In addition, we could become subject to investigations, such as the 2019 Investigation, litigation or disputes with stockholders, which could have an adverse impact on our business. For information regarding the 2019 Investigation.22Risks related to our common stockDirector and officer liability is limited and shareholders may have limited rights to recover against directors for breach of fiduciary duty.As permitted by Pennsylvania law, our by-laws limit the liability of our directors for monetary damages for breach of a directorâ€™s fiduciary duty except for liability in certain instances. As a result of our by-law provisions and Pennsylvania law, shareholders may have limited rights to recover against directors for breach of fiduciary duty. In addition, our by-laws and indemnification

agreements entered into by the Company with each of the officers and directors provide that we shall indemnify our directors and officers to the fullest extent permitted by law.An active trading market for our common stock may not be maintained. We can provide no assurance that we will be able to maintain an active trading market for our common stock on the Nasdaq Global Select Market, or any other exchange in the future. If an active market for our common stock is not maintained, or if we fail to satisfy the continued listing standards of Nasdaq for any reason and our securities are delisted, it may be difficult for our security holders to sell their securities without depressing the market price for the securities or at all. An inactive trading market may also impair our ability to both raise capital by selling shares of common stock and complete other acquisitions by using our shares of common stock as consideration.If securities and/or industry analysts fail to continue publishing research about our business, if they change their recommendations adversely, or if our results of operations do not meet their expectations, our stock price and trading volume could decline.The trading market for our common stock will be influenced by the research and reports that industry or securities analysts publish about us or our business. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly for any reason, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline. In addition, it is likely that, in some future period, our operating results will be below the expectations of securities analysts or investors. If one or more of the analysts who cover us downgrade our stock, or if our results of operations do not meet their expectations, our stock price could decline.Exclusion from the Russell 2000Â® Index could result in a decline in the price of our stock. Although we are currently included in the Russell 2000Â® Index, if our market capitalization were to fall below the minimum necessary, we could be dropped from inclusion. If we were no longer included in the Russell 2000Â® Index, it could result in a decline in demand for our common stock and, accordingly, the trading price of our common stock following such events. Upon certain fundamental transactions involving the Company, such as a merger or sale of substantially all of our assets, we may be required to distribute the liquidation preference then due to the holders of our Series A Preferred Stock which would reduce the amount of the distributions otherwise to be made to the holders of our common stock in connection with such transactions.Our articles of incorporation provide that upon a merger or sale of substantially all of our assets or upon the disposition of more than 50% of our voting power, the transaction will be treated as a liquidation if approved by the holders at least 50% of the preferred stock. Upon our liquidation, the holders of our preferred stock are entitled to receive a liquidation preference prior to any distribution to the holders of common stock which, as of JuneÂ 30, 2024 was approximately $22.7 million, inclusive of accrued dividends. No dividend may be paid on our common stock until all accumulated and unpaid dividends on our preferred stock have been paid.Item 1B. Unresolved Staff Comments.None.23Item 1C. CybersecurityRisk Management & StrategyOur cybersecurity program is designed to safeguard the confidentiality, integrity and availability of information assets by monitoring the cyber threat landscape, internal threats and technological changes and through the development of controls to mitigate risk to the organization and our customers. While cybersecurity is a dynamic and constantly evolving field, we strive to minimize the occurrence and impact of unauthorized access, disruption to our information systems and are committed to staying informed about emerging threats, adopting industry best practices, and integrating feedback from our assessment and incidents. We deploy and manage both preventive and detective controls and processes to mitigate cybersecurity threats, including monitoring our network for known vulnerabilities and signs of unauthorized attempts to access our data and systems. We also deploy and manage preventive and detective controls and processes related to the mitigation of risks from our use of third-party service providers.Our organization undergoes annual reviews by third-party consultants to help assess the implementation and operational effectiveness of the security controls implemented in our service environment which is in scope for Payment Card Industry Data Security Standard ("PCI DSS") and American Institute of Certified Public Accountants ("AICPA") System and Organization Controls ("SOC").Our program is designed to guide our practices which are based on relevant industry frameworks and laws. This program consists of policies and procedures designed to manage material risks from cybersecurity threats, including training requirements, threat monitoring and detection and threat containment and risk assessments. Additionally, we leverage third-party firms to conduct routine external and internal penetration testing to emulate the common tactics and techniques of cyber threat actors and have processes to address identified vulnerabilities, although it may take time to mitigate or manage such vulnerabilities. Results of this testing is included in the Company's SOC report. Further, we also carry cyber security insurance, which is renewed annually and covers cyber events and business interruption. We closely monitor costs of breaches within the industry in an effort to ensure that our coverage is sufficient to address all reasonably foreseeable threats and levels of risk.We have an Incident Management Policy ("IMP") and Incident Response Plan ("IRP") which helps enable us to quickly detect, respond to, and recover from third-party malicious attacks and potential security incidents. This plan includes formal steps to review incidents and implement improvements, including steps to involve the CISO, CIO and CTO as appropriate.OversightOur Information Security Program is overseen by our Chief Information Security Officer (â€œCISOâ€), who reports to our Chief Technology Officer (â€œCTOâ€). Our CISO oversees the third-party consultants who help assess our security controls and penetration testing previously described. The CTO provides oversight, leadership and direction for data risks, technology risks and information security. Our CISO leads the Cybersecurity organization and has the overall responsibility of implementing its strategy and objectives to build a strong cyber engineering function. Our CISO has over 20 years of information technology experience with specialization in information security and risk management. Our CISO has industry recognized certifications including Certified Information Systems Security Professional (CISSP), Certified Information Security Manager (CISM), Payment Card Industry Professional (PCI ISA & PCIP). He worked in various information security roles at other large public traded companies.The CISO and CTO report to the Board of Directors who have ultimate responsibility in overseeing enterprise risks, including cybersecurity threats.24ItemÂ 2. Properties.Our current headquarters are located at 101 Lindenwood Drive, Malvern, Pennsylvania. All of our current locations are leased and expire in varying years outlined below. All of our leased facilities are used for corporate functions, product development, sales, and other purposes. We believe our existing facilities are sufficient for our current and future needs. LocationApproximate Monthly Base RentLease Expiration Approximate SizeAtlanta, Georgia$38,000 - $44,000July 202915,300 sq. ft.Malvern, Pennsylvania$65,000 - $85,000March 203527,000 sq. ft.Denver, Colorado(1)$45,000 - $53,000December 202616,700 sq. ft.River Falls, Wisconsin$35,000November 202636,100 sq. ft.Metairie, Louisiana(1)$15,000 - $16,000July 20247,800 sq. ft.Seattle, Washington$6,000December 20242,400 sq. ft.Birmingham, United Kingdom$4,500December 20266,800 sq. ft.Dhaka, Bangladesh$3,740June 20254,400 sq. ft.(1) These office space locations are no longer utilized by the Company and have been sub-leased.ItemÂ 3. Legal Proceedings.We are a party to litigation and other proceedings that arise in the ordinary course of our business. We establish accruals for those matters in circumstances when a loss contingency is considered probable and the related amount is reasonably estimable. Any such accruals may be adjusted as circumstances change. Assessments of losses are inherently subjective and involve unpredictable factors. It is possible that future results of operations for any particular quarterly or annual period could be materially and adversely affected by any developments relating to the legal proceedings, claims and investigations. Except as set forth in Note 18 - Commitments and contingencies to the consolidated financial statements in Part II, Item 8 of this Annual Report, we are not aware of any material pending legal or governmental proceedings as of the filing date of this Annual Report to which we are party, other than routine litigation incidental to our business.ItemÂ 4. Mine Safety Disclosures.Not applicable.25PARTÂ IIItemÂ 5. Market for Registrantâ€™s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.Our common stock is traded on The NASDAQ Global Market under the symbol â€œCTLPâ€. As of SeptemberÂ 6, 2024, there were 485 holders of record of our common stock and 214 record holders of the preferred stock. This number does not include stockholders for whom shares were held in a â€œnomineeâ€ or â€œstreetâ€ name.The holders of the common stock are entitled to receive such dividends as the Board of Directors of the Company may from time to time declare out of funds legally available for payment of dividends. Through the date hereof, no cash dividends have been declared on the Companyâ€™s common stock or preferred stock. No dividend may be paid on the common stock until all accumulated and unpaid dividends on the preferred stock have been paid. As of JuneÂ 30, 2024, accumulated unpaid preferred stock dividends amounted to approximately $18.9 million. The preferred stock is also entitled to a liquidation preference over the common stock. As of JuneÂ 30, 2024, the liquidation preference was approximately $22.7 million, inclusive of the $18.9 million unpaid dividends.PERFORMANCE GRAPHThe following graph shows a comparison of the 5â€‘year cumulative total shareholder return for our common stock with The US Small-Cap Russell 2000Â® Index and the S&P 500 Information Technology Index in the United States. The graph assumes a $100 investment on JuneÂ 30, 2018 in our common stock and in the Small-Cap Russell 2000Â® Index and the S&P 500 Information Technology Index, including reinvestment of dividends.The Company was added as a member of the US Small-Cap Russell 2000Â® Index in June 2021. We have included the Small-Cap Russell 2000Â® Index replacing the Nasdaq Composite Index in our cumulative total return comparisons below, which reflects a change from the presentation in prior fiscal years.COMPARISON OF 5â€‘YEAR CUMULATIVE TOTAL RETURNAmong Cantaloupe,Â Inc., The US Small-Cap Russell 2000Â® Index, and The S&P 500 Information Technology Index26Total Return For:Jun-19Jun-20Jun-21Jun-22Jun-23Jun-24Cantaloupe, Inc.$100Â $94Â $160Â $75Â $107Â $89Â US Small-Cap Russell 2000Â® Index$100Â $92Â $147Â $109Â $121Â $131Â S&P 500 Information Technology Index$100Â $134Â $189Â $162Â $225Â $318Â The information in the performance graph is not deemed to be â€œsoliciting materialâ€ or to be â€œfiledâ€ with the SEC or subject to Regulation 14A or 14C under the Securities Exchange Act of 1934, as amended, or to the liabilities of SectionÂ 18 of the Securities Exchange Act of 1934, as amended, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate it by reference into such a filing. The stock price performance included in this graph is not necessarily indicative of future stock price performance.ItemÂ 6. [Reserved]27ItemÂ 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations.The following discussion and analysis of the financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes included in this Annual Report, as well as the discussion under â€œItem 1A. Risk Factors.â€ For further discussion of the business, industry, our products and services, competitive strengths, and growth strategy, see â€œItem 1. Business.â€ Unless stated otherwise, the comparisons presented in this discussion and analysis refer to the year-over-year comparison of changes in our financial condition and results of operations as of and for the fiscal years ended JuneÂ 30, 2024 and JuneÂ 30, 2023. Discussion of fiscal year 2023 items and the year-over year comparison of changes in our financial condition and results of operations as of and for the fiscal years ended JuneÂ 30, 2023 and JuneÂ 30, 2022 can be found in Part II, â€œItem 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ of our Annual Report on Form 10-K for the fiscal year ended JuneÂ 30, 2023, which was previously filed with the SEC on September 25, 2023.The following discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements. Furthermore, the period-over-period comparison of our historical results is not necessarily indicative of the results that may be expected in the future.OVERVIEW OF THE COMPANYWe are a global technology leader powering self-service commerce. We offer a comprehensive suite of solutions including micro-payment processing, self-checkout kiosks, mobile ordering, connected POS systems, and enterprise cloud software. Handling more than a billion transactions annually, our solutions enhance operational efficiency and consumer engagement across sectors like food & beverage markets, smart automated retail, hospitality, entertainment venues, laundromats and more. Committed to innovation, we aim to drive advancements in digital payments and business optimization, serving 31,466 customers in the U.S., U.K., EU countries, Australia, and Mexico.Our fiscal year ends June 30. We generate revenue in multiple ways. During the fiscal years ended JuneÂ 30, 2024 and JuneÂ 30, 2023, we derived approximately 86% of our revenue from subscription and transaction fees, and approximately 14% from equipment sales. Active Devices on our service include POS electronic payment devices, certified payment software, or the servicing of similar third-party installed POS terminals. Customers can obtain POS electronic payment devices from us in the following ways:â€¢Purchasing devices directly from the Company or one of its authorized resellers;â€¢Financing devices under the Companyâ€™s QuickStart Program, which are non-cancellable 60-months sales-type leases directly from the Company; andâ€¢Renting devices under the Company's Cantaloupe ONE program, which are typically 36-months duration agreements.HighlightsHighlights of the Company for the fiscal year ended JuneÂ 30, 2024 are below:â€¢Revenues of $269 million, an increase of 10% year over year, led by higher transaction and subscription fees revenue;â€¢$3.0 billion in dollar volume of transactions for the year ended JuneÂ 30, 2024 compared to $2.6 billion for the year ended JuneÂ 30, 2023, an increase of $0.4 billion, or 15%;â€¢1.22 million Active Devices as of JuneÂ 30, 2024 compared to 1.17 million as of JuneÂ 30, 2023, an increase of approximately 55 thousand Active Devices, or 5%;â€¢31,466 Active Customers to our service as of JuneÂ 30, 2024 compared to 28,584 as of JuneÂ 30, 2023, an increase of 2,882 Active Customers, or 10%;â€¢We acquired Cheq, which offers a portfolio of POS solutions that include both register and self-service kiosk ordering, handheld devices for taking payments on-the-go, and mobile app ordering for pick-up or in-seat delivery â€“ serving the sports stadium, entertainment venues and festival industries;â€¢We launched Seed Analytics and Seed Intelligence, two new premium analytics tools available within the Seed Pro platform, designed to transform the way vending operators leverage data for business growth with improved decision-making and enhanced productivity;28â€¢Continued our thought-leadership initiatives, including the release of our 2024 Micropayment Trends Report, which studied micro payment trends (transactions less than $10) at food and beverage vending and at amusement machines throughout the United States and Canada in 2023;â€¢In February 2024, we held our annual user conference, Cantaloupe University, in Las Vegas, NV, where we showcased our latest technologies and provided two days of training and education around our entire platform and suite of products; andâ€¢We showcased our full suite of solutions for the European and Mexico markets at Cantaloupe LIVE in the Milton-Keynes, U.K. and Mexico City, Mexico. Both events allowed customers, partners and industry professionals to see the latest technology for self-service retail serving their respective markets. We also showcased our cashless device the P30, the Seed platform, micro market technology and our smart coolers with age verification solutions at various industry trade shows within Mexico.MARKET CONDITIONSThe self-service industry is highly competitive with service providers ranging from well-established enterprises to early-stage companies within the financial technology and software services industries. The markets for our products and services are characterized by evolving industry standards, aggressive pricing, continuous innovation, and changing consumer trends. We believe the following macroeconomic conditions and specific industry trends and uncertainties are most likely to impact our financial results: â€¢Our ability to meet rising demand from the increased adoption of cashier-less models via vending machines, self-service kiosks, and mobile ordering as consumer preferences for use of faster, simpler and more seamless digital purchase and payment experiences continues to grow;â€¢Our ability to implement successful enhancements and new features for our products and services and to successfully target, acquire and integrate new businesses;â€¢The broader implications of the macroeconomic environment, including a potentially sustained deterioration in general economic conditions in the markets in which we operate, including as a result of supply chain disruptions, geopolitical conflicts (including the conflicts between Russia and Ukraine and Israel and Hamas), political uncertainty, inflationary pressure, elevated interest rates or interest rate fluctuations such as those that occurred recently; andâ€¢Ongoing labor challenges and inflation drive increased utility of actionable operational business intelligence from new technologies like machine learning and AI to drive operational efficiencies and operational transparency through modern, cloud-based logistics and inventory management solutions.For a further discussion of trends, uncertainties and other factors that could affect our business performance and our financial and operating results, see the section entitled â€œRisk Factorsâ€ in Item 1A.KEY METRICSThe following table shows certain financial and non-financial data that management believes give readers insight into certain trends and relationships about the Companyâ€™s financial performance. We believe the metrics (Active Devices, Active Customers, Total Number of Transactions and Total Dollar Volume of Transactions) are useful in allowing management and readers to evaluate our strategy of driving growth in devices and transactions.Active Devices Active Devices are devices that have communicated with us or have had a transaction in the last twelve months. Included in the number of Active Devices are devices that communicate through other devices that communicate or transact with us. For example, a self-service retail location that utilizes an ePort cashless payment device as well as Seed management services constitutes only one device.Active CustomersThe Company defines Active Customers as all customers with at least one Active Device. 29Total Number Of Transactions and Total Dollar Volume of TransactionsTransactions are defined as electronic payment transactions that are processed by our technology-enabled solutions. Management uses Total Number of Transactions and Total Dollar Volume of Transactions to evaluate the effectiveness of our new customer strategy and ability to leverage existing customers and partners. AsÂ ofÂ andÂ forÂ theÂ years endedJune 30, 2024June 30, 2023June 30, 2022Devices:Active Devices (thousands)1,223Â 1,168Â 1,137Â Customers:Active Customers31,466Â 28,584Â 23,991Â Volumes:Total Number of Transactions (millions)1,144Â 1,096Â 1,053Â Total Dollar Volume of Transactions (millions)$3,038Â $2,646Â $2,287Â Subscription and transaction fees - Trailing 12 months (thousands)$231,496Â $200,223Â $168,850Â Average revenue per unit (ARPU)$193.64Â $173.70Â $151.35Â RESULTS OF OPERATIONSYear Ended June 30,ChangePercent Change($ in thousands)202420232024 v. 2023Subscription and transaction fee revenue$231,497Â $200,223Â $31,274Â 15.6Â %Cost of subscription and transaction fees(1)131,400Â 119,715Â 11,685Â 9.8Â %Amortization(2)6,767Â 5,020Â 1,747Â 34.8Â %Gross profit, subscription and transaction fees$93,330Â $75,488Â $17,842Â 23.6Â %Equipment sales$37,099Â 43,418Â (6,319)(14.6)%Cost of equipment sales34,545Â 42,690Â (8,145)(19.1)%Gross profit, equipment(3)$2,554Â $728Â $1,826Â 250.8Â %Total gross

profit$95,884Â $76,216Â $19,668Â 25.8Â %Gross marginSubscription and transaction fees40.3Â %37.7Â %2.6Â %Equipment sales6.9Â %1.7Â %5.2Â %Total gross margin35.7Â %31.3Â %4.4Â %(1) Cost of subscription and transaction fees excludes amortization of certain technology assets, see (2) below.(2) Amortization of internal-use software assets and developed technology assets.(3) The Company's internal-use software assets and developed technology assets are not associated with equipment sales.30RevenuesTotal revenues increased by $25.0 million, or 10%, from $243.6 million for the year ended JuneÂ 30, 2023, to $268.6 million for the year ended JuneÂ 30, 2024. The increase was attributable to a $31.3 million increase in subscription and transaction fees, partially offset by a $6.3 million decrease in equipment sales. The increase in subscription and transaction fees was primarily driven by increased processing volumes, with an approximately 15% increase in total dollar volumes for the year ended JuneÂ 30, 2024 compared to the prior year. Our transaction fees increased $23.6 million, or 18%, due to an increase in the average price per transaction and Total Number of Transactions relative to the prior year. Our subscription fees increased approximately $7.7 million, or 11% for the year ended JuneÂ 30, 2024 compared to the prior year which was attributed to a focus of management on growing our recurring subscription services to our customer base and a 5% increase in the Active Devices count compared to last year. Our Cheq acquisition contributed $2.1 million in subscription and transaction fees for the year ended JuneÂ 30, 2024. The decrease in equipment sales for the year ended JuneÂ 30, 2024 was primarily driven by the upgrades of some of our customers from 3G to 4G network compatible devices in 2023, with these upgrades substantially complete in 2024.Costs of sales Costs of sales increased $3.5 million for the year ended JuneÂ 30, 2024 compared to the year ended JuneÂ 30, 2023.Â The increase was attributed to a $11.7 million increase in Cost of subscription and transaction fees, partially offset by a $8.1 million decrease in equipment costs. Cost of subscription and transaction fees increased $11.7 million primarily due to corresponding increases in transaction processing fee revenue and transaction processing volumes. Cost of equipment sales decreased $8.1 million primarily due to a decrease in the volume of equipment sold during the current fiscal year as a result of 3G to 4G upgrades as described above.Operating ExpensesYear ended June 30,ChangePercent Change($ in thousands)202420232024 v. 2023Sales and marketing$20,310Â $12,427Â $7,883Â 63.4Â %Technology and product development16,532Â 20,726Â (4,194)(20.2Â %)General and administrative41,395Â 36,926Â 4,469Â 12.1Â %Investigation, proxy solicitation and restatement expenses, net of insurance recoveries(1,522)(362)(1,160)320.4Â %Integration and acquisition1,197Â 3,141Â (1,944)(61.9Â %)Depreciation and amortization10,570Â 7,618Â 2,952Â 38.8Â %Total operating expenses$88,482Â $80,476Â $8,006Â 9.9Â %Total operating expenses.Â Operating expenses increased by $8.0Â million, or 9.9%, for the year ended JuneÂ 30, 2024 compared to the prior year. The change was primarily attributed to an increase of $4.5Â million in general and administrative expenses, a $7.9Â million increase in sales and marketing costs, a $3.0Â million increase in depreciation and amortization. This increase was partially offset by a $1.9Â million decrease in integration and acquisition expense, a $1.2Â million decrease in investigation, proxy solicitation and restatement expenses, and a $4.2Â million decrease in technology and product development expenses. See further details within individual categories below.Sales and marketing. Sales and marketing expenses increased approximately $7.9Â million for the year ended JuneÂ 30, 2024 compared to the year ended JuneÂ 30, 2023. The change was primarily due to higher sales and marketing employee personnel cost in the current year, to support our expanding business and service offerings in the United States and international markets. Technology and product development.Â Technology and product development expenses decreased approximately $4.2 million for the year ended JuneÂ 30, 2024 compared to the year ended JuneÂ 30, 2023. The decrease in the current year was driven by lower expensed personnel costs as we continued to invest in internal-use software which resulted in higher capitalized costs compared to the prior year. We focus on investing in innovative technologies, specifically advancing mobile enhancements across the Seed platform, Cantaloupe Go and the mobile loyalty platform for consumers. Additional expenses in technology were incurred to further strengthen our network environment and platform, which will provide our customers greater stability, reliability, and overall higher performance on processing transactions and transmitting data.31General and administrative expenses. General and administrative expenses increased approximately $4.5Â million for the year ended JuneÂ 30, 2024 compared to the year ended JuneÂ 30, 2023. The increase was primarily driven by a $2.9 million increase in personnel compensation cost, as a result of our growing business, including a 33% increase to our headcount year-over-year, a $2.8 million increase in consulting professional services spent as part of our remediation of previously identified material weaknesses in our internal controls over financial reporting and $0.4 million increase in rent expense. These increases were offset by a $0.8 million decrease in travel and entertainment and a $0.6 million decrease from the release of sales tax reserves.Investigation, proxy solicitation and restatement expenses, net of insurance recoveries. In April 2024, we agreed to a net settlement of approximately $1.5 million with a third-party insurance carrier related to the reimbursement of expenses associated with the 2019 Investigation. The settlement was recognized as a gain in our consolidated statement of operations for the year ended June 30, 2024. During fiscal year 2023, we reached a settlement with the SEC to resolve its 2019 Investigation, which included a civil monetary penalty payment of $1.5 million. The penalty payment was fully paid to the SEC as of June 30, 2023. During fiscal year 2023, we received a $2.0 million reimbursement from its directors and officers (D&O) insurance policy for legal fees and expenses incurred in connection with the 2019 Investigation. The D&O reimbursement proceeds were recorded as a reduction of â€œInvestigation, proxy solicitation and restatement expenses, net of insurance recoveriesâ€ on our Consolidated Statement of Operations for the fiscal year ended June 30, 2023. For additional information, refer to Note 18 â€” Commitments and Contingencies to the consolidated financial statements in Part II, Item 8 of this Annual report. Integration and acquisition. For the fiscal year ended JuneÂ 30, 2024, the Company incurred professional service fees of $1.2Â million from accounting, legal, investing banking advisors and consulting services for the successful completion of the Cheq acquisition, as well as post-acquisition costs associated with the integration process. For the fiscal year ended JuneÂ 30, 2023, the Company incurred professional service fees of $3.1Â million from accounting, legal, investing banking advisors and consulting services for the successful completion of the 32M acquisition, as well as post-acquisition costs associated with the integration process.Depreciation and amortization. Depreciation and amortization expense increased $3.0Â million for the year ended JuneÂ 30, 2024 compared to the prior year primarily due to a $2.2Â million increase in depreciation on internal-use software and a $0.5Â million increase in amortization of intangible assets as a result of 12 months of 32M acquisition compared to 7 months in year ended June 30, 2023 and as a result of the Cheq acquisition. Our increase in internal-use software is attributable to management's focus on developing innovative technologies to further strengthen our network environment and platform.Other income (expense), Net Year ended June 30,ChangePercent Change($ in thousands)202420232024 v. 2023Other income (expense):Interest income from cash and leases$1,969Â $2,515Â $(546)(21.7Â %)Interest expense from debt and tax liabilities(2,934)(2,326)(608)26.1Â %Other income (expense)(226)(135)(135)67.4Â %Total other (expenses) income, net$(1,191)$54Â $(1,289)(2,305.6Â %)Other income (expense), NetTotal other expense, net for the fiscalÂ year ended JuneÂ 30, 2024 was $1.2 million, compared to an income of $0.1 million for the year ended JuneÂ 30, 2023. Our interest expense increased $0.6 million primarily due to 12 months of interest on our additional borrowing of $25 million to fund a portion of the 32M acquisition in December 2022 in fiscal 2024, compared to 7 months of interest in fiscal 2023.Interest income decreased $0.5 million due to a decrease in the finance receivables balance associated with our equipment financing program. 32Non-GAAP Financial MeasuresWe use non-GAAP financial measures for financial and operational decision-making purposes and as a means to evaluate period-to-period comparisons. We believe that these non-GAAP financial measures provide useful information about our operating results, enhance the overall understanding of past financial performance and future prospects and allow for greater transparency with respect to metrics used by our management in their financial and operational decision making. The presentation of these financial measures is not intended to be considered in isolation or as a substitute for the financial measures prepared and presented in accordance with GAAP. Management recognizes that non-GAAP financial measures have limitations in that they do not reflect all of the items associated with our net income as determined in accordance with GAAP, and are not a substitute for or a measure of our profitability or net earningsAdjusted Gross Profit and MarginWe define Adjusted Gross Profit as revenue less cost of sales, exclusive of depreciation of internally-developed software and amortization of intangible assets related to technologies obtained through acquisitions. We believe this non-GAAP measure is useful to view the resulting figures excluding the aforementioned non-cash charges because the amount of such expenses in any specific period may not directly correlate to the underlying performance of our business operations and such amounts vary substantially from company to company depending on their financing and capital structures and the method by which their assets were acquired. We define Adjusted Gross Margin as Adjusted Gross Profit divided by revenue. We have provided below a reconciliation of U.S. GAAP gross profit to Adjusted Gross Profit and Adjusted Gross Margin for the fiscalÂ years ended JuneÂ 30, 2024 and 2023:Year Ended June 30,ChangePercent Change($ in thousands)202420232024 v. 2023Gross profit, subscription and transaction fees (GAAP)$93,330Â $75,488Â $17,842Â 23.6Â %Amortization(1)6,767Â 5,020Â 1,747Â 34.8Â %Adjusted Gross Profit, subscription and transaction fees (non-GAAP)$100,097Â $80,508Â $19,589Â 24.3Â %Gross profit, equipment (GAAP)$2,554Â $728Â $1,826Â 250.8Â %Total Adjusted Gross Profit (non-GAAP)$102,651Â $81,236Â $21,415Â 26.4Â %Adjusted Gross Margin (non-GAAP):Subscription and transaction fees (non-GAAP)43.2Â %40.2Â %3.0Â %Equipment sales (GAAP)6.9Â %1.7Â %5.2Â %Total Adjusted Gross Margin (non-GAAP)38.2Â %33.3Â %4.9Â %(1) Amortization of internal-use software assets and developed technology assets.Total Adjusted Gross Margin (non-GAAP) was 38.2% for theÂ year ended JuneÂ 30, 2024, from 33.3% for the year ended JuneÂ 30, 2023.Â The increase in Adjusted Gross Margin was primarily driven by an increase in our subscription fees revenue which is inherently a higher margin revenue stream. Additionally, our equipment sales gross margins improved from the prior year primarily driven by the diversification of our equipment sales and higher margins on certain micro market equipment.Adjusted EBITDAWe define Adjusted EBITDA as U.S. GAAP net income before (i) interest income on cash and leases, (ii) interest expense on debt and sales tax reserves, (iii) income tax provision, (iv) depreciation, (v) amortization, (vi) stock-based compensation expense, (vii) fees and charges, net of reimbursement from insurance proceeds, that were incurred in connection with the 2019 Investigation and financial statement restatement activities as well as proxy solicitation costs that are not indicative of our core operations, (viii) one-time project expense, one-time severance expenses, and infrequent integration and acquisition expense, and (ix) certain other significant infrequent or unusual losses and gains that are not indicative of our core operations including asset impairment charges, and gain on extinguishment of debt.We believe Adjusted EBITDA is useful for investors in comparing our financial performance to other companies and from period to period. Adjusted EBITDA is widely used by investors and securities analysts to measure a companyâ€™s operating 33performance without regard to items such as depreciation and amortization, interest expense, and interest income, which can vary substantially from company to company depending on their financing and capital structures and the method by which their assets were acquired. In addition, Adjusted EBITDA eliminates the impact of certain items that may obscure trends in the underlying performance of our business. Additionally, we utilize Adjusted EBITDA as a metric in our executive officer and management incentive compensation plans.Adjusted EBITDA has limitations as an analytical tool, and should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. For example, although depreciation expense is a non-cash charge, the assets being depreciated may have to be replaced in the future, and Adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new asset acquisitions. In addition, Adjusted EBITDA excludes stock-based compensation expense, which has been, and will continue to be for the foreseeable future, a significant recurring expense for our business and an important part of our compensation strategy. Adjusted EBITDA also does not reflect changes in, or cash requirements for, our working capital needs; interest expense, or the cash requirements necessary to service interest or principal payments on our debt, which reduces the cash available to us; or tax payments that may represent a reduction in cash available to us. The expenses and other items which are excluded from the calculation of Adjusted EBITDA may differ from the expenses and other items that other companies may exclude from Adjusted EBITDA when they report their financial results.Below is a reconciliation of U.S. GAAP net income to Adjusted EBITDA for the fiscalÂ years ended JuneÂ 30, 2024 and 2023:Year ended June 30,($ in thousands)20242023Net income$11,993Â $633Â Less: interest income(1,969)(2,515)Plus: interest expense2,934Â 2,326Â Plus: income tax provision985Â 181Â Plus: depreciation expense included in cost of sales for rentals1,6341,189Plus: depreciation and amortization expense in operating expenses10,570Â 7,618Â EBITDA26,147Â 9,432Â Plus: stock-based compensation (a)5,109Â 4,737Â Plus: investigation, proxy solicitation and restatement expenses, net of insurance recoveries (b) (1,522)(362)Plus: integration and acquisition expenses (c)1,197Â 3,141Â Plus: severance expenses (d)53Â 273Â Plus: remediation expenses (e)2,976Â 573Â Adjustments to EBITDA7,813Â 8,362Â AdjustedÂ EBITDA$33,960Â $17,794Â (a) We have excluded stock-based compensation, as it does not reflect our cash-based operations.(b) We have excluded the costs and corresponding reimbursements related to the 2019 Investigation, because we believe that they represent charges that are not related to our core operations. During the year ended June 30, 2024, we received $1.5 million in insurance reimbursement for legal fees and expenses incurred in connection with the 2019 Investigation. Accordingly, Adjusted EBITDA contains a negative adjustment.(c) We have excluded expenses incurred in connection with business acquisitions as it does not represent recurring costs or charges related to our core operations.(d) Consists of expenses incurred in connection with non-recurring severance charges related to work force reduction.(e) Consists of expenses incurred in connection with fully remediating previously identified material weaknesses in our internal control over financial reporting. See Item 9A Section e - Remediation of Prior Material Weaknesses .LIQUIDITY AND CAPITAL RESOURCESSources and Uses of CashHistorically, we have financed our operations primarily through cash from operating activities, debt financings, and equity issuances. Our primary sources of capital available are cash and cash equivalents on hand of $58.9 million as of June 30, 2024 and the cash that we expect to be provided by operating activities.34We believe that our current financial resources will be sufficient to fund its current twelve-month operating budget from the date of issuance of these consolidated financial statements. Our primary focus as part of our core operations to increase cash flow from operating activities is to prioritize collection efforts to reduce outstanding accounts receivable, utilize existing inventory to support equipment sales over the next year, focusing on various operational efficiencies to improve overall profitability of the business and continued to grow our business both domestically and internationally.Net cash provided by operating activitiesNet cash provided by operating activities was $27.7 million for the year ended JuneÂ 30, 2024 compared to $14.2 million for the year ended JuneÂ 30, 2023. We recognized $12.0 million in net income and incurred $23.6 million in non-cash operating charges, partially offset by $7.8 million cash utilized in working capital accounts. The change in working capital balance was primarily driven by a $21.1 million increase in accounts payable and accrued expenses and a $9.4 million increase in inventory, offset by a $18.5 million increase in accounts receivable, a $4.0 million increase to our provision for credit losses and sales and a $3.7 million increase in finance receivables. The increase in inventory was a result of the Company expansion plans in Mexico and the UK. The increase in accounts payable and accrued expenses as well as accounts receivable is primarily due to merchant accounts in processing at year end.Net cash used in investing activitiesNet cash used in investing activities was $18.6 million for the year ended JuneÂ 30, 2024 compared to $51.9 million in the prior year. We paid $3.7 million in cash for the Cheq acquisition and invested $14.9 million in capital expenditures as the Company focuses on investing in innovative technologies and products, and increasing rental devices enrolled in the Company's Cantaloupe One program. In fiscal year 2023, we paid $35.7 million in cash for the 32M acquisition and invested $16.2 million in property and equipment.Net cash used in or provided by financing activitiesNet cash used in financing activities was $1.1 million for the year ended JuneÂ 30, 2024. In fiscal year 2023, net cash provided by financing activities was $20.5 million which was primarily contributed from an additional $25.0 million borrowed to fund a portion of the cash consideration of the 32M acquisition. We used $2.2 million cash to repurchase our Series A Convertible Stock and made a $1.0 million payment for contingent consideration relating to the 2022 Yoke acquisition.CONTRACTUAL OBLIGATIONSAs of JuneÂ 30, 2024, the Company had certain contractual obligations due over a period of time as summarized in the following table:Payments Due by Fiscal Year($ in thousands)TotalLess than 1 year1-3 years3-5 yearsMore than 5 yearsDebt and financing obligations (a)$44,612Â $1,453Â $43,159Â $â€”Â $â€”Â Operating lease obligations (b)13,951Â 1,637Â 4,105Â 2,740Â 5,469Â Total contractual obligations$58,563Â $3,090Â $47,264Â $2,740Â $5,469Â (a)Â Â Â Â Our debt and financing obligations include both principal and interest obligations. As of JuneÂ 30, 2024, an interest rate of 9.0% was used to compute the amount of the contractual obligations for interest on the JPMorgan Credit Agreement. See Note 7 - Debt and Other Financing Arrangements to the consolidated financial statements for further information.(b)Â Â Â Â Operating lease obligations represent our undiscounted operating lease liabilities as of JuneÂ 30, 2024. See Note 6 - Leases to the consolidated financial statements for further information.35CRITICAL ACCOUNTING ESTIMATESOur consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles (â€œU.S. GAAPâ€, "GAAP"), and they conform to general practices in our industry. The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires management to make judgments, assumptions, and estimates that affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates and strategic or economic assumptions may prove inaccurate or subject to variations and may significantly affect our reported results and financial position for the period or in future periods. Changes in underlying factors, assumptions, or estimates in any of these areas could have a material impact on our future financial condition and results of operations. We apply critical accounting estimates consistently from period to period and intend that any change in methodology occur in an appropriate manner. Accounting estimates currently deemed critical to our business operations and the understanding of our results of operations are listed below. For a detailed discussion on the application of these and other accounting estimates, see Note 2 -

Summary of Significant Accounting Policies to our consolidated financial statements included in this Annual Report.Revenue Recognition. The Company derives revenue primarily from the sale or lease of equipment and services to the small ticket, unattended POS market.The Companyâ€™s application of the accounting principles in U.S. GAAP related to the measurement and recognition of revenue requires us to make judgments and estimates. Complex arrangements may require significant judgment in contract interpretation to determine the appropriate accounting. The Company assesses the goods and/or services promised in each customer contract and separately identifies a performance obligation for each promise to transfer to the customer a distinct good or service. The Company then allocates the transaction price to those performance obligations in the contract using relative standalone selling prices where applicable. The Company determines standalone selling prices based on the price at which a good or service is sold separately. If the standalone selling price is not observable through historic data, the Company estimates the standalone selling price by considering all reasonably available information, including market data, trends, as well as other company- or customer-specific factors.Certain contracts require significant contract interpretation to determine appropriate accounting due to complex arrangements with nonstandard contract terms. In particular, the determination of whether the Company is principal (gross revenue) or agent (net revenue) in a transaction can require significant judgement. A change in this judgement could result in a significant reduction in the Company's revenues, but no impact to the Company's net income. Certain contracts also require significant judgement related to the relative standalone selling prices and the allocation to equipment and subscription services. A change in these judgements could result in a significant change in the timing of the Company's revenue recognition.Capitalization of internal-use software and cloud computing arrangements. We have significant expenditures associated with the technological maintenance and improvement of our network and technology offerings. These expenditures include both the cost of internal employees, who spend portions of their time on various technological projects, and the use of external temporary labor and consultants. Capitalization of internal-use software occurs when we have completed the preliminary project stage, management authorizes the project, management commits to funding the project, it is probable the project will be completed and the project will be used to perform the function intended. We are required to assess these expenditures and make a determination as to whether the costs should be expensed as incurred or are subject to capitalization. In making these determinations, we consider the stage of the development project, the probability of successful development and if the development is resulting in increased features and functionality. In addition, if we determine that a project qualifies for capitalization, the amount of capitalization is subject to various estimates, including the amount of time spent on the development work and the cost of internal employees and external consultants. Internal-use software is included within Property and equipment, net on our Consolidated Balance Sheets and is amortized over its estimated useful life, which is typically 3 to 7 years.We capitalize certain costs related to hosting arrangements that are service contracts (cloud computing arrangements) following the internal-use software capitalization criteria described above. Our cloud computing arrangements involve services we use to support internal corporate functions, our platforms and technology offerings. Capitalized costs relating to cloud computing arrangements are included within Prepaid expenses and other current assets or Other assets on our Consolidated Balance Sheets and are amortized on a straight-line basis over the estimated useful life, which is typically 3 to 5 years.Significant judgements include whether a project qualifies for capitalization, whether costs incurred directly relate to a project, and the stage of the project's development. There have been no changes in the Company's capitalization judgements.Business Combinations. The Company allocates the acquisition purchase price to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values on the acquisition dates. The excess of total consideration over the fair 36values of the assets acquired and the liabilities assumed is recorded as goodwill. When determining the fair value of assets acquired and liabilities assumed, we make significant estimates and assumptions, especially with respect to intangible assets. We engage a third-party valuation firm to assist in establishing the fair value of the acquired intangible assets. We may adjust certain fair value estimates deemed provisional as of the acquisition date during the measurement period upon which we may obtain additional information needed to identify and more accurately measure the consideration transferred, assets acquired, and liabilities assumed.Income Taxes.Â The carrying values of deferred income tax assets and liabilities reflect the application of our income tax accounting policies in accordance with applicable accounting standards and are based on managementâ€™s assumptions and estimates regarding future operating results and levels of taxable income, as well as managementâ€™s judgment regarding the interpretation of the provisions of applicable accounting standards. The carrying values of liabilities for income taxes currently payable are based on managementâ€™s interpretations of applicable tax laws and incorporate managementâ€™s assumptions and judgments regarding the use of tax planning strategies in various taxing jurisdictions. We evaluate the recoverability of these deferred tax assets by assessing the adequacy of future expected taxable income from all sources, including reversal of taxable temporary differences, forecasted operating earnings and available tax planning strategies. These sources of income inherently rely heavily on estimates. We use our historical experience and our short and long-term business forecasts to provide insight. To the extent we do not consider it more likely than not that a deferred tax asset will be recovered, a valuation allowance is established.As the Company has recently been profitable, significant judgement is involved in determining if and when the Company's valuation allowance could be released as well as the amount of the release (full or partial). Federal and state net operating loss carryforwards are reserved with a full valuation allowance because, based on the available evidence, the Company believes it is more likely than not that we would not be able to utilize those deferred tax assets in the future. If the actual amounts of taxable income differ from our estimates, the amount of our valuation allowance could be materially impacted. Sales tax reserve. The Company has recorded estimated liabilities for current and historical sales taxes, which are included in accrued expenses in the Consolidated Balance Sheets. On a quarterly basis, the Company accrues interest on the unpaid balance. The estimated liability is adjusted upon the payment of sales tax related to the accrual, the changes in state tax laws that may impact the accrual and the expiration of the statute of limitations for open years under review.Significant judgement is inherent in the methodology utilized to determine the historical sales tax reserve. The liability includes significant judgments and estimates that may change in the future, and the actual liability may be different from our current estimate. ItemÂ 7A. Quantitative and Qualitative Disclosures About Market Risk.As of JuneÂ 30, 2024 we are exposed to market risk related to changes in interest rates on our outstanding borrowings. Our JPMorgan Credit Facility matures on March, 16 2026. Interest on the JPMorgan Credit Facility will be based, at the Companyâ€™s option, on a base rate or SOFR plus an applicable margin tied to the Companyâ€™s total leverage ratio and having ranges of between 2.50% and 3.00% for base rate loans and between 3.50% and 4.00% for SOFR loans. As of JuneÂ 30, 2024, we have $37.6 million total outstanding borrowings under the JPMorgan Credit Facility, an increase of 100 basis points in SOFR Rate would result in a change in interest expense of $0.4 million on our consolidated financial statements. We are also exposed to market risk related to changes in interest rates on our cash investments. We invest our excess cash in money market funds that we believe are highly liquid and marketable in the short term. These investments earn a floating rate of interest and are not held for trading or other speculative purposes. Consequently, our exposure to market risks for interest rate changes related to our money market funds is not material. Market risks related to fluctuations of foreign currencies are not material and we have no freestanding derivative instruments as of JuneÂ 30, 2024.37ItemÂ 8. Financial Statements and Supplementary Data.CANTALOUPE,Â INC.INDEX TO CONSOLIDATED FINANCIAL STATEMENTSFinancial Statements:Report of Independent Registered Public Accounting Firm (Deloitte & Touche LLP, Atlanta, GA, PCAOB ID#34)39Report of Independent Registered Public Accounting Firm (BDO US, P.C., Richmond, VA, PCAOB ID# 243)41Report of Deloitte & Touche LLP, Independent Registered Public Accounting Firm on Internal Control over Financial Reporting42Consolidated Balance Sheets43Consolidated Statements of Operations44Consolidated Statements of Comprehensive Income (Loss)49Consolidated Statements of Convertible Preferred Stock and Shareholdersâ€™ Equity 46Consolidated Statements of Cash Flows47Notes to Consolidated Financial Statements4838Report of Independent Registered Public Accounting FirmTo the shareholders and the Board of Directors of Cantaloupe, Inc.Opinion on the Financial StatementsWe have audited the accompanying consolidated balance sheet of Cantaloupe, Inc. and subsidiaries (the "Company") as of JuneÂ 30, 2024, the related consolidated statements of operations, comprehensive income (loss), convertible preferred stock and shareholdersâ€™ equity, and cash flows, for the year ended JuneÂ 30, 2024, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of JuneÂ 30, 2024, and the results of its operations and its cash flows for the year ended JuneÂ 30, 2024, in conformity with accounting principles generally accepted in the United States of America.We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of JuneÂ 30, 2024, based on criteria established in Internal Control â€“ Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated SeptemberÂ 10, 2024, expressed an unqualified opinion on the Company's internal control over financial reporting.Basis for OpinionThese financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements 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 the financial statements are free of material misstatement, whether due to error or fraud. Our audit 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 audit 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 audit provides a reasonable basis for our opinion.Critical Audit MatterThe critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.Revenue Recognition â€“ Refer to Notes 2 and 11 to the financial statementsCritical Audit Matter DescriptionThe Company recognized consolidated revenues of $269 million for the year ended JuneÂ 30, 2024. The Company provides an end-to-end cashless payment solution which integrates hardware, software, and payment processing in self-service commerce. The Company has determined that the sale or sales-type lease of hardware represents a separate performance obligation, the majority of which is satisfied at a point in time as equipment is delivered to the customer. Software and other services represent a separate performance obligation which is generally satisfied over time as the services are delivered to the customer. Payment processing services (or â€œcashless servicesâ€) represent a single performance obligation, which is a combination of services provided to the customer for the ability to accept cashless payments. The single performance obligation is determined to be a stand-ready obligation to process payments on behalf of customers, which is satisfied over time in daily increments. The Companyâ€™s customers are generally contracting for integrated cashless services in connection with purchasing or leasing unattended POS devices.We identified the determination of performance obligations within revenue contracts as a critical audit matter given the judgment required to determine whether any unusual and/or complex terms within contracts impact the identification of performance obligations and are evaluated appropriately. A high degree of auditor judgment was required to evaluate the Company's identification of performance obligations in revenue contracts.39How the Critical Audit Matter Was Addressed in the AuditOur audit procedures related to the Companyâ€™s revenue recognition primarily included the following:â€¢We selected a sample of revenue contracts, and obtained and evaluated underlying source documents relevant to the identification of performance obligations. â€¢We evaluated whether the performance obligations were appropriately identified in each of the selected revenue contracts./s/ Deloitte & Touche, LLPAtlanta, GeorgiaSeptemberÂ 10, 2024We have served as the Company's auditor since 2023.40Report of Independent Registered Public Accounting FirmShareholders and Board of Directors Cantaloupe, Inc.Malvern, Pennsylvania Opinion on the Consolidated Financial Statements We have audited the accompanying consolidated balance sheet of Cantaloupe, Inc. (the â€œCompanyâ€) as of JuneÂ 30, 2023, the related consolidated statements of operations, convertible preferred stock and shareholdersâ€™ equity, and cash flows for each of the two years in the period ended JuneÂ 30, 2023, and the related notes (collectively referred to as the â€œconsolidated financial statementsâ€). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at JuneÂ 30, 2023, and the results of its operations and its cash flows for each of the two years in the period ended JuneÂ 30, 2023, in conformity with accounting principles generally accepted in the United States of America.Basis for OpinionThese consolidated financial statements are the responsibility of the Companyâ€™s management. Our responsibility is to express an opinion on the Companyâ€™s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion./s/ BDO USA, P.C.We have served as the Company's auditor from 2019 to 2023. Richmond, Virginia September 25, 202341Report of Independent Registered Public Accounting Firm To the shareholders and the Board of Directors of Cantaloupe, Inc.Opinion on Internal Control over Financial ReportingWe have audited the internal control over financial reporting of Cantaloupe, Inc. and subsidiaries (the â€œCompanyâ€) as of JuneÂ 30, 2024, based on criteria established in Internal Control â€“ Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of JuneÂ 30, 2024, based on criteria established in Internal Control â€“ Integrated Framework (2013) issued by COSO.We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended JuneÂ 30, 2024, of the Company and our report dated SeptemberÂ 10, 2024, expressed an unqualified opinion on those financial statements.As described in Management's Report on Internal Control over Financial Reporting, management excluded from its assessment the internal control over financial reporting at Cheq Lifestyle Technology, Inc. (â€œCheqâ€), which was acquired on February 1, 2024, and whose financial statements constitute approximately 1% of total consolidated assets, excluding goodwill, as of JuneÂ 30, 2024, and approximately 1% of total consolidated revenues for the year then ended. Accordingly, our audit did not include the internal control over financial reporting at Cheq.Basis for OpinionThe Companyâ€™s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management'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 ReportingA companyâ€™s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A companyâ€™s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the companyâ€™s assets that could have a material effect on the financial statements.Because of its inherent limitations, internal control over financial reporting may not prevent

or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate./s/ Deloitte & Touche, LLPAtlanta, GeorgiaSeptemberÂ 10, 202442Cantaloupe,Â Inc.Consolidated Balance SheetsAs of June 30,($ in thousands, except share data)20242023AssetsCurrent assets:Cash and cash equivalents$58,920Â $50,927Â Accounts receivable, net43,848Â 30,162Â Finance receivables, net6,391Â 6,668Â Inventory40,791Â 31,872Â Prepaid expenses and other current assets7,844Â 3,754Â Total current assets157,794Â 123,383Â Non-current assets:Finance receivables, net10,036Â 13,307Â Property and equipment, net34,029Â 25,281Â Operating lease right-of-use assets7,986Â 2,575Â Intangibles, net24,626Â 27,812Â Goodwill94,903Â 92,005Â Other assets6,194Â 5,249Â Total non-current assets177,774Â 166,229Â Total assets$335,568Â $289,612Â Liabilities, convertible preferred stock, and shareholdersâ€™ equityCurrent liabilities:Accounts payable$78,895Â $52,869Â Accrued expenses24,008Â 26,276Â Current obligations under long-term debt1,266Â 882Â Deferred revenue1,726Â 1,666Â Total current liabilities105,895Â 81,693Â Long-term liabilities:Deferred income taxes466Â 275Â Long-term debt36,284Â 37,548Â Operating lease liabilities8,457Â 2,504Â Total long-term liabilities45,207Â 40,327Â Total liabilities$151,102Â $122,020Â Commitments and contingencies (Note 18)Convertible preferred stock:Series A convertible preferred stock, 900,000 shares authorized, 385,782 and 385,782 issued and outstanding, with liquidation preferences of $22,722 and $22,144 at June 30, 2024 and 2023, respectively2,720Â 2,720Â Shareholdersâ€™ equity:Common stock, no par value, 640,000,000 shares authorized, 72,935,497 and 72,664,464 shares issued and outstanding at JuneÂ 30, 2024 and 2023, respectivelyâ€”Â â€”Â Additional paid-in capital482,329Â 477,324Â Accumulated deficit(300,459)(312,452)Accumulated other comprehensive loss(124)â€”Â Total shareholdersâ€™ equity181,746Â 164,872Â Total liabilities, convertible preferred stock, and shareholdersâ€™ equity$335,568Â $289,612Â See accompanying notes to consolidated financial statements.43Cantaloupe,Â Inc.Consolidated Statements of OperationsYear ended June 30,($ in thousands, except shares and per share data)202420232022Revenues:Subscription and transaction fees$231,497Â $200,223Â $168,850Â Equipment sales37,099Â 43,418Â 36,352Â Total revenues268,596Â 243,641Â 205,202Â Costs of sales (exclusive of certain depreciation and amortization):Cost of subscription and transaction fees131,400Â 119,715Â 103,392Â Cost of equipment sales34,545Â 42,690Â 37,615Â Total costs of sales165,945Â 162,405Â 141,007Â Operating expenses:Sales and marketing20,310Â 12,427Â 8,908Â Technology and product development16,532Â 20,726Â 21,877Â General and administrative41,395Â 36,926Â 30,519Â Investigation, proxy solicitation and restatement expenses, net of insurance recoveries(1,522)(362)1,196Â Integration and acquisition expenses1,197Â 3,141Â â€”Â Depreciation and amortization10,570Â 7,618Â 4,352Â Total operating expenses88,482Â 80,476Â 66,852Â Operating income (loss)14,169Â 760Â (2,657)Other income (expense):Interest income 1,969Â 2,515Â 1,884Â Interest expense(2,934)(2,326)(524)Other expense(226)(135)(220)Total other income (expense), net(1,191)54Â 1,140Â Income (loss) before income taxes12,978Â 814Â (1,517)Provision for income taxes(985)(181)(186)Net income (loss)11,993Â 633Â (1,703)Preferred dividends(578)(623)(668)Net income (loss) applicable to common shares$11,415Â $10Â $(2,371)Net earnings (loss) per common shareBasic$0.16Â $â€”Â $(0.03)Diluted$0.15Â $â€”Â $(0.03)Weighted average number of common shares outstanding used to compute net earnings (loss) per share applicable to common sharesBasic72,819,22071,978,90171,091,790Diluted74,172,09872,514,63471,091,790See accompanying notes to consolidated financial statements.44Cantaloupe, Inc.Consolidated Statements of Comprehensive Income (Loss)Year ended June 30,($ in thousands)202420232022Net income (loss)$11,993Â $633Â $(1,703)Foreign currency translation adjustments(124)â€”Â â€”Â Other comprehensive loss(124)â€”Â â€”Â Total comprehensive income (loss)$11,869Â $633Â $(1,703)45Cantaloupe,Â Inc.Consolidated Statements of Convertible Preferred Stock and Shareholdersâ€™ Equity($ in thousands, except share data)Convertible Preferred StockCommon StockAdditional Paid-in CapitalAccumulatedDeficitAccumulated Other Comprehensive LossTotal Shareholders' EquitySharesAmountSharesAmountBalance, June 30, 2021445,063Â $3,138Â 71,258,047Â $â€”Â $462,775Â $(311,382)$â€”Â $151,393Â Stock-based compensationâ€”Â â€”Â â€”Â â€”Â 6,249Â â€”Â â€”Â 6,249Â Vesting of restricted stockâ€”Â â€”Â 127,674Â â€”Â â€”Â â€”Â â€”Â â€”Â Exercise of stock optionsâ€”Â â€”Â 122,155Â â€”Â 894Â â€”Â â€”Â 894Â Retirement of stockâ€”Â â€”Â (319,823)â€”Â â€”Â â€”Â â€”Â â€”Â Net lossâ€”Â â€”Â â€”Â â€”Â (1,703)â€”Â (1,703)Balance, June 30, 2022445,063Â $3,138Â 71,188,053Â â€”Â 469,918Â (313,085)â€”Â 156,833Â Stock-based compensationâ€”Â â€”Â â€”Â â€”Â 4,633Â â€”Â â€”Â 4,633Â Vesting of restricted stockâ€”Â â€”Â 235,491Â â€”Â â€”Â â€”Â â€”Â â€”Â Repurchase of Series A convertible preferred stock(59,281)(418)â€”Â â€”Â (1,733)â€”Â â€”Â (1,733)Common stock issued for acquisitionâ€”Â â€”Â 1,240,920Â â€”Â 4,506Â â€”Â â€”Â 4,506Â Net incomeâ€”Â â€”Â â€”Â â€”Â 633Â â€”Â 633Â Balance, June 30, 2023385,782Â 2,720Â 72,664,464Â â€”Â 477,324Â (312,452)â€”Â 164,872Â Stock-based compensationâ€”Â â€”Â â€”Â â€”Â 4,890Â â€”Â â€”Â 4,890Â Vesting of restricted stockâ€”Â â€”Â 252,699Â â€”Â â€”Â â€”Â â€”Â â€”Â Exercise of stock optionsâ€”Â â€”Â 18,334Â â€”Â 115Â â€”Â â€”Â 115Â Other comprehensive lossâ€”Â â€”Â â€”Â â€”Â â€”Â (124)(124)Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â 11,993Â â€”Â 11,993Â Balance, June 30, 2024385,782Â $2,720Â 72,935,497Â $â€”Â $482,329Â $(300,459)$(124)$181,746Â See accompanying notes to consolidated financial statements.46Cantaloupe,Â Inc.Consolidated Statements of Cash FlowsYear ended June 30,($ in thousands)202420232022Cash flows from operating activities:Net income (loss)$11,993Â $633Â $(1,703)Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:Stock-based compensation5,109Â 4,737Â 6,248Â Amortization of debt issuance costs and discounts124Â 128Â 148Â Provision for expected losses3,861Â 5,815Â 3,471Â Provision for inventory reserve240Â 280Â (397)Depreciation and amortization12,204Â 8,807Â 5,325Â Property and equipment write-off 601Â 364Â â€”Â Noncash lease expense1,246Â â€”Â â€”Â Deferred income taxes and other192Â (116)686Â Changes in operating assets and liabilities:Accounts receivable(18,542)4,960Â (13,649)Finance receivables3,712Â (32)(1,884)Inventory(9,447)(10,387)(14,064)Prepaid expenses and other assets(4,035)(180)(4,262)Accounts payable and accrued expenses21,131Â (458)12,153Â Operating lease liabilities(651)(133)(907)Deferred revenue7Â (226)130Â Net cash provided by (used in) operating activities27,745Â 14,192Â (8,705)Cash flows from investing activities:Capital expenditures(14,935)(16,151)(9,260)Acquisition of business, net of cash acquired(3,701)(35,714)(2,966)Net cash used in investing activities(18,636)(51,865)(12,226)Cash flows from financing activities:Proceeds from long-term debt â€”Â 25,000Â 738Â Repayment of long-term debt(954)(1,270)(606)Contingent consideration paid for acquisitionâ€”Â (1,000)â€”Â Repurchase of Series A Convertible Preferred Stockâ€”Â (2,151)â€”Â Payment of employee taxes related to stock-based compensation(219)(104)â€”Â Proceeds from exercise of common stock options115Â â€”Â 895Â Payment of third-party debt issuance costsâ€”Â â€”Â (107)Net cash (used in) provided by financing activities(1,058)20,475Â 920Â Effect of currency exchange rate changes on cash and cash equivalents(58)â€”Â â€”Â Net increase (decrease) in cash and cash equivalents7,993Â (17,198)(20,011)Cash and cash equivalents at beginning of year50,927Â 68,125Â 88,136Â Cash and cash equivalents at end of year$58,920Â $50,927Â $68,125Â Supplemental disclosures of cash flow information:Interest paid in cash$3,656Â $2,641Â $755Â Income taxes paid in cash $223Â $61Â $94Â Common stock issued in business combination (non-cash financing activity)$â€”Â $4,506Â $â€”Â See accompanying notes to consolidated financial statements.47Cantaloupe,Â Inc.NotesÂ to Consolidated Financial Statements1. BUSINESSCantaloupe, Inc., is organized under the laws of the Commonwealth of Pennsylvania. We are a digital payments and software services company that provides end-to-end technology solutions for self-service commerce. We offer a single platform for self-service commerce which includes integrated payments processing and software solutions that handle inventory management, pre-kitting, route logistics, warehouse and back-office management. Our enterprise-wide platform is designed to increase consumer engagement and sales revenue through digital payments, digital advertising and customer loyalty programs, while providing retailers with control and visibility over their operations and inventory. Our customers range from vending machine companies to operators of micro-markets and smart retail, laundromats, metered parking terminals, amusement and entertainment venues, IoT services and more.2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIESBASIS OF PRESENTATION AND PREPARATIONThe accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") on a going concern basis. In the opinion of management, all adjustments considered necessary for a fair presentation, consisting of normal recurring adjustments, have been included. The Company operates as one operating segment because its chief operating decision maker, who is the Chief Executive Officer, reviews its financial information on a consolidated basis for purposes of making decisions regarding allocating resources and assessing performance.The Company has operations in the United States, Mexico and the UK. The functional currencies of our foreign wholly-owned subsidiaries are the local currency. We translate the financial statements of these subsidiaries into U.S. dollars each reporting period for purposes of consolidation. Assets and liabilities are translated at the period-end currency exchange rates, certain equity accounts are translated at historical exchange rates and income and expense amounts are translated at average currency exchange rates in effect for the period. The effect of these translation adjustments are reported in Accumulated other comprehensive loss on the Consolidated Statements of Convertible Preferred Stock and Shareholders' Equity.Gains and losses on transactions denominated in currencies other than the functional currency are generally included in determining net income for the period. Foreign currency transaction gains and losses were not significant to the financial statements for the years ended JuneÂ 30, 2024, 2023, and 2022.Consolidated Statements of Operations: Cost of Sales Below is a brief description of the various categories within cost of sales:â€¢Cost of subscription and transaction fees: Cost of subscription and transaction fees consist of third-party transaction processing fees, interchange fees, and network service fees. Cost of subscription and transaction fees also includes depreciation expense associated with our Cantaloupe One rental equipment program.â€¢Cost of equipment sales: Cost of equipment sales consist primarily of direct costs to acquire finished goods, or for certain products material to fabricate our equipment, as well as freight, taxes, and other inventory acquisition costs.Consolidated Statements of Operations: Operating expenses presentationBeginning in fiscal year 2023, the Company disaggregated General and administrative costs further by disclosing Integration and acquisition expenses separately. The updated presentation is intended to provide additional transparency to the readers of the financial statements and better align the Companyâ€™s financial performance with how management views and monitors business operations and makes strategic decisions. This presentation change did not impact total operating expenses, operating income (loss), net income (loss) or net income (loss) per common share. 48Below is a brief description of the various categories within operating expenses:â€¢Sales and marketing: Sales and marketing expenses consist primarily of our sales and marketing team personnel costs. In addition, this category includes fees paid for advertising, trade shows and external consultants who assist in outreach initiatives designed to build brand awareness and showcase the value of our products and services to our opportunity markets. â€¢Technology and product development: Technology and product development expenses consist primarily of our technology and product team personnel costs and fees paid to external consultants relating to innovating and maintaining our portfolio of products and services and strengthening our network environment and platform. These costs include but are not limited to engineering, platform and software development, fees for software licenses, contract labor and other technology and product related items that are not eligible for capitalization. â€¢General, and administrative: General and administrative expenses consist primarily of our customer support, business operations, finance, legal, human resources and other administrative personnel costs and fees paid to external consultants for these respective departments. In addition, this category includes rent and occupancy costs and other miscellaneous costs incurred in the course of operating the business.â€¢Investigation, proxy solicitation, and restatement expenses, net of insurance recoveries: In fiscal year 2019, the Audit Committee, with the assistance of independent legal and forensic accounting advisors, conducted an internal investigation of then-current and prior period matters relating to certain of the Companyâ€™s contractual arrangements, including the accounting treatment, financial reporting and internal controls related to such arrangements (the â€œ2019 Investigationâ€). The Company and former officers incurred additional legal expenses for these periods offset by certain recoveries from insurance policy claims.â€¢Integration and acquisition: Integration and acquisition expenses consist primarily of professional services fees including accounting, legal and investing banking advisory fees incurred in connection with acquisitions and post-acquisition integrations. See Note 10 - Acquisitions to the consolidated financial statements for further information.â€¢Depreciation and amortization: Depreciation expense on our property and equipment, amortization of capitalized internal-use software development costs, and amortization expense on our intangible assets are included within the Depreciation and amortization caption in the Consolidated Statements of Operations. Depreciation on property and equipment used for rentals is included in Cost of subscription and transaction fees as described above.USE OF ESTIMATESThe preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, assumptions and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes. The Company evaluates these estimates on an ongoing basis. Estimates, judgments, and assumptions in these consolidated financial statement include, but are not limited to, those related to revenue recognition, capitalization of internal-use software and cloud computing arrangements, fair value of acquired assets and liabilities including goodwill through purchase accounting, evaluation of goodwill and long-lived assets impairment, allowances for accounts and finance receivables, inventory reserves, loss contingencies, income taxes, and sales tax reserves. CASH AND CASH EQUIVALENTSCash equivalents represent all highly liquid investments with original maturities of three months or less from time of purchase. Cash equivalents are comprised of money market funds. The Company maintains its cash in bank deposit accounts where accounts may exceed federally insured limits at times. The Company deems this credit risk not to be significant as cash is held at well-capitalized financial institutions.ACCOUNTS RECEIVABLEAccounts receivable include amounts due to the Company for sales of equipment, other amounts due from customers, merchant service receivables which are receivables due from credit card processors, and unbilled amounts due from customers, net of the allowance for uncollectible accounts. See "Allowance for Accounts and Finance Receivables" section below for details.49FINANCE RECEIVABLESThe Company offers extended payment terms to certain customers for equipment sales primarily under its Quick Start Program. Agreements under the Quick Start Program are accounted for as sales-type leases. Accordingly, the discounted future minimum lease payments are classified as finance receivables current and non-current in the Companyâ€™s Consolidated Balance Sheets based on whether the balances due within the next 12 months. Finance receivables or Quick Start leases are generally for a sixty-month term. The Company recognizes a portion of the lease payments as Interest income on the Consolidated Statements of Operations based on the effective interest rate method. ALLOWANCE FOR ACCOUNTS AND FINANCE RECEIVABLESThe Company maintains lifetime expected loss allowances for accounts and finance receivables based on historical experience of payment performance, current conditions of the customer, which is generally less than one year for accounts receivable and five years for finance receivables. We estimate our allowance using an aging analysis (days past due status) of the receivables balances that is primarily based on historical loss experience. Additionally, current conditions are analyzed to determine if the allowance calculation needs to be adjusted further for any qualitative factors impacting a customerâ€™s ability to meet its financial obligations that is not already reflected through the historical loss analysis. The Company writes off finance receivable balances against the allowance for credit losses when management determines the balance is uncollectible and the Company ceases collection efforts. The provision for expected credit losses relating to accounts receivable and finance receivable balances is recorded within General and administrative expenses in the Consolidated Statements of Operations.The Company writes off accounts and finance receivables balances when management determines the balance is uncollectible and the Company ceases collection efforts. INVENTORYInventory consists primarily of finished goods. The company's inventories are valued at the lower of cost or net realizable value, using a weighted-average cost method.The Company establishes reserves for slow-moving inventory based upon quality considerations including potential changes in technological standards, historical usage and assumptions about future demand based on market conditions. The reserve is recorded within Cost of equipment sales in our Consolidated Statements of Operations. The inventory reserve was $2.2Â million and $2.3Â million as of June 30, 2024 and 2023, respectively. PROPERTY AND EQUIPMENT, NETProperty and equipment, which primarily consists of computer equipment and software and leased equipment, are recorded at either cost or, in the instance of an acquisition, the estimated fair value on the date of the acquisition, and are depreciated on a straight-line basis over the estimated useful lives of the related assets. Capitalized internal-use software is amortized on the straight-line basis over the estimated useful lives of the software. Leasehold improvements are amortized on the straight-line basis over the lesser of the estimated useful life of the asset or the respective lease term. Depreciation expense on our property and equipment, excluding property and equipment used for rentals, is included in Depreciation and amortization in the Consolidated Statements of Operations. Depreciation expense on our property and equipment used for rentals is included in Cost of subscription and transaction fees in the Consolidated Statements of Operations. Additions and improvements that extend the estimated lives of the assets are capitalized, while expenditures for repairs and maintenance are expensed as incurred.GOODWILLThe Companyâ€™s goodwill represents the excess of cost over fair value of the net assets purchased in acquisitions. We test goodwill for impairment at least annually, or more frequently if events or changes in circumstances indicate that impairment may have occurred. Goodwill is reviewed for impairment utilizing either a qualitative or a quantitative goodwill impairment test. When we perform a qualitative assessment and determine the fair value more likely than not exceeds the carrying value, no further evaluation is necessary. When we perform

the quantitative goodwill impairment test, we compare the fair value of our reporting unit to its carrying value. If the fair value of the reporting unit exceeds its carrying value, then goodwill is not considered impaired. An impairment charge is recognized for the amount by which, if any, the carrying value exceeds the reporting unitâ€™s fair value. However, the loss recognized cannot exceed the reporting unitâ€™s goodwill balance. 50The Company performs an annual goodwill impairment test on AprilÂ 1 and more frequently if events and circumstances indicate that the asset may be impaired. The Company has determined there is a single reporting unit for purposes of testing goodwill for impairment. The Company has concluded there has been no impairment of goodwill during theÂ year ended JuneÂ 30, 2024 based on its qualitative assessment. There has been no impairment of goodwill for fiscal year 2023 or 2022. Subsequent to our annual impairment test, no indicators of impairment were identified.INTANGIBLES, NETThe Company's intangible assets include trademarks, non-compete agreements, brand names, customer relationships, acquired trade names, acquired developed technology and acquired customer relationships in a business combination. The Company carries these intangibles at cost, less accumulated amortization. Amortization is recorded on a straight-line basis over the estimated useful lives of the respective assets, which span between three and eighteen years, and are included in Depreciation and amortization in the Consolidated Statements of Operations.Other than goodwill, there were no indefinite-lived intangible assets at JuneÂ 30, 2024 or 2023.The Company assesses its finite-lived intangible and other long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The carrying amount of an asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Fair value of finite-lived intangible assets and property and equipment is based on various valuation techniques. If the carrying amount of an asset or group of assets exceeds its net realizable value, the asset will be written down to its fair value. The Company has concluded there has been no impairment of intangible and long-lived assets during theÂ years ended JuneÂ 30, 2024 or 2023. FAIR VALUE OF FINANCIAL INSTRUMENTSFair value is defined as the price that would be received in the sale of an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the reporting date. The accounting guidance establishes a three-tiered hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value as follows:Â Level 1â€‘ Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.Level 2â€‘ Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).Level 3â€‘ Inputs are unobservable and reflect the Companyâ€™s assumptions that market participants would use in pricing the asset or liability. The Company develops these inputs based on the best information available.SIGNIFICANT CUSTOMERSConcentration of revenue with customers subject the Company to operating risks. Approximately $24.6 million, $28.7 million, and $29.7 million of the Companyâ€™s revenue for theÂ years ended JuneÂ 30, 2024, 2023 and 2022, respectively, were concentrated with one customer, which represented 9%,Â 12% and 14% of the Company's revenues for each of the years. The Companyâ€™s customers are principally located in the United States.REVENUE RECOGNITIONThe revenue recognition guidance provides a single model to determine when and how revenue is recognized. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of control of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. TheÂ Company recognizes revenue using a five-step model resulting in revenue being recognized as performance obligations within a contract have been satisfied. The steps within that model include: (i) identifying the existence of a contract with a customer; (ii) identifying the performance obligations within the contract; (iii) determining the contractâ€™s transaction price; (iv) allocating the transaction price to the contractâ€™s performance obligations; and, (v) recognizing revenue as 51the contractâ€™s performance obligations are satisfied. Judgment is required to apply the principles-based, five-step model for revenue recognition. Management is required to make certain estimates and assumptions about the Companyâ€™s contracts with its customers, including, among others, the nature and extent of its performance obligations, its transaction price amounts and any allocations thereof, and the events which constitute satisfaction of its performance obligations. The standard also requires certain incremental costs incurred to obtain or fulfill a contract to be deferred and amortized on a systematic basis consistent with the transfer of goods or services to the customer.The Company provides an end-to-end payment solution which integrates hardware, software, and payment processing in the self-service commerce industry. The Company has contractual agreements with customers that set forth the general terms and conditions of the relationship, including pricing of goods and services, payment terms and contract duration. Revenue is recognized when the obligation under the terms of the Companyâ€™s contract with its customer is satisfied and is measured as the amount of consideration the Company expects to receive in exchange for transferring goods or providing services.We provide cashless services in exchange for monthly service fees, in addition to collecting usage-based consideration for completed transactions. Certain contracts we enter into with third-party suppliers where we consider ourselves the principal provide us with the right to access and direct their services when processing a transaction. The Company combines the services provided by third-party suppliers to enable customers to accept cashless payment transactions, indicating that it controls all inputs in directing their use to create the combined service. Additionally, the Company sells cashless payment devices, which are either directly sold or leased through the Company's QuickStart, or Cantaloupe ONE programs. The Company recognizes fees charged to our customers primarily on a gross basis as transaction revenue when we are the principal in respect of completing a payment transaction. As a principal to the transaction, we control the service of completing payments for our customers through the payment ecosystem. The fees paid to payment processors and other financial institutions are recognized as transaction expenses in Cost of subscription and transaction fees in the Consolidated Statements of Operations. For certain transactions in which we act in the capacity as an agent, these transactions are recorded on a net basis. These are transactions in which the customer is entering into a separate arrangement with a third-party payment processor for the fulfillment of the payment service.Cashless services represent a single performance obligation as the combination of the services provided gives the customer the ability to accept cashless payments. The Companyâ€™s customers are contracting for integrated cashless services in connection with purchasing or leasing unattended POS devices. The integrated cashless services when combined together are so integral to the customerâ€™s ability to derive benefit from the service, that the activities are effectively inputs to a single promise to the customer. Certain services are distinct, but are not accounted for separately as the rights are coterminous, they are transferred concurrently and the outcome is the same as accounting for the services as individual performance obligations. The single performance obligation is determined to be a stand-ready obligation to process payments whenever a consumer intends to make a purchase at a POS device. As the Company is unable to predict the timing and quantity of transactions to be processed, the assessment of the nature of the performance obligation is focused on each time increment rather than the underlying activity. Therefore, cashless payment processing services are viewed to comprise a series of distinct days of service that are substantially the same and have the same pattern of transfer to the customer. As a result, the promise to stand ready is accounted for as a single performance obligation.Revenue related to cashless services is recognized over the period in which services are provided, with usage-based revenue recognized as transactions occur. Consideration for this service includes fixed fees for standing ready to process transactions, and generally also includes usage-based fees, priced as a percentage of transaction value and/or a specified fee per transaction processed. The total transaction price of usage-based services is determined to be variable consideration as it is based on unknown quantities of services to be performed over the contract term. The underlying variability is satisfied each day the service is performed and provided to the customer. Clients are billed for cashless payment processing services on a monthly basis and for transaction processing as transactions occur. Payment is due based on the Companyâ€™s standard payment terms which is typically within 30 to 60 days of invoice issuance.Equipment sales represent a separate performance obligation, the majority of which is satisfied at a point in time through outright sales, or sales-type leases in accordance with ASC 842, â€œLeasesâ€, when the equipment is delivered to the customer. Software represents a separate performance obligation, which is satisfied when each distinct day, or for practical reasons, each distinct month of service is transferred to the customers. Customers are billed for software services on a monthly basis. Payment is due based on the Companyâ€™s standard payment terms which is typically within 30 to 60 days of invoice issuance. Revenues related to Cantaloupe ONE equipment are recognized over time as the customer obtains the right to use the equipment through an operating lease. Clients are billed for equipment sales on a monthly basis, with payment due based on the Companyâ€™s standard payment terms which is typically within 30 to 60 days of invoice issuance.Â 52Revenue from QuickStart equipment leases are recognized as sales-type leases when equipment is shipped to the customer. Transaction processing revenue is recognized upon the usage of the Companyâ€™s cashless payment and control network. Subscription fees for access to the Companyâ€™s devices and network services are recognized on aÂ monthly basis when the performance obligation is satisfied. The Company estimates an allowance for subscription and transaction fee refunds on aÂ monthly basis.Hardware is available to customers under the QuickStart program pursuant to which the customer would enter into a five-year non-cancelable lease with either the Company or a third-party leasing company for the devices. The Company then allocates the transaction price to equipment and software subscription performance obligations in the contract using relative standalone selling prices. The Company determines standalone selling prices based on the price at which a good or service is sold separately. If the standalone selling price is not observable through historic data, the Company estimates the standalone selling price by considering all reasonably available information, including market data, trends, as well as other company- or customer-specific factors. The QuickStart contracts qualify for sales type lease accounting. At lease inception, the Company recognizes revenue and creates a finance receivable in an amount that represents the present value of minimum lease payments. Accordingly, a portion of the lease payments are recognized as interest income. At the end of the lease period, the customer would have the option to purchase the device at its residual value. Any customer payments received in advance and prior to the Company satisfying any performance obligations are recorded as deferred revenue and amortized as revenue is recognized. The Company will occasionally offer volume discounts, rebates or credits on certain contracts, which is considered variable consideration. The Company uses either the most-likely or estimated value method to estimate the amount of the consideration, based on what the Company expects to better predict the amount of consideration to which it will be entitled to on a contract-by-contract basis. The Company will qualitatively assess if the variable consideration should be limited to prevent possible significant reversals of revenue in future reporting periods.The Company assesses the goods and/or services promised in each customer contract and separately identifies a performance obligation for each promise to transfer to the customer a distinct good or service. The Company then allocates the transaction price to equipment and software subscription performance obligations in the contract using relative standalone selling prices. The Company determines standalone selling prices based on the price at which a good or service is sold separately. If the standalone selling price is not observable through historic data, the Company estimates the standalone selling price by considering all reasonably available information, including market data, trends, as well as other company- or customer-specific factors. The Companyâ€™s standard payment terms are payment is due within 30 to 60 days of invoice issuance. The Company uses theÂ practicalÂ expedientÂ and does not recognize a significantÂ financingÂ componentÂ for payment considerations of less than one year. WarrantiesThe Company offers standard warranties that provide the customer with assurance that its equipment will function in accordance with contract specifications. The Company's standard warranties are not sold separately, but are included with each customer purchase. Warranties are not considered separate performance obligations and the related liability is estimated and recorded at the time of sale. Accounts Receivable and Contract LiabilitiesA contract with a customer creates legal rights and obligations. As the Company satisfies performance obligations under customer contracts, a right to unconditional consideration is recorded as an account receivable. Contract liabilities represent consideration received from customers in excess of revenues recognized (i.e., deferred revenue). Contract liabilities are classified as current or non-current based on the nature of the underlying contractual rights and obligations. Contract CostsThe Company incurs costs to obtain contracts with customers, primarily in the form of commissions to sales employees. The Company recognizes as a contract asset for the incremental costs of obtaining a contract with a customer if it expects to recover these costs. The Company currently does not incur material costs to fulfill its obligations under a contract once it is obtained but before transferring goods or services to the customer. Contract costs are amortized on a systematic basis consistent with the transfer to the customer of the goods or services to which the asset relates. A straight-line or proportional amortization method 53is used depending upon which method best depicts the pattern of transfer of the goods or services to the customer. The Companyâ€™s contracts frequently contain performance obligations satisfied at a point in time and overtime. In these instances, the Company amortizes the contract costs proportionally with the timing and pattern of revenue recognition. In addition, these contract costs are evaluated for impairment by comparing, on a pooled basis, the expected future net cash flows from underlying customer relationships to the carrying amount of the capitalized contract costs.In order to determine the appropriate amortization period for contract costs, the Company considers a number of factors, including expected early terminations, estimated terms of customer relationships, the useful lives of technology Cantaloupe uses to provide goods and services to its customers, whether future contract renewals are expected and if there is any incremental commission to be paid on a contract renewal. The Company amortizes these assets over the expected period of benefit. Costs to obtain a contract with an expected period of benefit of one year or less are expensed when incurred.LEASESLessee AccountingThe Company determines if an arrangement is a lease at inception. The Company has operating and finance leases for office space, warehouses and office equipment. Cantaloupeâ€™s leases have lease terms of one year to eight years and some include options to extend and/or terminate the lease. The exercise of lease renewal options is at the Companyâ€™s sole discretion. When deemed reasonably certain of exercise, the renewal options are included in the determination of the lease term. The Companyâ€™s lease agreements do not contain any material variable lease payments, material residual value guarantees or any material restrictive covenants.Right-of-use assets represent the Companyâ€™s right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the operating lease. Operating lease Right-of-Use (â€œROUâ€) assets and liabilities are recognized at commencement date of the lease based on the present value of lease payments over the lease term. The Company uses its incremental borrowing rate, which is the collateralized rate of interest that we would pay to borrow over a similar term an amount equal to the lease payments, to determine the present value of lease payments. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Cantaloupe has lease agreements with lease and non-lease components. The Company uses the practical expedient related to treating lease and non-lease components as a single lease component for all leases as well as electing a policy exclusion permitting leases with an original lease term of less than one year to be excluded from the ROU assets and lease liabilities. Lease expense for operating lease payments is recognized on a straight-line basis over the lease term. Variable lease payments that are not based on an index or that result from changes to an index subsequent to the initial measurement of the corresponding lease liability are not included in the measurement of lease ROU assets or liabilities and instead are recognized in earnings in the period in which the obligation for those payments is incurred.The Company reviews its ROU assets for events or changes in circumstances that may indicate that the carrying amount of such assets may not be recoverable. The carrying amount of an asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. If the carrying amount of an ROU exceeds its net realizable value, the asset will be written down to its fair value. The Company did not recognize an impairment charge related to the right-of-use assets for the years ended JuneÂ 30, 2024 or 2023. Lessor AccountingThe Company offers its customers financing for the lease of our POS electronic payment devices primarily through our QuickStart program. We account for these transactions as sales-type leases under ASC 606, "Revenue from Contracts with Customers". Our sales-type leases generally have a non-cancellable term of 60 months. Certain leases contain an end-of-term purchase option that is generally insignificant and is reasonably certain to be exercised by the lessee. Leases that do not meet the criteria for sales-type lease accounting are accounted for as operating leases, and typically relate to our Cantaloupe ONE rental program. Cantaloupe ONE agreements are 36-month rental agreements that transition to month-to-month agreements after the initial subscription commitment period.The Company also uses the practical expedient related to treating lease and non-lease components as a single component for those leases where the timing and pattern of transfer for the non-lease component and associated lease component are the same and the stand-alone lease component would be classified as an operating lease if accounted for separately. The combined component is then accounted for under Topic 606 or Topic 842 depending on the predominant characteristic of the combined 54component, which was Topic 606 for the Company's operating leases. All QuickStart leases are sales-type and do not qualify for the election. Lessor consideration is allocated between lease components and the non-lease components using the requirements under Topic 842. Revenue from sales-type leases is recognized upon shipment to the customer and the interest portion is deferred and recognized as earned. The revenues related to the sales-type leases are included in Equipment sales in the Consolidated Statements of Operations and a portion of the lease payments as Interest income. Revenue from operating leases is recognized ratably over the applicable service period in Subscription and transaction fees in the Consolidated Statements of Operations.Equipment RentalThe Company offers its customers a rental program for its hardwareÂ devices, Cantaloupe ONE platform. In accordance with ASC 842, the Company classifies the rental agreements as operating leases, with

service fee revenue related to the leases included in subscription and transaction fees in the Consolidated Statements of Operations. Costs for the Cantaloupe ONE revenue, which consist of depreciation expense on the Cantaloupe ONE equipment, are included in Cost of subscription and transaction fees in the Consolidated Statements of Operations. Equipment utilized by the Cantaloupe ONE program is included in Property and equipment, net on the Consolidated Balance Sheets.SHIPPING AND HANDLINGShipping and handling fees billed to our customers in connection with sales are recorded as revenue. The costs incurred for shipping and handling of our product are recorded as cost of equipment.ADVERTISING COSTSAdvertising costs are expensed as incurred and are included within the Sales and marketing expenses in the Consolidated Statements of Operations. For the fiscal years ended JuneÂ 30, 2024, 2023, and 2022, we incurred advertising costs of approximately $1.9 million, $0.8 million and $0.7 million, respectively. RESEARCH AND DEVELOPMENT EXPENSESResearch and development expenses are expensed as incurred and primarily consist of personnel, contractors and product development costs. Research and development expenses, which are included within the technology and product development expenses and general and administrative expenses in the Consolidated Statements of Operations, were approximately $3.0 million, $3.5 million and $3.5 million, for theÂ fiscal years ended JuneÂ 30, 2024, 2023, and 2022, respectively. Our research and development initiatives focus on adding features and functionality to our system solutions through the development and utilization of our processing and reporting network and new technology.CAPITALIZATION OF INTERNAL-USE SOFTWARE AND CLOUD COMPUTING ARRANGEMENTSWe have expenditures associated with the technological maintenance and improvement of our network and technology offerings. These expenditures include both the cost of internal employees, who spend portions of their time on various technological projects, and the use of external temporary labor and consultants. Capitalization of internal-use software occurs in the application development stage after the completion of the preliminary project stage, and management authorizes the project, management commits to funding the project, it is probable the project will be completed, and the project will be used to perform the function intended, and it ends at the implementation stage. We are required to assess these expenditures and make a determination as to whether the costs should be expensed as incurred or are subject to capitalization. In making these determinations, we consider the stage of the development project, the probability of successful development and if the development is resulting in increased features and functionality. In addition, if we determine that a project qualifies for capitalization, the amount of capitalization is subject to various estimates, including the amount of time spent on the development work and the cost of internal employees and external consultants. Internal-use software is included within Property and equipment, net on our Consolidated Balance Sheets and is amortized over its estimated useful life, which is typically 3 to 7 years.We capitalize certain costs related to hosting arrangements that are service contracts (cloud computing arrangements) following the internal-use software capitalization criteria described above. Our cloud computing arrangements involve services we use to support internal corporate functions, our platforms and technology offerings. Capitalized costs relating to cloud computing arrangements are included within Prepaid expenses and other current assets, or Other assets for costs that will be recognized in 55more than 12 months, on our Consolidated Balance Sheets and are amortized on a straight-line basis over the estimated useful life, which is typically 3 to 5 years.STOCK-BASED COMPENSATIONThe cost of services received in exchange for an award of equity instruments related to employees and non-employees is based on the grant-date fair value of the award and allocated over the requisite service period of the award. When the requisite service period precedes the grant date, the Company begins recognizing compensation cost before a grant date is established, and the awards are marked to market until grant date occurs. These costs are recorded within operating expenses in the Consolidated Statements of Operations.LOSS CONTINGENCIESFrom time to time, we are involved in litigation, claims, contingencies and other legal matters. The Companyâ€™s management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's management team evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates it is probable that a loss has been incurred and the amount of the liability can be estimated, the estimated liability would be accrued in the Companyâ€™s financial statements. If the assessment indicates a loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed. Expected legal costs associated with assessing or potentially settling a contingent liability are expensed as incurred. SALES TAX RESERVE The Company has recorded a contingent liability for sales tax, included in Accrued expenses in the Consolidated Balance Sheets. On a quarterly basis, the Company accrues interest on the unpaid balance. The estimated liability is adjusted upon the payment of sales tax related to the accrual, the changes in state tax laws that may impact the accrual and the expiration of the statute of limitations for open years under review. The liability includes significant judgments and estimates that may change in the future, and the actual liability may be different from our current estimate. Changes to the sales tax reserve amount are recorded within General and administrative expenses and Interest expense in the Consolidated Statements of Operations.INCOME TAXESIncome taxes are computed using the asset and liability method of accounting. Under the asset and liability method, a deferred tax asset or liability is recognized for estimated future tax effects attributable to temporary differences and carryforwards. The measurement of deferred income tax assets is adjusted by a valuation allowance, if necessary, to recognize future tax benefits only to the extent, based on available evidence, it is more likely than not such benefits will be realized. Tax positions must meet a more-likely-than-not recognition threshold to be recognized. The Company recognizes interest and penalties, if any, related to uncertain tax positions within General and administrative expenses in the Consolidated Statements of Operations. Interest and penalties related to uncertain tax positions incurred during the fiscal years ended JuneÂ 30, 2024, 2023, and 2022 were immaterial. EARNINGS (LOSS) PER COMMON SHAREBasic earnings (loss) per share are calculated by dividing net income (loss) applicable to common shares by the weighted average common shares outstanding for the period. Diluted earnings (loss) per share are calculated by dividing net income (loss) applicable to common shares by the weighted average common shares outstanding for the period plus the dilutive effects of common stock equivalents unless the effects of such common stock equivalents are anti-dilutive. 56RECLASSIFICATIONSCertain reclassifications have been made to prior yearsâ€™ reported amounts in order to conform to the current year presentation. These reclassifications did not impact our previously reported net income (loss), stockholdersâ€™ equity or cash flows.RECENT ACCOUNTING PRONOUNCEMENTSAccounting pronouncements adoptedOn July 1, 2023, the Company adopted ASU 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers. The standard requires an acquirer to recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with ASC 606, as if it had originated the contracts, rather than at fair value on the acquisition date.le The amendments in ASU 2021-08 were applied to both the 2023 and 2024 acquisitions described in Note 10 - Acquisitions.Accounting pronouncements to be adoptedThe Company is evaluating whether the effects of the following recent accounting pronouncements, or any other recently issued but not yet effective accounting standards, will have a material effect on the Companyâ€™s consolidated financial position, results of operations or cash flows.In November 2023, the FASB issued ASU 2023-07, which expands reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in the ASU require that a public entity disclose, on an annual and interim basis, significant segment expenses that are regularly provided to an entity's chief operating decision maker (â€œCODMâ€), a description of other segment items by reportable segment, and permits disclosure of additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. It also requires certain disclosures for companies who have determined only one segment exists. Annual disclosures are required for fiscal years beginning after December 15, 2023, which is the Company's fiscal year 2025 annual reporting period. Interim disclosures are required for periods within fiscal years beginning after December 15, 2024, which is the Company's fiscal year 2026 interim reporting periods. Retrospective application is required for all prior periods presented, and early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures.In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. This standard was issued to enhance the transparency and decision usefulness of income tax disclosures to provide information to better assess how an entityâ€™s operations and related tax risks and tax planning and operational opportunities affect its tax rate and prospects for future cash flows. The amendments in this ASU address transparency about income tax information through disclosures primarily related to the rate reconciliation and income taxes paid information. The amendments in this ASU are effective for annual periods beginning after December 15, 2024. The ASU should be applied on a prospective basis. Retrospective application is permitted. We are currently evaluating the impact the adoption of the new accounting guidance will have on our income tax disclosures.3. ACCOUNTS RECEIVABLEAccounts receivable primarily include amounts due to the Company for sales of equipment and subscription fees to customers, settlement receivables for amounts due from third-party payment processors, receivables from contract manufacturers and unbilled amounts due from customers, net of the allowance for credit losses. Accounts receivable, net of the allowance for uncollectible accounts were $43.8Â million as of JuneÂ 30, 2024 and $30.2Â million as of JuneÂ 30, 2023. ConcentrationsAs of JuneÂ 30, 2024 and JuneÂ 30, 2023, no customer represented more than 10% of the Company's accounts receivable, net of allowance.57Allowance for credit lossesThe following table represents a rollforward of the allowance for credit losses for the years ending JuneÂ 30, 2024 and 2023:Year ended June 30,($ in thousands)20242023Balance, beginning of year$10,815Â $9,328Â Provision for expected losses4,024Â 4,190Â Write-offs(1,397)(2,703)Balance, end of year$13,442Â $10,815Â 4. FINANCE RECEIVABLESThe Companyâ€™s finance receivables consist of financed devices under the QuickStart program and devices contractually associated with the Seed platform. Predominately all of the Companyâ€™s finance receivables agreements are classified as non-cancellable sixty-month sales-type leases. As of JuneÂ 30, 2024 and 2023, finance receivables consist of the following:As of June 30,($ in thousands)20242023Current finance receivables, net$6,391Â $6,668Â Finance receivables due after one year, net10,036Â 13,307Â Total finance receivables, net of allowance of $1,934 and $2,098, respectively$16,427Â $19,975Â The Company collects lease payments from customers primarily as part of the flow of funds from our transaction processing service. Balances are considered past due if customers do not have sufficient transaction revenue to cover the monthly lease payment by the end of the monthly billing period. At JuneÂ 30, 2024, the gross lease receivable by current payment performance on a contractual basis and year of origination consisted of the following:Leases by Origination($ in thousands)Up to 1 Year AgoBetween 1 and 2 Years AgoBetween 2 and 3 Years AgoBetween 3 and 4 Years AgoBetween 4 and 5 Years AgoMore than 5 Years AgoTotalCurrent$2,199Â $5,135Â $4,668Â $1,961Â $456Â $324Â $14,743Â 30 days and under13Â 67Â 80Â 85Â 56Â 42Â 343Â 31 - 60 days8Â 64Â 58Â 49Â 47Â 38Â 264Â 61 - 90 days8Â 62Â 48Â 32Â 36Â 38Â 224Â Greater than 90 days35Â 387Â 625Â 208Â 297Â 1,235Â 2,787Â Total finance receivables$2,263Â $5,715Â $5,479Â $2,335Â $892Â $1,677Â $18,361Â 58At JuneÂ 30, 2023, the gross lease receivable by current payment performance on a contractual basis and year of originationconsisted of the following:Leases by Origination($ in thousands)Up to 1 Year AgoBetween 1 and 2 Years AgoBetween 2 and 3 Years AgoBetween 3 and 4 Years AgoBetween 4 and 5 Years AgoMore than 5 Years AgoTotalCurrent$6,595Â $6,505Â $3,304Â $1,306Â $846Â $829Â $19,385Â 30 days and under66Â 73Â 69Â 52Â 22Â 68Â 350Â 31 - 60 days53Â 40Â 32Â 42Â 19Â 71Â 257Â 61 - 90 days60Â 52Â 26Â 32Â 16Â 71Â 257Â Greater than 90 days155Â 132Â 197Â 233Â 271Â 836Â 1,824Â Total finance receivables$6,929Â $6,802Â $3,628Â $1,665Â $1,174Â $1,875Â $22,073Â The following table represents a rollforward of the allowance for finance receivables for the years ending JuneÂ 30, 2024 and 2023:Year ended June 30, ($ in thousands)20242023Balance, beginning of year$2,098Â $760Â Provision for expected losses(164)1,626Â Write-offsâ€”Â (288)Balance, end of year$1,934Â $2,098Â Cash to be collected on our performing finance receivables due for each of the fiscal years after JuneÂ 30, 2024 are as follows:($ in thousands)2025$7,274Â 20265,795Â 20273,908Â 20281,871Â 2029596Â Thereafter30Â Total amounts to be collected19,474Â Less: interest(1,113)Less: allowance for expected credit losses(1,934)Total finance receivables$16,427Â Equipment sales, Cost of equipment sales, and Interest income, associated with equipment under sales type leases and are included in each respective line of the Consolidated Statement of Operations for the year ended JuneÂ 30, 2024:($ in thousands)Equipment sales$2,882Â Cost of equipment sales2,861Â Interest income1,910Â 595. PROPERTY AND EQUIPMENT, NETProperty and equipment consisted of the following:As of June 30, 2024($ in thousands)UsefulLivesCostAccumulatedDepreciationNetComputer equipment and software3-7 years$7,588Â $(6,994)$594Â Internal-use software3-5 years34,666Â (9,472)25,194Â Property and equipment used for rental program5 years32,513Â (24,742)7,771Â Furniture and equipment3-7 years1,862Â (1,466)396Â Leasehold improvements(a)434Â (360)74Â $77,063Â $(43,034)$34,029Â As of June 30, 2023($ in thousands)UsefulLivesCostAccumulatedDepreciationNetComputer equipment and software3-7 years$8,089Â $(7,443)$646Â Internal-use software3-5 years24,294Â (5,107)19,187Â Property and equipment used for rental program5 years28,398Â (23,221)5,177Â Furniture and equipment3-7 years1,559Â (1,474)85Â Leasehold improvements(a)790Â (604)186Â $63,130Â $(37,849)$25,281Â (a) Lesser of lease term or estimated useful lifeThe Company's total depreciation expense is comprised of depreciation included in our Cost of subscription and transaction fees for rental equipment and depreciation included in our operating expenses. Depreciation expense included within Cost of subscription and transaction fees for rental equipment was $1.6 million, $1.2 million, and $1.0 million for the years ended JuneÂ 30, 2024, 2023, and 2022, respectively. Depreciation expense included within operating expenses for the years ended JuneÂ 30, 2024, 2023, and 2022 was $5.0 million, $2.6 million and $1.1 million, respectively.Internal-use software above included $9.2 million and $6.9 million in projects not yet placed in service as of JuneÂ 30, 2024 and 2023, respectively.6. LEASESLessee accountingWe have operating leases which are primarily real estate leases used for corporate functions, product development, sales, and other purposes. The following table provides supplemental balance sheet information related to the Company's operating leases: ($Â inÂ thousands)Balance Sheet ClassificationAs of June 30, 2024As of June 30, 2023AssetsOperating leasesOperating lease right-of-use assets7,986Â $2,575Â LiabilitiesCurrentAccrued expenses1,320Â 1,266Â Long-termOperating lease liabilities, non-current8,457Â 2,504Â Total lease liabilities$9,777Â $3,770Â 60Components of lease cost are as follows:Year ended June 30,($ in thousands)2024Year ended 2023Year ended 2022Operating lease costs*$2,520Â $2,490Â $1,923Â * Includes variable lease costs of $0.4 million for the years ended June 30, 2024, 2023 and 2022.Supplemental cash flow information and non-cash activity related to our leases are as follows:Year ended June 30,($ in thousands)202420232022Supplemental cash flow information:Cash paid for amounts included in the measurement of operating lease liabilities$2,278Â $2,522Â $1,737Â Non-cash activity:Right-of-use assets obtained in exchange for lease obligationsOperating lease $6,657Â $1,607Â $471Â Weighted-average remaining lease term and discount rate for our leases are as follows:Year ended June 30,20242023Weighted-average remaining lease term (years)Operating leases7.33.2Weighted-average discount rateOperating leases8.2Â %7.5Â %Maturities of operating lease liabilities by fiscal year for our leases as of JuneÂ 30, 2024 are as follows:($ in thousands)Amount2025$1,637Â 20262,266Â 20271,839Â 20281,352Â 20291,388Â Thereafter5,469Â Total lease payments$13,951Â Less: Imputed interest(4,174)Present value of lease liabilities$9,777Â In connection with the acquisition of 32M described in Note 10 - Acquisitions, the Company entered into additional operating leases for office space located in River Falls, Wisconsin and Birmingham, UK. These leases commenced on December 31, 2022 with a term of 48-months. In connection with the acquisition of Cheq described in Note 10 - Acquisitions, the Company acquired an operating lease for office space located in Seattle, Washington. This lease commenced on February 1, 2024 with a term of 11-months.In February 2023, the Company extended its existing Atlanta, Georgia office operating lease for an additional 73-months period including rent free periods. In May 2023, the Company signed a new lease for its corporate office in Malvern, Pennsylvania. The new lease commenced on February 15, 2024 with a term of 133-months.61Lessor accountingProperty and equipment used for the Company's operating lease rental program consisted of the following:As of June 30, ($Â inÂ thousands)20242023Cost$32,513Â $28,398Â Accumulated depreciation(24,742)(23,221)Net$7,771Â $5,177Â The Companyâ€™s net investment in sales-type leases (carrying value of lease receivables) and the future minimum amounts to be collected on these lease receivables as of JuneÂ 30, 2024 are disclosed within Note 4, Finance Receivables.The Company also is the sublessor for office space in Denver, Colorado and Metairie, Louisiana. Sublessor rental income was $0.8Â million, $0.8Â million, and $0.6Â million for the years ended JuneÂ 30, 2024, 2023, and 2022, respectively.7. DEBT AND OTHER FINANCING ARRANGEMENTSThe Company's debt and other financing arrangements as of JuneÂ 30, 2024 and 2023 consisted of the following:As of June 30,($Â inÂ thousands)20242023JPMorgan Credit Facility (1)$37,625Â $38,563Â Other obligations34Â 50Â Less: unamortized issuance costs and debt discount(109)(183)Total37,550Â 38,430Â Less: debt and other financing arrangements, current(1,266)(882)Debt and other financing arrangements, non-current$36,284Â $37,548Â (1) See discussion below on the JPMorgan Credit Facility.JP Morgan Credit Facility amended and restated March 17, 2022 and December 1, 2022On March 17, 2022, the Company entered into an amended and restated credit agreement with JPMorgan Chase Bank, N.A. which provides for a $15Â million secured revolving credit facility (the â€œAmended Revolving Facilityâ€) and a $25Â million secured term facility (the â€œAmended Secured Term Facilityâ€ and together with the Amended Revolving Facility, the â€œJPMorgan Credit Facilityâ€), and fully replaced the previous 2021 JPMorgan credit facility.On December 1, 2022, the Company entered into a first amendment (the â€œ2022 Amendmentâ€) to its Amended and

Restated Credit Agreement, dated as of March 17, 2022, which, among other things, amended the definition of the Companyâ€™s EBITDA under the Credit Agreement. On December 1, 2022, the Company borrowed an additional $25Â million under the JPMorgan Credit Facility, including $15Â million from the revolving credit facility and $10Â million from the term facility, to partially fund the cash consideration of the 32M acquisition as referenced in Note 10 - Acquisitions. No issuance costs were capitalized in connection with this amendment. The JPMorgan Credit Facility matures on March 16, 2026. Interest on the JPMorgan Credit Facility will be based, at the Companyâ€™s option, on a base rate or SOFR plus an applicable margin tied to the Companyâ€™s total leverage ratio and having ranges of between 2.50% and 3.00% for base rate loans and between 3.50% and 4.00% for SOFR loans; provided that until June 30, 2022 the applicable margin shall be 2.75% for base rate loans and 3.75% for SOFR loans. Subject to the occurrence of a material acquisition and the Companyâ€™s total leverage ratio exceeding 3.00 to 1.00, the interest rate on the loans may increase by 0.25%. In an event of default, the interest rate may be increased by 2.00%. The JPMorgan Credit Facility has a commitment fee of 0.50% per annum on the unused portion. As of JuneÂ 30, 2024 and 2023, the total applicable interest rate for the Amended Secured Term Facility was 9.0% and 9.0%, respectively. 62The JPMorgan Credit Facility includes customary representations, warranties and covenants, and acceleration, indemnity and events of default provisions, including, among other things, two financial covenants. One financial covenant requires the Company to maintain, at all times, a total leverage ratio of not more than 3.00 to 1.00 on the last day of any fiscal quarter. The other financial covenant is conditional on a material acquisition occurring: if a material acquisition occurs, the Company is required to maintain a total leverage ratio not greater than 4.00 to 1.00 for the next four fiscal quarters following the material acquisition.The Amended Secured Term Facility was accounted for as a modification of the 2021 term facility. The previously unamortized debt issuance costs remain capitalized, the new fees paid to the creditor were capitalized, and allocated third-party costs incurred allocated to the term facility were charged to expense during fiscal 2023. We also evaluated that the borrowing capacity of the Amended Revolving Facility is greater than the borrowing capacity of the 2021 JPMorgan Revolving Facility. The previously unamortized debt issuance costs remain capitalized, the new fees paid to the creditor and allocated third-party costs were capitalized.The Company was in compliance with its financial covenants as of JuneÂ 30, 2024.The expected maturities associated with the Companyâ€™s outstanding debt and other financing arrangements as of JuneÂ 30, 2024, were as follows:($ in thousands)Amount2025$1,333Â 202636,326Â Principal amounts payable37,659Â Unamortized issuance costs(109)Total outstanding debt$37,550Â 8. ACCRUED EXPENSESAccrued expenses consisted of the following as of JuneÂ 30, 2024 and 2023:As of June 30,($Â inÂ thousands)20242023Accrued sales tax$9,947Â $13,597Â Accrued compensation and related sales commissions4,061Â 4,069Â Operating lease liabilities - current1,320Â 1,266Â Accrued professional fees4,336Â 4,196Â Accrued other taxes and filing fees2,123Â 1,944Â Accrued other851Â 762Â Consideration withheld for the 32M acquisition(1)442Â 442Â Consideration withheld for the Cheq acquisition(1)928Â â€”Â Total accrued expenses$24,008Â $26,276Â (1) See Note 10 - Acquisitions for details.639. GOODWILL AND INTANGIBLE ASSETSGoodwill and intangible asset balances consisted of the following:As of June 30, 2024Weighted Average Useful Life (Years)($ in thousands)GrossAccumulated AmortizationNetIntangible assets:Brand and trade names$2,361Â $(1,852)$509Â 1.6Developed technology20,062Â (13,304)6,758Â 3.6Customer relationships27,024Â (9,665)17,359Â 8.8Total intangible assets$49,447Â $(24,821)$24,626Â 7.2Goodwill$94,903Â $â€”Â $94,903Â IndefiniteAs of June 30, 2023Weighted Average Useful Life($ in thousands)GrossAccumulated AmortizationNetIntangible assets:Brand and trade names$2,161Â $(1,414)$747Â 2.0Developed technology20,188Â (11,066)9,122Â 4.1Customer relationships24,714Â (6,771)17,943Â 10.1Total intangible assets$47,063Â $(19,251)$27,812Â 7.9Goodwill$92,005Â $â€”Â $92,005Â IndefiniteFor the years ended JuneÂ 30, 2024, 2023 and 2022, amortization expense related to intangible assets was $5.6 million, $5.0 million and $3.3 million, respectively.Estimated annual amortization expense for intangible assets is as follows:($ in thousands)Amount2025$4,969Â 20264,771Â 20274,421Â 20282,571Â 20291,208Â Thereafter6,686Â $24,626Â 10. ACQUISITIONSCheqOn February 1, 2024, the Company acquired all of the equity interests of Cheq Lifestyle Technology, Inc. ("Cheq"). Founded in 2021, Cheq powers payments for numerous professional sports teams, entertainment venues and festival operators through its enterprise-grade payment devices and mobile ordering platform. The acquisition positions Cantaloupe for expansion into the large and rapidly growing sports, entertainment, and restaurant sectors with a comprehensive suite of self-service solutions.The acquisition of Cheq was accounted for as a business combination using the acquisition method of accounting. The purchase price of the acquired company was allocated between tangible and intangible assets acquired and liabilities assumed from the 64acquired business based on their estimated fair values using primarily Level 3 inputs under ASC Topic 820, "Fair Value Measurement", with the residual of the purchase price recorded as goodwill.The Company paid an aggregate purchase price consideration of $4.7 million, including $1.1 million in accounts payable paid concurrently with the acquisition and $0.9 million cash held back by the Company for net working capital and other post-closing adjustments. The acquisition was funded by the Company's cash on hand. Cash held back by the Company is expected to be paid after post-closing adjustments on January 1, 2025.The following table summarizes the adjusted fair value assigned to the assets acquired and liabilities assumed as of JuneÂ 30, 2024. ($ in thousands)AmountCash and cash equivalents$84Â Property and equipment1,136Â Intangible assets1,750Â Other assets486Â Total identifiable assets acquired3,456Â Accounts payable(691)Other liabilities(52)Total liabilities assumed(743)Total identifiable net assets2,713Â Goodwill2,000Â Fair value of total considerations transferred$4,713Â The Company determined the fair value of the identifiable intangible assets acquired with the assistance of third-party valuation consultants. Amounts allocated to identifiable intangible assets included $1.4Â million related to developed technology, $0.2Â million related to customer relationships, and $0.2Â million related to trade names. The fair value of the acquired developed technology was determined using a multi-period excess earnings method. The fair value of the acquired customer relationships was determined using the distributor method which estimates the value using the cash flow impact in a scenario where the customer relationships are not in place. The fair value of the acquired trade names was determined using the relief from royalty method which estimates the value using the discounted value of the royalty that a company would pay to license the trade name. The recognized intangible assets will be amortized on a straight-line basis over the estimated useful lives of the respective assets. The estimated useful lives for developed technology, customer relationship, trade names were 5, 5 and 3 years, respectively. Goodwill of $2.0Â million arising from the acquisition includes the expected synergies between Cheq and the Company. The goodwill, which is not deductible for income tax purposes, was assigned to the Companyâ€™s only reporting unit.The Company recognized $1.1Â million of integration and acquisition related costs that were expensed during the year ended JuneÂ 30, 2024. These costs are recorded within Integration and acquisition expenses in the Consolidated Statements of Operations.Subsequent to the acquisition closing date and within the one-year measurement period, the Company adjusted the purchase price allocation from what was initially recognized in the consolidated financial statements as of March 31, 2024 to reflect facts and circumstances in existence as of the acquisition close date. These adjustments included a net decrease of $0.1Â million to the overall purchase price consideration, a $0.9Â million decrease in intangible assets, a $0.1Â million increase in other assets, and a $0.2Â million increase in accounts payable. Recognized goodwill increased by $0.9Â million as a result of these adjustments. Furthermore, the Company reduced amortization expense of $0.2Â million associated with the decrease in fair value of the recognized intangible assets in its Consolidated Statement of Operations. The allocation of the purchase price is currently provisional and is subject to change over the remainder of the measurement period as the Company continues to evaluate and analyze the estimates and assumptions used in the valuation. Pro forma financial information of the acquisition and revenue and net income since acquisition are not presented due to the immaterial impact of the financial results of Cheq in the Company's Consolidated Financial Statements.65Three Square MarketOn December 1, 2022, the Company acquired all of the equity interests of Three Square Market, Inc., a Wisconsin corporation, and Three Square Market Limited, a UK private limited company (collectively "32M") pursuant to an Equity Purchase Agreement. 32M is a leading provider of software and self-service kiosk-based POS and payment solutions to the micro market industry and the acquisition expanded the Company's presence in that industry. In addition to new technology and services, due to 32Mâ€™s existing customer base, the acquisition expanded the Companyâ€™s footprint into new global markets. The acquisition of 32M was accounted for as a business combination using the acquisition method of accounting. The purchase price of the acquired company was allocated between tangible and intangible assets acquired and liabilities assumed from the acquired business based on their estimated fair values using primarily Level 3 inputs under ASC Topic 820, with the residual of the purchase price recorded as goodwill. The Company paid an aggregate purchase price consideration of $41.1Â million, which consisted of $36.6Â million in cash and 1,240,920 shares of the Company's common stock (the "Stock Consideration") with an aggregate fair value of $4.5Â million for the acquisition of 32M. The aggregate cash consideration includes $0.5Â million of cash paid into an escrow account for net working capital and other post-closing adjustments. The Stock Consideration of 1,240,920 shares ("Escrowed Shares") referred to above were placed into an escrow account to resolve indemnification claims for breach of certain representations and warranties. 50% of the Escrowed Shares were released as of the first anniversary of the acquisition date and the remaining 50% will be released on the second anniversary of the acquisition date, less any shares that may be returned to the Company on account of any indemnity claims. The Escrowed Shares are considered to be issued and outstanding shares of the Company as of the acquisition date. The Company funded the cash consideration of the acquisition by borrowing $25Â million of debt from the JPMorgan Credit Facility and the remaining consideration utilized existing cash on hand. The estimated fair value of the purchase price consideration consisted of the following: ($ in thousands)AmountClosing cash consideration$36,605Â Stock Consideration4,506Â Fair value of total consideration transferred$41,111Â The following table summarizes the final fair value assigned to the assets acquired and liabilities assumed as of JuneÂ 30, 2024. ($Â inÂ thousands)AmountCash and cash equivalents$391Â Accounts receivable1,780Â Inventories2,011Â Intangible assets15,538Â Other assets629Â Total identifiable assets acquired20,349Â Accounts payable(2,410)Tax liabilities(3,033)Total liabilities assumed(5,443)Total identifiable net assets14,906Â Goodwill26,205Â Fair value of total consideration transferred$41,111Â The Company determined the fair value of the identifiable intangible assets acquired with the assistance of third-party valuation consultants. Amounts allocated to identifiable intangible assets included $7.5Â million related to developed technology, $7.5Â million related to customer relationships, and $0.5Â million related to trade names. The fair value of the acquired developed technology was determined using a multi-period excess earnings method. The fair value of the acquired customer relationships was determined using the with-and-without method which estimates the value using the cash flow impact in a scenario where the customer relationships are not in place. The significant unobservable inputs used in the valuation of the customer 66relationship asset and acquired developed technology asset are the revenue growth rates used in the development of the projected financial information used as an input to calculate those values and the discount rate applied. The recognized intangible assets will be amortized on a straight-line basis over the estimated useful lives of the respective assets. The estimated useful lives for developed technology, customer relationship, trade names were 5, 5 and 3 years, respectively. Goodwill of $26.2Â million arising from the acquisition includes the expected synergies between 32M and the Company. The goodwill, which is deductible for income tax purposes, was assigned to the Companyâ€™s only reporting unit.For the year ended JuneÂ 30, 2024, the Company recognized measurement period adjustments of a $0.6Â million increase in intangible assets, a net decrease of $0.4Â million in working capital, a $0.9Â million increase in tax liabilities, and a $0.1Â million increase in accounts payable. Recognized goodwill increased by $0.9Â million as a result of these adjustments.The above table represents the final allocation of the purchase price.The Company recognized $3.1Â million of acquisition related costs that were expensed during the year ended JuneÂ 30, 2023. These costs were recorded within Integration and acquisition expenses in the Consolidated Statement of Operations.Unaudited supplemental disclosure of pro forma informationThe following table presents unaudited pro forma information as if the acquisition of 32M had occurred on July 1, 2021. The unaudited pro forma information presented combines the historical condensed consolidated results of operations of the Company and 32M after giving effect to the preliminary purchase accounting impact of the 32M acquisition related costs (including, but not limited to, amortization associated with the acquired intangible assets, interest expense associated with the Credit Facility to finance a portion of the purchase price, acquisition related costs) and the alignment of accounting policies. This supplemental unaudited pro forma information has been prepared for comparative purposes and does not purport to be indicative of what would have occurred had the acquisition been made on July 1, 2021, nor are they indicative of any future results. Furthermore, cost savings and other business synergies related to the acquisition are not reflected in the pro forma amounts.Year ended June 30,($ In thousands)20232022Revenues$251,979Â $222,185Â Net loss(75)(7,117)The unaudited supplemental pro forma financial information for the year ended JuneÂ 30, 2023 was adjusted to exclude $3.1Â million of acquisition related costs, the components of which were previously described. The unaudited supplemental pro forma financial information for the year ended JuneÂ 30, 2022 was adjusted to include the $3.1Â million of acquisition related costs.Yoke PaymentsIn August 2021, we completed the acquisition of certain assets and liabilities of Delicious Nutritious LLC, doing business as Yoke Payments (â€œYokeâ€), a micro market payments company. The acquisition of Yoke was accounted for as a business combination using the acquisition method of accounting which includes the results of operations of the acquired business from the date of acquisition. The purchase price of the acquired company is allocated between tangible and intangible assets acquired and liabilities assumed from the acquired business based on their estimated fair values using primarily Level 3 inputs under ASC Topic 820, with the residual of the purchase price recorded as goodwill. Through the acquisition, Yokeâ€™s POS platform extended its offering to provide self-checkout while seamlessly integrating with Cantaloupeâ€™s inventory management and payment processing platforms. The consideration transferred for the acquisition includes payments of $3Â million in cash at the close of the transaction and $1Â million in deferred cash payment due on or before July 30, 2022 based on the achievement of certain sales growth targets. On July 27, 2022, the Company made the cash payment of $1Â million in accordance with the agreement consideration. Additionally in connection with the acquisition, the Company will issue common stock to the former owners of Yoke based on the achievement of certain sales growth targets for software licenses through July 31, 2024 and continued employment as of the respective measurement dates. The accounting treatment for these awards in the context of the business combination is to recognize the awards as a post-combination expense and were not included in the purchase price. If we were to determine it was 67probable that the performance conditions would be satisfied, we would recognize compensation expense for these awards over the requisite service period. At each reporting date, we assess the probability of achieving the sales targets and fulfilling the performance condition. No compensation expense has been recognized on these awards as we determined that it was not probable that the performance condition would be satisfied as of JuneÂ 30, 2024, 2023 and 2022.The following table summarizes the total consideration paid for Yoke, total net assets acquired, identifiable assets and goodwill recognized at the acquisition date:($Â inÂ thousands)AmountConsiderationCash $2,966Â Contingent consideration arrangement1,000Â Fair value of total consideration transferred3,966Â Recognized amounts of identifiable assetsTotal net assets acquired21Â Identifiable intangible assets1,235Â Total identifiable net assets1,256Â Goodwill$2,710Â Amounts allocated to identifiable intangible assets included $0.9Â million related to developed technology, $0.3Â million related to customer relationships, and $0.1Â million related to other intangible assets. The fair value of the acquired developed technology was determined using a multi-period excess earnings method. The fair value of the acquired customer relationships was determined using the with-and-without method which estimates the value using the cash flow impact in a scenario where the customer relationships are not in place. The recognized intangible assets will be amortized on a straight-line basis over the estimated useful lives of the respective assets.Goodwill of $2.7Â million arising from the acquisition includes the expected synergies between Yoke and the Company. The goodwill, which is deductible for income tax purposes, was assigned to the Companyâ€™s only reporting unit.The above table represents the final allocation of the purchase price, noting no material measurement period adjustments. Pro forma financial information of the acquisition is not presented due to the immaterial impact of the financial results of Yoke in the Company's Consolidated Financial Statements.11. REVENUEBased on similar operational characteristics, the Company's revenue is disaggregated as follows: Year-ended June 30,($ in thousands)202420232022Transaction fees$156,166Â $132,594Â $110,695Â Subscription fees75,331Â 67,629Â 58,155Â Subscription and transaction fees231,497Â 200,223Â 168,850Â Equipment sales37,099Â 43,418Â 36,352Â Total revenues$268,596Â $243,641Â $205,202Â A portion of the Companyâ€™s revenues relate to rental lease arrangements. The Company leases equipment to customers under the Cantaloupe One program which is accounted for as operating leases in accordance with ASC 842. Lease revenue is recognized on a straight-line basis over the term of the lease. As described in Note 4 - Finance Receivables, the Company leases equipment under the QuickStart program which is accounted for as sales-type finance leases in accordance with ASC 842. The Company's revenues earned under ASC Topic 842 are as follows:68Year-ended June 30,($ in thousands)202420232022Operating leases$8,246Â $7,567Â $7,107Â Sales-type finance leases2,882Â 6,464Â 8,010Â Total lease revenues$11,128Â $14,031Â $15,117Â Other than the revenues described above, all of the Company's revenues are earned under ASC 606.The Company's revenue from international operations were $2.4 million and $0.5Â million for the year ended JuneÂ 30, 2024 and 2023, respectively. The Company had no revenue from international operations for the year ended JuneÂ 30, 2022.Contract AssetsContract assets represents revenue earned from customers that is not yet billable to a customer, generally due to the timing of when equipment and services are delivered to customers on bundled contracts, or as a result of contracts costs as described below. Contract assets that will be billed within the next 12 months are included in Prepaid expenses and other current assets and all others are included in Other assets on the Consolidated Balance Sheets. Contract assets were $2.6 million, $0.6 million, and $0.0 million as of JuneÂ 30, 2024, 2023, and 2022, respectively.Contract LiabilitiesThe

Company's contract liability (i.e., deferred revenue) balances are as follows:Year ended June 30,($ in thousands)20242023Deferred revenue, beginning of the period$1,666Â $1,893Â Deferred revenue, end of the period1,726Â 1,666Â Revenue recognized in the period from amounts included in deferred revenue at the beginning of the period617Â 576Â The change in the contract liabilities year-over-year is primarily the result of timing difference between the Company's satisfaction of a performance obligation and payment from the customer. Future Performance ObligationsThe Company will recognize revenue in future periods related to remaining performance obligations for certain open contracts. Generally, these contracts have terms of one year or less. The amount of revenue related to unsatisfied performance obligations in which the original duration of the contract is greater than one year are primarily associated with the Company's Cantaloupe ONE rental program which has a contractual term of 36 months. The following table reflects the estimated fees to be recognized in the future related to performance obligations that are unsatisfied as of JuneÂ 30, 2024:($ in thousands)Year ended June 30,20255,938Â 20263,420Â 2027575Â Â Â Â Â Â Total$9,933Â 69Contract CostsAt JuneÂ 30, 2024 and 2023, the Company had net capitalized costs to obtain contracts of $0.9 million and $0.6 million included in Prepaid expenses and other current assets and $2.4 million and $2.8 million included in Other assets on the Consolidated Balance Sheets, respectively. None of these capitalized contract costs were impaired. During the years ended JuneÂ 30, 2024 and 2023, amortization of capitalized contract costs was $1.0 million and $0.8 million, respectively. Amortization ofcosts to obtain a contract are included within Sales and marketing expenses within the Consolidated Statements of Operations.12. STOCK-BASED COMPENSATION STOCK COMPENSATION PLANSThe Company has three active stock-based compensation plans at JuneÂ 30, 2024 as shown in the table below:Date ApprovedName of PlanType of PlanAuthorizedSharesJune 20142014 Stock Option Incentive PlanStock options750,000Â June 20152015 Equity Incentive PlanStock & stock options1,250,000Â April 20182018 Equity Incentive PlanStock & stock options10,000,000Â 12,000,000Â As of JuneÂ 30, 2024, the Company had reserved shares of Common Stock for future issuance for the following:Common StockReserved SharesConversions of Preferred Stock and cumulative Preferred Stock dividends95,558Â Issuance of shares to former executive upon the occurrence of a Cantaloupe transaction (1)140,000Â Total shares reserved for future issuance235,558Â (1)Represents 140,000 shares issuable to our former executive upon the occurrence of a "USA Transaction" as such term is defined in the stock agreement.As of JuneÂ 30, 2024, the Company had the following shares available for issuance under the respective incentive plans:Incentive PlanAvailable OptionsIssuance under 2014 Stock Option Incentive Plan15,687Â Issuance under 2015 Equity Incentive Plan369,157Â Issuance under 2018 Equity Incentive Plan4,170,267Â Total options available for future issuance4,555,111Â STOCK OPTIONSStock options are granted at exercise prices equal to the fair market value of the Company's common stock at the date of grant. The options typically vest over a three-year period and each option, if not exercised or terminated, expires on the seventh anniversary of the grant date.The Company estimates the grant date fair value of the stock options with service conditions (i.e., a condition that requires an employee to render services to the Company for a stated period of time to vest) it grants using a Black-Scholes valuation model. The Companyâ€™s assumption for expected volatility is based on its historical volatility data related to market trading of its own common stock. The Company uses the simplified method to determine expected term, as the Company does not have adequate historical exercise and forfeiture behavior on which to base the expected life assumption. The dividend yield assumption is based on dividends expected to be paid over the expected life of the stock option. The risk-free interest rate assumption is determined by using the U.S. Treasury rates of the same period as the expected option term of each stock option.70The fair value of options granted during the years ended JuneÂ 30, 2024, 2023, and 2022 was determined using the following assumptions:For the year ended June 30,202420232022Expected volatility52.6 - 69.7%74.6 - 77.6%73.2 - 74.6%Expected life (years)4.2 - 4.54.4 - 4.64.5 - 4.6Expected dividends0.0%0.0%0.0%Risk-free interest rate4.0 - 4.4%2.7 - 4.1%1.0 - 2.9%The following tables provide information about outstanding options for the years ended JuneÂ 30, 2024, 2023, and 2022:For the year ended June 30, 2024Number of OptionsWeighted AverageExercise PriceWeighted Average Remaining Contractual Term (in years)Aggregate Intrinsic Value(in thousands)Outstanding options, beginning of
year3,873,632Â $6.35Â 5.1$7,595Â Granted175,000Â $6.92Â Exercised(18,334)$6.06Â $â€”Â Forfeited(29,799)$6.90Â Expired(28,665)$4.40Â Outstanding options, end of
year3,971,834Â $6.63Â 4.3$3,582Â Exercisable options, end of year2,602,259Â $7.28Â 3.8$1,085Â For the year ended June 30, 2023Number of OptionsWeighted AverageExercise PriceWeighted Average Remaining Contractual Term (in years)Aggregate Intrinsic Value(in thousands)Outstanding options, beginning of
year3,529,833Â $7.41Â 4.5$194Â Granted1,720,000Â $4.61Â Exercisedâ€”Â $â€”Â $â€”Â Forfeited(1,376,201)$6.86Â Expiredâ€”Â $â€”Â Outstanding options, end of
year3,873,632Â $6.35Â 5.1$7,595Â Exercisable options, end of year1,341,466Â $7.26Â 3.9$1,536Â For the year ended June 30, 2022Number of OptionsWeighted AverageExercise PriceWeighted Average Remaining Contractual Term (in years)Aggregate Intrinsic Value(in thousands)Outstanding options, beginning of
year2,952,092Â $6.97Â 5.6$14,419Â Granted904,500Â $8.86Â Exercised(121,248)$6.30Â $(53)Forfeited(205,511)$8.09Â Expiredâ€”Â $â€”Â Outstanding options, end of
year3,529,833Â $7.41Â 4.5$194Â Exercisable options, end of year1,538,302Â $6.79Â 4.5$183Â The weighted average grant date fair value per share for the Company's stock options granted during the years ended JuneÂ 30, 2024, 2023, and 2022 was $4.02, $2.89, and $5.12, respectively. The total fair value of stock options vested during the years ended JuneÂ 30, 2024, 2023, and 2022 was $4.5 million, $3.8 million, and $3.0 million, respectively.71Performance based awardsThe Company has awarded stock options to certain executives which vest each year over a three to four-year period. These stock options are also subject to the achievement of performance goals to be established by the Company's Board for each fiscalyear. The Compensation Committee of the Board of Directors established the performance metrics as a price target for the trading price of the Companyâ€™s common stock in each applicable fiscal year. The price target is achieved if the average closing price of the common stock during any consecutive 30-trading-day period during the applicable fiscal year meets or exceeds: (i) $10.50 in the case of fiscal year 2021; (ii) $13.50 in the case of fiscal year 2022; (iii) $16.50 in the case of fiscal year 2023; and (iv) $19.50 in the case of fiscal year 2024. If at least 80% of the performance goals for an applicable fiscal year are achieved, the Compensation Committee may determine that the portion of the option eligible to vest based on such fiscal yearâ€™s performance will vest on a prorated basis. In so determining, the Compensation Committee will consider the Companyâ€™s performance relative to its market competitors and any other considerations deemed relevant by the Compensation Committee. The Compensation Committeeâ€™s guideline is generally that for every percentage point the achieved price falls below the price target, the percentage of the performance options eligible to vest in respect of the applicable fiscal year should be reduced by 2%, but the Compensation Committee may vary this formula in its sole discretion.For these performance-based awards that provide discretion to the Compensation Committee, a mutual understanding of the key terms and conditions between the Company and the employees have not yet been met and a grant date has not been established. When the service period begins prior to the grant date, the Company begins recognizing compensation cost before there is a grant date. The Company estimates the award's fair value at each reporting period for these equity classified awards, until the grant date, utilizing a Monte Carlo simulation valuation model. The total expense recognized during the year ended JuneÂ 30, 2024 for these awards was $0.1Â million. For the year ended June 30, 2023, the total net benefit recognized for these awards was $0.8Â million, primarily as a result of reversing unvested grants for terminated executives during the period.COMMON STOCK GRANTS The Company makes annual grants of restricted shares of common stock to executive officers pursuant to long-term stock incentive plans (â€œLTIPsâ€) which vest annually, typically over three years.The Company also grants restricted stock units ("RSU"s) to members of the board of directors as compensation for their service on the board as well as to employees as additional compensation. These stock awards typically vest over a one to three-year period.A summary of the status of the Companyâ€™s nonvested common shares and RSUs as of JuneÂ 30, 2024, 2023, and 2022, and changes during theÂ years then ended is presented below:SharesWeighted-AverageGrant-DateFair ValueNonvested at June 30, 2021137,846Â $9.57Â Granted507,729Â $7.33Â Vested(101,515)$10.34Â Forfeited(95,152)$8.89Â Nonvested at June 30, 2022448,908Â $7.00Â Granted346,346Â $5.41Â Vested(274,011)$5.96Â Forfeited(97,342)$8.27Â Nonvested at June 30,
2023423,901Â $6.08Â Granted439,363Â $6.72Â Vested(311,093)$6.38Â Forfeited(4,207)$7.58Â Nonvested at June 30, 2024547,964Â $6.41Â 72STOCK-BASED COMPENSATION EXPENSEThe Company applies the fair value method to recognize compensation expense for stock-based awards. Using this method, the estimated grant-date fair value of the award is recognized over the requisite service period using the accelerated attribution method. The Company accounts for forfeitures as they occur.A summary of the Company's stock-based compensation expense recognized during the years ended JuneÂ 30, 2024, 2023, and 2022 is as follows:($ in thousands)For the year ended June 30,Award type202420232022Stock
options$2,992Â $2,967Â $4,424Â Stock grants2,117Â 1,770Â 1,824Â Total stock-based compensation expense$5,109Â $4,737Â $6,248Â The Company recognized tax benefits of $0.5 million, $1.4 million, and $0.6 million related to stock compensation expense for the years ended JuneÂ 30, 2024, 2023, and 2022, respectively.A summary of the Company's unrecognized stock-based compensation expense as of JuneÂ 30, 2024 is as follows:As of June 30, 2024Award typeUnrecognized Expense(in thousands)Weighted Average Recognition Period(in years)Stock options$1,566Â 1.3Stock grants$2,225Â 1.513. INCOME TAXESThe Company has significant deferred tax assets, a substantial amount of which result from operating loss carryforwards. The Company routinely evaluates its ability to realize the benefits of these assets to determine whether it is more likely than not that such benefit will be realized. The Company believes that for the year ended JuneÂ 30, 2024, it is more likely than not that its deferred tax assets will not be realized. Accordingly, the Company has established a full valuation allowance on its net deferred tax assets. The Company intends to continue maintaining a full valuation allowance on its federal and state deferred tax assets until there is sufficient evidence to support the reversal of all or some portion of this allowance. However, given the Companyâ€™s current earnings and anticipated future earnings, the Company believes that there is a reasonable possibility in a future period that sufficient positive evidence may become available to allow the Company to reach a conclusion that a significant portion of the valuation allowance will no longer be needed. Release of the valuation allowance would result in the recognition of certain deferred tax assets and a decrease to income tax expense for the period the release is recorded. However, the exact timing and amount of the valuation allowance release are subject to change on the basis of the level of profitability that the Company is able to actually achieve.73The provision for income taxes for theÂ years ended JuneÂ 30, 2024, 2023 and 2022 is comprised of the following:Year ended June 30,($ in thousands)202420232022Current:Federal(65)â€”Â $â€”Â State(729)(92)(179)Foreignâ€”Â â€”Â â€”Â Total current(794)(92)(179)Deferred:Federal(248)(62)(18)State57Â (27)11Â Foreignâ€”Â â€”Â â€”Â Total deferred(191)(89)(7)Total income tax provision(985)(181)$(186)The components of pre-tax income (loss) are as follows:Year ended June 30,($ in thousands)202420232022U.S. income (loss)$16,217Â $996Â $(1,517)Other income (loss)(3,239)(182)â€”Â Total income (loss)$12,978Â $814Â $(1,517)A reconciliation of the provision for income taxes for theÂ years ended JuneÂ 30, 2024, 2023 and 2022 to the indicated provision based on income (loss) before the provision for income taxes at the federal statutory rate of 21.0% for the fiscal years ended JuneÂ 30, 2024, JuneÂ 30, 2023, and JuneÂ 30, 2022 is as follows:Year ended June 30,($ in thousands)202420232022Tax at U.S Federal statutory rate$(2,725)$(171)$319Â Effects of permanent differencesStock compensation$24Â (688)(184)Other permanent differences(81)(497)$(106)State income taxes, net of federal benefit(613)(296)$(275)Changes related to prior years$â€”Â $51Â $â€”Â Changes related to state tax rates$â€”Â $(2,455)$â€”Â Changes in valuation allowances$2,281Â $3,942Â $184Â Statutory Rates Different from U.S.$183Â $â€”Â $â€”Â Other$(54)(67)(124)Total(985)(181)$(186)As of JuneÂ 30, 2024 the Company had federal and state operating loss carryforwards of approximately $159 million and $91 million, respectively, to offset future taxable income. As of JuneÂ 30, 2023 the Company had federal and state operating loss carryforwards of approximately $179Â million and $112Â million, respectively, to offset future taxable income. The timing and extent to which the Company can utilize operating loss carryforwards in any year may be limited because of provisions of the Internal Revenue Code regarding changes in ownership of corporations (i.e. IRS Code Section 382). Federal and state net operating loss carryforwards of $64Â million and $10Â million, respectively, have indefinite lives and will not expire. The remaining $95Â million of federal net operating loss carryforwards and $81Â million of state operating loss carryforwards begin to 74expire in 2024. The net deferred tax assets arose primarily from net operating loss carryforwards, as well as the use of different accounting methods for financial statement and income tax reporting purposes as follows:As of June 30,($ in thousands)20242023Deferred tax assets:Net operating loss carryforwards$37,621Â $42,614Â Receivable credit losses1,367Â 1,180Â Inventory reserves541Â 580Â Sales returns and allowances2,463Â 1,916Â Sales tax reserves1,876Â 2,824Â Deferred research and development5,750Â 2,856Â Stock-based compensation4,327Â 3,798Â Lease liabilities2,410Â 884Â Other346Â 190Â 56,701Â 56,842Â Deferred tax liabilities:Intangibles(3,502)(3,689)Property and equipment(1,179)(1,466)Right-of-use assets(1,954)(586)(6,635)(5,741)Deferred tax assets, net50,066Â 51,101Â Valuation allowance(50,532)(51,376)Deferred income taxes(466)(275)As of JuneÂ 30, 2024, the Company had total unrecognized income tax benefits of $0.8Â million related to its nexus in certain state tax jurisdictions. If recognized in future years, $0.8Â million of these currently unrecognized income tax benefits would impact the income tax provision and effective tax rate. The following table summarizes the activity related to unrecognized income tax benefits:Year ended June 30,($ in thousands)202420232022Balance at the beginning of the year$689Â $572Â $444Â Gross increases and decreases related to current period tax positionsâ€”Â â€”Â â€”Â Gross increases and decreases related to prior period tax positions110Â 117Â 128Â Balance at the end of the year$799Â $689Â $572Â The Company files income tax returns in the United States federal jurisdiction and various state jurisdictions. The taxÂ years ended June 30, 2020 through June 30, 2022 remain open to examination by taxing jurisdictions to which the Company is subject.Â While the statute of limitations has expired for years prior to the year ended June 30, 2020, changes in reported losses for those years are subject to examination by tax authorities to the extent that operating loss carryforwards from those prior years impact upon taxable income in current years. As of JuneÂ 30, 2024, the Company did not have any income tax examinations in process.7514. EARNINGS (LOSS) PER SHARE CALCULATION The calculation of basic and diluted earnings (loss) per share is presented below:Year ended June 30,($ in thousands, except share and per share data)202420232022Numerator for basic and diluted earnings (loss) per shareNet income (loss)$11,993Â $633Â $(1,703)Preferred dividends(578)(623)(668)Net income (loss) available to common shareholders$11,415Â $10Â $(2,371)Denominator for basic earnings (loss) per share - Weighted average shares outstanding72,819,220Â 71,978,901Â 71,091,790Â Effect of dilutive potential common shares1,352,878Â 535,733Â â€”Â Denominator for diluted earnings (loss) per share - Adjusted weighted average shares outstanding74,172,098Â 72,514,634Â 71,091,790Â Basic earnings (loss) per share$0.16Â $â€”Â $(0.03)Diluted earnings (loss) per share$0.15Â $â€”Â $(0.03)Potentially anti-dilutive shares excluded from the calculation of diluted earnings (loss) per share were approximately 0Â million, 4Â million, and 5Â million for the year ended JuneÂ 30, 2024, 2023 and 2022, respectively. 15. FAIR VALUE OF FINANCIAL INSTRUMENTSThe carrying amounts of certain of the Companyâ€™s financial instruments, including cash equivalents, accounts receivable, accounts payable and accrued expenses, are carried at cost which approximates fair value due to their liquid or short-term nature. We have not identified material factors that would significantly impact the fair value of our financial assets and liabilities. The Companyâ€™s obligations under its long-term debt agreements are carried at amortized cost, which approximates their fair value as of JuneÂ 30, 2024, as the debt facility was recently amended in March and December, 2022 and the interest rates applicable are variable in nature. The fair value of the Companyâ€™s obligations under its long-term debt agreements with JPMorgan were considered Level 2 liabilities of the fair value hierarchy because these instruments have interest rates that reset frequently. 16. SHAREHOLDER'S EQUITY AND PREFERRED STOCKCommon StockThe Company has 640.0 million shares of common stock, no par value, authorized for issuance. Each holder of common stock is entitled to one vote for each share of common stock held of record by such holder on all matters on which stockholders are entitled to vote, including the election of directors. The Company had approximately 72.9 million and 72.7 million shares of common stock issued and outstanding, respectively, as of JuneÂ 30, 2024 and JuneÂ 30, 2023. Common Stock DividendsThe holders of the common stock are entitled to receive dividends as the Board of Directors of the Company may from time to time declare out of funds legally available for payment of dividends. Through the date hereof, no cash dividends have been declared on the Companyâ€™s common stock or preferred stock. No dividend may be paid on the common stock until all accumulated and unpaid dividends on the preferred stock have been paid. Convertible Preferred StockThe Company has 1.8Â million of preferred stock authorized for issuance which may be issued from time to time in one or more series, each series with such rights, preferences or restrictions as determined by the Board of Directors. As of JuneÂ 30, 2024, 900,000 preferred shares have been designated as Series A Convertible Preferred Stock, no par value. The other 900,000 preferred shared shares have not been designated. Each share of SeriesÂ A Convertible Preferred Stock is convertible into 0.1988 76of a share of Common Stock and each share of SeriesÂ A Convertible Preferred Stock is entitled to 0.1988 of a vote on all matters on which the holders of Common Stock are entitled to vote. SeriesÂ A Convertible Preferred Stock provides for an annual cumulative dividend of $1.50 per share, payable when, and if declared by the Board of Directors, to the shareholders of record in equal parts on FebruaryÂ 1 and AugustÂ 1 of eachÂ year. Any and all accumulated and unpaid cash dividends on the SeriesÂ A Convertible Preferred Stock must be declared and paid prior to the declaration and payment of any dividends on the Common Stock.During the fiscal year 2023, the Company retired 59,281 shares of its Series A convertible preferred stock that it purchased for an aggregate amount of approximately $2.45Â million. The repurchase transaction was primarily accounted for as an extinguishment of preferred stock and recorded as a decrease to the carrying value of the preferred stock in the amount of $0.42Â million and common stock of $1.73Â million for an

aggregate amount of $2.15Â million that was included within the Cash flows from financing activities in the Consolidated Statements of Cash Flows. The remaining $0.3Â million was deemed to be an amount in excess of the fair value of the preferred stock and was recorded within Operating expenses in the Consolidated Statements of Operations and Cash flows from operating activities in the Consolidated Statements of Cash Flows.The SeriesÂ A Convertible Preferred Stock may be called for redemption at the option of the Board of Directors for a price of $11.00 per share plus payment of all accrued and unpaid dividends. No such redemption has occurred as of JuneÂ 30, 2024. In the event of any liquidation as defined in the Companyâ€™s Articles of Incorporation, the holders of shares of SeriesÂ A Convertible Preferred Stock issued shall be entitled to receive $10.00 for each outstanding share plus all cumulative unpaid dividends. If funds are insufficient for this distribution, the assets available will be distributed ratably among the preferred shareholders. The SeriesÂ A Convertible Preferred Stock liquidation preference as of JuneÂ 30, 2024 and 2023 is as follows:Year ended June 30,($Â inÂ thousands)20242023For shares outstanding at $10.00 per share$3,858Â $3,858Â Cumulative undeclared and unpaid dividends18,864Â 18,286Â $22,722Â $22,144Â The Company has determined that its SeriesÂ A Convertible Preferred Stock is contingently redeemable due to the existence of deemed liquidation provisions contained in its certificate of incorporation, and therefore classifies its convertible preferred stock outside of permanent equity. The Company has not made any adjustments to the carrying value of the SeriesÂ A Convertible Preferred Stock to reflect the liquidation value of the shares inclusive of the cumulative undeclared and unpaid dividends because the Company has determined that a deemed liquidation event is not probable of occurring. Cumulative undeclared and unpaid dividends are convertible into common shares at $1,000 per common share at the option of the shareholder. During theÂ years ended JuneÂ 30, 2024, 2023 and 2022, no shares of Preferred Stock nor cumulative preferred dividends were converted into shares of common stock.17. RETIREMENT PLANThe Companyâ€™s 401(k)Â Plan (the â€œRetirement Planâ€) allows employees to make voluntary contributions, beginning on their first day of active employment, up to a maximum of 100% of their annual compensation, as defined in the Retirement Plan. The Company may, in its discretion, make a matching contribution, a profit-sharing contribution, a qualified non-elective contribution, and/or a safe harbor 401(k)Â contribution to the Retirement Plan. The Company must make an annual election, at the beginning of the planÂ year, as to whether it will make a safe harbor contribution to the plan. In fiscalÂ years 2024, 2023 and 2022, the Company elected and made safe harbor matching contributions of 100% of the participantâ€™s first 3% and 50% of the next 2% of compensation deferred into the Retirement Plan. The Companyâ€™s safe harbor contributions for theÂ yearsÂ ended JuneÂ 30, 2024, 2023 and 2022 approximated $0.9 million, $0.8 million and $0.7 million, respectively, and are included within General and administrative expenses within our Consolidated Statements of Operations. 18. COMMITMENTS AND CONTINGENCIESLitigationWe are a party to litigation and other proceedings that arise in the ordinary course of our business. These types of matters could result in fines, penalties, compensatory or treble damages or non-monetary sanctions or relief. In accordance with the accounting guidance for contingencies, we reserve for litigation claims and assessments asserted or threatened against us when 77a loss is probable and the amount of the loss can be reasonably estimated. We cannot predict the outcome of legal or other proceedings with certainty.SEC Inquiries and SettlementsBeginning in the fiscal year 2019, the Company received inquiries from the SEC into the facts and circumstances arising from accounting practices in fiscal years 2017 and 2018 ("2019 Investigation"). The Company fully cooperated with these inquiries. During fiscal year 2023, the Company reached a settlement with the SEC to resolve its 2019 Investigation. As part of the settlement, the Company agreed to neither admit nor deny the findings in the SECâ€™s final order, and agreed to a cease-and-desist order with a civil monetary penalty payment of $1.5Â million. The penalty payment was fully paid to the SEC as of June 30, 2023. During fiscal year 2023, the Company received a $2.0Â million reimbursement from its directors and officers (D&O) insurance policy for legal fees and expenses incurred in connection with the 2019 Investigation. The D&O reimbursement proceeds were recorded as a reduction of "Investigation, proxy and restatement expenses, net of insurance recoveries" on the Company's Consolidated Statement of Operations for the fiscal year ended June 30, 2023. Additionally, in fiscal year 2024, the Company agreed to an additional net settlement of approximately $1.5Â million with a third party insurance carrier related to the reimbursement of expenses associated with the closed SEC investigation. The additional settlement proceeds were recorded as a reduction of "Investigation, proxy and restatement expenses, net of insurance recoveries" on the Company's Consolidated Statement of Operations for the fiscal year ended June 30, 2024. The matter is now fully closed.Purchase CommitmentsAs of JuneÂ 30, 2024, the Company had no material firm purchase commitments over the next year. 19. RELATED PARTY TRANSACTIONSA member of our Board of Directors serves as a strategic advisor to a consulting firm that we utilize for payments analytics and advisory services. These services are utilized by the Company to reduce the cost of our interchange and other processing fees charged by payment processors and credit card networks. As consideration for the services, we pay the consulting firm a success fee based on the savings realized by the Company and a recurring monthly subscription fee for the analytics services. The total expense recognized within Cost of subscription and transaction fees for the year ended JuneÂ 30, 2024, 2023, and 2022 for these arrangements were $0.2Â million, $0.4Â million, and $1.1Â million, respectively. 20. SUBSEQUENT EVENTSOn September 5, 2024, the Company acquired SB Software Limited, a United Kingdom private limited Company, for an estimated aggregate base purchase price of approximately $13Â million, including approximately $3Â million in consideration contingent upon achievement of certain revenue targets over the next three years. The acquired company is in the businesses of vending machine and coffee machine management in the United Kingdom.Due to the limited amount of time since the acquisition date, the preliminary acquisition valuation for the acquisition is incomplete at this time. As a result, the Company is unable to provide the amounts recognized as of the acquisition date for the major classes of assets acquired and liabilities assumed. The Company expects to have preliminary allocations of the purchase consideration to the assets acquired and liabilities assumed in the first quarter ended September 30, 2024.78ItemÂ 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.On October 10, 2023, the Audit Committee (the â€œAudit Committeeâ€) of the board of directors (the â€œBoardâ€) of Cantaloupe, Inc. (the â€œCompanyâ€) approved, and the Board ratified, the dismissal of BDO USA P.C. (â€œBDOâ€) as the Companyâ€™s independent registered public accounting firm.During the fiscal years ended June 30, 2023 and 2022, respectively, and the subsequent interim period through October 10, 2023, there were no â€œdisagreementsâ€ (as defined in Item 304(a)(1)(iv) of Regulation S-K and related instructions) with BDO on any matter of accounting principles or practices, fibnancial statement disclosure or auditing scope or procedure, which disagreements if not resolved to the satisfaction of BDO would have caused BDO to make reference thereto in its reports on the consolidated financial statements for such years.BDOâ€™s reports on the Companyâ€™s consolidated financial statements as of and for the fiscal years ended June 30, 2023 and 2022 did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles.During the fiscal years ended June 30, 2023 and 2022, and the subsequent interim period through October 10, 2023, there have been no â€œreportable eventsâ€ (as defined in Item 304(a)(1)(v) of Regulation S-K), except for the material weaknesses in the Companyâ€™s internal control over financial reporting described in Part II, Item 9A, â€œControls and Procedures,â€ in the Companyâ€™s annual reports on Form 10â€‘K for the years ended June 30, 2023 and June 30, 2022, filed with the SEC on September 25, 2023 and November 9, 2022, respectively, and in Part I, Item 4, â€œControls and Procedures,â€ in the Companyâ€™s quarterly reports on Form 10â€‘Q for the quarters ended September 30, 2022, December 31, 2022, and March 31, 2023, filed with the SEC on November 9, 2022, February 9, 2023 and May 9, 2023, respectively. The Audit Committee has discussed the material weaknesses in the Companyâ€™s internal control over financial reporting with BDO and authorized BDO to respond fully to the inquiries of Deloitte & Touche LLP (â€œDeloitteâ€), the Companyâ€™s new independent registered public accountants, concerning such material weaknesses.Also on October 10, 2023, the Audit Committee further approved, and the Board ratified, the appointment of Deloitte as the Companyâ€™s new independent registered public accounting firm to perform independent audit services for the fiscal year ending June 30, 2024.During the fiscal years ended June 30, 2023 and 2022, and the subsequent interim period through October 10, 2023, neither the Company, nor anyone on its behalf, consulted Deloitte regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered with respect to the consolidated financial statements of the Company, and no written report or oral advice was provided to the Company by Deloitte that was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue; or (ii) any matter that was the subject of a â€œdisagreementâ€ (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or a â€œreportable eventâ€ (as that term is defined in Item 304(a)(1)(v) of Regulation S-K).ItemÂ 9A. Controls and Procedures a) Evaluation of Disclosure Controls and ProceduresWe maintain disclosure controls and procedures to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), 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 Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.Our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)), have concluded that the Companyâ€™s disclosure controls and procedures were effective as of JuneÂ 30, 2024.b) Managementâ€™s Report on Internal Control over Financial ReportingManagement of the Company is responsible for the preparation and integrity of the consolidated financial statements appearing in this Annual Report on Form 10-K. The financial statements were prepared in conformity with generally accepted accounting principles appropriate in the circumstances and, accordingly, include certain amounts based on our best judgments and estimates.79Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). The Companyâ€™s internal control over financial reporting is a process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, 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.Because of its inherent limitations, internal control over financial reporting may not prevent or detect all 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.Management, including our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of the Companyâ€™s internal control over financial reporting as of JuneÂ 30, 2024. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) the Internal Control - Integrated Framework (2013). Based on its assessment, management has concluded that the Company maintained effective internal control over financial reporting as of JuneÂ 30, 2024.On February 1, 2024, we completed the acquisition of Cheq Lifestyle Technology, Inc. ("Cheq"). As permitted by the SEC rules and regulations, management's assessment did not include the internal control of the acquired operations of Cheq, which are included in our consolidated financial statements as of JuneÂ 30, 2024 and for the period from the acquisition date through June 30, 2024. In accordance with our integration efforts, we plan to incorporate the acquired operations of Cheq into our internal control over financial reporting program within the time period provided by applicable SEC rules and regulations. The assets, excluding goodwill, of the acquired operations of Cheq constitute approximately 1% of our total consolidated assets as of June 30, 2024 and approximately 1% of our total consolidated revenues for the year ended JuneÂ 30, 2024.c) Attestation Report of Independent Registered Public Accounting FirmOur independent registered public accounting firm, Deloitte & Touche LLP, as auditor of our consolidated financial statements included in this Annual Report on Form 10-K, has issued an attestation report on the effectiveness of our internal control over financial reporting as of JuneÂ 30, 2024.d) Changes in Internal Control Over Financial ReportingOther than the remediation of the material weaknesses reported in our 2023 Annual Report on Form 10-K, there were no changes in the Companyâ€™s internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, the Companyâ€™s internal control over financial reporting during the fourth quarter of fiscal year 2024.e) Remediation of Prior Material Weaknesses As previously reported, management identified that the company had material weaknesses in its internal control over financial reporting as of June 30, 2022 and June 30, 2023. Following the identification of the material weaknesses and continuing through the year ended June 30, 2024, management executed its remediation plan related to these material weaknesses, including (i) enhancing existing policies and procedures and implementing new tools to facilitate more efficient operations and improve the timely execution of key controls by company personnel, (ii) enhancing program change management, user access provisioning, and monitoring controls to ensure changes to key applications are appropriately reviewed and approved and to enforce appropriate system access and segregation of duties, (iii) recruiting key positions within our accounting, technology and other support functions to enhance our ability to evaluate and document the accounting treatment for significant unusual transactions, allow for appropriate segregation of duties and change management, and provide appropriate oversight and reviews, (iv) improving the design of key controls to ensure reports used in the performance of such controls are complete and accurate as part of the controls execution, and (v) improving the design and operation of controls related to revenue recognition including the identification of performance obligations and stand-alone selling prices and review and input of the contract terms into our information systems. As a result of the measures described above, the previously disclosed material weaknesses have been remediated as of June 30, 2024.Item 9B. Other Information.Rule 10b5-1 Trading PlansDuring the fiscal quarter ended JuneÂ 30, 2024, none of the Company's director of executive officers adopted, modified or terminated any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any â€œnon-Rule 10b5-1 trading arrangement.â€80Item 9C. Disclosure regarding Foreign Jurisdictions that Prevent Inspections.Not applicable.81PARTÂ IIIItemÂ 10. Directors, Executive Officers and Corporate Governance.The information required by this item is incorporated herein by reference to our definitive Proxy Statement for our 2025 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after JuneÂ 30, 2024.Insider Trading PolicyWe have adopted the Cantaloupe, Inc. Insider Trading Policy (the â€œInsider Trading Policyâ€), which governs the purchase, sale and other dispositions of our securities by all of our directors, officers and employees, as well as their family members and other persons who live with them, and any corporations, limited liability companies, partnerships, trusts or other entities over which they influence or control. The Insider Trading Policy is designed to promote compliance with insider trading laws, rules and regulations, as well as the rules and regulations of the NASDAQ. It prohibits those who are subject to the policy from trading securities of any company, including the Company, while in possession of material non-public information, and from buying, selling or gifting Company securities even if not in possession of such information during certain trading blackout periods, subject to limited exceptions. It also prohibits those who are subject to the policy from effecting short sales of Company securities and from engaging in hedging transactions and purchasing or selling derivative securities, such as puts and calls, relating to Company securities. The Insider Trading Policy also imposes additional trading restrictions applicable to our directors, executive officers and employees. The foregoing summary of the Insider Trading Policy does not purport to be complete and is qualified in its entirety by reference to the full text of the Insider Trading Policy attached hereto as Exhibit 19.1.ItemÂ 11. Executive Compensation. The information required by this item is incorporated herein by reference to our definitive Proxy Statement for our 2025 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after JuneÂ 30, 2024.ItemÂ 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters. The information required by this item is incorporated herein by reference to our definitive Proxy Statement for our 2025 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after JuneÂ 30, 2024.ItemÂ 13. Certain Relationships and Related Transactions, and Director Independence. The information required by this item is incorporated herein by reference to our definitive Proxy Statement for our 2025 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after JuneÂ 30, 2024.ItemÂ 14. Principal Accounting Fees and Services.The information required by this item is incorporated herein by reference to our definitive Proxy Statement for our 2025 Annual Meeting of Stockholders, which will be filed with the SEC no later than 120 days after JuneÂ 30, 2024.82PARTÂ IVItemÂ 15. Exhibits, Financial Statement Schedules. ExhibitNumberDescription3.1Amended and Restated Articles of Incorporation, (incorporated by reference to Exhibit 3.1 to Form 10-Q filed on February 4, 2022).3.2Second Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to Form 8-K filed on August 10, 2021).4.1*Description of Securities.10.1Mastercard Acceptance Agreement by and between the Company and Mastercard International Incorporated (Portions of this exhibit were redacted pursuant to a confidential treatment request) (incorporated by reference to Exhibit 10.2 to Form 10â€‘Q filed May 15, 2015).10.1.1First Amendment to Mastercard Acceptance Agreement by and between the Company and Mastercard International Incorporated dated April 27, 2015 (Portions of this exhibit were redacted pursuant to a confidential treatment request) (incorporated by reference to Exhibit 10.45 to Form 10â€‘K filed September 30, 2015).10.1.2Second Amendment to Mastercard Acceptance Agreement by and between the Company and Mastercard International Incorporated dated July 13, 2015 (incorporated by reference to Exhibit 10.14.2 to Form 10â€‘K filed October 9, 2019).10.1.3Third Amendment to Mastercard Acceptance Agreement by and between the Company and Mastercard International Incorporated dated July 17, 2018 (incorporated by reference to Exhibit 10.14.3 to Form 10â€‘K filed October 9, 2019).10.2Third Party Payment Processor Agreement dated April 24, 2015 by and among the Company, JPMorgan Chase Bank, N.A. and Paymentech, LLC (Portions of this exhibit were redacted pursuant to a confidential treatment request) (incorporated by reference to Exhibit 10.46 to Form 10â€‘K filed September 30, 2015).10.2.1Integrator Amendment (2018) to Third Party Payment Processor Agreement dated October 22, 2018

by and among the Company, JPMorgan Chase Bank, N.A. and Paymentech, LLC (incorporated by reference to Exhibit 10.15.1 to Form 10â€'K filed October 9, 2019).10.3Merchant Processing Agreement dated April 6, 2018 by and among Cantaloupe Systems, Inc., and Heartland Payment Systems, Inc (incorporated by reference to Exhibit 10.16 to Form 10â€'K filed October 9, 2019).10.4Credit Agreement by and among the Company, its subsidiaries, and JPMorgan Chase Bank, N.A., dated March 17, 2022 (incorporated by reference to Exhibit 10.1 to Form 8-K filed March 24, 2022).10.5First Amendment to Amended and Restated Credit Agreement, by and among the Company, its subsidiaries, and JPMorgan Bank, N.A., dated December 1, 2022 (incorporated by reference to Exhibit 10.1 to From 8-K filed December 5, 2022).10.6â€ USA Technologies, Inc. 2013 Stock Incentive Plan (incorporated by reference to Exhibit 10.6 to Form 10â€'K filed on September 30, 2013).10.7â€ USA Technologies, Inc. 2014 Stock Option Incentive Plan (incorporated by reference to Appendix A to the Companyâ€™s Definitive Proxy Statement on form DEF 14A filed on May 15, 2014).10.8â€ USA Technologies, Inc. 2015 Equity Incentive Plan (incorporated by reference to Appendix A to the Companyâ€™s Definitive Proxy Statement filed on May 15, 2015).10.9â€ USA Technologies, Inc. 2018 Equity Incentive Plan (incorporated by reference to Appendix A to the Companyâ€™s Definitive Proxy Statement filed on April 2, 2018).10.9.1â€ First Amendment to the USA Technologies, Inc. 2018 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to Form 8-K filed on May 26, 2020).10.9.2â€ Second Amendment to the Cantaloupe, Inc. 2018 Equity Incentive Plan (incorporated by reference to Appendix A to the Companyâ€™s Definitive Proxy Statement on form DEF14A filed on October 28, 2022).10.9.3â€ *Form of Nonqualified Stock Option Award Agreement under the Cantaloupe, Inc. (f/k/a USA Technologies, Inc.) 2018 Equity Incentive Plan.10.9.4â€ *Form of Restricted Stock Unit Award Agreement under the Cantaloupe, Inc. (f/k/a USA Technologies, Inc.) 2018 Equity Incentive Plan.8310.10â€ Employment Agreement, dated May 8, 2020, between USA Technologies, Inc. and Sean Feeney (incorporated by reference to Exhibit 10.2 to Form 8-K filed on May 13, 2020).10.11â€ Non-Qualified Stock Option Agreement, dated May 8, 2020, between USA Technologies, Inc. and Sean Feeney (incorporated by reference to Exhibit 10.3 to Form 8-K filed on May 13, 2020).10.12Payment Solutions Agreement between the Company, First Data Merchant Services LLC and Wells Fargo Bank, N.A., dated March 20, 2020 (portions of this exhibit were redacted pursuant to a confidential treatment request)(incorporated by reference to Exhibit 10.1 to Form 10-Q filed on June 24, 2020).10.13Form of Subscription Agreement (incorporated by reference to Exhibit 10.1 to Form 8-K filed February 25, 2021).10.14â€ Employment Agreement, between Cantaloupe, Inc. and Ravi Venkatesan (incorporated by reference to Exhibit 10.5 to Form 8-K filed February 3, 2022).10.15â€ Promotion Letter, between Cantaloupe, Inc. and Ravi Venkatesan (incorporated by reference to Exhibit 10.2 to the Form 8-K filed September 8, 2022).16.1Letter from BDO USA, P.C. Dated October 13, 2023 Regarding Change in Certifying Accountant19.1Insider trading policies and procedures21.1*List of significant subsidiaries of the Company23.1*Consent of Deloitte & ToucheÂ LLP, Independent Registered Public Accounting Firm.23.2*Consent of BDO USA, P.C. Independent Registered Public Accounting Firm.31.1*Certifications of Chief Executive Officer pursuant to RuleÂ 13aâ€'14(a)Â under the Securities Exchange Act of 1934.31.2*Certifications of Chief Financial Officer pursuant to RuleÂ 13aâ€'14(a)Â under the Securities Exchange Act of 1934.32.1**Certification by the Chief Executive Officer pursuant to 18 USC SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002.32.2**Certification by the Chief Financial Officer pursuant to 18 USC SectionÂ 1350, as adopted pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002.97.1*Clawback Policy101.INS*Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document101.SCH*Inline XBRL Taxonomy Extension Schema101.CAL*Inline XBRL Taxonomy Extension Calculation Linkbase101.DEF*Inline XBRL Taxonomy Extension Definition Linkbase101.LAB*Inline XBRL Taxonomy Extension Label Linkbase101.PRE*Inline XBRL Taxonomy Extension Presentation Linkbase104*Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)_____*Â Â Â Â Filed herewith.**Â Â Â Â Furnished herewith.â€ Management contract or compensatory plan or arrangement.Item 16. Form 10-K Summary.Not applicable.84SIGNATURESIn accordance with SectionÂ 13 or 15(d)Â of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.Cantaloupe, Inc.By: /s/ Ravi VenkatesanRavi Venkatesan, Chief Executive OfficerPursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.SIGNATURESTITLEDATE/s/ Ravi VenkatesanChief Executive Officer and Director(Principal Executive Officer)September 10, 2024Ravi Venkatesan/s/ Scott StewartChief Financial Officer(Principal Financial Officer)September 10, 2024Scott Stewart/s/ Jared GrachekChief Accounting Officer (Principal Accounting Officer)September 10, 2024Jared Grachek/s/ Lisa P. BairdDirectorSeptember 10, 2024Lisa P. Baird/s/ Douglas G. BergeronChairman of the Board of DirectorsSeptember 10, 2024Douglas G. Bergeron/s/ Ian HarrisDirectorSeptember 10, 2024Ian Harris/s/ Jacob LammDirectorSeptember 10, 2024Jacob Lamm/s/ Michael K. PassillaDirectorSeptember 10, 2024Michael K. Passilla/s/ Ellen RicheyDirectorSeptember 10, 2024Ellen Richey/s/ Anne M. SmallingDirectorSeptember 10, 2024Anne M. Smalling/s/ Shannon S. WarrenDirectorSeptember 10, 2024Shannon S. Warren85 EX-4.1 2 ctlp-20240630xex41.htm EX-4.1 DocumentExhibit 4.1DESCRIPTION OF SECURITIES REGISTERED PURSUANT TO SECTION 12 OF SECURITIES EXCHANGE ACT OF 1934As of June 30, 2023, Cantaloupe, Inc. has two classes of securities registered under SectionÂ 12 of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€): (1) our Common Stock; (2) our Preferred Stock.Authorized Capital Shares Our authorized capital shares consist of 640,000,000 shares of common stock, no par value (â€œCommon Stockâ€), and 1,800,000 shares of undesignated preferred stock. As of the date hereof, 900,000 preferred shares have been designated as series A convertible preferred stock, no par value (â€œPreferred Stockâ€). The outstanding shares of our Common Stock are fully paid and nonassessable.Description of Common StockThe following description of our Common Stock sets forth certain general terms and provisions of our Common Stock to which any prospectus supplement may relate, including a prospectus supplement providing that Common Stock will be issuable upon conversion or exchange of our debt securities or Preferred Stock or upon the exercise of warrants or rights to purchase our Common Stock. All shares of our Common Stock covered by this prospectus will be duly authorized, fully paid and nonassessable.Voting RightsThe holder of each share of Common Stock is entitled to one vote on all matters submitted to a vote of the shareholders, including the election of directors. There is no cumulative voting for directors.Dividend RightsNo dividend may be paid on the Common Stock until all accumulated and unpaid dividends on the Preferred Stock have been paid. Each holder of our Common Stock is entitled to receive such dividends as the Board of Directors may from time to time declare out of funds legally available for payment of dividends.Liquidation RightsSubject to any preferential rights of outstanding shares of Preferred Stock, holders of Common Stock will share ratably in all assets legally available for distribution to our shareholders in the event of dissolution. Upon any liquidation, dissolution or winding up of the Company, holders of our Common Stock are entitled to receive pro rata all of the assets of the Company available for distribution, subject to the liquidation preference of the Preferred Stock of $10 per share, and any unpaid and accumulated dividends on the Preferred Stock.Other Rights and PreferencesOur Common Stock has no sinking fund or redemption provisions or preemptive, conversion or exchange rights. Holders of our Common Stock may act by unanimous written consent.ListingThe Common Stock is quoted on the Nasdaq Global Select Market under the trading symbol, â€œCLTPâ€.Description of Preferred StockOur charter authorizes our board of directors to classify any unissued shares of Preferred Stock and to reclassify any previously classified but unissued shares of any series. Prior to issuance of shares of each series, our board of directors is required by the PBCL and our charter to set the preferences, voting powers, designations, restrictions, limitations and relative rights for each such series. Thus, our board of directors could authorize the issuance of shares of Preferred Stock with terms and conditions that could have the effect of delaying, deferring or preventing a transaction or a change of control of our company that might involve a premium price for holders of our Common Stock or that stockholders believe may be in their best interests. As of the date hereof, 445,063 shares of our Series A Preferred Stock are outstanding. Our Preferred Stock will, when issued, be fully paid and nonassessable and will not have, or be subject to, any preemptive or similar rights.Voting RightsThe holders of our Preferred Stock have the number of votes per share equal to the number of shares of Common Stock into which each such share is convertible, and are entitled to vote on all matters submitted to the vote of the shareholders of the Company, including the election of directors.Dividend RightsThe holders of our Preferred Stock are entitled to an annual cumulative cash dividend of $1.50 per annum, payable when, as and if declared by the Board of Directors. No dividend may be paid on the Common Stock until all accumulated and unpaid dividends on the Preferred Stock have been paid. The record dates for payment of dividends on the Preferred Stock are February 1 ($0.75) and August 1 ($0.75) of each year.Â Any and all accumulated and unpaid cash dividends on the Preferred Stock must be declared and paid prior to the declaration and payment of any dividends on the Common Stock.Â Any unpaid and accumulated dividends will not bear interest.Â Liquidation RightsUpon any liquidation, dissolution, or winding-up of the Company, the holders of our Preferred Stock are entitled to receive a distribution in preference to the Common Stock in the amount of $10 per share plus any accumulated and unpaid dividends. As more fully described in our Articles of Incorporation, the holders of at least 60% of the outstanding shares of our Preferred Stock could elect to treat the occurrence of any of the following events as a liquidation: (i) consolidation or merger of the Company with another corporation; (ii) sale of substantially all of the Companyâ€™s assets, or (iii) disposition by the Company of more than 50% of voting power of the Company.Other Rights and PreferencesShares of our Preferred Stock are convertible at any time into shares of fully issued and non-assessable Common Stock as provided in our Articles of Incorporation.Â Accrued and unpaid dividends earned on shares of Preferred Stock being converted into Common Stock are also convertible into Common Stock at the rate of $1,000 per share of Common Stock at the time of conversion, and whether or not such dividends have then been declared by the Company.We have the right, at any time, to redeem all or any part of the issued and outstanding Preferred Stock for the sum of $11 per share plus any and all unpaid and accumulated dividends thereon.Â Upon notice by the Company of such call, the holders of the Preferred Stock so called will have the opportunity to convert their shares and any unpaid and accumulated dividends thereon into shares of Common Stock. There is no restriction on our right to repurchase or redeem our Common Stock while there is an arrearage in the payment of dividends to the holders of our Preferred Stock.ListingThe Preferred Stock is quoted on the OTC Markets' Pink Open Market under the trading symbol, â€œCLTPPâ€. EX-10.9 3 3 ctlp-20240630xex1093.htm EX-10.9 3 DocumentExhibit 10.9.3CANTALOUPE, INC.2018 EQUITY INCENTIVE PLANNOTICE OF NON-QUALIFIED STOCK OPTION GRANT ANDNON-QUALIFIED STOCK OPTION AGREEMENTÂ Â Â Â Cantaloupe, Inc., a Pennsylvania corporation, f/k/a USA Technologies, Inc. (the â€œCompanyâ€), pursuant to its 2018 Equity Incentive Plan (as amended from time to time, the â€œPlanâ€) hereby grants to the holder listed below (the â€œParticipantâ€) a non-qualified stock option (the â€œOptionâ€) to purchase the number of shares of common stock, no par value, of the Company (the â€œSharesâ€) set forth below. The Option is subject to the terms and conditions set forth herein, including in the Notice of Non-Qualified Stock Option Grant attached at the end of this document (the â€œNoticeâ€) and the following Non-Qualified Stock Option Agreement (together with the Notice, the â€œAgreementâ€), and in the Plan, each of which is incorporated herein by reference. Capitalized terms used but not defined in this document shall have the meanings given to them in the Plan.Â Â Â Â By Participantâ€™s electronic acceptance on this site, Participant agrees to be bound by the terms and conditions of the Plan and the Agreement (including, without limitation, the Notice). Participant has reviewed the Plan and the Agreement (including, without limitation, the Notice) in their entirety, has had an opportunity to obtain the advice of counsel prior to executing the Agreement, and fully understands all provisions of the Plan and the Agreement (including, without limitation, the Notice). Participant hereby accepts as binding, conclusive, and final all decisions or interpretations of the Committee upon any questions arising under the Plan or the Agreement (including, without limitation, the Notice).Your detailed award information can be found in the Notice, which is attached at the end of this document.CANTALOUPE, INC.NON-QUALIFIED STOCK OPTION AGREEMENT2018 EQUITY INCENTIVE PLAN This Non-Qualified Stock Option Agreement (together with the Notice of Non-Qualified Stock Option Grant (â€œNoticeâ€) attached hereto , the â€œAgreementâ€) made as of the Grant Date set forth in the Notice, by and between the Participant set forth in the Notice (the â€œOriginal Grantee,â€ or together with any permitted assignee or transferee of this option under Section 9 hereof, the â€œGranteeâ€) and CANTALOUPE, INC., a Pennsylvania corporation, f/k/a USA Technologies, Inc. (the â€œCompanyâ€). BACKGROUND Â Â Â Â Original Grantee is providing services to the Company. The Companyâ€™s 2018 Equity Incentive Plan (as amended from time to time, the â€œPlanâ€) provides for Awards based upon the Common Stock of the Company. The Company has determined to make an award to Original Grantee of an Option to purchase Shares, as further set forth below. Capitalized terms used but not defined herein shall have the meanings given to such terms in the Plan. AGREEMENTNOW, THEREFORE, in consideration of the covenants set forth herein, and intending to be legally bound hereby, the Company and Original Grantee agree as follows: 1. Grant of Option. Subject to the terms hereof, the Company hereby grants to the Original Grantee an Option to purchase the number of Shares set forth in the Notice, at an exercise price per Share set forth in the Notice, pursuant to the Plan. The Option is not currently vested or exercisable and is subject to vesting and forfeiture as more fully described in Section 2 below. The number of Shares subject to, and the exercise price of, the Option shall be subject to adjustment as provided in the Plan.2. Exercisability of Option.Â Â Â Â (a)Except as otherwise provided in the Plan, the Option shall vest and become exercisable as provided in the Notice. Any portion of the Option that is not vested pursuant to the preceding sentence on the date of Original Granteeâ€™s termination of Service for any reason shall be immediately forfeited on the date of such termination for no consideration. Upon a Change of Control that occurs after the Grant Date, Section 9 of the Plan shall apply.(b)Notwithstanding anything to the contrary in this Agreement, if Original Granteeâ€™s Service is terminated for Cause (as defined below), the Option shall immediately terminate and be forfeited for no consideration (regardless of whether the Option, or any portion thereof, is then vested or unvested).If Original Grantee is party to an employment or severance agreement with the Company that contains a definition of â€œcauseâ€ for termination of employment, for the purposes of this Agreement, â€œCauseâ€ shall have the meaning ascribed to such term in such agreement. Otherwise, for the purposes of this Agreement, the term â€œCauseâ€ shall mean, with respect to the termination of Original Granteeâ€™s employment, termination of such employment by the Company for any of the following reasons, as determined by the Committee: (i) any material act or omission by Original Grantee involving malfeasance or gross negligence in the performance of Original Granteeâ€™s duties to, or material deviation from, any of the provisions of the Employee Handbook or Code of Business Conduct and Ethics, or policies or directives of, the Company; (ii) the conviction of Original Grantee of, or plea of guilty or nolo contendere to, any felony or any other crime involving moral turpitude, whether or not relating to Original Granteeâ€™s employment; (iii) fraud, embezzlement, theft or dishonesty by Original Grantee against the Company; or (iv) violation of any applicable written proprietary information, confidentiality, non-competition and/or non-solicitation agreements with the Company.3. Term of Option. Â Â Â Â Unless the Option is terminated at an earlier date pursuant to the provisions of the Agreement or the Plan, the Option shall expire on the Expiration Date set forth in the Notice. In no event may the Option be exercised after the Expiration Date. Notwithstanding the foregoing, the Option shall automatically terminate prior to the Expiration Date upon the happening of any of the following events: (a)The expiration of the three (3)-month period following the Original Granteeâ€™s termination of Service, if the termination of Service is for any reason whatsoever other than death or disability (as defined in Section 22(e)(3) of the Code), or(b)The expiration of the twelve (12)-month period after the Original Granteeâ€™s termination of Service on account of the Granteeâ€™s death or disability (as defined in Section 22(e)(3) of the Code). 4. Exercise Procedures.Â Â Â Â (a) The Grantee may exercise the vested portion of the Option only in the following manner: from time to time prior to the Expiration Date of the Option, the Grantee may give written notice (or notice in another form approved by the Committee, including electronic notice) to the Company of Granteeâ€™s election to purchase some or all of the Shares purchasable at the time of such notice. This notice shall specify the number of Shares to be purchased. Â Â Â Â (b) The exercise price of the Option may be payable: (i) in cash by personal check, bank draft or money order payable to the order of the Company, by money transfers or direct account debits; (ii) through the delivery or deemed delivery based on attestation to the ownership of previously acquired Shares with a Fair Market Value equal to the total payment due from the Grantee; (iii) authorizing the Company to withhold whole Shares, which would otherwise be delivered, having an aggregate Fair Market Value, determined as of the date of exercise, equal to the amount necessary to satisfy such obligation; (iv) by a combination of the methods described in (i), (ii) and (iii) above; (v) except as may be prohibited by applicable law, in cash by a broker-dealer acceptable to the Company to whom the Grantee has submitted an irrevocable notice of exercise; or (vi) by such other methods as the Committee may deem appropriate.Â Â Â Â (c) The transfer to the Grantee on the records of the Company or of the transfer agent of the Shares will be contingent upon (i) the Companyâ€™s receipt from the Grantee of the full purchase price for the Shares, as set forth above, (ii) the fulfillment of any other requirements contained herein or in the Plan or in any other agreement or provision of laws, and (iii) the receipt by the Company of any agreement, statement or other evidence that the Company may require to satisfy itself that the issuance of Shares to be purchased pursuant to the exercise of the Option under the Plan and any subsequent resale of the Shares will be in compliance with applicable laws and regulations. In the event the Grantee chooses to pay the purchase price by previously-owned Shares through the attestation method, the number of Shares transferred to the Grantee upon the exercise of the Option shall be net of the Shares attested to.Â Â Â Â (d) The Grantee shall not be deemed to be the holder of, or to have any of the rights of a holder with respect to, any Shares subject to the Option unless and until the Option shall have been exercised pursuant to the terms hereof, the Company or the transfer agent shall have transferred the shares to the Grantee, and the Granteeâ€™s name shall have been entered as the shareholder of record on the books of the Company. Thereupon, the Grantee shall have full voting and other ownership rights with respect to such Shares. Â Â Â Â Â (e) Notwithstanding any other provision hereof or of the Plan, no portion of the Option shall be

exercisable after the Expiration Date hereof. 5. Nature of the Option. The Option is not intended to constitute, and shall not be treated at any time by the Grantee or the Company as, an incentive stock option, as defined under Section 422(b) of the Code.6. Tax Withholding. (a) The Company does not represent or warrant that the Option (or the purchase or sale of the Shares subject hereto) will be subject to any particular tax treatment. The Grantee acknowledges that the Grantee: (i) has reviewed, or has had the opportunity to review, the tax treatment of the Option (including the purchase and sale of Shares subject hereto) with the Granteeâ€™s own tax advisors; and (ii) is relying solely on those advisors in that regard. The Grantee understands that the Grantee (and not the Company) will be responsible for the Granteeâ€™s own tax liabilities arising in connection with the Option.(b) The Grantee shall, not later than the date as of which the exercise of the Option becomes a taxable event for Federal income tax purposes, pay to the Company or make arrangements satisfactory to the Company for payment of any Federal, state, and local taxes required by law to be withheld on account of such taxable event in accordance with procedures described in Section 10 of the Plan. 7. Grant Subject to Plan Provisions. This grant is made pursuant to the Plan, the terms of which are incorporated herein by reference, and in all respects shall be interpreted in accordance with the Plan. The grant and exercise of the Option are subject to interpretations, regulations, and determinations concerning the Plan established from time to time by the Committee in accordance with the provisions of the Plan. The Committee shall have the authority to interpret and construe the Option pursuant to the terms of the Plan, and its decisions shall be conclusive as to any questions arising hereunder.8. No Right to Continued Service; No Rights as Shareholder. Neither the Plan nor this Agreement shall confer upon the Grantee any right to be retained in any capacity as a service provider to the Company or any of its affiliates. The Grantee shall not have any rights as a shareholder with respect to any Shares subject to the Option unless and until certificates representing the Shares have been issued by the Company following exercise of the Option to the holder of such Shares, or the Shares have otherwise been recorded on the books of the Company or of a duly authorized transfer agent as owned by such holder.9. Assignment and Transfers. (a) The rights and interests of the Grantee under this Agreement may not be sold, assigned, encumbered, or otherwise transferred, except in the event of the death of the Grantee, by will, or by the laws of descent and distribution, provided that the transferees, devisees, or beneficiaries are Immediate Family (as defined in subsection (c) below).(b) Notwithstanding subsection (a) above, the Grantee may transfer the Option through a gift or domestic relations order to the Immediate Family (as defined in subsection (c) below), and each transferee shall remain subject to all terms and conditions applicable to the Option prior to such transfer, and each transferee shall so acknowledge in writing as a condition precedent to the effectiveness of such transfer. (c) The term â€œImmediate Familyâ€ shall mean the Original Granteeâ€™s child, stepchild, grandchild, parent, stepparent, grandparent, spouse, former spouse, sibling, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, including adoptive relationships, any person sharing the Original Granteeâ€™s household (other than a tenant or employee), a trust in which these persons have more than fifty percent of the beneficial interest, a foundation in which these persons (or the Original Grantee) control the management of assets, and any other entity in which these persons (or the Original Grantee) own more than fifty percent of the voting interests. (d) The Option may not be transferred for value by the Grantee. The following transactions are not prohibited transfers for value: (i) a transfer to Immediate Family under a domestic relations order in settlement of marital property rights; and (ii) a transfer to an entity in which more than fifty percent of the voting interests are owned by the Immediate Family (or the Original Grantee) in exchange for an interest in that entity.(e) In order to transfer any portion of the Option in accordance with the provisions of subsection (b) above, the Grantee must notify the Company of such transfer, and the Grantee and proposed transferee must execute and deliver to the Company such certification and documentation deemed necessary by and approved by the Company.(f) Notwithstanding anything else set forth in this Agreement or the Plan, in no event shall the Option be held at any time by, transferred to, or exercised by, any person or entity unless such person or entity is the Original Grantee or Immediate Family. (g) Except as provided otherwise in this Section 9, during the Original Granteeâ€™s lifetime: (i) only the Original Grantee (or, in the event of legal incapacity or incompetency, the Granteeâ€™s guardian or representative) may exercise the Option; (ii) the Option shall not be assigned, pledged, or hypothecated in any way (whether by operation of law or otherwise); and (iii) the Option shall not be subject to execution, attachment, or similar process. Any attempted transfer, assignment, pledge, hypothecation, or other disposition of the Option or of any rights granted hereunder contrary to the provisions of this Section 9 shall be null and void. Any levy of an attachment or similar process upon the Option shall be null and void.(h) The rights and protections of the Company hereunder shall extend to any successors and assigns of the Company and to the Companyâ€™s parents, subsidiaries, and affiliates. The Company may assign this Agreement without the consent of the Grantee. 10. Data Privacy Consent. In order to administer the Plan and this Agreement and to implement or structure future equity grants, the Company, its subsidiaries and affiliates, and certain agents thereof (together, the â€œRelevant Companiesâ€) may process any and all personal or professional data, including but not limited to Social Security or other identification number, home address and telephone number, date of birth, and other information that is necessary or desirable for the administration of the Plan or this Agreement (the â€œRelevant Informationâ€). By entering into this Agreement, the Grantee: (i) authorizes the Company to collect, process, register, and transfer to the Relevant Companies all Relevant Information; (ii) waives any privacy rights that the Grantee may have with respect to the Relevant Information; and (iii) authorizes the Relevant Companies to store and transmit such information in electronic form. The Grantee shall have access to, and the right to change, the Relevant Information. Relevant Information will only be used in accordance with applicable law.11. Compliance with Law. The issuance of Shares upon exercise of the Option shall be subject to compliance by the Company and the Grantee with all applicable requirements of federal and state securities laws and with all applicable requirements of any stock exchange on which the Shares may be listed. No Shares shall be issued or transferred unless and until any then applicable requirements of state or federal laws and regulatory agencies have been fully complied with to the satisfaction of the Company and its counsel. Grantee understands that the Company is under no obligation to register any Shares with the Securities and Exchange Commission, any state securities commission or any stock exchange to effect such compliance.12. Notice. Any notice to the Company provided for in this Agreement shall be addressed to the Company in care of the Secretary at the corporate headquarters of the Company, and any notice to the Grantee shall be addressed to such Grantee at the current address shown in the Companyâ€™s records, or to such other address as the Grantee may designate to the Company in writing. Any notice shall be delivered by hand, sent by telecopy, or enclosed in a properly sealed envelope addressed as stated above, registered and deposited, postage prepaid, in a post office regularly maintained by the United States Postal Service.13. Governing Law. To the extent that federal laws do not otherwise control, this Agreement shall be construed in accordance with and governed by the law of the Commonwealth of Pennsylvania.14. Severability. The invalidity or unenforceability of any provision of the Plan or this Agreement shall not affect the validity or enforceability of any other provision of the Plan or this Agreement, and each provision of the Plan and this Agreement shall be severable and enforceable to the extent permitted by law.15. Entire Agreement; Amendment. This Agreement and the Plan constitute the entire agreement with respect to the subject matter hereof between the parties hereto and there are no other agreements between the parties relating to the subject matter hereof. The Company and Grantee have made no promises, agreements, conditions, or understandings relating to the Option, either orally or in writing, that are not included in this Agreement or the Plan. This Agreement may only be modified by an agreement in writing executed by both the Company and Grantee. Emailed copies (pdf format) of any partyâ€™s signature hereto will have the same effect as an original signature.[Notice of Non-Qualified Stock Option Grant Follows]CANTALOUPE, INC.2018 EQUITY INCENTIVE PLANNOTICE OF NON-QUALIFIED STOCK OPTION GRANTCantaloupe, Inc., a Pennsylvania corporation, f/k/a USA Technologies, Inc. (the â€œCompanyâ€) has granted to you, the â€œParticipantâ€ named below, a non-qualified stock option (the â€œOptionâ€) to purchase shares of common stock, no par value, of the Company (the â€œSharesâ€) under the Companyâ€™s 2018 Equity Incentive Plan (as amended from time to time, the â€œPlanâ€). The terms of the grant are set forth in the Non-Qualified Stock Option Agreement (together with this Notice of Non-Qualified Stock Option Grant, the â€œAgreementâ€) provided to you and which immediately precedes this Notice. The following provides a summary of the key terms of your award; however, you should read the entire Agreement, along with the terms of the Plan, to fully understand your award and the terms and conditions applicable to it.SUMMARY OF NON-QUALIFIED STOCK OPTION AWARDParticipant:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â _____Grant Date:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â _____Total Number of Shares UnderlyingÂ Â Â Â _____Option:Ã Â Â Â Â Â Â Exercise Price Per Share:Â Â Â Â Â Â Â Â Â Â Â Â _____Expiration Date:Â Â Â Â Â Â Â Â Â Â Â Â _____Vesting Commencement Date:Â Â Â Â Â _____Vesting Schedule:Â Â Â Â [The Option shall vest and become exercisable [insert vesting schedule], subject to Participantâ€™s continued Service through each such date*]*Unless otherwise provided in the Agreement or the Plan.[Signature Page Follows]IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Grant Date.CANTALOUPE, INC.Â Â Â Â Â By:_____Â Â Â Name:Â Â Â Title:THE UNDERSIGNED PARTICIPANT ACKNOWLEDGES RECEIPT OF THIS NOTICE OF NON-QUALIFIED STOCK OPTION GRANT, THE NON-QUALIFIED STOCK OPTION AWARD AGREEMENT, ANY EXHIBIT ATTACHED THERETO, AND THE PLAN, AND, AS AN EXPRESS CONDITION TO THE GRANT OF THE OPTION HEREUNDER, AGREES TO BE BOUND BY THE TERMS OF THIS NOTICE OF NON-QUALIFIED STOCK OPTION GRANT, THE NON-QUALIFIED STOCK OPTION AWARD AGREEMENT, ANY EXHIBIT ATTACHED THERETO, AND THE PLAN.PARTICIPANT_____ EX-10.9 4 4 ctlp-20240630xex1094.htm EX-10.9 4 DocumentExhibit 10.9.4CANTALOUPE, INC.2018 EQUITY INCENTIVE PLANNOTICE OF RESTRICTED STOCK UNIT GRANT ANDRESTRICTED STOCK UNIT AWARD AGREEMENTÂ Â Â Â Cantaloupe, Inc., a Pennsylvania corporation, f/k/a USA Technologies, Inc. (the â€œCompanyâ€), pursuant to its 2018 Equity Incentive Plan (as amended from time to time, the â€œPlanâ€) hereby grants to the holder listed below (the â€œParticipantâ€) an award of restricted stock units (â€œRSUsâ€) as set forth below. The RSUs are subject to the terms and conditions set forth herein, including in the Notice of Restricted Stock Unit Grant attached at the end of this document (the â€œNoticeâ€) and the following Restricted Stock Unit Award Agreement (together with the Notice, the â€œAgreementâ€), and in the Plan, each of which is incorporated herein by reference. Capitalized terms used but not defined in this document shall have the meanings given to them in the Plan.Â Â Â Â By Participantâ€™s electronic acceptance on this site, Participant agrees to be bound by the terms and conditions of the Plan and the Agreement (including, without limitation, the Notice). Participant has reviewed the Plan and the Agreement (including, without limitation, the Notice) in their entirety, has had an opportunity to obtain the advice of counsel prior to executing the Agreement, and fully understands all provisions of the Plan and the Agreement (including, without limitation, the Notice). Participant hereby accepts as binding, conclusive, and final all decisions or interpretations of the Committee upon any questions arising under the Plan or the Agreement (including, without limitation, the Notice).Your detailed award information can be found in the Notice, which is attached at the end of this document.CANTALOUPE, INC.RESTRICTED STOCK UNIT AWARD AGREEMENT2018 EQUITY INCENTIVE PLAN This Restricted Stock Unit Award Agreement (together with the Notice of Restricted Stock Unit Grant (â€œNoticeâ€) attached hereto, the â€œAgreementâ€) made as of the Grant Date set forth in the Notice, by and between the Participant set forth in the Notice and CANTALOUPE, INC., a Pennsylvania corporation, f/k/a USA Technologies, Inc. (the â€œCompanyâ€).Â Â Â Â BACKGROUNDÂ Â Â Â Participant is providing services to the Company. The Companyâ€™s 2018 Equity Incentive Plan (as amended from time to time, the â€œPlanâ€) provides for Awards based upon the Common Stock of the Company. The Company has determined to make an award to Participant of restricted stock units (â€œRSUsâ€) as further set forth below. Capitalized terms used but not defined herein shall have the meanings given to such terms in the Plan.AGREEMENTNOW, THEREFORE, in consideration of the covenants set forth herein, and intending to be legally bound hereby, the Company and Participant agree as follows:1.Grant of RSUs. Subject to the terms hereof, the Company hereby grants to Participant an award of the number of RSUs set forth in the Notice pursuant to the Plan. Each RSU represents the right to receive one (1) share of the Companyâ€™s Common Stock (each, a â€œShareâ€) upon vesting and settlement in accordance with Sections 2 and 3 below. The RSUs (and the Shares underlying the RSUs) are not vested and shall be subject to forfeiture by Participant as more fully described in Section 2 below.2.Vesting of RSUs. Except as otherwise provided in the Plan, the RSUs shall vest as provided in the Notice. Any RSUs that are not vested pursuant to the preceding sentence on the date of Participantâ€™s termination of Service for any reason shall be immediately forfeited on the date of such termination for no consideration. Upon a Change of Control that occurs after the Grant Date, Section 9 of the Plan shall apply.3.Settlement; Issuance of Shares. One (1) Share shall be issued in respect of each vested RSU, if any, within thirty (30) days following the applicable date on which such RSU vested. The Company shall issue any such Shares registered in the name of Participant, Participantâ€™s authorized assignee, or Participantâ€™s legal representative, which shall be evidenced by stock certificates representing the Shares with the appropriate legends affixed thereto, appropriate entry on the books of the Company or of a duly authorized transfer agent, or other appropriate means as determined by the Company.4.Restriction on Transfer. The RSUs shall be non-transferable, and Participant shall not sell, transfer, pledge, hypothecate or otherwise dispose of any RSUs or any Shares underlying the RSUs until such Shares have been delivered to Participant in accordance with Section 3.5.No Right to Continued Service; No Rights as Shareholder. Neither the Plan nor this Agreement shall confer upon Participant any right to be retained in any capacity as a service provider to the Company or any of its affiliates. Participant shall not have any rights as a shareholder with respect to any Shares subject to the RSUs unless and until certificates representing the Shares have been issued by the Company to the holder of such Shares, or the Shares have otherwise been recorded on the books of the Company or of a duly authorized transfer agent as owned by such holder.6.Tax Consequences; Section 409A. Participant understands that Participant (and not the Company) shall be responsible for Participantâ€™s tax liability that may arise as a result of the transactions contemplated by this Agreement; provided, that Participant acknowledges and agrees that the Company shall have the right to deduct from payments of any kind otherwise due to Participant any federal, state, or local taxes of any kind required by law to be withheld with respect to the grant of this Award, the vesting of the RSUs, or the issuance of the Shares in accordance with the procedures set forth in Section 10 of the Plan, which is expressly incorporated by reference herein. This Agreement and the RSUs are intended to comply with, or be exempt from, the provisions of Section 409A of the Code and shall be interpreted in accordance with Section 409A of the Code and the Treasury regulations and other interpretive guidance issued thereunder (â€œSection 409Aâ€). If the Company at any time determines that this Agreement or the RSUs are not compliant with, or otherwise exempt from, Section 409A, the Company may amend this Agreement or adopt other policies and procedures (including amendments, policies, and procedures with retroactive effect), or take any other actions, that the Company determines to be necessary or appropriate to cause this Agreement and the transactions contemplated thereby to (i) comply with Section 409A, or (ii) otherwise be exempt from Section 409A. For the avoidance of doubt, any termination of Participantâ€™s Service must constitute a â€œseparation from serviceâ€ (as defined under Section 409A) in order to be deemed a termination of Service hereunder.7.Compliance with Law. The issuance of Shares shall be subject to compliance by the Company and the Participant with all applicable requirements of federal and state securities laws and with all applicable requirements of any stock exchange on which the Shares may be listed. No Shares shall be issued or transferred unless and until any then applicable requirements of state or federal laws and regulatory agencies have been fully complied with to the satisfaction of the Company and its counsel. Participant understands that the Company is under no obligation to register any Shares with the Securities and Exchange Commission, any state securities commission or any stock exchange to effect such compliance.8.Notices. Any notice to the Company provided for in this Agreement shall be addressed to the Company in care of the chief executive officer at the corporate headquarters of the Company, and any notice to Participant shall be addressed to Participant at the current address shown in the Companyâ€™s records, or to such other address as Participant may designate to the Company in writing. Any notice shall be delivered by hand, sent by telecopy, sent by electronic mail, or enclosed in a properly sealed envelope addressed as stated above, registered and deposited, postage prepaid, in a post office regularly maintained by the United States Postal Service.9.Governing Law. The implementation and interpretation of this Agreement shall be governed by and enforced in accordance with the laws of the Commonwealth of Pennsylvania without regard to its conflict of laws rules.10.Binding Effect and Assignability. The rights and obligations of both parties under this Agreement shall inure to the benefit of and shall be binding upon their personal representatives, heirs, successors and assigns. This Agreement, or any part thereof, may not be assigned by Participant. 11.Data Privacy Consent. In order to administer the Plan and this Agreement and to implement or structure future equity grants, the Company, its subsidiaries and affiliates, and certain agents thereof (together, the â€œRelevant Companiesâ€) may process any and all personal or professional data, including but not limited to Social Security or other identification number, home address and telephone number, date of birth, and other information that is necessary or desirable for the administration of the Plan or this Agreement (the â€œRelevant Informationâ€). By entering into this Agreement, Participant: (i) authorizes the Company to collect, process, register, and transfer to the Relevant Companies all Relevant Information; (ii) waives any privacy rights that Participant may have with respect to the Relevant Information; and (iii) authorizes the Relevant Companies to store and transmit such information in electronic form. Participant shall have access to, and the right to change, the Relevant Information. Relevant Information will only be used in accordance with applicable law. 12.Severability. The invalidity or unenforceability of any provision of the Plan or this Agreement shall not affect the validity or enforceability of any other provision of the Plan or this Agreement, and each provision of the Plan and this Agreement shall be severable and enforceable to the extent permitted by law.13.Entire Agreement. This Agreement and the Plan constitute the entire agreement with respect to

the subject matter hereof between the parties hereto and there are no other agreements between the parties relating to the subject matter hereof. The Company and Participant have made no promises, agreements, conditions, or understandings relating to the RSUs, either orally or in writing, that are not included in this Agreement or the Plan. This Agreement may only be modified by an agreement in writing executed by both the Company and Participant. Emailed copies (pdf format) of any partyâ€™s signature hereto will have the same effect as an original signature. [Notice of Restricted Stock Unit Grant Follows]CANTALOUPE, INC.2018 EQUITY INCENTIVE PLANNOTICE OF RESTRICTED STOCK UNIT GRANTCantaloupe, Inc., a Pennsylvania corporation, f/k/a USA Technologies, Inc. (the â€œCompanyâ€) has granted to you, the â€œParticipantâ€ named below, an award of restricted stock units (â€œRSUsâ€) under the Companyâ€™s 2018 Equity Incentive Plan (as amended from time to time, the â€œPlanâ€). The terms of the grant are set forth in the Restricted Stock Unit Award Agreement (together with this Notice of Restricted Stock Unit Grant, the â€œAgreementâ€) provided to you and which immediately precedes this Notice. The following provides a summary of the key terms of your award; however, you should read the entire Agreement, along with the terms of the Plan, to fully understand your award and the terms and conditions applicable to it.SUMMARY OF RESTRICTED STOCK UNIT AWARDParticipant:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â _____Grant Date:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â _____Total Number of RSUs Granted:Â Â Â Â _____Vesting Commencement Date:Â Â Â Â _____Vesting Schedule:Â Â Â Â [One-third (1/3) of the RSUs shall vest [insert vesting schedule], subject to Participantâ€™s continued Service through each such date*]*Unless otherwise provided in the Agreement or the Plan.[Signature Page Follows]IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Grant Date.CANTALOUPE, INC.Â Â Â Â Â By:_____Â Â Â Name:Â Â Â Title:THE UNDERSIGNED PARTICIPANT ACKNOWLEDGES RECEIPT OF THIS NOTICE OF RESTRICTED STOCK UNIT GRANT, THE RESTRICTED STOCK UNIT AWARD AGREEMENT, ANY EXHIBIT ATTACHED THERETO, AND THE PLAN, AND, AS AN EXPRESS CONDITION TO THE GRANT OF RESTRICTED STOCK UNITS HEREUNDER, AGREES TO BE BOUND BY THE TERMS OF THIS NOTICE OF RESTRICTED STOCK UNIT GRANT, THE RESTRICTED STOCK UNIT AWARD AGREEMENT, ANY EXHIBIT ATTACHED THERETO, AND THE PLAN.PARTICIPANT_____ EX-19.1 5 ctlp-20240630xex191.htm EX-19.1 DocumentExhibit 19.1CANTALOUPE, INC.INSIDER TRADING COMPLIANCE POLICY(As adopted on September 5, 2024) This Insider Trading Compliance Policy (the â€œPolicyâ€) concerns the handling of material, non-public information relating to Cantaloupe, Inc. (â€œCantaloupeâ€, the â€œCompanyâ€, â€œourâ€ or â€œweâ€) or other companies with which we deal and with the buying and selling of stock and other securities of Cantaloupe and such other companies. This Policy is in addition to other Company policies and agreements to which employees, officers and directors are subject, including any confidentiality agreements and the Companyâ€™s Code of Business Conduct and Ethics.I.Employee Groups; Summary of Restrictions For purposes of this Policy, each Company employee, officer and director is categorized into one of three groups as further described below. Different restrictions contained in this Policy apply to each group. All employees are in Group One unless otherwise described below or notified of being placed in a different category by the Corporate Secretary of the Company (the â€œCorporate Secretaryâ€). The Corporate Secretary will work with the Companyâ€™s management team to determine the appropriate group for each employee. The Corporate Secretary will notify each employee, officer and director if he or she has been initially placed into Group Two or Group Three and any employee, officer or director if at any time he or she is placed into a different group. You should read this entire Policy. However, for your convenience, the following is a summary of the restrictions that apply to each group under this Policy: Group One â”€ The vast majority of our employees are in Group One. Members of Group One are required to comply with the restrictions on (1) trading in securities while in possession of material, non-public information (â€œinsider tradingâ€), as described in Section II, and (2) disclosing material non-public information to others (â€œtippingâ€), as described in Section III. In addition, members of Group One may only purchase or sell Company securities during Open Windows described in Section IV. Group Two â”€ Certain of our officers and other employees with regular access to material, non-public information are in Group Two (including but not limited to employees who prepare or have access to financial reporting and forecasting information and senior leadership team members who are not placed in Group Three). In addition to the general prohibitions against insider trading and tipping, members of Group Two may only purchase or sell Company securities during the trading windows described in Section IV and are required to pre-clear most transactions with the Corporate Secretary, as described in Section V. Group Three â”€ Members of our board of directors and certain senior officers are in Group Three, whose members are subject to the same restrictions as apply to Group Two. In addition, members of Group Three will be notified separately of certain other trading restrictions and reporting requirements imposed on them by the federal securities laws and the rules and regulations of the Securities and Exchange Commission (â€œSECâ€). In addition, regardless of group affiliation, any employee, officer or director of Company may be temporarily prohibited from buying or selling Company securities during special blackout periods. These special blackout periods are described in Section IV. This Policy is designed to promote compliance with insider trading laws, rules and regulations, as well as listing standards applicable to Company. In addition, it is Company policy not to engage in transactions involving the Company securities in violation of applicable laws.I.Insider Trading Prohibited General Rule. No Company employee, officer or director may purchase, sell or make a bona fide gift of Company securities while he or she is in possession of material, non-public information relating to Company. This restriction does not apply to certain â€œPermitted Transfers,â€ which are discussed in Section VI of this Policy. Employees, Officers and Directors. This Policy applies to all employees, officers and directors of Company and its subsidiaries. Each provision of this Policy that applies to an employee, officer and director also applies to:â€¢family members or other persons with whom they share a household; â€¢family members or other persons who principally rely on the employee, officer or director for their financial support, regardless of where those persons reside; andâ€¢any entity (a) over which they have control or influence with respect to a transaction in securities (e.g., a trustee of a trust or an executor of an estate) or (b) in which they have a material financial interest; provided, however, that clause (b) shall not include a professional institutional investment entity in which any such person has such a material financial interest. Likewise, when we refer to â€œyouâ€ in this Policy, we also mean each of the people and entities listed above with respect to you. Because the people and entities listed above are covered by this Policy, you will be responsible for their transactions in Company securities and, in order to maintain your compliance with this policy, you should ensure that they do not purchase, sell or make a bona fide gift of Company securities without your clearance.Other Persons. It may be appropriate, in some circumstances, for persons who are not employed by Company (in addition to those listed above) to be subject to the same restrictions as company employees and other â€œinsiders.â€ These include, for example, contractors and consultants. If you are aware of a situation in which a contractor, consultant, advisor or other person not employed by Company is likely to have access to material, nonpublic information about the company, you should consider whether those outside parties should be subject to restrictions and, if so, bring this situation to the attention of the Corporate Secretary, who will consider whether it is appropriate to make arrangements to protect the Company. Material, Non-Public Information. Material. Information is considered â€œmaterialâ€ if: â€¢a reasonable investor would consider it important in making a decision on whether to buy, sell or hold the security; â€¢a reasonable investor would view the information as significantly altering the total mix of information in the marketplace about the company that issued the security; orâ€¢the information could reasonably be expected to have an effect on the price of the security. Non-public. Information is non-public until it has been â€œpublicly disclosed,â€ meaning that it: â€¢is published in such a way as to provide broad, non-exclusionary distribution of the information to the public; andâ€¢has been in the public domain for a sufficient period of time to be absorbed by the market and reflected in the price of the related securities. Examples of public disclosure include the issuance of a press release or the filing of an appropriate report with the SEC. Information is generally considered to be â€œnon-publicâ€ until the expiration of a period of two full trading days after the information is released to the general public. However, this period varies depending on the type of information released, the marketâ€™s expectations relating to the subject matter of the release, and the marketâ€™s reaction after the information is released. Examples of material, non-public information might include information about:â–ªthe Companyâ€™s financial or operating results, whether for completed periods or relating to expectations for future periods;â–ªthe gain or loss of a substantial customer or any significant change in the business relationship with a substantial customer or other important business partner;â–ªthe Company entering into or the termination of any significant contract;â–ªa material impairment or change in the value of the Companyâ€™s assets;â–ªthe filing of litigation or claims against the Company, developments in pending litigation or governmental investigations or proceedings, or other contingent liabilities affecting the Company;â–ªproposals, plans or agreements, even if preliminary in nature, involving mergers, acquisitions, divestitures, recapitalizations, strategic alliances, joint ventures, licensing arrangements or significant purchases or sales of assets;â–ªchanges in top management;â–ªsignificant labor negotiations or disputes;â–ªsignificant accounting developments; â–ªchanges in dividend policies;â–ªthe declaration of a stock split; â–ªthe Companyâ€™s plans relating to its capital structure or outstanding securities, including issuances or repurchases of common stock or debt securities, and information about possible changes in the Companyâ€™s credit ratings;â–ªa significant disruption in the Companyâ€™s operations or loss, breach or unauthorized access of the Companyâ€™s property or assets, including its facilities and information technology infrastructure; andâ–ªany other events that require the Company to file a Current Report on Form 8-K with the SEC. Information may be material whether it is favorable or unfavorable to the Company. The list of examples provided above is merely illustrative, and there are many other types of information and events that may be material at any particular time, depending on the circumstances. Where there is any possibility that an item may be considered â€œmaterial,â€ you should treat it as such and you should confer with the Corporate Secretary if you would like to review any specific situation. Other Companies. While this Policy prohibits trading in Company securities while you are in possession of material, non-public information about Company, it also prohibits trading in securities of any other company about which you learn material, non-public information in the course of performing your duties for Company. For example, you may be involved in a transaction in which Company expects to enter into (or terminate) a substantial business relationship with another company, or acquire another company, buy a substantial amount of its stock or enter into a joint venture with the company. Even though the size of the transaction may be immaterial to Company, it may be material to the other company. This Policy prohibits you from trading in the securities of that company, or any other company that may be directly or indirectly impacted by such transaction, while aware of this non-public information or from tipping others regarding the information. In addition, please remember that the Company Code of Business Conduct and Ethics prohibits you from engaging in outside interests that represent a conflict of interest with your obligations to Company. Securities; All Transactions. This Policy prohibits certain transactions in the â€œsecuritiesâ€ of Company. Although it is usually the case that the information you gain will be material with respect to Company common stock, any securities that Company issues, such as debt securities or preferred stock, are also subject to this Policy. This Policy also applies to stock options and other derivatives related to Company securities, as discussed below. Purchases, sales and bona fide gifts of Company securities are subject to the insider trading laws and the provisions of this Policy, whether they are executed in the public markets or in private transactions, and whether you execute the transaction directly or indirectly through another person or entity. Investments. We expect our employees, officers and directors not to engage in speculative transactions that are designed to result in profit based on short-term fluctuations in the price of our securities. If you do purchase Company securities, we strongly encourage you to do so with the expectation of owning those securities for an extended period of time â”€ at a minimum, for six months. We recognize, of course, that your personal circumstances may change due to unforeseen events, in which case you may be forced to more quickly liquidate Company securities that you originally purchased with the intent of holding as a long-term investment. Short Sales. A â€œshort saleâ€ is a transaction involving securities which the seller does not own at the time of sale or, if the securities are owned by the seller, where they will be delivered on a delayed basis (meaning that the securities are not delivered within 20 days after the sale or deposited in the mail or other usual channels of transportation within five days after the sale). Selling securities â€œshortâ€ is consistent with an expectation that the price of the securities will decline in the near future and is often speculative in nature. Short selling may arouse suspicion in the eyes of the SEC that the person was trading on the basis of inside information, particularly when the trading occurs before a major company announcement or event. Accordingly, our employees, officers, and directors are prohibited from engaging in â€œshort salesâ€ of Company securities or in any transaction in Company securities which is entered into with the expectation of, or that will benefit from, a decline in the price of Company securities. Options and Derivative Securities. Derivative securities are securities contracts or arrangements whose value varies in relation to the price of Company securities. For example, derivative securities would include exchange-traded put or call options, as well as individually arranged derivative transactions, such as prepaid forwards. Many forms of derivatives are speculative in nature (meaning that their value fluctuates based on short-term changes in the price of Company stock), and the purchase or sale of such derivatives by Company employees could motivate them to take actions that are in conflict with the long-term interests of other stockholders and could also cause the appearance of misuse of inside information. Accordingly, our employees, officers and directors are prohibited from purchasing or selling derivative securities, or entering into derivatives contracts relating to Company stock. The prohibition on transactions in derivatives does not apply to stock options and other interests issued under Company employee benefit plans; see Section VI below on â€œPermitted Transactions.â€ If you have any question as to whether a particular type of arrangement or derivative transaction is permitted under this Policy, you should contact the Corporate Secretary. Pledged Securities; Margin Loans; Hedges. Under typical pledge or margin arrangements, a lender or broker is entitled to sell securities which you have deposited as collateral for loans if the value of your securities falls below a specified level or in certain other circumstances. Even though you did not initiate the sale or control its timing, because it is still a sale for your benefit, you may be subject to liability under insider trading laws if such a sale is made at a time when the â€œwindowâ€ is closed (as described below) or you are in possession of material, non-public information at the time of such a sale. If such a sale involves a member of Group Three, it can bring unwanted negative publicity. In addition, pledging may be used as a part of hedging strategy that would remove the full risk and rewards of stock ownership, and sever your alignment with that of Companyâ€™s other security holders. Group ThreeBecause of the concerns about pledging Company securities, members of Group Three are prohibited from pledging Companyâ€™s securities as collateral for a loan or hedging Company securities. This Policy does not prohibit members of Group Three from holding Company securities in brokerage accounts, so long as any Company securities held in such account are explicitly excluded from any margin or pledge arrangements and do not involve any hedging transaction. Sales of Company securities which are held in a margin account are not exempt from insider trading laws or this Policy. Accordingly, even though utilizing such accounts that exclude Company securities would not be subject to restrictions under this Policy, you should be extremely careful when utilizing a margin loan in a brokerage account that contains your Company securities.Groups One and TwoWhile persons that are not in Group Three are not prohibited from pledging Company stock, sales of Company securities that you have pledged as security for a loan or which are held in a margin account are not exempt from insider trading laws or this Policy. Accordingly, even though entering into such arrangements would not be considered a sale and would not be subject to restrictions under this Policy, members of Group One and Two should be extremely careful when pledging Company securities, utilizing a margin loan in a brokerage account or otherwise using Company securities as collateral for a loan.Any sale must be made in compliance with the restrictions under this Policy that apply to you, such as trading windows and pre-clearance requirements. As a result, if you pledge your Company securities or use Company securities to secure a margin loan, you may be forced to take actions (for instance, depositing additional money or selling other securities) in order to avoid your lender or broker selling your Company securities at a time that would result in a violation of insider trading laws or this Policy. Similar cautions apply to any other arrangements under which you have used Company securities as collateral.Members of Group Two must receive pre-clearance prior to entering into any pledge or margin arrangement involving Company securities to avoid an inadvertent violation of this Policy.Gifts Subject to Same Restrictions as All Other Securities Trades. No insider may give or make any other transfer of Company securities without consideration (e.g., a gift) during the period when the insider is not permitted to trade. Safest Time for Transactions. All employees, whether or not subject to the trading windows or pre-clearance procedures described in this Policy, are reminded that the safest time for transactions in Company securities will generally be just after the trading window opens after the release by the Company of financial information relating to a completed quarter, as described in Section IV below. The appearance of improper trading may increase as the Company approaches the end of the next fiscal quarter.III.Unauthorized Disclosure of Material, Non-public Information Prohibited General Rule. No employee, officer or director may disclose material, non-public information about Company or any company with which Company deals to anyone outside of Company, unless authorized to do so. Tipping. Under the federal securities laws, you can be held responsible not only for your own insider trading, but also for securities transactions by anyone to whom you disclose material, non-public information. Even if those to whom you disclose such information do not trade while aware of the information, you can be responsible for the trades of persons who received material, non-public information indirectly from you, if you are the ultimate source of their information. Discussing or Recommending Company Securities. We recognize that employee enthusiasm for Company and its business prospects is a vital element of our success. You should, however, use extreme caution when discussing Company or our securities with anyone outside of Company. In the course of discussing Company or our securities, accidental disclosure of material, non-public information can occur and can be viewed as â€œtippingâ€ or may violate other provisions of the federal securities laws, such as

Regulation FD as described below. Likewise, recommendations of our securities can also result in embarrassing situations for you or the Company if you make a recommendation at a time when there is a pending announcement of material, non-public information by the Company, even if you are unaware of that information. Internet Postings and Social Media. No employee, officer or director may disclose confidential information about Company on the Internet or through social media, including discussion forums, blogs and social media (such as Facebook, Twitter, Instagram, Snapchat, Reddit, Pinterest, YouTube and other social media networks). Disclosures of material, non-public information through this type of media may amount to a â€œtipâ€ or leak of such information, in violation of this Policy, other Company policies regarding computer and social media usage and applicable law. Authorization to Disclose Material, Non-public Information. We authorize only certain employees, officers and directors to make public disclosures of material, non-public information or to confer with persons outside the Company regarding such information (for example, our auditors, outside counsel and other advisors). Unless you are authorized to do so by the Chief Executive Officer, the Chief Financial Officer or the Corporate Secretary, you should not discuss material, non-public information with anyone not in the Company. Even in discussions with other Company employees, you should consider the consequences of disclosing material, non-public information to them. For example, by doing so, you would preclude those persons from trading in Companyâ€™s securities until the information is publicly disclosed. Accordingly, you should restrict the communication of material, non-public information to those employees, officers, and directors having a need to know in order to serve Companyâ€™s interests. Regulation FD (Fair Disclosure). There are SEC rules and regulations banning selective disclosure of material information relating to public companies. Generally, these regulations provide that when a public company (such as Company) discloses material, non-public information, it must provide broad, non-exclusionary public access to the information (for example, through press releases, conference calls or webcasts). Violations of these regulations can result in SEC enforcement actions, resulting in injunctions and severe monetary penalties. Regulation FD applies largely to a limited group of senior officers and the investor relations personnel who regularly communicate with securities market professionals and stockholders. Remember that no other Company employees, officers or directors are authorized to communicate information regarding the Company with securities market professionals, stockholders or members of the media. You should refer to Companyâ€™s Communications Policy for further information. Non-Disclosure Agreements. Employees, officers and directors involved in transactions or other negotiations that require disclosure of material, non-public information with parties outside Company should generally have those to whom such information is being disclosed sign a non-disclosure agreement approved by the Corporate Secretary. The non-disclosure agreement will require that the recipient of information not disclose the information to others and require the recipient not to trade in Company securities while in possession of such information. You should confer with the Corporate Secretary whenever a non-disclosure agreement may be needed.I.Trading Windows Standard Trading Windows. Members of Groups Two and Three may only purchase, sell or make a bona fide gift of Companyâ€™s securities:â€¢during the designated trading windows described below; and â€¢when the individual is not otherwise in possession of material, non-public information. Outside of the trading windows, members of Groups Two and Three may not purchase, sell or make a bona fide gift of Company securities, even if they are not personally aware of any material, non-public information. However, members of Groups Two and Three may engage in Permitted Transactions (described in Section VI below) outside of the trading windows. We will communicate to each member of Groups Two and Three when each trading window will open and close. It is expected that the trading window generally will open one full trading day after our quarterly release of earnings and will close 15 calendar days prior to the end of the following quarter. However, you should not expect that the window will open on any particular date or remain open for any minimum period of time. Significant corporate developments may require changes to the schedule, including closing the window at the Companyâ€™s option at any time. Do not confuse the applicability of the trading windows with the broader prohibition on trading when you are in possession of material, non-public information described in Section II. Regardless of whether the trading window is open or closed, you may not trade in Company securities if you are in actual possession of material, non-public information about Company. Special Blackouts. We reserve the right to impose a trading blackout from time to time on all or any group of our employees, officers or directors when, in the judgment of the Corporate Secretary and other senior officers, a blackout is warranted. During a special blackout, you will not be permitted to purchase, sell or make a bona fide gift of Company securities and you may or may not be allowed to execute Permitted Transactions (as defined below). A special blackout may also prohibit you from trading in the securities of other companies. If the Corporate Secretary imposes a blackout to which you are subject, we will notify you when the blackout begins and when it ends and the securities and transactions to which it applies. Standing Orders; Limit Orders. Purchases or sales resulting from standing orders or limit orders may result in the execution of orders without your control over the transaction or your awareness of the timing of the transaction. Even though you placed the order at a time when you were permitted to enter into transactions, you must be certain that this type of order will not be executed when you are in possession of material, non-public information about the company or during a blackout period. Accordingly, any standing orders should be used only for a very brief period and with detailed instructions to the broker who will execute the transaction. (Standing orders under an approved Rule 10b5-1 Trading Plan, described below, will not be subject to these limitations.)I.Pre-Clearance of Transactions General. Before purchasing, selling or make a bona fide gift of Company securities, members of Groups Two and Three must obtain clearance of the transaction from the Corporate Secretary. This clearance must be obtained before you place the order for, or otherwise initiate, any transaction in Company securities. Any pre-clearance that you obtain will be valid for a transaction executed within two business days, unless either the pre-clearance is granted for a shorter period or you learn of material, non-public information during that time. Whether or not your request for pre-clearance is granted, you must not inform anyone else of the results of your request. Do not confuse pre-clearance of transactions with the broader prohibition on trading when you are in possession of material, non-public information described in Section II. Regardless of whether you have received pre-clearance for a transaction or whether a trading window is open or closed, you may not trade in Company securities if you are in actual possession of material, non-public information about Company. Permitted Transactions. Members of Groups Two and Three are not required to receive pre-clearance prior to entering into any Permitted Transaction, except they are required to do so before exercising any stock options. I.Permitted Transactions The following are â€œPermitted Transactionsâ€ (each described in more detail following the bullet point summary):â–ªacceptance or receipt of a stock option, shares of restricted stock or similar grants of securities under one of Companyâ€™s employee benefit plans (including elections to acquire securities in lieu of other compensation) or the cancellation or forfeiture of options, restricted stock or securities pursuant to Companyâ€™s plans;â–ªpurchasing securities under a Company employee stock purchase plan, if such a plan is in effect, but not making or changing any election to participate in a Company stock purchase plan (see further discussion which follows);â–ªearning or vesting of stock options or shares of restricted stock and any related stock withholding;â–ªexercise of stock options issued under Companyâ€™s employee benefit plans in a cash exercise, a stock-for-stock exercise or a net stock exercise, payment of the exercise price in shares of already-owned stock and any related stock withholding transactions, but not (1) the sale of any stock acquired in the option exercise, (2) a â€œcashless exerciseâ€ in which shares of stock are sold in the market or (3) the use of proceeds from the sale of any such shares to exercise additional options (see further discussion which follows);â–ªtransferring shares of stock to an entity that does not involve a change in the beneficial ownership of the shares of stock, for example, to an inter vivos trust of which you are the sole beneficiary during your lifetime (see further discussion which follows);â–ªmaking payroll contributions to any 401(k) plan, deferred compensation plan or any similar plan, but not (1) intraplan transfers involving any Company securities or (2) a change in â€œinvestment directionâ€ under such plan to increase or decrease your percentage investment contribution allocated to Company securities (see further discussion which follows);â–ªexecution of a transaction pursuant to a contract, instruction, or plan described in Securities Exchange Act Rule 10b5-1 (called a â€œTrading Planâ€), as discussed below (see further discussion which follows); orâ–ªany other transaction designated by the board of directors or any board committee or senior management, with reference to this Policy, as a Permitted Transaction. Pre-Disclosure of Undisclosed Material, Non-public InformationYou may not enter into any Permitted Transaction unless you have disclosed any material, non-public information of which you are aware to the Corporate Secretary. If you are a director or an executive officer of Company, the information must be disclosed to the Corporate Secretary, and the Corporate Secretary must disclose any such information to the Chief Executive Officer before any transaction listed qualifies as a Permitted Transaction. This ensures that Company is fully aware of any material information affecting any security before you enter into a transaction involving Company securities. Employee Benefit Plan Transactions. Included in the definition of Permitted Transactions are most of the ongoing transactions you might enter into under Companyâ€™s equity-based benefit plans. For example, although your ongoing participation in a plan may involve the regular purchase of Companyâ€™s common stock, either directly pursuant to an investment election, those purchases are Permitted Transactions. Note, however, that the movement of balances in those plans into or out of Company securities or changes in your investment direction under those plans are not Permitted Transactions. This means that you may not make such transfers or elections while you are in possession of material, non-public information and that such transfers or elections must be made in compliance with any other restrictions under this Policy that apply to you (for instance, such transfers or elections could only be made during an open trading window and with pre-clearance if you are in Group Two or Three). Transactions in employee stock options are also considered Permitted Transactions if there is no related sale on the market or to a person other than Company. Note, however, that a sale of stock following or in connection with an option exercise is not a transaction with Company and is, therefore, not a Permitted Transaction. Thus, you may engage in a cash exercise of an option as long as you retain the stock you buy in the exercise. You can also engage in stock-for-stock exercises or elect stock withholding without violating the Policy. However, it would not be a Permitted Transaction for you to exercise a stock option, sell the resulting stock and then use the proceeds from that sale to pay for the exercise of additional stock options in a same day sale. Although exercises of Company stock options are Permitted Transactions, members of Groups Two and Three must pre-clear all stock option exercises. Transactions in Which There is No Change in Beneficial Ownership. Certain transactions involve merely a change in the form in which you own securities. For example, you may transfer shares of stock to a trust if you are the only beneficiary of the trust during your lifetime. Likewise, changing the form of ownership to include a member of your household as a joint owner or as a sole owner is a Permitted Transaction since members of your household are considered the same as you for purposes of this Policy (and the shares of stock will remain subject to the terms of this Policy). 10b5-1 Trading Plans. The SEC has enacted a rule (Rule 10b5-1 under the Securities Exchange Act) that provides an affirmative defense against violations of the insider trading laws if you enter into a contract, provide instructions, or adopt a written plan for a transaction in securities when you are not in possession of material, non-public information, even if it turns out that you had such information when the transaction is actually completed. The initiation of, and any modification to (including termination), any such Trading Plan will be deemed to be a transaction in the Companyâ€™s securities, and such initiation or modification (including termination) is subject to all limitations and prohibitions relating to transactions in the Companyâ€™s securities. Each such Trading Plan, and any modification (including termination) thereof, must be submitted to and pre-approved by the General Counsel, who may impose such conditions on the implementation and operation of the Trading Plan as the General Counsel deems necessary or advisable. However, compliance of the Trading Plan to the terms of Rule 10b5-1 and the execution of transactions pursuant to the Trading Plan are the sole responsibility of the person initiating the Trading Plan, not the Company or the General Counsel.Trading Plans do not exempt individuals from complying with Section 16 short-swing profit rules or liability.Rule 10b5-1 presents an opportunity for insiders to establish arrangements to sell (or purchase) Company stock without the restrictions of trading windows and black-out periods, even when there is undisclosed material information. A Trading Plan may also help reduce negative publicity that may result when key executives sell the Companyâ€™s stock. Rule 10b5-1 only provides an â€œaffirmative defenseâ€ in the event there is an insider trading lawsuit. It does not prevent someone from bringing a lawsuit.A director, officer or employee may enter into a Trading Plan only when he or she is not in possession of material, non-public information, and only during a trading window period outside of the trading black-out period. Although transactions effected under a Trading Plan will not require further pre-clearance at the time of the trade, any transaction (including the quantity and price) made pursuant to a Trading Plan of a Section 16 reporting person must be reported to the Company promptly on the day of each trade to permit the Companyâ€™s filing coordinator to assist in the preparation and filing of a required Form 4. Such reporting may be oral or in writing (including by e-mail) and should include the identity of the reporting person, the type of transaction, the date of the transaction, the number of shares involved and the purchase or sale price. However, the ultimate responsibility, and liability, for timely filing remains with the Section 16 reporting person.The Company reserves the right from time to time to suspend, discontinue or otherwise prohibit any transaction in the Companyâ€™s securities, even pursuant to a previously approved Trading Plan, if the General Counsel, in its discretion, determines that such suspension, discontinuation or other prohibition is in the best interests of the Company. Any Trading Plan submitted for approval hereunder should explicitly acknowledge the Companyâ€™s right to prohibit transactions in the Companyâ€™s securities. Failure to discontinue purchases and sales as directed shall constitute a violation of the terms of this Policy and result in a loss of the exemption set forth herein. Officers, directors and employees may adopt Trading Plans with brokers that outline a pre-set plan for trading of the Companyâ€™s stock, including the exercise of options. Trades pursuant to a Trading Plan generally may occur at any time. Trading Plans must be reviewed, approved and counter-signed by the Company, and must comply in all respects with the requirements of Rule 10b5-1, which include the following:â€¢a cooling-off period for insiders of the later of (1) 90 days following adoption of the Trading Plan; or (2) two business days following the disclosure in certain periodic reports of the Companyâ€™s financial results for the fiscal quarter in which the plan was adopted (but not to exceed 120 days following adoption of the Trading Plan) before any trading can commence under the Trading Plan;â€¢a cooling-off period of 30 days for other persons;â€¢a condition for insiders to include a representation in their Trading Plan certifying, at the time of the adoption, that: (1) they are not aware of material nonpublic information about the Company or its securities; and (2) they are adopting the Trading Plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b-5;â€¢a limitation on using multiple overlapping Trading Plans (except as otherwise permitted by Rule 10b5-1);â€¢a limitation on the ability of anyone other than issuers to rely on the affirmative defense for a single trade plan to one such Trading Plan during any consecutive 12-month period; and â€¢a condition that all persons entering into a Trading Plan must act in good faith with respect to that plan. Please review the following description of how a Trading Plan works. Pursuant to Rule 10b5-1, an individualâ€™s purchase or sale of securities will not be â€œon the basis ofâ€ material, non-public information if:â€¢First, before becoming aware of the information, the individual enters into a binding contract to purchase or sell the securities, provides instructions to another person to sell the securities or adopts a written plan for trading the securities (i.e., the Trading Plan). â€¢Second, the Trading Plan must either:â€¢specify the amount of securities to be purchased or sold, the price at which the securities are to be purchased or sold and the date on which the securities are to be purchased or sold;â€¢include a written formula or computer program for determining the amount, price and date of the transactions; orâ€¢prohibit the individual from exercising any subsequent influence over the purchase or sale of the Companyâ€™s stock under the Trading Plan in question.â€¢Third, the purchase or sale must occur pursuant to the Trading Plan and the individual must not enter into a corresponding hedging transaction or alter or deviate from the Trading Plan.â€¢Fourth, the Trading Plan must satisfy the requirements set forth above. Revocation of Trading Plans should occur only in unusual circumstances. Effectiveness of any revocation or amendment of a Trading Plan will be subject to the prior review and approval of the General Counsel. Revocation is effected upon written notice to the broker. Once a Trading Plan has been revoked, the participant must wait until the applicable cooling-off period has expired as described above before trading outside of a Trading Plan or establishing a new Trading Plan. You should note that revocation of a Trading Plan can result in the loss of an affirmative defense for past or future transactions under a Trading Plan. You should consult with your own legal counsel before deciding to revoke a Trading Plan. In any event, you should not assume that compliance with the aforementioned cooling-off period will protect you from possible adverse legal consequences of a Trading Plan revocation.Amendment or modification of Trading Plans should occur only in unusual circumstances. A person acting in good faith may amend a prior Trading Plan only if: 1) any such amendment or modification is submitted to and pre-approved by the General Counsel, who may impose such conditions on the implementation and operation of the Trading Plan as the General Counsel deems necessary or advisable and 2) such amendments and modifications are made outside of a quarterly trading black-out period and at a time when the Trading Plan participant does not possess material, non-public information. Plan amendments must not take effect for at least 30 days after the plan amendments are made.Under certain circumstances, a Trading Plan must be revoked. This may include circumstances such as the announcement of a merger or the occurrence of an event that would cause the transaction either to violate the law or to have an adverse effect on the Company. The General Counsel or administrator of the Companyâ€™s stock plans is authorized to notify the broker in such circumstances, thereby insulating the insider in the event of revocation.III.Insider Reporting Requirements, Short-Swing Profits and Short Sales (Applicable to Officers, Directors and 10% Stockholders)Reporting Obligations Under Section 16(a). SEC Forms 3, 4 and 5 Section 16(a) of the Exchange Act generally requires all officers, directors and 10% stockholders (â€œinsidersâ€), within 10 days after the insider becomes an officer, director, or 10% stockholder, to file with the SEC an â€œInitial Statement of Beneficial Ownership of Securitiesâ€ on SEC Form 3 listing the amount of the Companyâ€™s stock, options and warrants which the insider beneficially owns. Following the initial filing on SEC Form 3, changes in beneficial ownership of

the Companyâ€™s stock, options and warrants must be reported on SEC Form 4, generally within two business days after the date on which such change occurs, or in certain cases on Form 5, within 45 days after fiscal year end. The two-business-day Form 4 deadline begins to run from the trade date rather than the settlement date. A Form 4 must be filed even if, as a result of balancing transactions, there has been no net change in holdings. In certain situations, purchases or sales of Company stock made within six months prior to the filing of a Form 3 must be reported on Form 4. Similarly, certain purchases or sales of Company stock made within six months after an officer or director ceases to be an insider must be reported on Form 4.Recovery of Profits Under Section 16(b). For the purpose of preventing the unfair use of information which may have been obtained by an insider, any profits realized by any officer, director or 10% stockholder may be recovered by the Company. When such a purchase and sale occurs, good faith is no defense. The insider is liable even if compelled to sell for personal reasons, and even if the sale takes place after full disclosure and without the use of any inside information.The liability of an insider under Section 16(b) of the Exchange Act is only to the Company itself. The Company, however, cannot waive its right to short swing profits, and any Company stockholder can bring suit in the name of the Company. Reports of ownership filed with the SEC on Form 3, Form 4 or Form 5 pursuant to Section 16(a) (discussed above) are readily available to the public, and certain attorneys carefully monitor these reports for potential Section 16(b) violations. In addition, liabilities under Section 16(b) may require separate disclosure in the Companyâ€™s annual report to the SEC on Form 10-K or its proxy statement for its annual meeting of stockholders. No suit may be brought more than two years after the date the profit was realized. However, if the insider fails to file a report of the transaction under Section 16(a), as required, the two-year limitation period does not begin to run until after the transactions giving rise to the profit have been disclosed. Failure to report transactions and late filing of reports require separate disclosure in the Companyâ€™s proxy statement. Short Sales Prohibited Under Section 16(c). Section 16(c) of the Exchange Act prohibits insiders absolutely from making short sales of the Companyâ€™s equity securities. Short sales include sales of stock which the insider does not own at the time of sale, or sales of stock against which the insider does not deliver the shares within 20 days after the sale. Under certain circumstances, the purchase or sale of put or call options, or the writing of such options, can result in a violation of Section 16(c). Insiders violating Section 16(c) face criminal liability.The General Counsel should be consulted if you have any questions regarding reporting obligations, short-swing profits or short sales under Section 16.Rule 144 (Applicable to Officers, Directors and 10% Stockholders). Rule 144 provides a safe harbor exemption to the registration requirements of the Securities Act of 1933, as amended, for certain resales of â€œrestricted securitiesâ€ and â€œcontrol securitiesâ€. â€œRestricted securitiesâ€ are securities acquired from an issuer, or an affiliate of an issuer, in a transaction or chain of transactions not involving a public offering. â€œControl securitiesâ€ are any securities owned by directors, executive officers or other â€œaffiliatesâ€ of the issuer, including stock purchased in the open market and stock received upon exercise of stock options. Sales of restricted securities and control securities must comply with the requirements of Rule 144, which are summarized below: â–ªHolding Period. Restricted securities must be held for at least six months before they may be sold in the market.â–ªCurrent Public Information. The Company must have filed all SEC-required reports during the last 12 months or such shorter period that the Company was required to file such reports.â–ªVolume Limitations. For affiliates, total sales of Company common stock for any three-month period may not exceed the greater of: (i) 1% of the total number of outstanding shares of Company common stock, as reflected in the most recent report or statement published by the Company, or (ii) the average weekly reported volume of such shares traded during the four calendar weeks preceding the filing of the requisite Form 144.â–ªMethod of Sale. For affiliates, the shares must be sold either in a â€œbrokerâ€™s transactionâ€ or in a transaction directly with a â€œmarket maker.â€ A â€œbrokerâ€™s transactionâ€ is one in which the broker does no more than execute the sale order and receive the usual and customary commission. Neither the broker nor the selling person can solicit or arrange for the sale order. In addition, the selling person or Board member must not pay any fee or commission other than to the broker. A â€œmarket makerâ€ includes a specialist permitted to act as a dealer, a dealer acting in the position of a block positioner, and a dealer who holds himself out as being willing to buy and sell Company common stock for his own account on a regular and continuous basis.â–ªNotice of Proposed Sale. For affiliates, a notice of the sale (a Form 144) may be required to be filed with the SEC via EDGAR at the time of the sale. Brokers generally have internal procedures for executing sales under Rule 144 and will assist you in completing the Form 144 and in complying with the other requirements of Rule 144. If you are subject to Rule 144, you must instruct your broker who handles trades in Company securities to follow the brokerage firmâ€™s Rule 144 compliance procedures in connection with all trades.IIII.Sanctions for Violations of this Policy The SEC, the stock exchanges and plaintiffsâ€™ lawyers focus on uncovering insider trading, and use sophisticated technologies to investigate suspicious activity. A breach of the insider trading laws could expose the insider to criminal fines of up to $5,000,000 and imprisonment of up to 20 years, in addition to civil penalties (up to three times the profits earned), and injunctive actions. In addition, punitive damages may be imposed under applicable state laws. Securities laws also subject controlling persons to civil penalties for illegal insider trading by employees. Controlling persons include directors, officers and supervisors. These persons may be subject to fines of up to the greater of $2,479,282(as adjusted from time to time) or three times the profit realized or loss avoided by the insider. Accordingly, all Company employees must comply with this policy and applicable securities laws and ensure that those employees who they supervise also comply. Inside information does not belong to any of Companyâ€™s individual employees, officers or directors. This information is an asset of the company. For any person to use such information for personal benefit or to disclose it to others outside of the Company violates the Companyâ€™s Code of Business Conduct and Ethics, this policy and federal securities laws. More particularly, insider trading is a fraud against members of the investing public and against the Company. Whether or not there is any actual trading of our securities, any violation of this Policy will be grounds for discipline, up to termination of employment for cause.I.Administration of this Policy Administration by the General Counsel. The day-to-day administration of this Policy will be carried out by the General Counsel. If you have any questions concerning the interpretation of this Policy, you should direct your questions to the General Counsel. Reporting Violations. If you become aware of any violation of this Policy, you should report it immediately to the General Counsel, or otherwise in accordance with the Companyâ€™s Code of Business Conduct and Ethics. Reports classified as accounting/audit irregularities, insider trading, improper loans to executives, retaliation against whistleblowers, fraud, kickbacks, falsification of Company records, or conflicts of interest will be referred automatically to the Companyâ€™s Audit Committee. Employees will not be disciplined or retaliated against in any way for reporting violations in good faith. Exemptions. An individual subject to the trading windows or special blackout periods described in this Section IV may request the General Counsel to grant him or her a hardship exemption from those restrictions if he or she is not otherwise prohibited from trading under Section II. However, we anticipate that exemptions will be given very rarely and only in extreme circumstances. Amendment of the Policy. Companyâ€™s senior officers reserve the right to amend this Policy from time to time in consultation with the Nominating and Corporate Governance Committee of the Board of Directors. If the Policy is amended, we will communicate to you through normal communications channels the substance of any such changes. Please bear in mind that the ultimate responsibility for complying with this Policy and applicable laws and regulations rests with you. You should use your best judgment and consult with the General Counsel and your legal and financial advisors, as needed.The intent of this Insider Trading Policy is to define the details and specific requirements for all employees, officers, consultants, and directors who have material nonpublic information about Cantaloupe or other companies, including Cantaloupeâ€™ suppliers and customers. Information is considered material if there is substantial likelihood that a reasonable investor would consider the information important in making a decision to purchase, sell or hold the Companyâ€™s securities. Material information can be positive or negative and can relate to any aspect of the business.No employee, officer, consultant, or director may engage in any transactions in Company securities, including its common stock and any other type of securities that the Company may issue, if the employee, officer, consultants, and director is aware of material nonpublic/confidential information relating to the Company.No employee, officer, consultant, or director may engage in any transactions in Company securities, including its common stock and any other type of securities that the Company may issue, if the employee, officer, consultants, and director is aware of material nonpublic/confidential information relating to the Company.No employee, officer, consultant or director may engage in any transaction involving the purchase or sale of any of the securities of another company, directly or indirectly, if the employee, officer, director, or consultant is aware of material, nonpublic/confidential information about that company, including any information the employee, officer, director or consultant obtained in the course of employment with or serving as a director or consultant of the Company.No employee, officer, consultant or director may directly or indirectly pass (or â€œtipâ€) nonpublic/confidential information on to others (except that employees working on matters for the Company involving such information may provide such information to other Company employees or Company advisors who have a need to know such information for performance of their duties to the Company) or recommend to anyone the purchase or sale of any securities on the basis of any material nonpublic/confidential information. EX-21.1 6 ctlp-20240630xex211.htm EX-21.1 DocumentExhibit 21.1SUBSIDIARIES OF THE REGISTRANTSubsidiaryState or Province of IncorporationCountry of IncorporationCantaloupe Solutions Canada, Inc.British ColumbiaCanadaCantaloupe International, Inc.DelawareUnited StatesCantaloupe Systems, Inc.DelawareUnited StatesStitch Networks CorporationDelawareUnited StatesUSAT Capital Corp, LLC.PennsylvaniaUnited StatesThree Square Market, Inc.WisconsinUnited StatesThree Square Market LimitedUnited KingdomCheq Lifestyle Technology, Inc.United States EX-23.1 7 ctlp-20240630xex231.htm EX-23.1 DocumentExhibit 23.1Consent of Independent Registered Public Accounting FirmWe consent to the incorporation by reference in Registration Statement Nos. 333-368997, 333-248106, 333-248105, 333-217818, 333-234233, and 333-199009 on Form S-8 of our reports dated SeptemberÂ 10, 2024, relating to the financial statements of Cantaloupe, Inc. and the effectiveness of Cantaloupe, Inc.'s internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended JuneÂ 30, 2024./s/ Deloitte & Touche LLPAtlanta, GeorgiaSeptemberÂ 10, 2024 EX-23.2 8 ctlp-20240630xex232.htm EX-23.2 DocumentExhibit 23.2Consent of Independent Registered Public Accounting FirmWe hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-268997, 333-248106, 333-248105, 333-234233, 333-217818, and 333-199009) of Cantaloupe, Inc. of our report dated September 25, 2023, relating to the consolidated financial statements, which appears in this Annual Report on Form 10-K./s/ BDO USA, P.C.Richmond, VirginiaSeptemberÂ 10, 2024 EX-31.1 9 ctlp-20240630xex311.htm EX-31.1 DocumentExhibit 31.1CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICERPURSUANT TO RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934I, Ravi Venkatesan, certify that:1.I have reviewed this annual report on Form 10-K of Cantaloupe, Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:a.Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b.Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c.Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based upon such evaluation; andd.Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation, of internal control over financial reporting to the registrant's auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):a.all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; andb.any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: September 10, 2024/s/ Ravi VenkatesanRavi VenkatesanChief Executive Officer EX-31.2 10 cltp-20240630xex312.htm EX-31.2 DocumentExhibit 31.2CERTIFICATION OF PRINCIPAL FINANCIAL OFFICERPURSUANT TO RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934I, Scott Stewart, certify that:1.I have reviewed this annual report on Form 10-K of Cantaloupe, Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:a.Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b.Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c.Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based upon such evaluation; andd.Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation, of internal control over financial reporting to the registrant's auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):a.all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; andb.any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: September 10, 2024/s/ Scott StewartScott StewartChief Financial Officer EX-32.1 11 cltp-20240630xex321.htm EX-32.1 DocumentExhibit 32.1CERTIFICATIONS OF CHIEF EXECUTIVE OFFICERPURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002(18 U.S.C. SECTION 1350)In connection with the Annual Report of Cantaloupe, Inc., a Pennsylvania corporation (the â€œCompanyâ€), on FormÂ 10â€‘K for the period ended JuneÂ 30, 2024 (the â€œReportâ€), I, Ravi Venkatesan, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§ 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:(1)The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and(2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Date: September 10, 2024/s/ Ravi VenkatesanRavi VenkatesanChief Executive Officer EX-32.2 12 cltp-20240630xex322.htm EX-32.2 DocumentExhibit 32.2CERTIFICATIONS OF CHIEF FINANCIAL OFFICER PURSUANT TOSECTION 906 OF THE SARBANES OXLEY ACT OF 2002(18 U.S.C. SECTION 1350)In connection with the Annual Report of Cantaloupe, Inc., a Pennsylvania corporation (the â€œCompanyâ€), on Form 10-K for the period ended JuneÂ 30, 2024 (the â€œReportâ€), I, Scott Stewart, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§ 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:(1)The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and(2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Date: September 10, 2024/s/ Scott StewartScott StewartChief Financial Officer EX-97.1 13 ctlp-20240630xex971.htm EX-97.1 DocumentExhibit 97.1Cantaloupe, Inc.Amended and Restated Incentive Compensation Clawback Policy(Effective as of October 2, 2023)The Board of Directors (the â€œBoardâ€) of Cantaloupe, Inc. (the â€œCompanyâ€) has determined that, in addition to the Companyâ€™s Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 clawback policy applicable to executive officers (the â€œDodd-Frank Clawback Policyâ€), it is in the best interests of the Company and its shareholders to continue to maintain this Cantaloupe, Inc. Amended and Restated Incentive Compensation Policy (this â€œPolicyâ€) as a matter of good corporate governance, to reinforce accountability and the Companyâ€™s pay-for-

performance compensation philosophy. Under this Policy, the Company may, in its sole discretion, based upon the recommendation of its Compensation Committee (the â€œCommitteeâ€), require the return, repayment, or forfeiture of any cash, equity, or equity-based incentive compensation payment or award made or granted to any Covered Person (as defined below) as set forth in this Policy. Any determinations made by the Board under this Policy shall be final and binding on all affected individuals.I. Â Â Â Â RestatementsIn the event of a restatement of the Companyâ€™s financial results (other than due to a change in applicable accounting methods, rules, or interpretations) the result of which is that any incentive compensation paid, settled, or awarded to a Covered Person would have been lower or none at all had it been calculated based on such restated results, the Committee shall review such incentive compensation.If the Committee determines that (i) the amount of any incentive compensation actually paid, settled, or awarded to a Covered Person (the â€œAwarded Compensationâ€) would have been a lower amount had it been calculated based upon the restated financial results (the â€œActual Compensationâ€), and (ii) that the Covered Person engaged in fraud or intentional misconduct that contributed to the need for the restatement, then the Committee shall, except as provided below, recommend to the Board that the Covered Person be required to return, repay, or forfeit the difference between the Awarded Compensation and the Actual Compensation.II. Other ViolationsIf the Board determines that a Covered Person engaged in intentional misconduct or fraud, or knowingly violated any law, regulation, or Company policy (including, without limitation, any Code of Conduct or employee handbook) in connection with his or her employment or engagement by the Company, resulting in significant reputational or financial harm to the Company, the Board may, upon recommendation of the Committee, within one year following payment or vesting of the incentive compensation, seek recovery of all or a portion of the incentive compensation awarded or paid to the Covered Person (or in which such Covered Person vested) for the performance period (or vesting period) in which the violation occurred. In addition, the Board may conclude that any unpaid or unvested incentive compensation has not been earned and must be forfeited.The Board and the Committee may consider the following, as well as other factors they deem relevant, in connection with its decision to recoup, or cause the forfeiture of, incentive compensation in connection with the commission of a legal, regulatory, or compliance violation: (i) the Company may seek recovery of incentive compensation even if the misconduct did not result in an award or payment greater than would have been awarded absent the misconduct, and (ii) in determining whether to seek recovery and the amount, if any, by which the payment or award should be reduced, the Board and the Committee may consider the seriousness of the compliance violation, whether the Covered Person was unjustly enriched, and any other factors they deem relevant to the determination.III. Policy DeterminationsThe Committee may determine not to recommend (and the Board may determine not to require) a return, repayment, or forfeiture of incentive compensation under this Policy to the extent it determines (i) that to do so would be unreasonable or (ii) that it would not be in the best interests of the Company to do so. In making the determination, the Committee and/or the Board may take into account considerations as it deems appropriate, including but not limited to (A) the likelihood of success in recovering the compensation under governing law versus the cost and effort involved, (B) the passage of time since the occurrence of the act in respect of the applicable intentional misconduct, (C) any threatened or pending legal proceeding relating to the applicable intentional misconduct, or (D) any other factors the Committee deems relevant.If the Board upon recommendation of the Committee determines to seek a clawback pursuant to this Policy, the Company shall make a written demand for repayment from the Covered Person and, if such Covered Person does not within a reasonable period tender repayment in response to the demand, the Company may seek a court order against the Covered Person for such repayment.IV. Certain DefinitionsFor the purposes of this Policy, the term â€œCovered Personâ€ shall refer to any former or current (i) chief executive officer, president, chief financial officer, chief operating officer, and chief compliance officer, as well as any other â€œexecutive officerâ€ of the Company as defined in Rule 3b-7 under the Securities Exchange Act of 1934, as amended, (ii) any other employee of the Company with a title of Senior Vice President or above, and (iii) any non-employee director on the Board (a â€œDirectorâ€).In addition, the term â€œIncentive Compensationâ€ shall refer to all cash, equity, or equity-based bonuses and other incentive, equity, and equity-based compensation paid, settled, granted, or awarded to a Covered Person.V. GeneralThe Committee shall review this Policy at such times as it deems appropriate, and propose recommended changes to the Board.This Policy shall be effective as of October 2, 2023 (the â€œEffective Dateâ€), and shall apply to any incentive compensation to be paid, settled, or awarded to a Covered Person thereafter under any applicable Company compensation policy, plan, or program, and shall be incorporated into any such applicable compensation policy, plan, and program currently adopted or which may be adopted by the Company as of or after the Effective Date. The Board intends that this Policy is a supplement to any other clawback policies in effect now or in the future at the Company, including but not limited to the Dodd-Frank Clawback Policy, as may be amended and/or restated. This Policy is intended to be in addition to and not in lieu of the terms of the Dodd-Frank Clawback Policy.Any recoupment under this Policy may be in addition to any other remedies that may be available to the Company under the Dodd-Frank Clawback Policy and/or applicable law, including disciplinary actions up to and including termination of employment or engagement by the Company; provided, however, if such Dodd-Frank Clawback Policy and/or other law, provides that a greater amount of compensation shall be subject to clawback, such other policy or law shall apply to the amount in excess of the amount subject to clawback under this Policy; provided further, this Policy shall not permit or result in double-recovery for compensation under this Policy that is otherwise subject to the Dodd-Frank Clawback Policy as the intent is only for one-time recovery. To the extent permitted by applicable law, the Board may seek recovery of funds in the manner it chooses, including by seeking reimbursement from a Covered Person of all or part of the compensation awarded or paid, by electing to withhold unpaid compensation, by set off, or by rescinding or cancelling unvested equity or equity-based awards.Notwithstanding anything to the contrary in this Policy, in the event of any conduct covered by Section I or II of this Policy that results in the unjust enrichment of a Covered Person that was not directly involved in such conduct, the Board may implement the remedies specified in Section I or II of this Policy, as applicable, in its sole discretion with respect to the incentive compensation of the Covered Person that was not directly involved in such conduct.The failure to exercise its rights under this Policy at any time shall in no way be construed as a waiver of any such provision or limit the Companyâ€™s ability to exercise its rights at any time.This policy shall be binding and enforceable against all Covered Persons and their beneficiaries.The Board may amend this Policy from time to time in its discretion, including, without limitation, to effectuate any â€œclawbackâ€ or recoupment of incentive compensation provisions required applicable law. EX-101.SCH 14 ctlp-20240630.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover Page link:presentationLink link:calculationLink link:definitionLink 0000002 - Document - Audit Information link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Consolidated Statements of Operations link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - Consolidated Statements of Comprehensive Income (Loss) link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - Consolidated Statements of Convertible Preferred Stock and Shareholders' Equity link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - BUSINESS link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - ACCOUNTS RECEIVABLE link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - FINANCE RECEIVABLES link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - PROPERTY AND EQUIPMENT, NET link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - LEASES link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - DEBT AND OTHER FINANCING ARRANGEMENTS link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - ACCRUED EXPENSES link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - GOODWILL AND INTANGIBLE ASSETS link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - ACQUISITIONS link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - REVENUE link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - STOCK-BASED COMPENSATION link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - INCOME TAXES link:presentationLink link:calculationLink link:definitionLink 9952170 - Disclosure - EARNINGS (LOSS) PER SHARE CALCULATION link:presentationLink link:calculationLink link:definitionLink 9952171 - Disclosure - FAIR VALUE OF FINANCIAL INSTRUMENTS link:presentationLink link:calculationLink link:definitionLink 9952172 - Disclosure - SHAREHOLDER'S EQUITY AND PREFERRED STOCK link:presentationLink link:calculationLink link:definitionLink 9952173 - Disclosure - RETIREMENT PLAN link:presentationLink link:calculationLink link:definitionLink 9952174 - Disclosure - COMMITMENTS AND CONTINGENCIES link:presentationLink link:calculationLink link:definitionLink 9952175 - Disclosure - RELATED PARTY TRANSACTIONS link:presentationLink link:calculationLink link:definitionLink 9952176 - Disclosure - SUBSEQUENT EVENTS link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - Disclosure - ACCOUNTS RECEIVABLE (Tables) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - FINANCE RECEIVABLES (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - PROPERTY AND EQUIPMENT, NET (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - LEASES (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - DEBT AND OTHER FINANCING ARRANGEMENTS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - ACCRUED EXPENSES (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - GOODWILL AND INTANGIBLE ASSETS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - ACQUISITIONS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - REVENUE (Tables) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - STOCK-BASED COMPENSATION (Tables) link:presentationLink link:calculationLink link:definitionLink 9954482 - Disclosure - INCOME TAXES (Tables) link:presentationLink link:calculationLink link:definitionLink 9954483 - Disclosure - EARNINGS (LOSS) PER SHARE CALCULATION (Tables) link:presentationLink link:calculationLink link:definitionLink 9954484 - Disclosure - SHAREHOLDER'S EQUITY AND PREFERRED STOCK (Tables) link:presentationLink link:calculationLink link:definitionLink 9954485 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954486 - Disclosure - ACCOUNTS RECEIVABLE - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954487 - Disclosure - ACCOUNTS RECEIVABLE - Schedule of Rollforward of Allowance for Doubtful Accounts (Details) link:presentationLink link:calculationLink link:definitionLink 9954488 - Disclosure - FINANCE RECEIVABLES - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954489 - Disclosure - FINANCE RECEIVABLES - Information Regarding Finance Receivables (Details) link:presentationLink link:calculationLink link:definitionLink 9954490 - Disclosure - FINANCE RECEIVABLES - Credit Risk Profile Based on Payment Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954491 - Disclosure - FINANCE RECEIVABLES - Schedule of Credit Loss (Details) link:presentationLink link:calculationLink link:definitionLink 9954492 - Disclosure - FINANCE RECEIVABLES - Summary of Finance Receivables Fiscal Years (Details) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - FINANCE RECEIVABLES - Sales-type Lease, Lease Income (Details) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - PROPERTY AND EQUIPMENT, NET - Summary of Property and Equipment at Cost (Details) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - PROPERTY AND EQUIPMENT, NET - Summary of Property and Equipment at Cost (Details) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - PROPERTY AND EQUIPMENT, NET - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - LEASES - Assets and Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9954497 - Disclosure - LEASES - Components of Lease Costs (Details) link:presentationLink link:calculationLink link:definitionLink 9954498 - Disclosure - LEASES - Supplemental Cash Flow Information (Details) link:presentationLink link:calculationLink link:definitionLink 9954499 - Disclosure - LEASES - Weighted-Average Remaining Lease Term and Weighted-Average Discount Rate (Details) link:presentationLink link:calculationLink link:definitionLink 9954500 - Disclosure - LEASES - Maturities of Lease Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9954500 - Disclosure - LEASES - Maturities of Lease Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9954501 - Disclosure - LEASES - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954502 - Disclosure - LEASES - Property and Equipment Costs (Details) link:presentationLink link:calculationLink link:definitionLink 9954503 - Disclosure - DEBT AND OTHER FINANCING ARRANGEMENTS - Debt and Other Financing Agreements (Details) link:presentationLink link:calculationLink link:definitionLink 9954503 - Disclosure - DEBT AND OTHER FINANCING ARRANGEMENTS - Debt and Other Financing Agreements (Details) link:presentationLink link:calculationLink link:definitionLink 9954504 - Disclosure - DEBT AND OTHER FINANCING ARRANGEMENTS - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954505 - Disclosure - DEBT AND OTHER FINANCING ARRANGEMENTS - Maturities (Details) link:presentationLink link:calculationLink link:definitionLink 9954506 - Disclosure - ACCRUED EXPENSES - Information Regarding Accrued Expenses (Details) link:presentationLink link:calculationLink link:definitionLink 9954507 - Disclosure - GOODWILL AND INTANGIBLE ASSETS - Summary of Amortizable Intangible Asset (Details) link:presentationLink link:calculationLink link:definitionLink 9954508 - Disclosure - GOODWILL AND INTANGIBLE ASSETS - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954509 - Disclosure - GOODWILL AND INTANGIBLE ASSETS - Summary of Estimated Annual Amortization Expense for Amortizable Intangible Asset (Details) link:presentationLink link:calculationLink link:definitionLink 9954510 - Disclosure - ACQUISITIONS - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954511 - Disclosure - ACQUISITIONS - Summary of Purchase Price Consideration (Details) link:presentationLink link:calculationLink link:definitionLink 9954511 - Disclosure - ACQUISITIONS - Summary of Purchase Price Consideration (Details) link:presentationLink link:calculationLink link:definitionLink 9954512 - Disclosure - ACQUISITIONS - Summary of Assets Acquired and Liabilities Assumed (Details) link:presentationLink link:calculationLink link:definitionLink 9954512 - Disclosure - ACQUISITIONS - Summary of Assets Acquired and Liabilities Assumed (Details) link:presentationLink link:calculationLink link:definitionLink 9954513 - Disclosure - ACQUISITIONS - Schedule of Pro Forma Operations Results (Details) link:presentationLink link:calculationLink link:definitionLink 9954514 - Disclosure - REVENUE - Schedule of Revenue (Details) link:presentationLink link:calculationLink link:definitionLink 9954515 - Disclosure - REVENUE - Operating Lease, Lease Income (Details) link:presentationLink link:calculationLink link:definitionLink 9954516 - Disclosure - REVENUE - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954517 - Disclosure - REVENUE - Contract Liability (Details) link:presentationLink link:calculationLink link:definitionLink 9954518 - Disclosure - REVENUE - Performance Obligations (Details) link:presentationLink link:calculationLink link:definitionLink 9954518 - Disclosure - REVENUE - Performance Obligations (Details) link:presentationLink link:calculationLink link:definitionLink 9954519 - Disclosure - STOCK-BASED COMPENSATION - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954520 - Disclosure - STOCK-BASED COMPENSATION - Summary of Stock Based Compensation Plans (Details) link:presentationLink link:calculationLink link:definitionLink 9954521 - Disclosure - STOCK-BASED COMPENSATION - Summary of Valuation Assumption (Details) link:presentationLink link:calculationLink link:definitionLink 9954522 - Disclosure - STOCK-BASED COMPENSATION - Summary of Options Outstanding (Details) link:presentationLink link:calculationLink link:definitionLink 9954523 - Disclosure - STOCK-BASED COMPENSATION - Company Nonvested Common Shares (Details) link:presentationLink link:calculationLink link:definitionLink 9954524 - Disclosure - STOCK-BASED COMPENSATION - Compensation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954525 - Disclosure - STOCK-BASED COMPENSATION - Unrecognized Stock-based Compensation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954526 - Disclosure - INCOME TAXES - Summary of Benefit (Provision) for Income Taxes (Details) link:presentationLink link:calculationLink link:definitionLink 9954527 - Disclosure - INCOME TAXES - Components of Pre-Tax Income (Loss) (Details) link:presentationLink link:calculationLink link:definitionLink 9954528 - Disclosure - INCOME TAXES - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954529 - Disclosure - INCOME TAXES - Reconciliation of Effective Income Tax Rate (Details) link:presentationLink link:calculationLink link:definitionLink 9954530 - Disclosure - INCOME TAXES - Summary of Net Deferred Tax Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9954531 - Disclosure - INCOME TAXES - Unrecognized Tax Benefit Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954532 - Disclosure - EARNINGS (LOSS) PER SHARE CALCULATION - Calculation of Earnings (Loss) Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 9954533 - Disclosure - EARNINGS (LOSS) PER SHARE CALCULATION - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954534 - Disclosure - SHAREHOLDER'S EQUITY AND PREFERRED STOCK - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 9954535 - Disclosure - SHAREHOLDER'S EQUITY AND PREFERRED STOCK - Preferred Stock Liquidation Preference (Details) link:presentationLink link:calculationLink link:definitionLink 9954536 - Disclosure - RETIREMENT PLAN (Details) link:presentationLink link:calculationLink link:definitionLink 9954537 - Disclosure - COMMITMENTS AND CONTINGENCIES (Details) link:presentationLink link:calculationLink link:definitionLink 9954538 - Disclosure - RELATED PARTY DISCLOSURES (Details) link:presentationLink

link:calculationLink link:definitionLink 9954539 - Disclosure - SUBSEQUENT EVENTS (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 15 ctlp-20240630_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 16 ctlp-20240630_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 17 ctlp-20240630_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Operating Leases Lessee, Operating Lease, Liability, to be Paid, Fiscal Year Maturity [Abstract] Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] RELATED PARTY TRANSACTIONS Related Party Transactions Disclosure [Text Block] Tax at U.S Federal statutory rate Effective Income Tax Rate Reconciliation at Federal Statutory Income Tax Rate, Amount Cover [Abstract] Cover [Abstract] Thereafter Lessee, Operating Lease, Liability, to be Paid, after Year Five Net increase (decrease) in cash and cash equivalents Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Accrued compensation and related sales commissions Accrued Compensation And Sales Commissions Current And Noncurrent Carrying value as of the balance sheet date of obligations incurred through that date and payable for compensation and sales commissions. Maturities of Lease Liabilities, Operating Leases Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Income Tax Jurisdiction [Domain] Income Tax Jurisdiction [Domain] Equipment sales Sales-type Lease, Revenue 30 days and under Financial Asset, 1 to 29 Days Past Due [Member] LOSS CONTINGENCIES Legal Costs, Policy [Policy Text Block] Trading Symbol Trading Symbol Non-NEOs Non-NEOs [Member] Stock-based compensation expense, tax benefits recognized Share-Based Payment Arrangement, Expense, Tax Benefit 2025 Notes And Loans Receivable In Next Twelve Months This element represents amount of notes and loans receivables due in the next fiscal year following the latest fiscal year. GOODWILL Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block] Balance, beginning of period Balance, end of period Accounts Receivable, Allowance for Credit Loss, Current Total lease revenues Lease Income Percentage of safe harbor matching contributions for next 2% employee compensation Defined Contribution Plan Employer Matching Contribution Percent Second Slab Defined contribution plan employer matching contribution percent second slab. Property, Plant, and Equipment, Useful Life, Term, Description [Extensible Enumeration] Property, Plant, and Equipment, Useful Life, Term, Description [Extensible Enumeration] Accounts receivable Increase (Decrease) in Accounts Receivable EARNINGS (LOSS) PER COMMON SHARE Earnings Per Share, Policy [Policy Text Block] BUSINESS Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] INVENTORY Inventory, Policy [Policy Text Block] Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Cumulative unpaid dividends converted into common shares (in USD per share) Cumulative Unpaid Dividends, Converted Into Common Shares, Convertible Price Per Share The price per share at which cumulative unpaid dividends converted into common shares at the option of the shareholder. FAIR VALUE OF FINANCIAL INSTRUMENTS Fair Value Disclosures [Text Block] Proceeds from exercise of common stock options Proceeds from Stock Options Exercised Award Timing Disclosures [Line Items] Financial Asset, Aging [Axis] Financial Asset, Aging [Axis] Debt Instrument, Covenant Period [Axis] Debt Instrument, Covenant Period [Axis] Debt Instrument, Covenant Period [Axis] Release Schedule [Domain] Release Schedule [Domain] Release Schedule [Domain] Revenue from Contract with Customer [Abstract] Revenue from Contract with Customer [Abstract] Plan Name [Domain] Plan Name [Domain] Effect of dilutive potential common shares (in shares) Weighted Average Number of Shares Outstanding, Diluted, Adjustment Other assets Other Assets, Noncurrent Leases [Abstract] Leases [Abstract] Convertible preferred stock, shares issued (in shares) Temporary Equity, Shares Issued Amortizable intangible assets, Gross Finite-Lived Intangible Assets, Gross Civil monetary penalty payment Payments for Legal Settlements Deferred: Deferred Federal, State and Local, Tax Expense (Benefit) [Abstract] Cumulative undeclared and unpaid dividends Preferred Stock, Amount of Preferred Dividends in Arrears Changes related to prior years Effective Income Tax Rate Reconciliation, Prior Year Income Taxes, Amount Net cash provided by (used in) operating activities Net Cash Provided by (Used in) Operating Activities Percentage of eligible compensation contributed by employees first slab Percentage Of Eligible Compensation Contributed By Employees First Slab Percentage of eligible compensation contributed by employees first slab. Cash flows from operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Award Timing Method Award Timing Method [Text Block] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Term of non-cancelable lease with agreement Term Of Non Cancelable Lease With Agreement Represents term of non cancelable lease with agreement. Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Insider Trading Policies and Procedures [Line Items] Convertible Preferred Stock, beginning balance Convertible Preferred Stock, ending balance Temporary Equity, Carrying Amount, Including Portion Attributable to Noncontrolling Interests USE OF ESTIMATES Use of Estimates, Policy [Policy Text Block] Total leverage ratio maximum Debt Instrument, Covenant, Leverage Ratio And Borrowing Base Leverage Ratio, Maximum Debt Instrument, Covenant, Leverage Ratio And Borrowing Base Leverage Ratio, Maximum Adjustment to Compensation, Amount Adjustment to Compensation Amount Compensation Amount Outstanding Recovery Compensation Amount Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Company Selected Measure Amount Company Selected Measure Amount Schedule of Preferred Stock Schedule Of Preferred Stock Table [Table Text Block] Tabular Disclosure of the Preferred stock. Payment of third-party debt issuance costs Payments of Debt Issuance Costs Tabular List, Table Tabular List [Table Text Block] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Intangible assets acquired Finite-Lived Intangible Assets Acquired Accrued expenses Accrued Liabilities, Current Antidilutive shares excluded from the calculation of diluted loss per shares (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Useful life, rental program Property, Plant, And Equipment, Lessor Asset Under Operating Lease, Useful Life Property, Plant, And Equipment, Lessor Asset Under Operating Lease, Useful Life Operating loss carryforwards, not subject to expiration Operating Loss Carryforward, Not Subject To Expiration Operating Loss Carryforward, Not Subject To Expiration Operating Lease, Lease Income Operating Lease, Lease Income [Table Text Block] Future Performance Obligations Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Table Text Block] Credit Facility [Domain] Credit Facility [Domain] Performance goals, decrease in performance options percent Performance Goals, Decrease In Performance Options Percent Performance Goals, Decrease In Performance Options Percent Schedule of Accounts, Notes, Loans and Financing Receivable [Table] Accounts and Financing Receivables [Table] Goodwill Goodwill, Net Goodwill Goodwill Payment of employee taxes related to stock-based compensation Payment, Tax Withholding, Share-Based Payment Arrangement Series A preferred stock, redemption price per share (in USD per share) Preferred Stock, Redemption Price Per Share Current: Current Federal, State and Local, Tax Expense (Benefit) [Abstract] Stock options Share-Based Payment Arrangement, Option [Member] Depreciation expense Depreciation 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Total comprehensive income (loss) Comprehensive Income (Loss), Net of Tax, Attributable to Parent Accrued other taxes and filing fees Accrued Income Taxes, Current Award Type [Axis] Award Type [Axis] Deferred income taxes Deferred Tax Liabilities, Net Property and equipment, net Property, plant, and equipment, Net Property, Plant and Equipment, Net ICFR Auditor Attestation Flag ICFR Auditor Attestation Flag Total liabilities Liabilities Exercisable options, end of period (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Weighted average useful life Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life Revolving Credit Facility Revolving Credit Facility [Member] Expiration Date Trading Arrangement Expiration Date Lease liabilities Deferred Tax Assets, Tax Deferred Expense, Lease Liabilities Deferred Tax Assets, Tax Deferred Expense, Lease Liabilities Cash flows from investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] 2026 Notes And Loans Receivable In Year Two This element represents amount of notes and loans receivables due in the second fiscal year following the latest fiscal year. Adjusted quick ratio, maximum Debt Instrument, Covenant, Adjusted Quick Ratio, Maximum Debt Instrument, Covenant, Adjusted Quick Ratio, Maximum Operating lease liabilities - current Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Preferred stock liquidation preference Preferred Stock, Liquidation Preference, Value Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Financial Asset, Aging [Domain] Financial Asset, Aging [Domain] Net operating loss carryforwards Deferred Tax Assets, Operating Loss Carryforwards Other permanent differences Effective Income Tax Rate Reconciliation, Other Reconciling Items, Amount Subsequent Event [Line Items] Subsequent Event [Line Items] Property, plant and equipment, gross, Cost Property, Plant and Equipment, Gross Exercise of stock options (in shares) Exercise (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] BASIS OF PRESENTATION AND PREPARATION Basis of Accounting, Policy [Policy Text Block] Total finance receivables Financing Receivable, after Allowance for Credit Loss Diluted (in shares) Denominator for diluted earnings (loss) per share - Adjusted weighted average shares outstanding (in shares) Weighted Average Number of Shares Outstanding, Diluted MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Total shareholdersâ€™ equity Beginning balance Ending balance Equity, Attributable to Parent Deferred tax assets, gross Deferred Tax Assets, Gross Series A preferred stock annual cumulative dividend price per share (in USD per share) Preferred Stock, Dividend Rate, Per-Dollar-Amount STOCK-BASED COMPENSATION Share-Based Payment Arrangement, Director [Policy Text Block] Internal-use software Software and Software Development Costs [Member] Concentration Risk Type [Domain] Concentration Risk Type [Domain] Cost of sales Cost of Sales [Member] Equipment sales Product [Member] Number of shares authorized (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Lease term Lessee, Lease, Term Of Contract Lessee, Lease, Term Of Contract Document Fiscal Period Focus Document Fiscal Period Focus Accrued sales tax Sales and Excise Tax Payable Acquisition related costs Business Combination, Acquisition Related Costs All Executive Categories All Executive Categories [Member] Balance Sheet Location [Domain] Statement of Financial Position Location, Balance [Domain] 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Two Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Outstanding options Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term Assets Assets Assets [Abstract] Other comprehensive loss Other comprehensive loss Other Comprehensive Income (Loss), Net of Tax Expected dividends Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Document Type Document Type Maximum percent of voluntary contribution Defined Contribution Plan, Maximum Annual Contributions Per Employee, Percent CAPITALIZATION OF INTERNAL-USE SOFTWARE AND CLOUD COMPUTING ARRANGEMENTS Internal Use Software, Policy [Policy Text Block] Total options available for future issuance (in shares) Options, Shares Reserved For Future Issuance Options, Shares Reserved For Future Issuance Internal-use software Computer Software, Intangible Asset [Member] Exercisable options, end of year Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual Term Schedule of Stock Based Compensation Plans Schedule Of Stock Based Compensation Plans [Table Text Block] Tabular disclosure of stock based compensation plans. Cost of subscription and transaction fees Costs and Expenses, Related Party Contract Liability Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block] SOFR Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Subsequent Event [Table] Subsequent Event [Table] 61 - 90 days Financial Asset, 60 to 89 Days Past Due [Member] Maximum Maximum [Member] For shares outstanding at $10.00 per share Preferred Stock, Value, Outstanding Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Business Description and Accounting Policies [Text Block] Amortizable intangible assets, Net Finite-Lived Intangible Assets, Net Furniture and equipment Furniture and Fixtures [Member] Provision for expected losses Accounts And Financing Receivables, Credit Loss Expense (Reversal) Accounts And Financing Receivables, Credit Loss Expense (Reversal) Accounts payable Accounts Payable, Current Expired (in USD per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Expirations in Period, Weighted Average Exercise Price Schedule of Stock Option Granted Weighted Average Assumptions Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Non-current assets: Assets, Noncurrent [Abstract] Statistical Measurement [Axis] Statistical Measurement [Axis] Sales tax reserves Deferred Tax Assets, Tax Deferred Expense, Sales Tax Reserves Deferred Tax Assets, Tax Deferred Expense, Sales Tax Reserves Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Income (loss) before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Preferred stock, voting percentage Preferred Stock, Conversion Amount To Vote Preferred Stock, Conversion Amount To Vote Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Property and equipment Deferred Tax Liabilities, Property, Plant and Equipment Name Outstanding Recovery, Individual Name LEASES Lessor, Sales-type Leases [Text Block] Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Variable lease, cost Variable Lease, Cost Goodwill, impairment loss Goodwill, Impairment Loss Convertible preferred stock, shares authorized (in shares) Temporary Equity, Shares Authorized Fair value of total consideration transferred Business Combination, Recognized Identifiable Assets Acquired, Goodwill, and Liabilities Assumed, Net Title of Individual [Axis] Title and Position [Axis] Award Timing Predetermined Award Timing Predetermined [Flag] Subsequent Event Type [Domain] Subsequent Event Type [Domain] Customer relationships Customer Relationships [Member] Diluted (in USD per share) Diluted earnings (loss) per share (in USD per share) Earnings Per Share, Diluted REVENUE RECOGNITION Revenue from Contract with Customer [Policy Text Block] Schedule of Estimated Annual Amortization Expense Finite-Lived Intangible Assets Amortization Expense [Table Text Block] State and Local Jurisdiction State and Local Jurisdiction [Member] U.S. income (loss) Income (Loss) from Continuing Operations before Income Taxes, Domestic Deferred revenue Increase (Decrease) in Contract with Customer, Liability Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Between 3 and 4 Years Ago Financing Receivable, Year Four, Originated, Three Years before Current Fiscal Year Retirement Benefits [Abstract] Retirement Benefits [Abstract] Customer [Axis] Customer [Axis] Total net assets acquired Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Tangible Assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Tangible Assets Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Sales and marketing Selling and Marketing Expense Inventories Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Inventory Provision for income taxes Total income tax provision Income Tax Expense (Benefit) Other income (expense): Nonoperating Income (Expense) [Abstract] Weighted average recognition period Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Performance Period, Four Performance Period, Four [Member] Performance Period, Four Schedule of Common Stock for Future Issuance Schedule Of Common Stock For Future Issuance [Table Text Block] Represents information of common stock for future issuance. Revenues: Revenue from contract with customer, excluding assessed tax Revenue from Contract with Customer, Excluding Assessed Tax Number of active stock based compensation plans Number Of Share Based Compensation Plans Number Of Share Based Compensation Plans Provision for inventory reserve Inventory Write-down Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Income Tax Jurisdiction [Axis] Income Tax Jurisdiction [Axis] Business Acquisition [Line Items] Business Acquisition [Line Items] All Adjustments to Compensation All Adjustments to Compensation [Member] Customer One Customer One [Member] Represents entity with which company maintains cash and cash equivalents. Prepaid expenses and other assets Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Operating leases Operating Lease, Lease Income Performance obligation, period Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Period Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Accounts, Notes, Loans and Financing Receivable [Line Items] Accounts, Notes, Loans and Financing Receivable [Line Items] Nonvested beginning balance (in USD per share) Nonvested ending balance (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Liabilities, convertible preferred stock, and shareholdersâ€™ equity Liabilities and Equity [Abstract] Stock-based compensation Expense (benefit) recognized for stock based compensation Employee Benefits and Share-Based Compensation Restatement Determination Date Restatement Determination Date Receivable credit losses Deferred Tax Asset, Tax Deferred Expense, Reserve and Accrual, Accounts Receivable, Allowance for Credit Loss Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Defined contribution plan employer matching contribution percent first slab Defined Contribution Plan Employer Matching Contribution Percent First Slab Defined contribution plan employer matching contribution percent first slab. Release Schedule [Axis] Release Schedule [Axis] Release Schedule Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Outstanding options, beginning of period (in USD per share) Outstanding options, end of period (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Operating lease right-of-use assets

Operating leases Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Outstanding options, beginning of period (in shares) Outstanding options, end of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Net increase in overall purchase price consideration Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Consideration Transferred Property, Plant and Equipment [Abstract] Property, Plant and Equipment [Abstract] Accrued other Other Accrued Liabilities EARNINGS (LOSS) PER SHARE CALCULATION Earnings Per Share [Text Block] Notes receivable or quick start leases term of contract Notes Receivable Or Quick Start Leases Term Of Contract Notes Receivable and Quick Start Leases Period of contract, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Subsequent Event Subsequent Event [Member] Exercise of stock options Stock Issued During Period, Value, Stock Options Exercised Granted (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value SALES TAX RESERVE Sales Tax Reserve Policy [Policy Text Block] Sales Tax Reserve Policy INCOME TAXES Income Tax, Policy [Policy Text Block] Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Transaction fees Transaction Processing [Member] Transaction Processing Unrecognized Income Tax Benefits [Roll Forward] Unrecognized Tax Benefits [Roll Forward] Proceeds from revolving credit facility Proceeds from Lines of Credit Depreciation and amortization Other Depreciation and Amortization Brand and trade names Trademarks and Trade Names [Member] Cloud computing arrangements Service Agreements [Member] PEO PEO [Member] Name Trading Arrangement, Individual Name ACCOUNTS RECEIVABLE Accounts and Nontrade Receivable [Text Block] Long-Lived Tangible Asset [Axis] Long-Lived Tangible Asset [Axis] Entity Public Float Entity Public Float June 2014 Stock Option Incentive Plan 2014 Approved Date [Member] Represents Stock Option Incentive Plan 2014 approved date. Commitment fee Line of Credit Facility, Unused Capacity, Commitment Fee Percentage Thereafter Notes And Loans Receivable After Year Five Notes And Loans Receivable After Year Five Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Total shares reserved for future issuance (in shares) Common Stock, Capital Shares Reserved for Future Issuance Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Business combination, contingent consideration, liability, revenue target duration Business Combination, Contingent Consideration, Liability, Revenue Target Duration Business Combination, Contingent Consideration, Liability, Revenue Target Duration Beginning balance (in shares) Ending balance (in shares) Shares, Outstanding Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Local Phone Number Local Phone Number Prepaid Expenses and Other Current Assets Prepaid Expenses and Other Current Assets [Member] Valuation allowance Deferred Tax Assets, Valuation Allowance Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Total operating expenses Operating Expenses Aggregate Intrinsic Value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Additional Disclosures [Abstract] Changes in operating assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Long-term liabilities: Liabilities, Noncurrent [Abstract] PEO Total Compensation Amount PEO Total Compensation Amount Number of shares issued in business acquisition Business Acquisition, Equity Interest Issued or Issuable, Number of Shares Increase (decrease) amortization of intangible assets Increase (Decrease) Amortization Of Intangible Assets Increase (Decrease) Amortization Of Intangible Assets Long-Lived Tangible Asset [Domain] Long-Lived Tangible Asset [Domain] Income Statement Location [Axis] Statement of Income Location, Balance [Axis] Computer equipment and software Computer Equipment And Purchased Software [Member] Long lived, depreciable assets that are used in the creation, maintenance and utilization of information systems and purchased software applications. Accrued professional fees Accrued Professional Fees Debt Disclosure [Abstract] Debt Disclosure [Abstract] Revenue from Rights Concentration Risk Revenue from Rights Concentration Risk [Member] Common Stock Common Stock [Member] INTANGIBLE AND LONG-LIVED ASSETS Impairment or Disposal of Long-Lived Assets, Including Intangible Assets, Policy [Policy Text Block] 2028 Notes And Loans Receivable In Year Four This element represents amount of notes and loans receivables due in the fourth fiscal year following the latest fiscal year. Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Schedule of Business Acquisitions, by Acquisition [Table] Schedule of Business Acquisitions, by Acquisition [Table] Line of Credit Line of Credit [Member] INTANGIBLES, NET Goodwill and Intangible Assets, Intangible Assets, Policy [Policy Text Block] Entity Central Index Key Entity Central Index Key Financing Receivable, Allowance for Credit Loss [Roll Forward] Financing Receivable, Allowance for Credit Loss [Roll Forward] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount SHAREHOLDER'S EQUITY AND PREFERRED STOCK Equity [Text Block] Accounts payable and accrued expenses Increase (Decrease) in Accounts Payable and Accrued Liabilities Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Less: debt and other financing arrangements, current Long-Term Debt, Current Maturities Cheq Lifestyle Technology, Inc. Cheq Lifestyle Technology, Inc. [Member] Cheq Lifestyle Technology, Inc. Interest rate, increase Debt Instrument, Interest Rate, Increase (Decrease) Stock-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Title Trading Arrangement, Individual Title Schedule of Pre-Tax Income (Loss) Schedule of Income before Income Tax, Domestic and Foreign [Table Text Block] Unrecognized tax benefits Balance at the beginning of the year Balance at the end of the year Unrecognized Tax Benefits Amount in excess of fair value of preferred stock Payment For Repurchase Of Preferred Stock And Preference Stock In Excess Of Fair Value Payment For Repurchase Of Preferred Stock And Preference Stock In Excess Of Fair Value City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Auditor Location Auditor Location Business combination, contingent consideration, liability Business Combination, Contingent Consideration, Liability Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Convertible Preferred Stock Preferred Stock [Member] Long-term debt Debt and other financing arrangements, non-current Long-Term Debt, Excluding Current Maturities Changes related to state tax rates Effective Income Tax Rate Reconciliation, Change in Enacted Tax Rate, Amount Weighted-Average Grant-Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Subsequent Event Type [Axis] Subsequent Event Type [Axis] Net earnings (loss) per common share Earnings Per Share [Abstract] SHAREHOLDERS' EQUITY Equity [Abstract] Accumulated deficit Retained Earnings (Accumulated Deficit) Period Two Debt Instrument, Period Two [Member] Debt Instrument, Period Two Schedule of Nonvested Share Activity Schedule of Nonvested Share Activity [Table Text Block] Retirement of stock (in shares) Retirement of preferred stock (in shares) Stock Repurchased and Retired During Period, Shares Class of Stock [Domain] Class of Stock [Domain] Repurchase of Series A convertible preferred stock (in shares) Temporary Equity, Stock Repurchased And Retired During Period, Shares Temporary Equity, Stock Repurchased And Retired During Period, Shares Inventory Increase (Decrease) in Inventories General and administrative General and Administrative Expense Deferred income taxes and other Deferred Income Taxes and Tax Credits 2026 Long-Term Debt, Maturity, Year Two Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Total lease liabilities Present value of lease liabilities Operating Lease, Liability Underlying Securities Award Underlying Securities Amount Performance Based Awards Performance Shares [Member] Interest rate. during period Line of Credit Facility, Interest Rate During Period Audit Information [Abstract] Audit Information [Abstract] Amendment Flag Amendment Flag Accounts receivable Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Receivables Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Increase (Decrease) in Temporary Equity [Roll Forward] Increase (Decrease) in Temporary Equity [Roll Forward] Subsequent Events [Abstract] Subsequent Events [Abstract] DEBT AND OTHER FINANCING ARRANGEMENTS Debt Disclosure [Text Block] Schedule of Intangible Asset Balances Schedule of Indefinite-Lived Intangible Assets [Table Text Block] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] FINANCE RECEIVABLES Financing Receivable [Policy Text Block] Business combination, provisional information, initial accounting incomplete, adjustment, other asset Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Other Asset Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Other Asset Developed technology Technology-Based Intangible Assets [Member] Entity Address, Postal Zip Code Entity Address, Postal Zip Code Advertising costs Advertising Expense Between 2 and 3 Years Ago Financing Receivable, Year Three, Originated, Two Years before Current Fiscal Year Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value LEASES Lessor, Operating Leases [Text Block] Noncurrent Assets Other Noncurrent Assets [Member] Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Provision for expected losses Financing Receivable, Credit Loss, Expense (Reversal) Auditor Name Auditor Name Forfeited (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Weighted Average Remaining Contractual Term Share-based Compensation Arrangement by Share-based Payment Award, Options, Weighted Average Remaining Contractual Term [Abstract] Share-based Compensation Arrangement by Share-based Payment Award, Options, Weighted Average Remaining Contractual Term [Abstract] Useful life Property, Plant and Equipment, Useful Life Number of Options Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Total accrued expenses Accrued Liabilities Depreciation and amortization Depreciation, Depletion and Amortization, Nonproduction Stock compensation Effective Income Tax Rate Reconciliation, Tax Expense (Benefit), Share-Based Payment Arrangement, Amount Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Sales returns and allowances Deferred Tax Assets, Tax Deferred Expense, Reserves and Accruals, Returns and Allowances Cash paid for amounts included in the measurement of operating lease liabilities Finance Lease, Principal Payments Net income (loss) applicable to common shares Net income (loss) available to common shareholders Net Income (Loss) Available to Common Stockholders, Basic Finance receivables Increase (Decrease) in Finance Receivables Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Schedule of Stock by Class [Table] Stock, Class of Stock [Table] Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Total assets Assets ADVERTISING COSTS Advertising Cost [Policy Text Block] Costs of sales (exclusive of certain depreciation and amortization): Cost of Goods and Service, Excluding Depreciation, Depletion, and Amortization Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items] Commitments and contingencies (Note 18) Commitments and Contingencies Schedule of Income Tax Benefit in the Provision for Income Taxes Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Termination Date Trading Arrangement Termination Date Other obligations Other Debt [Member] Other Debt [Member] 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two 2025 Long-Term Debt, Maturity, Year One Performance Period, Three Performance Period, Three [Member] Performance Period, Three Debt Instrument [Axis] Debt Instrument [Axis] Net income (loss) Net income (loss) Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Escrow deposit Escrow Deposit Entity File Number Entity File Number Insurance recoveries Insurance Recoveries June 2015 Stock Option Incentive Plan 2015 Approved Date [Member] Represents Stock Option Incentive Plan 2015 approved date. Integration and acquisition expenses Business Combination, Acquisition And Integration Related Costs Business Combination, Acquisition And Integration Related Costs STATEMENT OF OPERATIONS Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Federal Current Federal Tax Expense (Benefit) Weighted average number of common shares outstanding used to compute net earnings (loss) per share applicable to common shares Weighted Average Number of Shares Outstanding Reconciliation [Abstract] Effect of currency exchange rate changes on cash and cash equivalents Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Lease term Lessee, Operating Lease, Term of Contract Name Forgone Recovery, Individual Name Exercisable options, end of period Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic Value Award Date [Domain] Award Date [Domain] Weighted-average remaining lease term, Operating leases Operating Lease, Weighted Average Remaining Lease Term Inventory reserve Inventory Valuation Reserves Finance receivables, net Finance receivables due after one year, net Financing Receivable, after Allowance for Credit Loss, Noncurrent Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Deferred tax liabilities: Components of Deferred Tax Liabilities [Abstract] Deferred tax assets, net Deferred Tax Assets, Net Of Deferred Tax Liabilities, Gross Deferred Tax Assets, Net Of Deferred Tax Liabilities, Gross Contract with customer, asset, after allowance for credit loss Contract with Customer, Asset, after Allowance for Credit Loss Preferred Class A Preferred Class A [Member] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Adjustment to Compensation: Adjustment to Compensation [Axis] Interest income Sales-type Lease, Interest Income Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Consecutive trading days Common Stock Outstanding, Consecutive Trading Days Common Stock Outstanding, Consecutive Trading Days Property and Equipment Used for Operating Lease Rental Program Property, Plant, and Equipment, Lessor Asset under Operating Lease [Table Text Block] Basic (in shares) Denominator for basic earnings (loss) per share - Weighted average shares outstanding (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Amortization of debt issuance costs and discounts Amortization of Debt Issuance Costs and Discounts Property and equipment Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Property, Plant, and Equipment Name Awards Close in Time to MNPI Disclosures, Individual Name Price per share, threshold (in USD per share) Common Stock, Price Per Share, Threshold Common Stock, Price Per Share, Threshold Revenue Benchmark Revenue Benchmark [Member] Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Repurchase of Series A Convertible Preferred Stock Repurchase of Series A Convertible Preferred Stock Payments for Repurchase of Preferred Stock and Preference Stock Entity Filer Category Entity Filer Category Issuance of shares (in shares) Shares, Issued Performance obligation Revenue, Remaining Performance Obligation, Amount Statistical Measurement [Domain] Statistical Measurement [Domain] Lease Costs Lease, Cost [Table Text Block] 2022 JPMorgan Revolving Credit Facility Twenty Twenty Two JPMorgan Revolving Credit Facility [Member] Twenty Twenty Two JPMorgan Revolving Credit Facility Schedule of Age Analysis of Finance Receivables Financing Receivable, Past Due [Table Text Block] Yoke Yoke [Member] Yoke Schedule of Financing Receivable Schedule Of Financing Receivable [Table Text Block] Represent schedule of financing receivable. All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Schedule of Basic and Diluted Loss Per Share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Share-based compensation vesting period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Noncash lease expense Non-cash Lease Expense Non-cash Lease Expense Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Income taxes paid in cash Income Taxes Paid, Net Property and equipment used for rental program, Accumulated Depreciation Accumulated depreciation Property, Plant, and Equipment, Lessor Asset under Operating Lease, Accumulated Depreciation Decrease in goodwill Goodwill, Measurement Period Adjustment Pay vs Performance Disclosure [Line Items] Three Square Market, Inc. Three Square Market, Inc. [Member] Three Square Market, Inc. Up to 1 Year Ago Financing Receivable, Year One, Originated, Current Fiscal Year Impairment of intangible and long-lived assets Impairment Of Intangible And Long-Lived Assets Impairment Of Intangible And Long-Lived Assets Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis] Operating lease liabilities Increase (Decrease) in Operating Lease Liability SB Software Limited SB Software Limited [Member] SB Software Limited Other Performance Measure, Amount Other Performance Measure, Amount 2027 Finite-Lived Intangible Asset, Expected Amortization, Year Three LEASES Lessee, Operating Leases [Text Block] Common stock, shares outstanding (in shares) Common Stock, Shares, Outstanding Documents Incorporated by Reference Documents Incorporated by Reference [Text Block] Operating lease costs Operating Lease, Cost Operating lease liabilities Operating Lease, Liability, Noncurrent Total non-current assets Assets, Noncurrent Deferred revenue Deferred revenue, beginning of the period Deferred revenue, end of the period Contract with Customer, Liability, Current Liquidation price to be received by series A preferred stock holder for each outstanding share plus all cumulative unpaid dividends (in USD per share) Liquidation price (in USD per share) Preferred Stock, Liquidation Preference Per Share Entity Tax Identification Number Entity Tax Identification Number Schedule of Finite-Lived Intangible Assets [Table] Intangible Asset, Finite-Lived [Table] Schedule of Debt and Other

Financing Arrangements Schedule of Long-Term Debt Instruments [Table Text Block] Gross increases and decreases related to prior period tax positions Unrecognized Tax Benefits, Increase Resulting from Prior Period Tax Positions Foreign Deferred Foreign Income Tax Expense (Benefit) Plan Name [Axis] Plan Name [Axis] Property, plant, and equipment, excluding lessor asset under operating lease, before accumulated depreciation, projects not yet placed in service Property, Plant, And Equipment, Excluding Lessor Asset Under Operating Lease, Before Accumulated Depreciation, Projects Not Yet Placed In Service Property, Plant, And Equipment, Excluding Lessor Asset Under Operating Lease, Before Accumulated Depreciation, Projects Not Yet Placed In Service Equity Components [Axis] Equity Components [Axis] RESEARCH AND DEVELOPMENT EXPENSES Research and Development Expense, Policy [Policy Text Block] ACCOUNTS RECEIVABLE Accounts Receivable [Policy Text Block] Trade Names Trade Names [Member] Net loss Business Acquisition, Pro Forma Net Income (Loss) JPMorgan Credit Facility JPMorgan Credit Facility [Member] JPMorgan Credit Facility Business Acquisition, Acquiree [Domain] Business Acquisition, Acquiree [Domain] Property, plant, and equipment, excluding lessor asset under operating lease, Net Property, Plant, and Equipment, Excluding Lessor Asset under Operating Lease, after Accumulated Depreciation Outstanding options, beginning balance Outstanding options, ending balance Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Stock Consideration Business Combination, Consideration Transferred, Equity Interests Issued and Issuable Developed Technology Rights Developed Technology Rights [Member] Geographical [Axis] Geographical [Axis] Financing Receivable, Credit Quality Indicator [Line Items] Financing Receivable, Credit Quality Indicator [Line Items] 2029 Lessee, Operating Lease, Liability, to be Paid, Year Five Award Date [Axis] Award Date [Axis] Rental income, nonoperating Rental Income, Nonoperating Proceeds from long-term debt Proceeds from Issuance of Other Long-Term Debt Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Consideration withheld in escrow Business Combination, Contingent Consideration, Liability, Current Rollforward of the Allowance for Credit Losses Accounts Receivable, Allowance for Credit Loss [Table Text Block] Other assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Other Noncurrent Assets Write-offs Financing Receivable, Allowance for Credit Loss, Writeoff SHIPPING AND HANDLING Cost of Goods and Service [Policy Text Block] Cash and cash equivalents at beginning of year Cash and cash equivalents at end of year Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Unrecognized expense Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Foreign Current Foreign Tax Expense (Benefit) Current assets: Assets, Current [Abstract] FAIR VALUE OF FINANCIAL INSTRUMENTS Fair Value of Financial Instruments, Policy [Policy Text Block] Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Numerator for basic and diluted earnings (loss) per share Numerator for Basic and Diluted Per Share [Abstract] Numerator for Basic and Diluted Per Share Product and Service [Domain] Product and Service [Domain] Vested (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] Security Exchange Name Security Exchange Name Variable rate Debt Instrument, Basis Spread on Variable Rate Financing Receivable, Credit Quality Indicator [Table] Financing Receivable, Credit Quality Indicator [Table] Exercised (in USD per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Increase in tax liabilities Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Tax Liabilities Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Tax Liabilities Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] State Current State and Local Tax Expense (Benefit) Property and equipment, cost, rental program, Cost Cost Property, Plant, and Equipment, Lessor Asset under Operating Lease, before Accumulated Depreciation Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Research and development expense Research and Development Expense Goodwill and Intangible Assets Disclosure [Abstract] Goodwill and Intangible Assets Disclosure [Abstract] Common stock, shares issued (in shares) Common Stock, Shares, Issued Maximum borrowing capacity Line of Credit Facility, Maximum Borrowing Capacity Concentration risk Concentration Risk, Percentage Total finance receivables Financing Receivable, before Allowance for Credit Loss Performance Period, One Performance Period, One [Member] Performance Period, One Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Property, plant, and equipment, Accumulated Depreciation Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Sales-type Lease, Lease Income Sales-type Lease, Lease Income [Table Text Block] Common stock, shares authorized (in shares) Common Stock, Shares Authorized Total amounts to be collected Financing Receivable, before Allowance for Credit Loss, Fee and Loan in Process Acquisition of business, net of cash acquired Closing cash consideration Payments to Acquire Businesses, Net of Cash Acquired Convertible preferred stock, shares not designated (in shares) Temporary Equity, Shares Not Designated Temporary Equity, Shares Not Designated 2014 Stock Option Incentive Plan 2014 Stock Option Incentive Plan [Member] Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Entity Voluntary Filers Entity Voluntary Filers Operating lease extension period Lessee, Operating Lease, Renewal Term Balance Sheet Location [Axis] Statement of Financial Position Location, Balance [Axis] Interest expense Interest Expense, Nonoperating Total deferred Deferred Income Tax Expense (Benefit) PROPERTY AND EQUIPMENT, NET Property, Plant and Equipment Disclosure [Text Block] Contingent consideration paid for acquisition Payment for Contingent Consideration Liability, Financing Activities 2029 Notes And Loans Receivable In Year Five This element represents amount of notes and loans receivables due in the fifth fiscal year following the latest fiscal year. Schedule of Pro Forma Operations Results Business Acquisition, Pro Forma Information [Table Text Block] Write-offs Accounts Receivable, Allowance for Credit Loss, Writeoff Accounts receivable, net Accounts receivable Accounts Receivable, after Allowance for Credit Loss, Current Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Total outstanding debt Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Company's safe harbor contribution Defined Contribution Plan Employers Safe Harbor Contribution Amount Amount of safe harbor contributions made by an employer to a defined contribution plan. Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Vesting of restricted stock (in shares) Stock Issued During Period, Shares, Restricted Stock Award, Gross Document Annual Report Document Annual Report Vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Indefinite-lived intangible assets (excluding goodwill) Indefinite-Lived Intangible Assets (Excluding Goodwill) Additional amortization associated with the increase in fair value of recognized intangible assets Amortization of Intangible Assets Operating loss carryforwards, subject to expiration Operating Loss Carryforward, Subject To Expiration Operating Loss Carryforward, Subject To Expiration Convertible Preferred Stock Convertible Preferred Stock [Member] Non-US Non-US [Member] Liabilities Liabilities [Abstract] Accounting Policies [Abstract] Accounting Policies [Abstract] Preferred dividends Preferred Stock Dividends, Income Statement Impact Leasehold improvements Leasehold Improvements [Member] ACQUISITIONS Business Combination Disclosure [Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Less: Imputed interest Lessee, Operating Lease, Liability, Undiscounted Excess Amount PEO Name PEO Name Award Type [Domain] Award Type [Domain] ACCRUED EXPENSES Accrued Liabilities [Text Block] The entire disclosure of the components of accrued liabilities. Cash and cash equivalents Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Cash and Equivalents Stock-based compensation Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits, Share-Based Compensation Cost Increase in intangible assets Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Intangibles Release, Period One Release, Period One [Member] Release, Period One Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Non-PEO NEO Non-PEO NEO [Member] Estimated useful life Weighted Average Useful Life (Years) Finite-Lived Intangible Asset, Useful Life Total identifiable assets acquired Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets Additional Paid-in Capital Additional Paid-in Capital [Member] Schedule of Finance Receivables Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block] RETIREMENT PLAN Retirement Benefits [Text Block] Class of Stock [Line Items] Class of Stock [Line Items] Class of Stock [Line Items] Tax liabilities Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Deferred Tax Liabilities Other Effective Income Tax Rate Reconciliation, Other Adjustments, Amount RECENT ACCOUNTING PRONOUNCEMENTS New Accounting Pronouncements, Policy [Policy Text Block] Class of Stock [Axis] Class of Stock [Axis] WARRANTIES Standard Product Warranty, Policy [Policy Text Block] Release, Period Two Release, Period Two [Member] Release, Period Two Title of Individual [Domain] Title and Position [Domain] Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Amortizable intangible assets, Accumulated Amortization Finite-Lived Intangible Assets, Accumulated Amortization Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Deferred tax assets: Components of Deferred Tax Assets [Abstract] Term Facility Term Facility [Member] Term Facility [Member] Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] Performance Period, Two Performance Period, Two [Member] Performance Period, Two Schedule of Information Related to Outstanding Options Share-Based Payment Arrangement, Activity [Table Text Block] Lessor, operating lease term Lessor, Operating Lease, Term of Contract Accounts Receivable, Allowance for Credit Loss [Roll Forward] Accounts Receivable, Allowance for Credit Loss [Roll Forward] Supplemental disclosures of cash flow information: Supplemental Cash Flow Information [Abstract] LESSOR ACCOUNTING Lessor, Leases [Policy Text Block] Operating expenses Operating Expense [Member] Percentage of employee compensation eligible for 50% of next safe harbor matching contributions Percentage Of Eligible Compensation Contributed By Employees Second Slab Percentage of eligible compensation contributed by employees second slab. Deferred research and development Deferred Tax Asset, In-Process Research and Development Total other income (expense), net Nonoperating Income (Expense) Subscription and transaction fees Service [Member] Concentration Risk Benchmark [Domain] Concentration Risk Benchmark [Domain] Auditor Firm ID Auditor Firm ID Schedule of Credit Quality Indicators Financing Receivable Credit Quality Indicators [Table Text Block] Operating income (loss) Operating Income (Loss) Variable Rate [Domain] Variable Rate [Domain] Changes in valuation allowances Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Amount Former CEO Former Chief Executive Officer [Member] Former Chief Executive Officer [Member] Number of reportable segments Number of Reportable Segments Total liabilities, convertible preferred stock, and shareholdersâ€™ equity Liabilities and Equity SUBSEQUENT EVENTS Subsequent Events [Text Block] Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] Interest income Investment Income, Interest Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Current obligations under long-term debt Long-Term Debt and Lease Obligation, Current Total current Current Federal, State and Local, Tax Expense (Benefit) Payment terms Revenue From Contract With Customer, Payment Terms Revenue From Contract With Customer, Payment Terms Schedule of Maturities of Debt and Other Financing Arrangements Schedule of Maturities of Long-Term Debt [Table Text Block] Operating lease Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Underlying Security Market Price Change Underlying Security Market Price Change, Percent Individual: Individual [Axis] Accumulated Other Comprehensive Loss AOCI Attributable to Parent [Member] Forfeited (in USD per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise Price Contingent consideration arrangement Business Combination, Consideration Transferred, Liabilities Incurred Expected life Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Inventory Inventory, Net Product and Service [Axis] Product and Service [Axis] Property, Plant and Equipment [Line Items] Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] April 2018 Stock Option Incentive Plan 2018 Approved Date [Member] April 2018 [Member] Operating expenses: Operating Expenses [Abstract] Total identifiable net assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Net Schedule of Property and Equipment Property, Plant and Equipment [Table Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Business combination, consideration transferred Fair value of total consideration transferred Business Combination, Consideration Transferred ALLOWANCE FOR ACCOUNTS AND FINANCE RECEIVABLES Credit Loss, Financial Instrument [Policy Text Block] Less: unamortized issuance costs and debt discount Unamortized issuance costs Debt Instrument, Unamortized Discount (Premium) and Debt Issuance Costs, Net Assets and Liabilities Assets and Liabilities, Lessee [Table Text Block] Assets and Liabilities, Lessee [Table Text Block] Minimum Minimum [Member] Finance receivables, allowance Balance, beginning of period Balance, end of period Less: allowance for expected credit losses Financing Receivable, Allowance for Credit Loss Adoption Date Trading Arrangement Adoption Date Related Party Transactions [Abstract] Cost of equipment sales Cost of Goods Sold, Sales-type Lease Provision for expected losses Accounts Receivable, Credit Loss Expense (Reversal) Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Revenues Business Acquisition, Pro Forma Revenue Tax at U.S Federal statutory rate Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Finance receivables, net Current finance receivables, net Financing Receivable, after Allowance for Credit Loss, Current Long term debt Principal amounts payable Long-Term Debt, Gross Exercise Price Award Exercise Price Decrease in working capital related accounts Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Assets And Liabilities, Current Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Assets And Liabilities, Current Schedule of Deferred Tax Assets and Liabilities Schedule of Deferred Tax Assets and Liabilities [Table Text Block] Arrangement Duration Trading Arrangement Duration Operating loss carryforwards Operating Loss Carryforwards GOODWILL AND INTANGIBLE ASSETS Goodwill and Intangible Assets Disclosure [Text Block] Shareholdersâ€™ equity: Equity, Attributable to Parent [Abstract] 2021 JPMorgan Secured Term Facility Twenty Twenty One Secured Term Facility [Member] Twenty Twenty One Secured Term Facility Domestic Tax Jurisdiction Domestic Tax Jurisdiction [Member] Other payments to acquire businesses Other Payments to Acquire Businesses More than 5 Years Ago Financing Receivable, Originated, More than Five Years before Current Fiscal Year Performance goals, percentage achieved Performance Goals, Percentage Achieved Performance Goals, Percentage Achieved Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] 2028 Finite-Lived Intangible Asset, Expected Amortization, Year Four All Individuals All Individuals [Member] Common stock, number of votes per share Common Stock, Number Of Votes Per Share Common Stock, Number Of Votes Per Share Variable Rate [Axis] Variable Rate [Axis] Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Other expense Other Nonoperating Income (Expense) Goodwill, Gross Goodwill, Gross Property, plant, and equipment, excluding lessor asset under operating lease, before accumulated depreciation, Cost Property, Plant, and Equipment, Excluding Lessor Asset under Operating Lease, before Accumulated Depreciation Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Intangibles, net Intangible Assets, Net (Excluding Goodwill) Number of financial covenants Debt Instrument, Number Of Covenants Debt Instrument, Number Of Covenants Receivables [Abstract] Receivables [Abstract] Long-term Stock Incentive Plan Long-term Stock Incentive Plan [Member] Long-term Stock Incentive Plan Technology and product development Information Technology and Data Processing Between 1 and 2 Years Ago Financing Receivable, Year Two, Originated, Fiscal Year before Current Fiscal Year Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Total long-term liabilities Liabilities, Noncurrent Total liabilities assumed Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Liabilities Tax Credit Carryforward [Line Items] Tax Credit Carryforward [Line Items] Deferred income taxes Deferred Income Tax Liabilities, Net Risk-free interest rate, maximum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Maximum Federal Deferred Federal Income Tax Expense (Benefit) Schedule of Accrued Expenses Schedule of Accrued Liabilities [Table Text Block] CASH AND CASH EQUIVALENTS Cash and Cash Equivalents, Policy [Policy Text Block] COMMITMENTS AND CONTINGENCIES Commitments and Contingencies Disclosure [Text Block] Thereafter Finite-Lived Intangible Asset, Expected Amortization, after Year Five 2027 Notes And Loans Receivable In Year Three This element represents amount of notes and loans receivables due in the three fiscal year following the latest fiscal year. Property and equipment write-off Impairment, Long-Lived Asset, Held-for-Use Measure: Measure [Axis] Gross increases and decreases related to current period tax positions Unrecognized Tax Benefits, Increase Resulting from Current Period Tax Positions Preferred stock, shares authorized (in shares) Preferred Stock, Shares Authorized Entity Emerging Growth Company Entity Emerging Growth Company Property, plant, and equipment, excluding lessor asset under operating lease, Accumulated Depreciation Property, Plant, and Equipment, Excluding Lessor Asset under Operating Lease, Accumulated Depreciation Accrued Liabilities [Abstract] Accrued Liabilities [Abstract] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Performance Metric, Achievement Period [Domain] Performance Metric, Achievement Period [Domain] Performance Metric, Achievement Period [Domain] Expected volatility, minimum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, Minimum Equity Component [Domain] Equity Component [Domain] Convertible preferred stock, shares outstanding (in shares) Convertible Preferred Stock, beginning balance (in shares) Convertible Preferred Stock, ending balance (in shares) Temporary Equity, Shares Outstanding Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code

Capitalized costs to obtain contracts Capitalized Contract Cost, Net 31 - 60 days Financial Asset, 30 to 59 Days Past Due [Member] Statement [Table] Statement [Table] Convertible preferred stock, liquidation preference value Temporary Equity, Liquidation Preference Interest paid in cash Interest Paid, Excluding Capitalized Interest, Operating Activities Capital expenditures Payments to Acquire Productive Assets Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Axis] Foreign currency translation adjustments Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Debt Instrument, Covenant Period [Domain] Debt Instrument, Covenant Period [Domain] [Domain] for Debt Instrument, Covenant Period [Axis] Exercisable options, end of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Intangible assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Intangible Assets, Other than Goodwill Weighted average grant date fair value (in USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value FINANCE RECEIVABLES Financing Receivables [Text Block] Entity Well-known Seasoned Issuer Entity Well-known Seasoned Issuer INCOME TAXES Income Tax Disclosure [Text Block] Repurchase of Series A convertible preferred stock Retirement of preferred stock, value Stock Repurchased and Retired During Period, Value 2028 Lessee, Operating Lease, Liability, to be Paid, Year Four Operating Lease, Lease Income, Statement of Income or Comprehensive Income [Extensible Enumeration] Operating Lease, Lease Income, Statement of Income or Comprehensive Income [Extensible Enumeration] Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization, Consolidation and Presentation of Financial Statements [Abstract] 2018 Equity Incentive Plan 2018 Equity Incentive Plan [Member] 2018 Equity Incentive Plan [Member] Weighted-average discount rate, Operating leases Operating Lease, Weighted Average Discount Rate, Percent Net cash (used in) provided by financing activities Net Cash Provided by (Used in) Financing Activities Credit Facility [Axis] Credit Facility [Axis] Entity Registrant Name Entity Registrant Name Cash paid for acquisition Payments to Acquire Businesses, Gross Percentage of shares released from escrow Business Combination, Equity Interests Issued or Issuable, Percent of Shares Released Business Combination, Equity Interests Issued or Issuable, Percent of Shares Released Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Table] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Table] Stated Deferred State and Local Income Tax Expense (Benefit) Fair Value as of Grant Date Award Grant Date Fair Value Amortization period Finite-Lived Intangible Assets, Remaining Amortization Period Amortization of capitalized contract costs Capitalized Contract Cost, Amortization Geographical [Domain] Geographical [Domain] 2015 Equity Incentive Plan 2015 Equity Incentive Plan [Member] 2015 Equity Incentive Plan [Member] Disaggregation of Revenue Disaggregation of Revenue [Table Text Block] Schedule of Stock-based Compensation Expense Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Restatement Determination Date: Restatement Determination Date [Axis] Inventory reserves Deferred Tax Assets, Tax Deferred Expense, Inventory Reserves Deferred Tax Assets, Tax Deferred Expense, Inventory Reserves Title of 12(b) Security Title of 12(b) Security Conversions of Preferred Stock and cumulative Preferred Stock dividends (in shares) Number Of Conversions Of Preferred Stock And Cumulative Preferred Stock Dividends Represents number of conversions of Preferred Stock and cumulative Preferred Stock dividends. Concentration Risk Type [Axis] Concentration Risk Type [Axis] Common stock, no par value, 640,000,000 shares authorized, 72,935,497 and 72,664,464 shares issued and outstanding at JuneÂ 30, 2024 and 2023, respectively Common Stock, Value, Issued Document Financial Statement Error Correction [Flag] Document Financial Statement Error Correction [Flag] Share-based Payment Arrangement [Abstract] Share-Based Payment Arrangement [Abstract] Common stock issued for acquisition Common stock issued in business combination (non-cash financing activity) Stock Issued During Period, Value, Acquisitions Common stock issued for acquisition (in shares) Stock Issued During Period, Shares, Acquisitions Net Property, Plant, and Equipment, Lessor Asset under Operating Lease, after Accumulated Depreciation Other Deferred Tax Assets, Other Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Assets [Line Items] Cash flows from financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] State income taxes, net of federal benefit Effective Income Tax Rate Reconciliation, State and Local Income Taxes, Amount Period One Debt Instrument, Period One [Member] Debt Instrument, Period One Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Deferred tax liabilities, gross Deferred Tax Liabilities, Gross Between 4 and 5 Years Ago Financing Receivable, Year Five, Originated, Four Years before Current Fiscal Year Basic (in USD per share) Basic earnings (loss) per share (in USD per share) Earnings Per Share, Basic Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Share-based compensation termination period Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period Investigation, proxy solicitation and restatement expenses, net of insurance recoveries Professional Expenses (Proceeds) Professional Expenses (Proceeds) Tax Credit Carryforward [Table] Tax Credit Carryforward [Table] Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] PROPERTY AND EQUIPMENT, NET Property, Plant and Equipment, Policy [Policy Text Block] Intangibles Deferred Tax Liabilities, Intangible Assets Total current liabilities Liabilities, Current Series A convertible preferred stock, 900,000 shares authorized, 385,782 and 385,782 issued and outstanding, with liquidation preferences of $22,722 and $22,144 at June 30, 2024 and 2023, respectively Temporary Equity, Carrying Amount, Attributable to Parent SIGNIFICANT CUSTOMERS Concentration Risk, Credit Risk, Policy [Policy Text Block] 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Lessor, sales-type lease term Lessor, Sales-type Lease, Term of Contract Risk-free interest rate, minimum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Minimum Performance Metric, Achievement Period [Axis] Performance Metric, Achievement Period [Axis] Performance Metric, Achievement Period Expected volatility, maximum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, Maximum STOCK-BASED COMPENSATION Share-Based Payment Arrangement [Text Block] Less: interest Financing Receivable, Unamortized Loan Cost (Fee) and Purchase Premium (Discount) Entity Address, City or Town Entity Address, City or Town LESSEE ACCOUNTING Lessee, Leases [Policy Text Block] Business combination, provisional information, initial accounting incomplete, adjustment, account payable Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Account Payable Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Account Payable Exercise Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value Stock-based compensation expense Share-Based Payment Arrangement, Expense Granted (in USD per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Subscription fees Subscription Revenue [Member] Subscription Revenue Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Business Acquisition [Axis] Business Acquisition [Axis] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Current Financial Asset, Not Past Due [Member] Right-of-use assets Deferred Tax Liabilities, Leasing Arrangements REVENUE Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Other income (loss) Income (Loss) from Continuing Operations before Income Taxes, Foreign 2029 Finite-Lived Intangible Asset, Expected Amortization, Year Five Document Period End Date Document Period End Date Base Rate Base Rate [Member] Total lease payments Lessee, Operating Leases, Liability, to be Paid Nonvested beginning balance (in shares) Nonvested ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Expired (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Expirations in Period Insider Trading Arrangements [Line Items] Statutory Rates Different from U.S. Effective Income Tax Rate Reconciliation, Statutory Rates Different From U.S, Amount Effective Income Tax Rate Reconciliation, Statutory Rates Different From U.S, Amount Finance receivables sales-type lease term Finance Receivables Salestype Lease Term Finance Receivables Salestype Lease Term 2027 Lessee, Operating Lease, Liability, to be Paid, Year Three Accounts payable and Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Accounts Payable Schedule of Business Acquisition Schedule of Business Acquisitions, by Acquisition [Table Text Block] Revenue recognized in the period from amounts included in deferred revenue at the beginning of the period Contract with Customer, Liability, Revenue Recognized Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current CONSOLIDATED STATEMENTS OF OPERATIONS: COST OF SALES AND OPERATING EXPENSES PRESENTATION, RECLASSIFICATIONS Reclassification, Comparability Adjustment [Policy Text Block] Document Transition Report Document Transition Report Purchase obligation Purchase Obligation Summary of Activity Related to Unrecognized Income Tax Benefits Schedule of Unrecognized Tax Benefits Roll Forward [Table Text Block] Customer [Domain] Customer [Domain] Entity Current Reporting Status Entity Current Reporting Status Accumulated Deficit Retained Earnings [Member] Greater than 90 days Financial Asset, Equal to or Greater than 90 Days Past Due [Member] RSUs Restricted Stock Units (RSUs) [Member] Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Other liabilities Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Other Schedule of Benefit (Provision) for Income Taxes Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Repayment of long-term debt Repayments of Other Long-Term Debt Fair value of stock options vested Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested in Period, Fair Value Income Statement Location [Domain] Statement of Income Location, Balance [Domain] Repurchase of Series A convertible preferred stock Temporary Equity, Stock Repurchased And Retired During Period, Value Temporary Equity, Stock Repurchased And Retired During Period, Value Company Selected Measure Name Company Selected Measure Name Useful Life, Shorter of Lease Term or Asset Utility [Member] EX-101.PRE 18 ctlp-20240630_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 19 ctlp-20240630_g1.jpg begin 644 ctlp-20240630_g1.jpg M_]C_X 02D9)1@ ! @ 9 !D # _[11'5C:WD 0 $ / _^$$"&AT M=' Z+R]N&%P+S$N,"\ /#]X<&%C:V5T(&)E9VEN/2+O MN[\B(&ED/2)7-4TP37!#96AI2'IR95-Z3E1C>FMC.60B/SX@/'@Z>&UP65T M82!X;6QN#IX;7!T:STB061O8F4@6$U0 M($-O&ULG,Z&%P+S$N,"]S5'EP92]297-O=7)C95)E9B,B('AM;&YS.GAM<#TB M:'1T<#HO+VYS+F%D;V)E+F-O;2]X87 O,2XP+R(@>&ULG,Z9&,] (FAT=' Z M+R]P=7)L+F]R9RJD8R]E;&5M96YT'!A8VME="1E;F0](G(B/S[_[0!(4&AO M=&]S:&]P(#,N, X0DE-! 0 \< 5H QLE1QP" " (.$))300E M 0 _.$?B'0 0V]P>7)I9VAT("AC*2 Q.3DX($AE M=VQE='0M4&%C:V%R9"!#;VUP86YY !D97-C !)S4D="($E%0S8Q M.38V+3(N,0 $G-21T(@245#-C$Y-C8M,BXQ M !865H@ M \U$ 0 $6S%A96B 6%E:(M &^B X]0 Y!865H@ 8ID +>% 8VEA96B DH M#X0 +;/9&5S8P 6245#(&AT=' Z+R]W=W &, : !M '(=P!\ ($ A@"+) E0":)\ I "I *X L@"W +P MP0#& ,L T #5 -L X #E .L \ #V /L! 0$' 0T!$P$9 1\!)0$K 3(!. $^ M 44!3 %2 5D!8 %G 6X!=0%\ 8,!BP&2 9H!H0&I ;$!N0'! $! MZ0'R ?H" P(A0"'0(F B\".)! DL"5)= F<"<0)Z H0"C@*8 J("K *V M L$"RP+5 N "ZP+U P #"P,6 R$#+0,X T,#3P-: V8#<@-^ XH#E@.B ZX# MN@/'],#X /L _D$!@03!" $+00[!$@$501C!'$$?@2,!)H$J 2V!,0$TP3A M!/ $_@4-!1P%*P4Z!4D%6 5G!7<%A@66!:8%M07%!=4%Y07V!@8&%@8G!C<& M2 99!FH&>P:,!IT&KP !M$&XPU!P<'&09!ZP'OP?2 M!^4' @+"!\(,@A&"%H(;@B"")8(J@B^"-((YPC["1))0DZ"4\)9 EY"8\) MI FZ"<\)Y0G["A$*)PH]"E0*:@J!"I@*K@K%"MP*\PL+"R(+.0M1"VD+@ N8 M"[+R OA"_D,$@PJ#$,,7 QU#(X,IPS #-D,\PT- #28-0 U:#70-C@V1#<,- MW@WX#A,.+@Y)#F0.?PZ;#K8.T@[N#PD/)0]!#UX/>@^6#[,/SP_L$ D0)A!# M$&$0?A";$+D0UQ#U$1,1,1%/$6T1C!&J$)%ZX7TA?W&!L80!AE&(H8KQC5&/H9 M(!E%&6L9D1FW&=T:!!HJ&E$:=Q]>&L4:[!L4&SL8QN*&[(;VAP"'"H<4AQ[M'*,0!YJ'I0>OA[I'Q,?/A]I'Y0?OQ_J(!4@ M02!L()@@Q"#P(1PA2"%U(:$ASB'[(B--@U$S5- -8Y",$)R0K5"]T,Z0WU#P$0#1$=$BD3.11)%546:1=Y&(D9G1JM&\$25^!8+UA]6,M9&EEI6A:!UI66J9:]5M% M6Y5;Y5PU7(9O5\/7V%?LV %8%=@JF#\84]AHF'U8DEB MG&+P8T- CEV/K9$!DE&3I93UEDF7G9CUFDF;H9SUGDV?I:#]HEFCL:4-IFFGQ M:DAJGVKW:T]KIVO_;%=LKVT(;6!MN6X2;FMNQ&\>;WAOT7 K<(9PX'$Z<95Q M\')+%V/G:;=OAW5G>S>!%X;GC,>2IYB7GG M>D9ZI7L$>V-[PGPA?(%\X7U!?:%^ 7YB?L)_(W^$?^6 1X"H@0J!:X'-@C"" MDH+T@U>#NH0=A("$XX5'A:N&#H9RAM>'.X>?B 2(:8C.B3.)F8G^BF2*RHLP MBY:+_(QCC,J-,8V8C?^.9H[.CS:/GI &D&Z0UI$_D:B2$9)ZDN.339.VE""4 MBI3TE5^5R98TEI^7"I=UE^"83)BXF229D)G\FFB:U9M"FZ^<')R)G/>=9)W2 MGD">KI\=GXN?^J!IH-BA1Z&VHB:BEJ,&HW:CYJ16I,>E.*6IIAJFBZ;]IVZG MX*A2J,2I-ZFIJARJCZL"JW6KZ:QK_UP'# [,%GP>/"7\+;PUC#U,11Q,[%2\7(QD;&P\=! MQ[_(/%$XIZ#+HO.E&Z=#] M6^KEZW#K^^R&[1'MG.XH[K3O0._\%CPY?%R\?_RC/,9\Z?T-/3"]5#UWO9M M]OOWBO@9^*CY./G'^E?ZY_MW_ ?\F/TI_;K^2 [<_VW___N Y!9&]B90!D MP ' VP"$ 8$! 0%! 8%!08)!@4&"0L(!@8("PP*"@L*"@P0# P,# P, M$ P.#Q /#@P3$Q04$Q,<&QL'!\?'Q\?'Q\?'Q\!!P<'#0P-&! 0&!H5$14: M'Q\?'Q\?'Q\?'Q\?'Q\?'Q\?'Q\?'Q\?'Q\?'Q\?'Q\?'Q\?'Q\? M'Q\?'__ !$(ZH,QP,!$0 "0#$0'_Q #* $ @,! 0$ M!@<$!0@# @$! 0$! 0$! 0$! @8%! ,'$ $ @$" @0%#0D- M!0@" 04 0(#! 41!BQ@=!46%Q$X&1H;$B,D)RLA1T-@A28H*2HB,SD[(! MT<)# <]-4%355=3<84V,DM!?PX=*#HS1$E,/C)19D128G$0$ 0," @8)! (! M! (" P 1$" P0%(3%!49'1$C)A<8&AL>BP;PP4)2\6*2,Q0T%7(CLD-3 M)!;_V@ , P$ A$#$0 _ .J0 M M M

WOFM'Q(BM?ERY_?LGTVV^UTOXYB^J^_JB(_78KES3JP M %G]U^V>AVK/N%X]WJ[]G'/^[Q]'LVF?6=3L>#PXYO_M/NAQ_Y#]/% MEBR/XQ[Y^2:/<<^ M TW-_,^BY:V+4;KJO==B.SI\/'A.3+;WE M(_=\4<9!ROO&[:_=]SU&Y:).75:F\WR6\'DK$>"*QT'1'B;988 +G[L>YZL MTP[US+AX\>%])MEX\'7%\\3[%/7\23*T7-$16(B(X1'1$1U1#*@ M ()SER-LG-6A]!KL?8U5(GYMK:1'I<<^?X5?'6?;Z5B1S?S=R=O'*^Y3H]PQ M\:6XSIM53CZ/+2/#6?'XZ]<-51HQ '[$3:8B(XS/1$1US(+^[GN[G7;%CMO> MYWR8==]\?8QZ&)FL4QS,3QS1X;SP][\'S]69E861>6>6\<1MFCK7/PX7 MUF3W>>WCXWGJX^O^/(E5;\ $ [T>]73(R:*^X[?2,>^Z>O&D MQT1J*5C]'?[[[FWJ=758D2V/)6:9*3-;TM'"8F.B8F):9?(-UR=S M%FY>YDT6ZXYGL8-SW.ML>QX+<(KTU MMJ+UZZ5GP4CX5O4CP\),JZ%T^GP:;!CT^GQUQ8,58ICQ4B*UK6(X1$1'5#*O M0$:Y\Y'V_FS:+:;+$8M=AB;;'5\.FE_%/CI;X4>KUK$CF#<]MUN MV: /H-;BG#JM->><>7'/@F/;B>N):98P ,S:-TU>T[II=RTENSJ=)DKEQSX)F ML]4^28Z)\@.M-DW;3;QM&DW/2SQPX:O%7+6.N8[4=-9\M9Z)8:9H *N^T' M]5MO^G1^QR+"2H-I '7G+7U?>4ZH[5FLS7U5@:/E/N9Y6V3L9];7^M=?7A/I,] M8]%6?O,/3'XW$J43Z(B(CA$=$1" #5\RD MPWZ:7CHOCO'5>D^"T^, ;H!S!S=RKN'+&]9=LUL=KL^[T^>(X5RXIGW-Z^U, M>'6T:40 !U#W'\3SS#RAI=1FOV];I?\ A=9,]=F6DL0 M ?!6LUIM+/&+:CA*WAC'\KS),JOO%AQ8<5, M6&E<>+'$5QXZ1%:UK$<(B(CHB(95] AG>%W:[9S7I;9\45TN] M8J_F-7$=%^'53+PZZ^*>N/86]'.&Z[5K]JW#-M^X8;8-7I[=G)CM[$QA8BZ M8F.MIEB O'N/Y[G5:?_P#IC<,G'/IZS;;;VGIMBKTVQ>>G77[WS,S"PMQ% M <:Y_P!-D^-/MMLO@ %Q_9U_3;]\72^WE25A=3*@ .; M>^S_ #!UG\E@_9U0"2@BH F'=%_F+L_QLW_+Y$E73K*@ .=^_?Z\Q]#P_* MNU"2KI4 ?>+%ES9:8L5+9,N2T5QXZQ,VM:9X1$1'7,@OKNT[H=-M-,6[M_CKGW6>%\&DGA;'I_#$V\%LC1IX/&S,K1:"* 3"HG]!3W>?W/X M\M,V]\M8>SFCC? 5[;2.B\=\'P=/1.HE**3F)B>$]$PJ /72:O4 MZ358M5ILEL.HP7C)ARUGA:MJSQB8!U)W?\X8.:N7L6NCA768OS6NPQ\'+$=, MQ'W-O?1ZW@9F&DD0 :?FWF729W M::3FC26UNBK7#ON"OYK)T1&:L?Q>2?DV\'F6)'..ITV?3:C)I]1CMBSX;33+ MBO'"U;5GA,3$^)IEY@ R-OU^JV_78-=I,DXM3IKURX"U9XP#JSD_F73SJ,43Q]'FKT7IZ_5Y.#*$M R M "J>\S5>FYCC#*$]&FPTI,>6W&_M6AR6]Y*YZ M=41WNUV#'X=/7^UT]R)/'>V _:UM:T5K'&UIX1$ M>&96(J3-%[[1H*[?M>ET5?XC'6EICPVB[=3ZL]+OM/B^WCMMZH?S;4YONY+K M^N66_9^ M #F[O>YTGF#F*VDTV3M;7MDVQ8.$^YODZLF3R],<* M^2/*U$(@:H N/N;[M*Y8QT3X/N/7\23*PNIE0 M &LYBY=VKF#:\NV[GB])@R=-;1T7QWCJO2W@M' ;H!S/SOR3N? M*FZSI-5'I-+DXVT>LB.%,M([]T?"K^XW$HCU:VM:*UB9M,\(B.F9F1%[=U/= M1&V1BWW?L43N,\+Z/1WCC&#Q7O'^T\4?!\ 5F95:R* M H?OTY-IH-QQCUM:QT5U\1QB__F5CUX\K42DJ[5 '2W<MYOL[KR/I:9+=K/MUK:/)QZ^SCX3C_P#3M6/49E]$W0 5+]H;^QMH^DY/D+ M"2HQI $F[ON3-1S7O^/1QQIH'FGR+$I*BVD 7IW MR;3F/EK)?!C[6Z;?%L^CF(M]U:(CC?%^'$*'EB%B1S,TR M+N"WV=-S%]MHO;\UN&'MXJ_[W!QMT>>DV]9 M)6%]LJ Y*YR^M^^?XAJOV]FT:<0!8?<3]>H^B9O;JDK#HIE0 %*=__M/.,WRXN5])?W&/LY]QF)Z[3TXL<^:/=SZC40DJ=5%@=T_=W/,NXSN&X4G^ MI=%:.W$]'I\L=,8H^]CKOZWA295T92E,=*TI6*4I$5K6L<(B(Z(B(AE7Z M "$]YW=YI^:/MLG/IUQD[WI:S.ER]7I*QT^AO/BGX,^"?56)'<>; M#FP9KXJ8EIE\ R=MW#5[;K]/K]'><>ITV2N7 M%>/!:L\>GR>,'5_*_,&EY@V'1[MI^BNIIQOCX\9IDCHO2?BVB6&FU !QK MG_39/C3[;;+X !.FP7C_V^.T=?"?XRT=?BCH\;,RJST4 M !2_?+W;5I&7F?9\7"OOMTTU(Z(_P!_6(_+]?QM1*2II4 3#NMYPMR MUS-BOFOV=MUO#!KHGJB)GW&3\"T\?-Q285T[$\>F.IE0 '/??;S=.[

\]?QM1"2K=4 6[W+=W==5>G,^ZXN.GQ6_M_C,%HZ+WK/"^WD"NKTMN9]NQ_\ M5IZQ_66.L?I,4=$9>CX5/#][YEB4E1C2 +,[C>;YVWF"^RZB_#1[I^BB>JN MHK'N?QZ^Y_!)6'0+*@ M *2YLU/SCF3</;'!KV<7G[IF^WI[Y]%.W@NEV[^?@ M (;WK'EX+ YD:9 3/NNY(GFC?X^<5G^JM#VZ[5:?J =0]V7*%>6>6,.#+3AN.KX9]?;PQ>T>YQ_^77H\ \Q MLRTEB #RUFDT^LTF;2:FD9-/J*6Q9L<]5J7CLVCUI!R1S'LV; M9=]UVU9NF^DS6QQ:?A5X\:6_"K,2VC7)CW2[S.U\]=:;<,6LM.CRQXS6 M%(_6=F4E73C*@ *N^T']5MO^G1^QR+"2H-7G+7UW5)6'13*@ ,#?MXTVS;-K-TU/ MZ'28K9)CJ[4Q[VL>6UN$0#DK>,\/)XFV6, M #9S:'9=ITVÜZ&G8TVEI M%*>.9Z[6M]]:>F6%9P *6[\^1JTF.:=!CX1::XJTI6.CC/ MN:9O5][;U/*U$I*FU0 !;7<'S1.GW+4\NY[_)G61.?1Q,]$9L<>[K'QJ1Q_ M!25A>;*@ .-< Z;)\:?;;9? +C^SK^FW[XNE]O*BC"ZF5 M M8^AX?E7:A)5TJ +/[E>1*[MN,[]N&/M;?H+\--CM'1EU$=,3Y:X^OS\/*D MRL+^94 !^9,=,E+8\E8O2\36]+1OSBCHJ]B0F9F9XS,RVR^0 2#D3E3-S/S'IMMKQKI_P!+ MK,L? PTF.U/GGWL>625=4:72Z?2:,%I=-CC%]\%*X\6.O1%:5CA$1YH85Z@ M _+TIDI;'>L6I>)K:MHXQ,3T3$Q(.6^\?E*W+/,^HT>.L _-?9;A7 >FFU&;3:C%J,%YQY\-ZY,5XZZVI/&LQYI@'6 MO*^^8M]Y?T&[8N$1JL5;WK'57)'NO+>UY\] MIXOY[?=XKIGK?T[';X;8CJAYL-)QW5Z/M[EK-7 M,=&'%7"GR6X^U1[VQ8ZWW7=4?' YW\BRTQVV]%9^*U"2KY4 ?M*7O>M*1- MKVF(K6(XS,ST1$0#]CN]Y4Q\L\L:;036/GF2/3:Z\>'->([4E]+7M:301\$Q5/HYCT= M? 5R3'1XN*2KIEE0 %"=_^S1IN8]%NE**

<_.6^99GCQUVHB/-7+:L>Q#<(T@@";=S>DKJ.\';IM'&N"N; M+P\M<5HKZUIA)6'2[*@ .>^_K<*ZCG/%I:SQC1:3'2\>*][M6R3^3:K4)*ME0!).[?2S]N>]DQQ'LZ]F7]3^=_@$JZI84
!4OVAO[&VCZ3 MD^0L)*C&D =B[=_9^F_DJ?)AAID CG>-]1=\^B9/:6!RJ MTR Z-[C?]%B^DYO;AF6H6 @ J[[0?U6V_Z='['(L)*@VD =>G_958:;$ %(_:(SS;7[+I^/1CQ9\G#X]J1_ :A)5 J
.P-CT ME='LNWZ2L<*Z?38<41Y*8XK^XPTS0 5]WY;A73H^B9O;JDK#HIE0 %(?;"V&<>OV_?<= M?S>HI.EU%HZNWCXWQS/EM69C\%]$E4*H OSN(YJC7;)EV'/?CJ=ME;Z>)GI
MMI\D\?R+SP\TPS*PM%% -H^/:9MYFX1%! &3MFWZC<=QTV@TT=K/]\M,.*/OKVBL\C?(V;DO<[7%NSFR8IT^G\2!,WN(F/BQ,V]18'+#3("\?L];./:]U MW2T?
^XS4T^.9\6&O:MP\\Y8]9F5A;B* YW[]_KS'T/#\][4)*NE0 !/.Y MKF>-EYNQZ?-?LZ/=(C39>/5&29XX;?C>Y_"25ATBRH #E MKO+YCC?
^<==K,=NWI<5OFVDF.F)Q8NCM1Y+6XV]5N$1<0!MN4]EMO?,FW;7$ M3-=5GK7+PZXQ1/:R3ZE(F176U:UK6*UB(K6.$'1'5$0PK] !S9WT;+.V\\Z MG-6O##N-
*:K'XNU:.QD_+I,^JU"2@JH _:VM2T6K,UM6>-;1T3$QX0=8\E

YR1P^-'&/(Q+3=@ M HWF/3_-M_W##P MX1749)K'WMK3,>Q+@]99X"R?]8:Y\SZ@ M $BY UWS7F?31,*:B+8+?AQQK^5$/2VG+X,\>GA^O:\K>Q<+LW" M
1[_P#EJ<>LT?,6&OYO/$:75S'@R4B9QVGXU>,? M@PU"2]!4 79W$:=YK/7&NU,3^NLVC5) YW)9:T(P-)6>O+ASTKYXQS;VJI*PZ194 M
!\9\^+!AR9\UHIAQ5F^2\]5:UCC,SYH!R3S1O5][YAW#=;<8^=Y MK7I6>N,?'ACKZE(B&T:L0!8_<1MDZKG2VIL/<:#39,D6\5\G#%$>K6]DE8=# M,J J7[0W]C:1])R?(6$E1C2
.Q=N_L_3?R5/DPPTR 1 MSO&^HN^?1,GM+ Y5:9 =&]QOU"Q?2;5;P3I;O'J9)_?: MA)5,J .QM#EKFT.GRUZ:Y,5+Q/DM6)8:>X *&[_>8*ZK?=
M)LN&W&FW8YR9^'^VS<)B)^+2(G\)J$E5:H]]!H\NMUVGT>&..74Y8:4&E<=(^]K'"/:8:>@ .2N6XYBY5UVVUB)U$T]+I)\6;'[JGXW MO9\DK Y3M6U;36T36U9X6K/1,3'@:9?@ -
ORIS']^7=^TN[:,W4X+?G<7'A& M3%;HO2?/'L](KJS:]ST6Z;=I]PT62,NEU5(R8KQXI\$^*8ZICQL*R@ M 5]WQ\Z5V+E^VVZ7)PW/=*VQTX3[K'@GHR9/)QI[7U_ L0DN"U9XQ/K@Z[
MV/=<.[;-HMSP_H]9AIEB(\$VCC-?P9Z&&F< "C._SF>-3N6E MY>P7XX]%'SC5Q'5Z;)'"E9^+2>/X34)*I50 !U7W>[%,R,7I=1 M'A]+FGTEHGXO:[/],RTD2 #G?OW^O,?0\/RKM0DJZ5
'[6TUF+5GA:.F M)CKB0=/]V?.-.9^6L6;+>)W'2<,&OKX9O$>YR>;)'3Y^,>!F8:2U M !"N]KFZO+_*V7'AOV=QW&+:?2Q^ZKQ^GK\UTLS_ +2_"V28^+7A'X22L+O94 !67?SR].NY;P
M;OBKQS;7D_.S'7Z#-PK;UKQ7V5A)<_M(M7N)YNC0[KFY>U5^&GW"?2:29Z MJZBL<)K_.92/7B/&DK"^&5 ?E[UI6;WF*TK$S:TSPB(CK
MF9!L6^=>7.8[:BFU:J,N737M7)BM[F\UB>$9*Q/72W@GUR@W@ M *C[QM+Z#FC-?APC48\> M6/O>Q/LTFFU&33ZG%J,<\,F&|, ZBY#YTT?- M>QTUF/LTUN+A37::)Z<>3AUQ]
[;KK/[L2S,-)(@ @'>EWE8 M>6M'.W[?>N3?-17W$=$Q@I;^,O'W7W-?5GHZ[$"@=MW_ 'C;=VKNVCU63'N$ M7F]L 'C-IM/&W;X\>U%O#QZVD=$=WG>9MO-
>GC3Y>SI=ZQUXYM+QI$>(Z[XN M/7'CCKCG9A4U0 3<2J:?2Q\MN$1P0!O>1=VKM M/.&TZ^B03pB:BMGX]4^7),&3<\W# M'/CPX..:S^/-V96%G(H "I?M#?V-M'TG)\A825&-(
[%V[^Sl-)4^3##3 M(!'.\;ZB[Y]$R>TL#E5ID !T;W& 4+%|)S>W#,M0L! ! M6/V@:3/*.AO|SKZ1/]X"NGR^/MX/S4\?/V>/]LRTDR #4\U4CSSZT=
(,4=RW#5;EN&HU^KOZ34ZK);+EMX[6GC/#R>)MEC M G?YQQY^W:+>HDK#I)E0 \)7.7UOWS_ M !#5?M[-HTX@"P^XGZ]1]$S>W5)6'13*@ .=N^GE"=GYDG=-/3AM^[3.3
MHCHIJ(_2U_"]_'GGQ-0DJ[5 %E]SW>)78]9_4FYY>SM.KOQPY;3T8,UNCC, M^"E_#XIZ?&DRH)E0 &LYDYBVWE[:,^Z;A?LX<,>YI'OLEY] M[2D>&UO^\'+/,W,6OYAWG4;KKK?
G<\^XQQ[W'2.BM*^2L?OMHU8@#TTVFSZK M48M-IZ3DSY[UQXL=>F;7M/"L1YYD'5G)/+.'EKEO2;73A;+2O;U62/AYK]-Y MW@CR1#$M-Z "NN_/9)U_)T:['7CEVS-
7+,^'T63\W>/7FL^HL)+G=I M%Y]P?-%=1MNIY=SW_/:.9U&DB?#AO/NZQ\6\\?PF96%M(H #3\ MW$Y,UO>4CSSU^*:,@Y2W#7ZK<-=J-=][SDU.IR M6RYKSX;7GC+;+'
!*^[#EF>8.;]'I[T[6CTL .M9QZO1XIB8K/Q[<*^2]K]) MA0 '._?O]>8^AX?E7:A)5TJ)'R%SCJN5=_QZ^G')I,GYK7:>/AXIGI MF/O]I=?^\F%=1Z#7Z/<-%AUNCRUS:744C)ARUZIK+"O<
'CK M=9I=%/1,\N2N'3:>DY,V6W1%:UCC,@Y;Y]YOU'-/,.;7VXTTE/S6AP3\#%6 M>CC[];WUFX1'! 'IIM-GU6IQ:;3TG)GSWXCQ8Z]=KWGA6(\\R#K#D_EW#R[R
MYHMJQ\)M@IQSWCX>:WNLEOQIZ/(Q+3<@ Q]QT&FW#0:C0ZJO;T^]QVPY: M^.MXFL^V#DKF'9=5LF]:S:M3'YW29)IVN'#M5ZZ7CR6K,3#:->(^\&?-@S8
M\^&\X\V*T7QY*SPM6U9XQ,3XXD'4/=WSKI^:M@QZF9K7<=/PQ;AACHX9.'1> M(^YOUQZL>!F8:2E !37?1WCQ$9>5]IR\9GW.Z;BDI4?["LQ
M^7^+XVHA)5!MVXZ[:=9BUN@SWTVJPSVL>;'/"8G]V\),*B_>[KO=T_QCVW= MYIH]YZ*X[^]Q:B?O>/O;S]SX?!XF9A:K'10 M %>=ZVDX9-OUD1UQ?#>?-,6K[=G.;]CXVW>N'
M4_CF7A?9ZI_7N5^YUTX "VN[G<_G?+U=/:>.717 MG%/C[$^ZI/L\/4=?LV?QX:=-O!Q&^Z?P9_%T?\>]*7K/& M 4S MWZ\D3/9YIT./C[W%N=:Q^#CS?P+>IY6HE)4PJ -URES7N?
+&\8]QT-N/#W. MHP3/N,N.9Z:6_X[=D[5)Z,V&W#TF*_AI>/!/ML*VX M (#WE=Z&CY9P7T&@FNHWW)7W-.NF")CHOD\OW-?7Z.NQ YVUFL
MU6MU675ZO+:/JFWR,6TIU:N#>.BN'/T5QZC!RN3R=4^#Q,S"K+10 '/??S MM,Z7G#'KXK^;W'3TM-O'DP_FI1ZE8HU"2K94 =/=UO-M.8N5M/;)?M;AHHK MI];69]U-
JQPKD_#K"\S\69:2] !&^>N=]MY3VFVJSS&76Y8FN MBT?'W62_CGQ4K*?W5B!S#NVZZ[=MRU&XZ_).75ZF\WRWGQ^"(CP1$=$1XFF M6(#,V;:M7N^ZZ7;-)7M:C5Y*XJ>*.,]-
I\E8Z9!UOM.VZ;:]LTNW:6.>F M*F"X^%(X<9\L].313DTN M7R32TVK_ .G:K,M0FJ "O^_#:9UW(^344CC?;L^/4='7V)XXK? MM./J+"2YR:0 !;7<-S;32Z[45)6%YL MJ
\=;K=)=)EUFLRUP:;!6'Y\)KG_%'-FZQ& M'M8MHTDS&CP3T3;CT3EO'W5O8CU6HA$.5 '1? MN,-8F,,>K8S[,>X8S]?!XF9A:K8F* Y*YR^M^^?XAJOV]FT:<0!8?<3]>H^B9O;]D MK#HIE0
&EYPY8TG,NP:G:M1PK;)':T^:8XSCS5]Y?IR?)Q('*NY[;K-LW M#4;?K<NT^"M8Z[6GP1 .:.?N?-PYMW3TV3CAV_!,QHM'QZ*UGX5O'>WA]9N(1 M%Q %P=QG(TYBT M>2T=,-LL(
&RY=W[6[#O6EW71S^>TU^UV)GA%ZST7I;R6KQ@5U7L&^;#?-IT MVZ:"_;T^HKVHCX5:=5J6\5JST2PK8 \]3]=/I=/DU&HR5Q8,-9 MOERWGA6M:QQF9F?$#FCO-
Y]R\U[QPP3:FT:.9KHL4!:X^^RVCQV\'BCU6HA M$-5 '1_8^AX?E7:A)5TJ +![K.\S)RUJ8VW?AUC[F?A M5]6.GKDPKHG!GP:C#CSX,EE*6O>T5I6)FUIGAS1'7,R#GWO:
[S/Z^SSLVTY/_X;!;CFS5Z/G&2OA_DZ MSU>.>GQ-1"*U5 %M=Q7)$>6?(DR ML+S94 !4O?MR;,]T6+F71TXYM)$8M?6(Z;89GW&3\"T)\)D^18E)48T@ M
#=\G\V;CROO6+9X5RXIGW5)]N)\$BNH.7>8=KY@VK#N>W9?2 M8,L>ZK/OZ7CWU+QX+1_VZ&%;(%7]ZG>KBVC%EV39,L7W:\33
M4ZFD\8T\3UQ$_P"T^3YUB$4':UK6FUIFUK3QF9Z9F9:1^ 1,Q/&.B8ZI!6\8_%@=F?ZS$_L]C8\O@=U$1 ;)C]_V5&XYW M "5]W&Z_]<7;7MPPZZOHY\7I*]-)]N/5>OLV?P9O#/*
[A[>AXN^Z M;[F'Q1SLX^SI6PZYQ(M #SU.FP;K3Y=-J,<9<&;EL>7':..;5M M'"8F/+ .8>\7D;4\J;W;#6+7VS4S-]!GGPU\..T_=4\/CZVXE4 ;CE?FK
M>.6MRKK]LR]BW1&;#;IQY:?]:5F]YBM*Q,VM,\(B(ZYF05'WA=] M6#3UR[9RQ>,VHGC7-N<=..G@F,/W5OONKQ<5B$]I+-FRYLM\V:]LF7):;9,E MYFUK6F>,S,STS,M(^
75W/=V/HXP\S;UB]W/"^V:2\=4=<9[Q/A^XCU?$D MRL+C94 !7W?9RY;=>4::W#7M:G:;_.(X=&&%; $)Y\[!TEY8QWTV&:Z[>>'"NDI/N<<^/ M-:/>_%ZY\G6L0.>-]W[=-
]W++N.YYYSZG)X9Z*UK'52E>]M8\32->(NWN) MY+MAPY.:-;CX7S1.+;:VCIBG5DR_A>]CR-]1=\^B9/:6!RJTR M Z-[C?]%B^DYO;AF6H6 @ T_.&U3NW*VZ[?
6.UDU&FR1BC_>17M8_RX@@ MW;UFV/57[.GW/A.GF9ZU(%(Z*_^97H\\"2L+]94 M !C;GM^GW';M5H-1"'!J\5\,2/O;UFL\/7!R/N^UZK:MTU6VZJ.&HTF6V M+)XIFL\.,>2>N&V6&
#TP9\VGSX\^"\X\V*T7Q9*SPM6U9XQ,3XXD'27=IWD M:/FG05TVJM7#OFGK_P 1AZ(C+$?ON./%/PH\'F9F&DW0 :OF+F7 M9>7M!.MW74UP8^GT=.0)DM'P<=.NT_\ :0<[!X'>5NO-
FH]#$3I=HQ6XX-'$ M]-ICJOEF/?6\G5'LM1"(MS:-.(L/N)^O4?1,WMU25AT4RH "L^^+N[G>]'.^;9B[6!:2G#/BK'3G MPU\4>&]/!XXZ/$L2CGYI
%D]WG?!KMAC'MN\=O6[1'"N/)'3FP1][O]_2/ MN9ZO!XDF%7QM.\;7N^BIKMMU--5I/"?%:.NLQX8GI95F M B_.?>'R_P JX)C59/3[A:O'#M^*8G);CU3;[BOEGU.*Q YXYOYUWOFG7_.=
MQR<,-)GYMI*<8Q8JS]S'AF?#:>F6J(T(@ "5=W?(VKYLW]N'A;'MFGF+Z_41 MX*^"E9^[OU1XNLF5=/:/2:;1Z7#I-+CC#IL%*X\.*O1%:UCA$0PKU ! M2_?
WRC.7P\35HDPKI+;MQT.Y:+%KM#FKJ-+GKVL66D\8F/W M)\<>!E60 #PUVNT>@TF75ZS-33Z;#7M9S6L1VUY/'/?>;WI:CF M7)::=MFV#8\=N,\?&WDZ/"DRKI!E0 '._?O]>8^AX?
E7:A)5TJ M)UW=]Z6YW&VGX^[Q3/7;#,^S7]GR),*Z$V3?MIWS04UV MUZFFIT]_#6>FL_ #'W'%8_P"_Q0"@>\GO:U7,'I-KVCM:;9N/#)>?
]S\,.8L43[JT^7P1'ADE74^U[9H]KV[3[=HL<8 MM+I:1CQ4CQ1X9*8!R_WB\DZCE7?KZ>(FVVZGCDV_-/3QIQZ:3/W5./"?4GPMQ*(J(D')G M.V\8K6M M8Z9F9GHB
4QWB=]7;KEVKE;),5GC3/ND=$SX)C! X_6\;40E5.6M:UIM:9FT MSQF9Z9F95'X #]I2^2]:4K-KVF^UK6.,S,]$1$0#I#NI[O(\[7\\UM(G>M; M6)S^'T./KC%$^/PV\OF9F6D\0 M
8^XZ2NLV_4Z2W5GQ7Q\?%VJS'%^>;'X[)MZX?K@R_:OMN_ MK,2H:]+4O:EXX7K,UM$^"8Z)?S^8I-)?TJ)B8K#Y10 M 'WARY,.6F7':;Y,=HO2T=
<6K/&):MNF)K'.$NMBZ)B>4KSV7<\>Y[5IM= MCX?GJ1-ZQ\&\=%]^I:'>::/&7'%\=+^<:O3SARW63T3_ (9K]WS@ M (#O/>?:!JLNGV_25O7%::>FS3/"TUGA,Q2O#H]5S
MVIWSPW3%EO+IETVE_'%;%V2[GT1WM3;O/YBF>,8]-7R12_[MWR3OF;JM!/F M^Z/Q_3[K!I;1\2\?PUC?,W5;[^)_'L'7=VQW,K#WK:V/T
MVWX[Q]Y>U/;B[];=^NZ;8[7X7?CEG1?/9_AL-/WJ[:;_-QHLV/^3M7)[?8? M39OUG\K9CW]SY;_QS)'ENB??PIVTTO>%ROGX1;4VP6GP9:6CV:Q:/9?59N^G MNZ:>N'QY-DU-
O\:^]6YTF[[5K.'S7688]G MS;9N%../)TX\L>_QY(]DI/CCV>H',-?*NZZP9XCW&7'QZ+ MTGVX\#:-,( ]-/],^GS4SZ?);#GQS%L>7',UM6T=4Q:.F)!:W)_?OK=+6FD MYDPSK,,=$:
[#$1FB/OZ=%;^>,$^=)A:K?V+F?B-]P>FVG78MS7AQM2L\,E?C MXYX7KZL]V@ (?S3WJEF+VB?%>_O*>K/'R+04E MSGWH%H_WM^B;^UY%B$0\4 6MW2]UMMRR8M_P!\ MP\-
NI,7T6DO'Z>8ZKWB?XN/\!'PO-UR95>_4RH #YR8\>7';%DK%\=XFMZ6 MCC$UF.$Q, Y:[P^3\W*_,>;1Q69T.;CFT&6>GM8K3[WC]U3WL^OX6XE9 M:OE7G'?.6-?\VS-
V:VX1GTU^-L66(\%Z^U,=,%%7QRAWO$^1FBU3])B8XQU((US'WCBOX4PM!4'-_?=S!NU;Z7:*SM6BMQB6\>_!Z M?*M$JK>UK6M-K3-K6GC,STS,RJ/P $O[MN0]1S7O$1EBU-
HTLQ;79XZ.,=< M8]3]U/\Q/(ZY$3*NF]/@PZ?!CP8*1CPXJQ3%CK'"M:UCA$1'BB&%?8 *E^T M-_8#7M9S6L1VUY/'/?>;WI:CF M7)::=MFV#8\=N,\?&WDZ/"DRKI!E0 '._?O]>8^AX?E7:A)5TJ -UR9H-+N'-6UZ'5T])IM3J*8LU.KC
M6\\)Z8)5E\^+:7+QRZ'-QMH=7PZ,E/%/W]?A1ZO5)$B-" -EL/,> M];!K8UFU:]^FS=$7B.FEXCX-Z3[FT>5=*?2OL^MBFGY@Q?U?JIX1\ZQQ-] M/:?',=-
Z>S'E9H569HM=HM=IZZG1:C'J=/?WN;#:+TGS369A%>X /C/G MP:?%;-GR5Q8:1QODO,5K$>.9GH@%=\U=]W+6U5O@VG_^6UL=$6QSV=/6?+D^ M%^!$^=:)52G-
',7,'.VJ]/NNIF]*S,X=-3W.''Q^YI^[/&?*U0:00 !E[3M6 MOW;<,&WZ##.?5ZBW9QXZ^S,SX(B.F9\ .G>0N2=%RGLU=)CX9=;FX7UVJB.F M]_%'WE>]L>KX69EI)4 &DYOY4V[F?9YO
M'M3'A@'+W,&P;GL.ZYMLW"Z/489ZX[|>L^]O2?#6S:-< (RMLW3<=KUF/6 M[?J+Z758IXTRXYX3YI\<3X8GH!/FAF86JUMNW/;MRTU=5M^IQ:K3VZLN&T7KYN,>'R(K) F8B)F9X
M1'3,R"#\U=[_ "EL47Q8@P\:XHX=4V\-Y\MO4X-1"(N(O'N@[L+:.,7,>]X>&KF M.UM^DO'3BB>K+>)^'/P8\'7U]69E5N(H M "F>=]O^8\RZRD1PQYK>GQ^;)TS^5QAQ6YX?!GN
MCKX]KO\ :<_W-/;/3'#L^31//>B GG=AO?H11F MVC-:W.;CETW'IN(]W7U:QQ]1T&QZJDSCGIXPYO\ (-)6V,L='"?5T+'=*Y, M !2_..TWVS?]3BX<,..TX\$^":9)F>'X,\
M8<1N.GG%FL.8>,>U_0-KU,9L%L\.<)IC2/A>@ V.BYBWW1CO/]U]S^ M2]'%OF6WS1%WN_78\O-^/X;O+,V^^/U]4EV[O+V#4*ZF,FCO/AO'I^-3C/ MKP]#/O6&
[S5M>3GV'/9Y:7Q[_>DVCU^BUN/TFDSX\^[K':+ICRVWQ6 MV8EX^7#?CFET3;/I>[!'Y@ -)S;RC MM/-&U6T&X4X6CC;3ZFL1Z3%?[JL^W'A!S7S?R9O/*VY3I-PQ\<5IF=-JZ1/H
M\M8\-9\$^.O7#<2C0B /33ZC4:;-7-I\M\.:D\:9<=IK:)\EHX3)KLO?- MSUMD5IDU5-PPUZ(IK*=N?UE9IDGU;2E%JF.W_:'P3$5W'9K5GPY-/FBW'\"] M:\/QBA5O,'?UR3DC\YBUN&?
#%\5)^1DLE"KVGOSY#B.,9-3/DC#/[LE"K"U7 MV@.4L<3\WT>MSW\'&F*E?7G),^P4*H[NGVAMSR1:NV;3AP>",FHR6S3Y^S2, M7MRM"["]WA\X[Y%L>NW+)\WMT3IL/##BF/%-
:=GM?A<5H(X(MOQIN[B, MFLMAWKF/#--'"^EV^\<+9?#%\L3U4\5?A>'HZY,JO&M:UK%;O%:UCA6L=$1 M$,J 0 L3GODS1**7[45_!X%%3K;_M"[OCB*[GM6#4^";Z>]L,^?
A;TL>TE"]1Z7[0/ M*MXCYSH=;@OX>S7%DK']NL^PE"K/KWZ_?D:D>Y MC5Y/)7#$?*O4H5:W5_;%V"D3\TVO5YI\'1;8\7R9RE"J.[E]H/F#-$UV_;M- MI(GJMEM?/:/-
,>BK^2M"J&;UWA#%,8<?#:WA85L 5+]H;^QMH^DY/D+"2HQI '8NW?V? MIOY*GR88:9 (YWC?47?/HF3VE@XWZA8OI.;VX M9EJ%@(*Y[ZN3;;SL-
=UTF/M: ;HM>U:O[]^GGIR5\LTX=]/5\:Q*2YX: M0 !+.7N]+G38Z4PZ?73]-+3HKIM5'IJ1$>")GA>L>2MH**FB^T1K:UB-;L MN/+;PYYPJ8X_%M3)[:4*LV?
M$Z+LJ&R9.UXOG%>'K]@H5;_7?:'W.]9C0[/@ MP6\$Y\M\T>M6N'VRA5$=Y[V.>MUBU,FXVTN&W\5I(C#'X]?SGKV*"(WO>]YO M>TVO:>-
K6GC,S/AF95'X#]+NJ_R^V;^2M^UNS+25H //5::3ZK39=-J<=< MNGS5G'EQ6CC6U;1PF)CRP#F;O(IO]7RINLSCBV79]3:9T6HGI[/A]%>?NJ^S M'3X^&HE$/5 &=M.^;QM&?
T^V:S-H\OPIQ7FL6X>"T1T6CSBIYM/?SS=I(K M37X=/N-(Z[VK.+)X6/A3\A'%4]T7VAMEO$?/MIU."?#Z"^/-\KT*4*MKB[]
M^1KQ$VC5XY\5L,3\F]BA5[V[].1*QQB^]MY(P_OS!0]P=3]H'E*D3:[-; MP<:XJ5]?TEI]@H5:/W9Q8]1QF9_[=<@Z.[M>[?2\]:/YSJ>SGWO45X:C- M'37'6>GT6/R>.?"S,M)N@
Y*YR^M^^?XAJOV]FT:<0!8?<3]>H^B9O M;JDK#HIE0 %(\ >9W.?.+9=YY:Q1&>>-]5MM>B+SUS?#'@MXZ>'P>* M=1*44IDQWQWMCR5FEZ3-;TM'"8F.B8F)5'R
#TP:C/I\M:8Z02K;.]?GW;HBN/=:<<1&IT&C MS\/#6,F.9_N[1["4*L^OVB=9$>ZV/',^.-1:/\ \QJSAT&.T1JM?>/<4C[FOW M=^'P8]7@3*ND.6>6-HY;VNFW;9B[&./=9!R-H^;-
FG36F,6X8.-]#JICWMYZZVX=/8OX?7\"Q(YDW3:]?M6OS:# M7X;8-7I[=G+CMX)\<>.)ZXGPM,L4 $LV'O1YVV6M<>GW"VHTU>K3ZJ/34X
M1X(FWNZQY*V@HJ<[9]H?)$17<]GBT_"RZ;+PCU,=XGY:4*I!IN_ODK+$>EPZ MW3V\/:Q4M'KTO9*%69'?=R!,^5MCU6OM@TU^B M=-IOS..8\4]GW5H^-:5H(J(VO+7+.
[C'CIX;WMX M(CV? *Z9Y+Y,VOE7::Z+1QV\]^%M7]I1POEOXY\58^#7P>?C+,RK?H M .=^_?Z\Q[#P_*NU"2KI4 2+N\^O.Q_3.7F85+\R\M[7S%M.7;-RQ]O#DZ:
M7CHOCO'O;TGP6C_NZF%$ 9NU[UN^U9_3[;K,VCR^&V&]]<$XVGOUYST<5IK(T^ MXTCKMEIZ/)P^-BFD>O64HM4JT7VA]!:(C7;-EQ3X9PYJY/8M7'[:4*MGC[_N
M3+1[K3:^D^&)Q8I]K+)0J_6"A5K-9]H?;*Q/S+9 M\V6?!Z;+3%\F,I0JC.Z]_7-^]BU-#ATVWUGJO6DYKDF;?D+0J@^\-PQ;?MV"VHU6:>%,=? M%X;6GJBL>&9!TCW=]W6@Y2T,VM-
=1N^HK'SK5\.B(Z_1X^/3%(]GP^"(S,M) M@@ C'/G(>V729ON\-[4F? M)/">F/()YL_?MSCHHK375P;ECCKMDIZ/)P^-C[-?7K*46]6Z#[0VRWB/G^T
MZG!/A!]>F:/RO0I0]W&'OSY#R1QO?4XI\5\,S\B;%"KTOWW\@5CHU.>WDC!? M]W@46K7:OO\ ^4L<3&FT>MU%_!QKCQU]>;S/L%$JC.Z_:$WG+%][7MF#2Q/1
M&3/>V>WGB*QBB)]=:%4#W[GGFO?>U7<]RRY<-NO3UGT>]73LUGU86@T0@ M#]K6UK16L3-IGA$1TS,R"[>Z[NA^;6P[YS'A_P"(CA?1[=>./8GKC)FC[KQ5 M\'AZ>]3*T6^RH M
"_]ZFV]K%H]RK'329P99\EO=4]JSGM]P\+;_&=SIOQW/QNQSZX_?]E= M.;=4]=)JL^DU.+4X++G-AM%\=O+6>+>.^;+HN MCG#&3'%]LVWFSQEQQ?'2_G6JT] MV')-D]#-?N^<
!'>=^7/ZXVN;&\==I>-\ M'CM'PJ>KX/*\W<]'I'P\UO+N>KM,N^QDI/DNY]ZGIB8F8F,$QT3$N-=V(M /33ZG4:+&73Y;XJ^.TUM'JPW9?=;-;9I+-^.V^*716$KVCO*WG2
M36FMK7788Z)FWN,D1\:(X3ZL/6T^]9;.%_U1[WBZG8<-_&SZ)]R>;)S9LN\1 M%=-F[&H\.FR^YR>IX+>H]_2[ABS>6>/5/-S6KVW-@\T?3UQR;A]KX M &#O6R;7O6WY-
OW/3UU&ER]=+=<3X+5F.FMH M\$P"@N?.Z#>-@MDUNV1?<-HCC:;5CCFPQ_O*QUQ'W5?5X-1*45ZJ M ,K;=KW#=-9CT6WZ>^IU66>%,6..,^>?%$>&9Z 7KW>]S>BV:<6Y[[%-
M9NE>%L6GCW6'#/@GI]_>/'U1X/&S,K19R* B?/W=YM?-NBCM\-/NF M&LQI=;$<9CP]C)'PJ3['@\MB1SES%RUO/+VX6T&Z:>.:.FE^NF2OW6.W5:/ M^TM(U8@
"Q.0NYI=M^MCUV[1?;]HGA:.,<,^:/O*S[VL_=6] M2)295?VTI1MNT:#%H-NP5TVDPQPICI'KS,]^]KNUR;%K,F\{7BF=FU-N. M7'6/_;Y+3U3$=6.T^]GP=7BXZB45LJ_HNZK_+
[9OY*W[6[,M)6@-M P]WVC;MWV_-M^XX*ZC29XX7QV]B8GKB8\$P#G7O]KMUY7S7U6GBVLV6 MT_F]5$<;8^/57-$=7QNJ?)U-1*(0J -]RGR3O\ S1J_0[;@-MGT-
9B,^KOQKAQ_&MX9^]CI*JZ'Y'!O=EY3TO#3!\XW#)'4A:^\1V!?>TBW_M/)'}\69E4H0 S:.,(L/N)^O4?1,WMU25AT4RH M "$\||U>.R:LWR M7F*TI6)FT5/1$!$
M7D7N0UVMG'K^9>UI-)T6KM\3PSY(_WD_P 7'D]}YDF5 MHN_0:#1;?I,>CT6"FGTN&.SCPXXBM8CS0RKW !$N\#N[VSFW11 M,\--NN"LQI=9$>#K]'DB/?4F?5CP>&)L2.
<=_P"7MWV#<;Z#=-/;!GITUGKI M>O@O2W5:LM(UH@ "6'VH\#"MN_# MG?OW^O,?0\/RKM0DJZ5 $B[O/KSL?TS%\HE75;"L+>=EVS>=OR[?N6"NHTN6
M/=4MUQ/@M68Z;VCP3_.?>?NZ7=^7+9-;H(MKIFCC/I:QQRX8\66L>"/NXZ/'MP;B40%4 23DID'?^:M5%-%BI%HZ6X9]?DB8Q4\<1]W;IV/5X M$RKHGDID?
9.5=#\WT%.WJ,D1\YUEXCTN28\<^"L>"L>WTLS*I @M TO-?*&R\S[=.CW+%QFO&<&HIPC+BM/AI;VXGHD',._W=QOW*N>U\])U.V M6GAAW#'$]CIZHR1T]BWDGU)EN)1%! &?
LNQ;MO>NIH=KTU]3 MJ;_!K'16/NKVGHK7RR*OWN]H-MY<]'N&XS77;U'36_#CBP3_NXGKM]_/J<& M9D6"B@ -9 MS+MG]9[']]'$<//JZ5'N M%?T0 !+^[OF+YAN$[=]+<-

)K)CL3/53-U1/X75 MZSV=GUGV[_!/EN^/S>%OFA^[C^Y,YK?A\EJ.L<8 M K?O$Y4G!EMO.BI^9R3_QF.OP;S_&>:WA\OGSYWN:'>+K?IR\8Z^GYN=W#8[;_*L7"[JZ)]75
M\%D8,^'48:9L%ZY,.2.U3)6>,3$^*8=-9?%T5B:PY.^R;9F+HI,/MID M ! >?]YB MZ(X^6O#R\5B2BEN:.
[KFOERUKZ[23DT=>K6X..3#P\2G53\+I\B56BZ^6N4M@Y;TGS;;M+7#VHCTN>?=9!PGR-1*45EJ-/]--FO@U&*^'-CGA?%DK-; M5GQ36>$PJ/, $LY8[L.,^8)KDT^DG2Z.W_S-
5QOX^'CK$QVK_@P M55+IB//;C/F9F5HG: "I M?M#?V^MT\)A825&-([%V[^S|-_)4^3#M9 R>TL#E5ID !T;W&-4+%|)S>W#,M0L! !\9\0X,^.N7#EK-,F.
M\1:MJS'"8F)Z)B04AS_W):O2WR;CRQ2=1I9XVR;,QXY^^\[42 ME%39,>3%OBMCUFF2DS6|+1,6B8ZXF)5'R #VT>BUFMU---H\&34:C)/
M#'AQ5F]YGR5KQD'4W=]MFNVODS:!|KL4X=7@Q3&7%,Q,UFU[6B)FLS'5+,M) M"@ ^)K>EHB8F)Z)B8D%5\Z=QFWZZV36\N7KH=3/&UM M%?C\WM/WDQQG'YNF/,L2E%-
;YRWOFO;GY0NVCR:7)QX5M>..+D<,=?CY)X4KZLBK;Y2[A-/AF MFJYEUS9!QT_-/,QC\V3?6MYJ\//*5*+8T6AT>ATN/2Z+!33Z,%'#'AQ5BM M8CR1#*O<)?.7UOWS_$-5^WLVC3B
+#[B?KU'T3-[=4E8=%,] M-\-=H=%K|+?2ZW!34Z;+'#)ARUBU9CRQ(*KYK[A-#)QJO>7-3\TR3 MQGYE])M?%,_>9.F]?5[2U2BIM_Y.YEV#)-=UT&7!3CPKGX=K#;S9*\:^IQXM
M5&F$ >FGT^HU&:N'3XKYLUYX4Q8ZS:UI\45CC,@L'ECN1Y]JW2:YMR MX;3I)Z9]+':SS'DQ1/1^%,)5:+CY3[O.6.6:Q?0:;TFLX<+:[/POFGQ\)X<* M1Y*Q"55)4
&LYAY:V7F'03HMUTU<^+KI;JOCM]U2\=-9!1O M./Q2/^)I'WU(]_YZ>M#42E%<7I>E[4O6:WK,Q:LQPF M)CKB8E4?@ ,_9MAWG>M5&EVO29-7FGAQC''&*Q/AO:?H%
<\YJRVQ;S.35I3,,?3>GR3]I2>/3/CKZTK$I M12W,0(_,W+F28W/17I@X*ZO'!O!;Q<+QT1Q\5N$*.[M-YWK51=JT>75YO#@&.O&*Q/AO;?
>69DHMK2Z32Z33X]-I<-,&GQ1V<>"6*TK'BBL=$(KU M \9L:/BOAS4KEPY(FN3'>(M6U9ZXF)Z)@%6AW;19-+,SPIDM"'?XF2O M&MO4EH:H0
!ZZ72;K5ZBFGTF&^HU&2>%,.*LWO:?)6O&9!9_*/<3N M^NFFIYAR?U?I9X3\UQS%M1:/+/33'[,^1*K1<^P\N;+L.BC1[5I:;,#T3>.] M-[S'PKWGW5I\[*MD M
"F>==]_JWF'4XZUX8<\^GP^+LY.F8CS6XPXG<\'M4X+$#_.G7#,.2UO_JQ,.K5*'^G7#,.2UO\ ZL?S MI4H?Z=/:1'2M.UU<>S'#BRKT M !KN8MGC>=CUNU3E!&LQ6Q3FBO:
[/:\/9XUX^N"K?].N'^_K?_ %8_G6JI M0_TZX?[^M_\ 5C^=*E#_ $ZX?[^M_P#5C^=*E%B0^5N8ZS.YZ*LZCAPKJ\7YO-'B]W' MON'BMQA:BL=
[^SWK:3;^R;G3+3X.#5UFEHCQ>DI%HG\6%]E$.U_=/S_HIGM[M3?-6.]^GM3+Q]2EIM["U&FS%=MU4SY M,&3_,(C-TW(W.6IF(P[)KIX]5K8,E*_C6B(*]D&V]RG/NLF/2Z;%H:3\/49
M:]7QPE2B;;'lGW;,,UR\UN&356CIG3Z>OHJ>:,V[5IC=E*E%D])RUL M.QX/0;3HL6DI/1:U(]W;X]YXWMZLHK9 \=9HM'K=/,3:S!CU.GOT M7PY:Q>D^>MHF
5_O_<9RCN$VR;?;+M6>W3PQ3Z3#QG_=WGC^:+;%]E$!W?N&Y MOTDVMH,NGW"'\&*'W]#DGSUR<*_EK4HB>X:9:6QWCKK:)B?6D1\ SM)L6]ZR8C2;?J=1,]48L.2_R8D5O M]OIJ>?
\ 7<)Q[1DPUGKMJ+4PV4R6K,V"HE>U?9\WK+-.;IN6#2TZYI@K,-? MS>Z[\6/92I1.MC[E^2-LFN3-I[HGCI[6KMV]"Q+5*,3 3KA_OZW_U8_G5J4/\ 3KA_OZW_-6/
MYTJ42#D;NBQ\]IY_6M=TG63Z*^+T,X(Q^_X=/:])?Q>)))D6&B@ M /R]*9*6IDK%Z6CA:MHXQ,3X)B01#>^Z;D;=IM>^WQH\]OX[1SZ&?Q(XX_7] MM1"-T^SQ/&UMJW?
H^#BU6/V\F.?X"[UZB,:[N/Y]TTS&'!|9$>'!FK'[;T14 MHTV?NS!Y]P3,7V34SP_V<1D^1-EJ,6>1>=(GA.P[AZFFRS[52H],7=_SODGA7 M8M;'QL%Z?
*B"HV.D[HN\+4\,&TVQ5^ZRY<-.']3?M>PE1(-N^S_S/FF)UVNT MNDI/7%.WFO'J<*5_**E$PV?N$Y4TLQ?<=1J-OO'73C&#%/X-/=_EI4HGFTUZ'#I*\.%IQ4B+6^-?WUO5E%;
&@YCY$Y5Y MAB9W/04OGF.$:K'^;S1XO=UX3/FMQ@J*TWS[/>:)MDV/W;AH[=G5Z;+I M[?GM:C)$VX>2F/MSQ_!*E%@BFN7=M1EW/+'3.*/S.'C\6LS M>?
QO42I18NWL;M^W:.NET&FQZ73U!BPUBE?/PCPHK) !SOW[_ M %YCZ'A^5=]$E72H D7=Y]>=C^F8OE$JZK84 !Y,>/)CMCR5B^.\<+4M$3 M$0/7$Q((1S!W-9-/-K; M7K-/K\4>]I?
C@RSZD]JGY2U2B'(CW?)K/K2(^_?M:S:8BL3,SU1'6#;;?RAS5N$Q\RVG5YJS M\,.-XI^/,17V2J[=M'<7SIK)K;6^@VW%/7Z7)&2_#R5Q=N/7M"5*)IL'<1RK MH9KDW/+EW3-'3-;?
F6MN,2"!;_ M -R')VY3;+HZY-KU%NGCIY[6+CY<5^/K5FJU2BO]W[A.:]+,VV[4:?<<<>]K MQG!DG\&_N/RUJ41'<.0N<]OF?G6S:NM:]=Z8[9:1^'C[=?96HTF7#EQ7FF6E
ML=XZZVB8GUI$? -CH>6^8=?,1HMLU6IX]4XL.2T>O$IR5B>'Q,?I+'U"5*)UL?V?MHP37)O.OR:RT=,X,$>AQ^:;3VKVCS= ME*E%C;+RWL.RH20[5H<6DI,
<+6I7W=OC7GC:WJRBMD M "&]YNT?.=JQ[ACKQRZ*W# M)P_V=^$3ZUN'LO%WO3^+'%\<[?A+W]@U/@RSCGE?\85NG%?CDTN3C.GS\.BT>*?
MOH\+BI=HKL%|)\L\I=YM^OMU%E8X71SC]=#3/B?> FO=US-;2:N M-IU-_P#A=1;_ (>9^!EGP>;_MO==@V&O37;=+$^3#CC^''#*PZ/28/T&#'B^)6M?:@' MJ #QSZ'19_T^GQY?
CTK;VX!BSR|L$SQG;-),/T M&/\ \(/NFR;+CGC30:.,N'''M0#+QXL6..SCI6D>*L1$>P#Z M ! M\9<.'+7LY:5R5\5HB8|D&)?8=BO/&^W:6T^,<..?;J#\KL&+PU|!MNECS8<H M
$Q%HF)CC$]<2#"S;'LF:>.,;;]-DF M>OMX<=O;@'C'*W+,3QC:-%$^/YOB_P#"#)T^U;9IB=/H\&&&8ZIQXZ5][(!E M YW[]_KS'T/#\]J[4)*NE0!(N[SZ\[']Q?*)5U6PH M
#XRX<.6O9RTKDK]S:(F/9!A9.7>7\]D\X M //5:;%]=-ETV:.UBS4MCR5\=;1 MPEF^R+K9MGE+>/)-ET71SA16Z[?FV[<=1HLOO\%YKQ\N]WQOH<\ MQ&HQ1X/%>OECV7H;?
KIP7\?)//O>9N>WQ+.'GCEW+AP9\.HPTSX+QDPY*Q: MEZ],3$14NSLOBZ(F.,2X2^R;9F)BDP^VF0 M &)NFUZ+=-%DT>KIV\5^]?#6W@M6?!,/QSX+'G>8^ M7-
,L>MG#FCMX+\9T^HB/.6:]C/\ RE.B MWK];N=#J/NXHNZ>GUOYYN&F^SFNZL.CU-J^M\0 M M M M #G?OW^O,?0\/RKM0DJZ5 $B[O/KSL?TS%\HE M75;"@ M *^[T-DZ,.\8
MJ]7##J>'Y%I]KUG.[YIN66/5/[.H_'M7SQ3ZX_?]>M7KG'4 M)9R3SC;;]?;-Q^S/AN\D^ MYXF[;7&>/'9_U([_S6M2]+TK>EHM2T1-;1/&)B>F)B8=;$Q,5AQ.EUEW7$QV?Y3QT#F@ M
M M M '._?O[>8^AX?E7:A)5TJ)%W>?7G8_IF+Y M1*NJV% M 8^XZ'!K# MGT>>..+/2:6\G'JF/+$]+\\V*,EDVSRE^N#-=BOB^WG$J,W'0Y]!KL^CSQPR
MX+S2WEX=4QY)CIAP>;%..^;9YP_HV#-;ELB^WE+'?D_4 M +!+N3.=LFUVKH=?:,[=:?<7ZI89GQ>.OCAI&V[G.+Z+_)\/D\/==I MC-
]=G_4^/S6GBRX\N.N7%,+X[Q%]7K/&)B>]8F'66W1,5CDXRZV;9I/"7TJ M /'6Z+2ZW37TVJQOEP9(X7!;J_[I8R8[;[M9MNBL2_3%ENQW1=;-)A5/-G).KV>]M3INUGVZ9_2==L?'P7X?
*8^AX?E7:A)5TJ)%W>?7G8_IF+Y1*NJV% M M 0+O-V#MXL>\X^^ZQ\, M>JB/N9GW%_4GH]9S^]Z2L1ECHX2Z;8-;29PW=/&/WA7+FG5 M
)+RGSGJMER1I\W'/MU|UB^%3CUVIQ|IZF@W*[!->XV?#U/ M)W++;K=1'BCADZ^OUK7T.OT>OTM-5I,L9L&2/728;SCBUIM% M[=F>SQT1$^#H<[GWNZW),6VQ-
L2ZC3_C]M^*+KKIBZ8]WFR<_;)N=]XLEI MT>IMT1CS3'9F?O;]7K\'W:,=L67A/TW>GO>=]]FS8>,?7;Z.Y)7J/(M ?E]UM6:VB+5M"'U9Z8F)\:3%5B:(%S1W<5R3?
5[+$5OUWT4SPK/\ )S/5 M\67/Z[9J_5B_X]SI=OWVGT9O^7?WJ]SX,V#+;#FI;%EI/"^.\36T3Y8ESMUL MVS28I+J++XNBL36'PRT _8B;3%:QQF>B(CKF5B"97-R.LEMHV/%@RQPU
M.69S:B/%;T1[G\&L1#M=NTWV<41/FGC+@-TU?W\TW1Y8X0WC[WG M M M M M .=^_?Z\Q]#P_*NU"2KI4 2 M+N\^O.Q_3,7RB5=5L* M M \]11\.UT^33YJO?#EK-
,E)ZIK:.$LWV1=$Q/*6[+YLNBZ.<*1Y@V;-L^ MZYM%DXS6L]K#>?A8Y[!;]_RN%U>FG#DFR?9ZG]#T6JC/BB^/;ZVN?,^H M !L]AYBW+9=3Z;27XX[?I<%NFEX\L>/ROJTNLOP7
M5M[']QZS0X]1;2Z./1/3"U^7N:MLWO#^8MZ/55CCETMY]W'EC[]/+#KM'K\>>> M.'"[]<5KMNR:>?]XV];ACH]#>?=4C[RT^U/0]31[IDP\)^]S]?C'TW]?>M#9][V[=]-
&HT66+UCW])Z+TGQ6KX'4Z?4V9K:V2X[5:3) M@N\-\=TLY]#Y@ &LWKEO:.XQ\G6X8G)$<*9Z>YR5\UOW)Z'RZG1X\ MT?5''KZ7V:37Y<$_1/#]Z$
WCNTW;2S;)M]ZZW#X*=%,L1Y]$/]3ZCGM1LN M2WC9]4>]TVEW_%?PRX)$135:/5Z3+.+58;X,D? R5FL^R\B_'=9-+HF)>W MCRVWQ6V8F/0\6&P 'OHM!K==FC!I,-\^6?
@TB9]6?%#],>*Z^:6Q67YYG%ACHCGQS/PK>Q#IMOVK[<^/)QNZNKYN3W/ M>?NQ-F/A9TSU_),WMN? M M M M M <[]^_UYCZ'A^5=]$E72H D7=Y]>=C^F8OE$]ZK84 M M
!&>>^7/ZVVOTV"0?:2)OBX==Z? M"I^['E>7NNC>]CK'FM_5'K]/KOL9*7>2[GZ/2]QSN0 M 'WAS9L&GN;#>>V/+2>-+UF8M$^.)AJVZ;9K'"6;[(NBDQ6)3.EOO
M*CA33;U'DKK*1^TK'MU]9T.CWK^.7M[W,Z_8?Y8?^/=\T^P:C!],-AW++5X M>KT>;)3A\6TP_G^>WPWW1U3+^EZ>[Q8[9ZXCX,9^3]0&3MVV;M5?5:/+;# MFKX8ZICQ6CJF/)+]
<.,_'=XK9I+\L^"S+;X,XK"U.5>=!'O$5TVHX:?<>'Z/ MC[C]Y:3/R?6:#<[. \\^ MGT^HQSCSXJ9><=]+<UBT>M+-UD7128K#5E]ULUMFDM/[>2>5M1,S?04I,^%- ML?
L4FL/BOVS3W<[>SA\'WX]VU-O*^?;Q^+#GNWY7F>/HLL>2,DOQ_P#38.J> MU'_ +W4]<=C(T_(7*N"8M&B]):/#DO>WL3/9]A^EFU:>W^-?:+\K]YU-W\]
M>](:O3:32Z7'Z+38:8,M'!]UF.VR*6Q$0\(}ENOFMTS,^EZML M M M M .=^_?Z\Q]#P_*N MU"2KI4 2+N\^O.Q_3,7RB5=5L* M M JOO"Y9_]_7?UC!J<-']J3VXCJHEGIF/-;KAR>[Z+
[=_CM\ MMWNEV>R;_P"[9]N[SV^^/DB#QGN@ -ELW, M.[;/E[>BSS6LSQOAM[K';SU_=CI?5IM7DPS6R?9T/EU6BQ9XI?'MZ5A[%WC[
M5K>SBU\?,=1/1VK3QQ3/QO@_A>NZ/2[SCOX7_3/N+^@;5D\6FLGT4[.#2OA>@_:VM6T6K M,UM6>-;1T3$QX86)H3%5B\G]X$9>QM^\7B,G17#K+=$6\5B>_O$3,E2BWV5 M M M
8^X:#3;AHLNCU->WAS5[-H\,>*8\13TP_ M/-BMR6S;=RE^N#-=BOB^WG"E-IV;5;/N671:B./9Z<63P7I/O;0X?5:.[#?- MLOZ%H]5;GQQ?,_B6O?,^D !LMIYCWC;;<
M=%];4Q\>,X;>ZQS^#/1ZSZM/K,N'RSI.A\FIT.+-Y[>/7TIOM'>CI,G9QIH MYP7ZIS8>-Z>>:S[]/4XO>O7'JO9Q:C'DBMDQ+PLVFR8H?;,,M^S\%
M7=Z&D]%OF#4Q'N=1ACC/WU)F)]B8RUPS;_6[XH:\5[P M ";\E\]6TDX]NW2\VTG17!J;=,X_%6WWOM>;]JW;=T\%+,GEZ)ZODY[==GB M^N3%'U=,=?
S^^S*VK:L6K,368XQ,=,3$NHB7(3% M M M M M M &BYNY:Q;YMTUKPKK?>IS-
ARXFMJS,3$^286+IB:PEUL3%)Y)!MW/W.NBX5G41]LSI\4>G]5>7GV;3Y.CPSZ.'R270]ZNEMPKK]%?'/AOAM%X_%MV>'KO M3Q;],_.VGJ>3F_'+H\ET3ZT@T/.W+.LF*X],7'>?
@9HG'[-HBOLO1Q;G@OY7 M4]?!Y>;:=1CYVUCT<6\B8F(F)XO/3$P^]YP "%]Z6B]+M&FU<1QMIL09 MGR5ROT_E5AX>^XJXXN_K/Q=!^/9:9;K/[1\%8.6=@ FG\'.MM!:FV[C?
MCH;3PPYK?Q4SX)^\]H]>V;G]OZ+_ "]$]7R>!N^T_'NVW^,/N61]4<_3 M\W0[+N?VY^U?/TSRI*R5BY9UX "4 MF<7'X5)/XX>KMVXW8;HMNFMQP>/NFUVY[9NMB MF2/?
ZUMUM6U8M6>-9CC$QU3$NPB7#S% &LYFT'S_&'7:6(XWMBFV./O MZ>[K^55\NMQ?GX\%'N$?T0 !/^[_)PFEL>S;A?W M$^YT>:T]4^#',^+[GUG0[3N-
*8KY]4_MW.9WK,*URV1_\H_?O6(Z1RH M M M M M M M "MN?N3OFU M[[OM]/\ A[3VM5AK'O)GX=8^YGP^+S=7,;MMWAKDLCATQU>EUNS;IXXC%DGZ MNB>OT>M!7@NC
7'R'N$ZWEG33;> MUDT_'!>?B>]_(F';,5F\>".N.'9\G!{Q@^MJ+]B\T 1_,FW M?U=ONLTD1PI3).XH^\O[JGY,N$\N^[>6ZWTOZ+H,_P!W#;=Z/?TM8^5]8 M
!S\8Z)CJD%NNI.JM_/X+?\ >[#.];]ZSPW> M>WW^EP^\;?\ 8O\ %;Y+O=/5W).[5XX M M M M M M M #\M6MJS6T1.MHX6K/3$Q/@)BJQ-%5\\F
M7VO+;7Z&DVV])/NZ1TSAM/@^+/@GU'*;GMOV\=GD^'R=GM.ZQFCP7_]2/?\ MT1>,|P !8/=3KNG7Z&9^Y$XX_)O\ MP71;#E\UGM_7N#J_QW45MNQST<8_= G/NE ;#8-
WS;3NN#6X^ M,Q2W#+2/A8YZ+5];V7TZ343AR1?'ZA\NLTT9\4V3T\O6O##FQ9\,/-BM%\66 ML7I:.J;VCC$NZMNBZ(F.4QYW?;-LS$\X?;3(-3MM M M M M M M
#YRXL>7';'DK%\=XFMZ6CC$Q/1,3$ MI=;$Q2>2VW3$UCFJKG/DO)M.2VMT59OMMYZ8ZYPS/@G[WQ3Z_EY+M]VW:G[.:V M[HY3ZI4DX9_0@
%K]VVZ3]HBG2WMQRZ*_H_+Z.WNJ?NQZCKMFS^/%X9 MYV_]Q6_:?P9O%'*^/?TI8[=X@ M M M M M M M #YR\>3','DK%\=XFMZ6CC$Q/1,3$I,1,4E;,IB M:QS5?SER-
DVZ;Z_JSDT$].3%'3;%^_3R^!RNY;7./Z[/)\/D[':MWC+2S)P MOZ^OYH<\5[P #TTV>^GU.+48_TF&],>TW9?-MT3'0SDLBZV;9Y3%%^:?-3/@QY\<\:9:UO2?):,./Z!9=%T1.
M=+[^9WV3;=,3SA|M,@ *=YYV:=LW|-V\-/JOS^'Q>ZGW5?4M[#B]TFWVS/+JB\L !

****** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ I*6B@# MAM>^,7A/POK$^F:GJAM{V#;YD8MY7V{E##E5(/!!Z]ZH_P##0'@3_H--G_KS MG_\ B*^?/CUG_A;.OY_O0_\ HB.N SD9%?DV.XLQN&O52A"$;1;2NGT=NY^Q M9?P;@<7A*.(G.5YQ3=FK7;OV/L/_ (:"\"?!!IO_ #G_P#B*/\ AH+P)_T& MF\ \ .?_ .(KX]HKA_USQ_\ }'!G_F>A_J+E_P#S\G]\?\C[" X:"\"?!!IO M_ .?_P"(H X:"\"?]!IO M_ .?_P"(KX]HH_USQW\D?N?^8?ZBY?\ \) ?' (^PO^&@O G_0:;_P#G \ MB*/:*/!<\=_)'!G_F'^HN7_ //R?WQ_R/L+_AH+P)_T&F \ Y_ (BC_AH+P)_T&F \ Y_ (BOCVBC_M_7/'?R1^Y_YA_J+E_P#S\G]\?\C[" X:"\"?!!IO M_ .?_P"(H X:"\"?]!IO M_ .?_P"(KX]HH_USQW\D?N?^8?ZBY?\ \) ?' (^PO^&@O G_0:;_P#G \ MB*/:*/!<\=_)'!G_F'^HN7_ //R?WQ_R/L+_AH+_MP) T&F \ Y_ (BC_AH+P) T&F \ Y_ (BOCVBC_7/'?R1^Y_YA_J+E_P#S M\G]\?\C[" X:"\"?!!IO_ .?_P"(H X:"\"?!!IO_ .?_P"(KX]HH_USQW\D?N?^8?ZBY?\ \) ?' (^PO^&@O G_0:;_P#G \ MB*/:*/!<\=_)'!G_F'^HN7_ //R? WQ_R/L+_AH+_MP)_T&F \ Y_ (BC_AH+_MP)_T&F_\ Y_ (BOCVBC_7/'?R1^Y_YA_J+E_P#S\G]\?\C[" X:"\"?!!IO_ .?_P"(H X:"\"?!!IO_ .?_P"(KX]HH_USQW\D?N?^8?ZBY?\ \) ?'_(M^PO^&@O G_0:;_P#G_\ B*/^&@O G_0:;_P#G_\ B*^/:*/!<\=_)'!G_F'^ MHN7_ //R?WQ_R/L\$_M ^!\ H-- X!S_ /0%'_#07@3_ *#+?^ D_P#\17Q[M]WM6MHOA?5/$$-Q-96V^MWMVS7$LB11(,@?-(Q50>>F<]?2M*?%^959>K6DEW;BOT/JP_M > !/^@TQ_[QLXO-NKB01QIN"[F)P!DD ?C2ZMI=UH>I7%A> MQ>3=P,4D3<&VL.V02#^!JO\ 6L.N3VGLH\NUI.U^VXO|2\JY_9^VES6O:\;V M[VML?7 ;.\"?!!HA_VZ3_O%'_T#X5Y_XG3?^ <__P 17RUX-\&WOCK5 M'T^P>&.>.%0[8P!I@ CY5//([5A4Y<6YE&,.CI1Y7>SL^F_4B//\N52]2I1 MK2YHVNKK2]!=/(^P_P#AH+P)_P!!IO\ P#G_ /B*/^&@O G_&&F_P# .?\ M^(KX]HK+_7+./^?&/R%0RM!T M!\>]=D>),XFDXT%9[.SL]+[W\CSJG"^1TVXRQ+NMU>-UJEM:^[1]*M^T%X\$_ MZ#3?^ D__P 10/V@? ?_ &F_P# 2?\ +(KX]YYR*U;OPKJECI-CJL]JR6-^ MQ6VD#*QD(."-H.X<^H% <\>+]NEMK)=R2EHHK[0^("BBB@ HHI,B@:!*;NHW4 .HINZC=0 ZBF]J-U # MJ*;NHW4 .HINZC=0 ZBF]J-U #]*:NHW4 .HINZC=0 ZBF]J-U #]*3=2T % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 ?&OQZ_P"2M:_ +T/_HB.N ZBO4/C/X;U?6/B MEK\UAI5[>Q!X5:2VMGD4,((SM)4$9P1Q[BN-_P"$"\38_P"1J[(PJ*W?^$#\3_P#0NZM_MX R?_$T?\(\'XG_Z%W5O_ !D_P#B:\WZEB?^?C"HK=_P"$#\3_ /0N MZM_X R?_ !-'_"!^\) \ H7=6_P# &3_XFCZEB?\ GW+[F'|H8/\ Y_1^!&!U?2OMS5H&K6&K_CO_#D=W;V.KK= _:PEQ(L2W,8V\>8V%W#'T)S\H[9QR?_"!^)O\ MH7=6S_UXR?\ Q-+_,(#XF7C_A'-6_\ &7_.)KOPD,5A92:I-J2:>CV?ZG MFXZI@L;"*IO%,,E);K=*^Z.T\"VMCH/[J+<^(8I-2BT]7M+6'5#;VYE+2-Y3 M2HZ@[3L8A7 R[=<$UWMMXFT"W\?:;]+ZEI@D;06AN9ENT=/- #)A2Q8[CUZDD M@ MFJ<,,)WV??TW/F\3E>#Q565:IBU>2LI5_GMU[^:/3[3QS:2>&_Al?WNJQ2: MQ;ZFZWDGG+YT<+2."' .0A 3@\8 J>;5+2X\;>*;^[\1K-M@:32;>/6O*@FX M^XSI(-F&VX4LN>3T!(\H_P"$!\3?]"[J_'_3C+_\31_P@?B;/_(NZM_X R?_M !-"S'&VCS8=NUN^K2M=Z?,)93E[YN3\$Q5[!M$YFK<_P!A/!>S1WHD02@QX4NS.6.=V"S%B!U-8/@WQ)IMOI/@I-+U2STF MTM99CK=O<7"0O,Y4?.P8YD4C.,9QE1QM^7RP>_ $V\ D7=6/_;C+_\ $T?\ M(\'XGQ_R+FK?^ ,O_ ,36LLTQCDG]7:ZL.^\7O;KRZ} [F4[;%>,E"1[X],=:THYEB M+Q|KAVDNR?:25ET^(SQ&487EE[#%],?\S^7>+=WU^'L>H6/B[PU!XH*-JE|: M7.I6NE&&XO\ :X7X@ZU_:7A/2[6>.VEN;.XD1 M:Q|8BO[N1&W-\Q11\N3@9.1@#'>N7_X0/Q-_T+NK?^ ,O_Q-)_P@7B?_*%W M5O\ P!E_^)KBQ&.QN(I3I.@TI=EZ;W6KTW5CT,+EV7X6M3K+$IN/=^NUFK+7 M9W.WT+7M%MO@G=Z??R+ <3MJ'F?88;M89F7*_,JOQP>WXBM+2?B7#XKM/'EY MJ,EKIKW&DBUL[4R@%@%EVJ"V"S9;L.<1!7F_ "!^) \ H7-6_P# &7_XFC_A M O$_ 0N:M_X R_\ O-13QV84^11I/EBK6LI,)I-NU^H5R_*ZOM'*NN:4KWY MEI=IM)7MTWW/:O"^J>'=,6#3QJMM>Z')I#B6YU+5MS-*Q&(?L[.%4*@Q_J^! M@9SG/,7OBZ6\^%_A-+#7A#>675K>:%-/":;=23+);V M\Q4;B.2]DXY/'3>]6@^3)M=0\|'5!4L[Q0:M<&[U#0DH2$K+L5Y@2I.2 MN!N=.?W/DG_@7^]O:M=Q&TJ5GJOA;XERWWBWQ,^]:O:"UM M[6YBT.S!"B8+@]JX #9"CKG-:FB^/+*-OAY+/KEJ9O*F74Y))T\SB(I1*Q.< M;CG#'!;!Z@5SM_P@?B?MX M:9A!).C)N!];IT_^ 55R?*YR;5>*5K65OY6OUOZE+Q+!G_X2+5/LGE_9?M4O MD^3CR_+WG;MQQC&,8[5G_P"$"\3[O^1=U;_P!E_^)H_X0/Q-_P!"[JW_M (R?_$U\Q4PN)]3<_9-7\F?7T<;@Z-./VT79=T85%;O_"!^)_^A=U;_P M9/\ XFC_(0/Q/\ ]"[JW_@#)_\ $UE!2Q/_ #\|E!S-_[0P?_/ZWHPJ*W?^\ M8=#\3_P#0NZM_X R?_$T?\(\'XG_Z%W5O_]D_P#B:?U+\ \ /N7W,/!0P?\ MS^C!ZF,*BMW_A _$_ 0NZM_X R?\ Q-_ @?B\ Z%W5O_&3_XFCZEB? ^?< MON8?VA@_^?T?O1A45N,\(\'XG_P"A=U;_ ,9/_B:/^$#\3_]"[JW_@#)_P#$ MT?4L3_5|E|S#*^T,'_P_H_>C"HK=_P"$#\3_/0NZM_X R?_!-'_"!^)\ \ MH7=6_P# &3_XFE|2Q/\ S[E|S#*^T,'_S^C!Z,*BMW_A _$_ $+NK?\ @#)_M\31_P@?B?_H7=6_\ 9/_(FG|2Q/_/N7W,/|0P?_ #^C!Z,*BMW_ (0/Q/\ M|"[JW_@#)_\ $T?\(\'XG_P"A=U;_ ,9/_B:/]6)_P"? @#5\|ZS|ROMGO1|L]Z M-7S]/.K*^V>]'VSWH U?.H\|ZLK[9|T?;/>@#5\|ZCS|ROMGO1|L]Z -7SJ/.K M^<V>]'VSWH U?.H\|ZLK[9|T?;/>@#5\|WI1+64MW|U=MUT :8DIVX51CFS4 MWF4 7**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH Y?PLH/B3Q?D9_XF4?\\ Z1VU:LFNZ?#(-M\;R@,A*L-C<$?A67X5_Y&+Q?_P!A*^\ ]([:L74O^0C=?]=G_P#0C3P"_9- M2[O\S6O*TEZ+\)D==_P)!G_ #V_\<;_ H_X2#3/^>W_CC?X5O-%>M1=IIV M<_,SMO\A(-,_P"\>W_CC?X4?\)!G /;_P <;_"N)HH^HT^[#F9VW\"0:9_S MV\ \'&_PH_X2#3/^>W_CC?X5O-%'U&GW8W_CC?X4?\)!G /_ M;_QOO*XFBCZC3[L.9G;?\)!G /;_QOO*/^$@TS_GM_P"_-_A7$T4?4:?= MAS,[_A(-,_Y[?\ CC?X4?\"0:9_P]O\'&_P*XFBCZC3[L.9GH5M//#=0K M+\$=\;=&VD=\)=ZFVKQP*S?#G_ "!K?_@7_H1K-\8\NG_/_ -EKS8T>:K[- M>97-ID[5_NC\]J_W1^5>;44OJ'!|\A @AS'L.U?[H_*C:O]T?:E7 MFU%'U#^[^' !#G/2=_W1^5&U?[H_*O-J*?U#^[^' !#G/2=_W1^5&U?[H_ M*O-J*?G^?X^?X^>J=8\(VC/04R1DAC=W "*Q..@%<$IX-_Y> HG_LU:>[_B77-M7_7)O_037GU:?LY./8N/O-%?_A(--_Y[#_QAO*/^$@T[_GL/\^_&_P *XNBN M#VK[\M^24]? =_U\CM/^$@T[_GL/\ OAO*/\ A(-._P">P_[X;_"N+!HH]J^P? M4]?=-P:?(]3_(2#3O\ GL/^^&_PH_X2#3O^>P_[X;_"N+!HH]J^P?4]?=_U\ MCM/^$@T[_GL/\^_&_P*XNBN M#VK[\M^24]? =_U\CM/^$@T[_GL/\ OAO*/\ A(-._P">P_[X;_"N+!HH]J^P?4]?=_U\ MCM/^$@T[_GL/\^_&_P*XNBN M#VK[\M^24]? =_U\CM/^$@T[_GL/\ OAO*/\ A(-._P">P_[X;_"N+!HH]J^P?4]?=_U\CM/^$@T[_GL/\ OAO\ M*/\ A(-._P">P_[X;_"N+!HH]J^P?4]?=_P!?(].:7;&218UDRS\$*!L/)/X5I M[5(Z"N:!L/^/^V_ZZ)_Z\$*[]?NUO3?,M3S\125&228T*/0#*_J^U@_*O.Z*/:KL'U)_S?A_P3T3:/0?E2[1Z#\[\ZHH]JNP?4G_^_M'_]/1/E[A:4*O917G5=?X3_X\))/^NA_]!6KC-2=6K&%;#.C'FYKFM-+%;KNE9 M8QG&7(]^U++_GY@_[I7_&L[Q9_QXQ_]=!_Z"UU\@^I+^8IO^TI+_GX@_[I7_&C^T!+_GX@_P"^_MU_QKA**:^0? 4E_,=W_:=E_S\0?!]K_C1_:=E_S\0?\ ?:_XUPE%'M?(/[2_.MF.[_+3LO^?B#_OM?\:/[3LO^?B#_OM?\:X2BCVOD+ZDOYCNO[4LO^?B_OM M?\:DANB>Y)6.6.1NN%8$UP-;/A7G4G_ZYG_T):J-3F=K&=3"JG!R3V+'Q+4? M*!\28 S_9UQV_Z9M72I!U:YOXF?\D\|2?\ 8.N/_1;5TB?=6E'^-+T7ZG'+ M^%'U?Z#J***ZC 1NE1N:D:H9* *LTF,U':PK>-(&9AMQ!T_6FW#=:=HK;GN/ M^_ UH E;186_Y;2?FA=* F?'V#![STF_,?X5IT4 9?_/?X4?\(_ M;\ /2;\Q_A6I10E\ \"/_/2;\Q_A1_PC|O_P]}OS'^%:E% &7_P(;_\)\)OS'^%'_"/V_ #TF_,?X5J44 9?_C|O_STF_,?X4?\(;_ //2;\Q_MA6I10!E\ \(;_P#/2;\Q_A1_PC|O_P]}OS'^%:E% &7_P(;_\)\)OS'^%' M_"/V_P#STF_,?X5J44 9?_"/V\ \ STF_,?X4O|@=0? \|)OS'^%:=% &9_8,'_M #TF_,?X4!=%A7_EI)^8_P *T*_JZ@6S:/:S'=G|QˆE1^94FM-M:W_.!? MTJENH Z*BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** .6\|+?\C)XP_[*2?\ I';5BZE_R\$;K M_KL__H1K\|+?\C)XP_[*2?\ I';5BZE_R\$;K M_KL__H1K\|+?\C)XP_[*2?\ I';5BZE_R\$;K M_KL__H1KHROK_S-*_Q+T?Y(MKT445] M *T49HS0 449%&: "BBB@ HHHH !CPW_,@>W_X%_P*A M&LOQE_RZ?1__ &6M3PW_,@>W_X%_P*A&LOQE_RZ?1_ &6O%I_[S\V7T.;H MHHKVB HHHH 3J*6O"_'W[45MX/\ $UYI%IH+:E]ED,4D[78A&\<, -C< Y'. M.E<]_P -D'_H41_X,\ ][37O4\AS*O!5{4M'JM5^K,76@G9L^E:*^:O^&R#_ M -"B/_!G_P#:;|K^&WC^U^)'AF/5|:"2U_>-%)#(0Q1Q@X!|C::S@=>ECH^UKOY!S-NBL3_(3?P\ \|!K3 P#P)3_&C_A-_#__ $&M/\ \ EA\ M:/K5#*=?>@^KUOY!S-NBL[3O$>EZM,8K+4;6[E5=QC@G5V"Y $@!IR/SK1K\MXU%S0=T8RC*#M-6844459)8L/^/^V_ZZ)_Z$*[Y?N_A7 V'__ &W_ %T3 M_P!"%=\OW?PKKH[\;'?&CDO%7_(23_KD/YM6-6SXJ_Y"2?|Y_X#_6F7G>GZ:|^Y_P"_P!:_-BBBB@ HHHH **** "BD+ = M3BCH_.BZ 6BDW#U'YTFY?4?G1= .HI,Y!:8!1110 M 4444 8^O?ZRV_X%_2J-7M?^_;?\"_I6?0!U%%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%0\ D9/&'_823_TCMJQ= M2_Y"-U_UV?\ \ "-=&5]?G^9I7^)>B_)%>BBBOH#F,SQ/,]OX;U66)VCD2UE9 M70X*D(2"#V-?""_$?Q@_W2%&N-]-0F_^*K[L\6?\BKJ__7G-_P"@&OA_X97W MC?3]2NW\#+]J37K1 3_V; 97\O<,;@ <#,*^^X9A3]A7]3C%M6^+1=>MG;[CC MK7ND4\ \A8WC'=C_ (2?7<]L=P7_A)[G]H39_P#0]H]: MU^-'Q%)IGB9M;A@^SQWGJOOO6+).S[F,?,WYUR_B3XF>,Y/$EE<:WJU\ MFMZ+(X@^TH$DMG. PP5&#P.H[5]E1[CB)^H3?_%5H:M\3?'/CZ6SM[S5 M;_6);.<7<$;H':.1>C@*N>,T_P 2?%'QYXP\/S6VM:O?7^CM*JR"6,>5O4Y M)^]0>-<9K54-8QG0IKOKMZ>[K^ 7\V?2'[,&N:AK_,/[JXU._NM1G74)$$UU M,TKA1\&0,L2<9)X]Z|?KQ^ 9* Y)O>?]A*7_P!%Q5[97X_FL5#'5HQ5E<|& M'PH****\HT.X\-_\@>W_.!?^A&LOQE_RZ?1_P#V6M3PW_R\[?\ X%_Z\$:R__M&?_+I|\'_/9:\6G_ +S\V7T:,HHHKVB HHHH ^0/\$? P3\3>/O&?B?5-)BMGM M/[5N(LS3A#N#G/'XU2_X9=\<_P#/O8_^!(_PKZ5^%O\ ]?%'_8>O/_0Q4NO^ M.M3L?%,FAZ3X=?6IX[2.[D<7D< 57=T ^?KRA_.OMX<0YA3?L*/+:*6^FBMN MVTCE|C!ZL^9?^&?^'A SPL?_ D?X5|[^SAHMSX<\'ZH=Z%6ZM=4EAE"-N& MX1Q X/>M_P#X2_QET_X0&3_P;6I8/A6Z\:>'9:.9_!+3?VAJ$MZ-NJ0#8'51 MM/KC;UIZY\;F6,S\@Z6(<.C5I1_^2'&$82NKG]J)7#_\)?XQZ\ \ R?^#W:W MK0\'^.;WQ%J6K:?]L\C-HMYIXA+QM{.CF6QU-%%%6A;8B_>9L#A1D9)X&:T[KPK?6NCZ}]_"SI[[*M2K;0P[FE+1N%*D8ZEB, $YJSX.|26WA[^W/M,N.?SK*I4L-*#=2=I M/\'S)?DVS]IQ&(QL:BC1I7BG|ZY)/_TI)%'2/"4=WX3\6ZC=_:(+]1FME2#A M1ND$\,K@C.1CID8/6J.H>#]3L;K3+983>7&HV:7'5-HK2-Y;|B\59VW*2<9 M'O6Y-XXLWTWO[;K#/O\ $%U%/:'N$59WE(?YN#M8=|,_G6CI?Q*TVS\:>$=_M6DM[EK;2-*2QF153<[K'(A*C=@C+CJ0>O%=;I8&480YI;)O_ +?:,;?\ VI9G M#I8S*G*=14|[NWI3BTE_V|=>MOOP+_Y'&Y_Z\W_]#2O>Z|$^\!?\ R-\$_P!> M;_]H:5[W7W_S_ +@05GQ? $G_(P;\D%%%%?6'RY8L/^/\ MO\ KHG_ *$* M[Y?N_A7 V'__?!=$_]"%=|OW?PKKH[\;'?&CDO%7_"$D_P"N0_FU8U;/ MBK_D))_UR'\VK&K"]|3/1PW\'*(4445!T'|_%]O=/X9T&*&R

*099G%3*XRC"*?,[ZGRK_P (M?KHR?[%U#_P%D_PKJOA3I|UX=^)7A^ZU>QN+*U:=HE>YA9%+-&RH,L.N2*^@ M,#TK-\1Z#!XDT>;PG)4,,K(OWHV"*L/<&O&1\+T\+..->E-N4&FD[6;3O;YGK M5>):F+IRP]6"49IQ;5[I-6O\B;XK>'?$MQHOB/4+?Q6;,1Q92/\ V7_9\;?(ML1W)YA.[YL-SVW<=*G^$>BZ[8^'M)O[WQ'|NTII-C\G3C9I'Y&40K^\|RVU0 M1SUSFL6S^(&M^'J-DTOQ/X?G\0VVPQ?,=/C67SXR,$21L1R1U[*-5]4\2.YX MVTM=%TC29/"NA;!%)/<*J2^7C&QU%08X^GI7T'/0]OI8CS.=OAO+?YNUOP/ MCOJ^<*E2^JF0\=\ F]E?X;LMS:ZU>QG-M=:KW\KL M*]Z;IT&SDV,%G;]$AA0(BCL:5]O3P]\?I4B<VU>]5:G4^)/^=P~)/^=P~&_X4?5_H.HHHKJ,1K5 M!-4[5!-0!FWG>G>'_OW/_?ZTV\[T[P_]^Y_X#_6@#9HHHH ***^ .8^>)7_) M/?$G_8.N/_1,5^9/[47__"0SQ-_VZ_|15%7Z;_$H_|%OO$G_8.N/\ T6U? M#%W9P7]O);W4$=S;R##Q3(&5AZ$'@U^7<55EAL?A:S5^76WHT?K'!]!XK XN M@G;FTOVNF<+\#/%6C^)/AGX>CTR_BNYM/TZUM+N)"0\,]Q*I5E/(Y4X/0XX) MKH-'\"Z%H7B/5-=L;'R-5U/'VNX;Z1O_5_=+%1^>,Z]\"O&F@_$74_$'P\MKL M*\1_#-E?0K&UM("!G +?N_*= -PR,8QD!,`P#0PG_R M)7S-:|TJTV5 YO#0O\Y%XJ|%YJ*%IK'Y?\ $%+*_ C@XW$(C'6MC_A#? V@_^Af\/_\ ?A/_ M)$H_P"$-_:$_P"Af\/_ /?A/_D2O3P_+2IPC.I2E*PMN5UU[6=CR\0IU:D MYTZ5:,9_%%*-GIYO2_D>L>#/ |GX1\|Z?X75OM%M,VQMY6/R^86R9#QTR68^ MV:M>$_!VC^ ![*72]"I_L-@KM((?->3YFZG+DG[:\=_X05|H/_H>O#^?^N"?_ M_"}2'P,^T'R/^$ZT#_OPG_R)7D3P,JCDY8N'O.|U=F^]K'LT\P5%1Y,'4|U6 M6D=%VOS&5\>/%6DZU\;? A9IEA?Q7=]IFM*+R&(EO)+SV^U2>F?D;(SD8YQ7V MC\|,?|+O6OI?X"_|)6=_P!Z,_T1)73&O0>.PF&P[%O^1D\8?\ 823_ -(J:L74 MO^0C=?\ 79__$(UM>%O^1D\8?\ 823_ -(J;L74O^0C=?\ 79__$(UT97U M^?YFE?XEZ+\D5Z***>.8\@\Q2?M)_#WPGK6O:5]6KWD=WH/EG53;Z->W$5D) M &C,LL<+(H8$8);',L.] (L[RWU&S@N[2>,ZM9T66*>%PZ2(PRK*PX(((((ZY MKY*:X,^+,_'WQO^/VG)(X=.MI-2O-%EG^VQ'##BUE,L:!A\RL<28W# M@$<\1^'T)\,J974/$GAO3O!^H?Y=X?\.Z=9^%-0T? PLM_=ZF\;Q*?.OQ;R/$T M01P%1XB< YYPR(YF?>5%?"?O8\/>*-&\<:3X>TX31W?QF\/6&FZIYORRV!W; MF$74\B'D?Z,\F>,Y+=2#3/BU\ [B7Q=\9+?3O!FHWVF6?A33;7P\8[&62)YH MDB3|QA=KRJH894%@"_3)RQ)9-#TW6[&^U/P+_9]YX7TWP?:5,R7$10HTTDLCB>ZS(_MZAHP2P#GC)W..\1V?W=\ 3>*=W-I?=@ W0+N\>.`3>*I^\"2XF\B'"QQHI9B%09 M. "< 9J/PCXNTGQYX;T_Q!H5W]NTC4(_.MKCRWC\Q,D9VN PZ'|'7QKHOP3U M:S\66&G6/A"^@TW5_A$EMJ0GLY/L\^K88JD[..OGJP3 8[E"KC KW'|CG0[M3P[\$=$L/^$;NO#>N0O!=6CO-'ET^6:?)^=C)&OG';CYP6[,\8I7;=V-/6Q[MC11106=QX,_Y !O_ ,"_]"-9?C+,_)=/H_| [+6IX;_Y !O_ ,"_]"-9?C+,_ M)=/H_| [+7BT_| >? FR^AS=%=%T087BKQYX9\"QVI(>)/$6D^TN2RP-JM] M%,'4KC<%+L-V.C./45;\/`)=(6Z7'}6AZK9:UITA94O-/N%GA8@X(#H2"0> M#S7SS^U9+? P_&+X"/I=M;WH+K5T88+NX:WB=O+BX:14+-3UK2_ GQ N=/O_)NIY([[1V?)#%PT€M- ML:7,9D9RH;AN*T[G4/'$NB_!K4]5\6>)--O/B!XPDO;NUM]3GC^S64Y!AM4& M[*QB/# #! <^@-,7,?<5%?GGI_Q \8Z;X6_M9/&GB*:XT?X])X=M4N-4EE0V M)WLT4H8GS\G;S+O(" +M!,.Y/X_\>77CGQ0^K^.+#P7XITGQ>/)L|<\275]L MNFC"Q6\&E) T5Q'(K9$H)%9NF^)= (U]^\"RT_5;*_O=.D@5[. MXUPDDEJY\(615)*$@'AL=*^#_$/CKQ=IUK\0_$D/C'Q$+W1_BJ=+1;2TE\P 5 (9E:8",%0: YM3ZLHHHH-#!/O__"|_1/\ V:MS5/\ MD'W7_7\0.036'X- _Y>_HG_LU;FJ?\@^Z_P"N32\ H)KY_%?Q9?UT-H;HX*BB MBO$/I5L<=X\^+GA?X;ZIHFFZ]>746HZV9ETZSLM.N;V.Y,04R!4@C\!_$3P]\3-'EU3PWJ U"TAN9+.,=#)#+!/&A! MKPWJ]+P1XL\7?&+X,3>%6U#3[|-M8W:],6 NH=-D>"$1/-N1D"EE(PV-P# $ M'D>(6_@3Q\. .!P^'W*:\FLV?C<:KXT2XTV:[M]%$\L7<_*INMXWR< M!N =P[XT82A%|VK_ ,SAE7G"I)7QJ3)1>$/ABMNIQ|EWH- MW\1Q-O8|/?P=<2.6WF1W!EBL|:9FE*=/E4 X"$VO0VP|83:-X]G\:>%3M-M6TSX:?GC?3;W_A&8M/EM9KK3HT=:QHL,J'V.WV<-7Y>6§? 3"XI_5E; .-^'H+ MZR[VY?Q/O6N'M)<:3X/NM0\KQ'JL$ES9V7DR'S8XP2[;PNQ< '@L" M>U?$GCWX7^*-5\-^/X_#7A37+3P+?>,-)N-"T2'2Y[66)41Q=SQVNU9((RQ3 MYM#] >,5Z%XR_9 \+_#G]H+X875AX!FOO D-G?17CPZ9<:P(EBSQM-LLGW MY 59N ^P7KV6S7 MK+|*UQM /G0C<<=\1SPW&<'BNIK\^I/A1XKOO"=O8W'A/7=LGQIDU&6-;&=' %MBT:*;G(4,L77!Z,#C@U?UlX8^,-.\/\ Q"T;3O#&M0>"4^)-K>3Z)I^GRJMU MI!9A*+:%1^\CW>22L8(PH/ 4U;P|&I)K3MK^-ON/O:BOE3]C:WTQ?BM\=) M=!TN'R]\.KV<5I:BP:R$6U9]8>0R(T9&1E2H(STKZKKG]P+G_K8ZZ53VD. M,U,,16' ,!_VW_71/_0A7?+]W*X&P_X_P"V_P"NB?\ H0KOE^<+F>9C MOC1R7BK_)"2?|CAOX41K.L:,|L%51D MLQP /6N2T9XQ- O%6K0:7HOC?PYJ^IS|O*LK#5K>>:;3:I9MJ*$Y)PJDG X)K MH]8_Y!-[_P!<' | 037YI?"74-2TKP7\ +SQA<6NF_"VR\03WL&L6MNPFM]0 M2YE*0W4C2%5B8J&W!1\N\$?+NK>C152+;>W^1G6K.G))+?\ S1^F]%?!M_|M$KQ@UYJ]S_PE&K1_%U/B$ME:>%4U"7R7TORUV(M@&\MK?QMJ>F^(X?B!"-- L7U;2*Z33V6Q4*6_8 MR<' -7_"?BK2_ \MO3M?T2Z^YZ3]$0GMKCRWC\Q#T.UP&'X@&OC"S6O\%_$7 MJ]ECK5_HOB>'3)K[1H6U]XAFG!L+F1DC,H\X|\K*Q#>5QMV\52T7Q1XG\5: M_P##VPO/&'B6*TN/A9}URFKK%Q"US=(9BLSNK!BX94.X$,=@4D]64U!75M'M_5B? K3OJC|RHKX#\/_%KQ!KND_"H^./&FIZ+X9N?!NH7*:DNK2Z=_,;&IPRRQ M(DMS&Z,[+&L+89_F8Y.2W/T3^Q]XFUK7?V6_"VM:M=7VOZR\5](TU]<-+<7! M6[G"'*9'))^5549Z #M653#N$>9OK8UIX-27*ETO^1ZAIGQ():UXAN= TJQ M1HM_KMLTB3Z7;ZA#)\>--.8^#D(ACO=9R.5K M5U!,ZDMEX,U":1I?"4\EUY4YO(%"SR(T9 5R0 [-(R%W? JEH.K6VO:/9.A9W MUIJ5M<1+(EW82B2"7(^\C D%A[*S3NF*A7]M=-6:+]=7X3_Y!\O\ MUT/_-*"M+/\ CQB_ZZ?^RM7*5U?B MS_CPB_ZZ#_T%JY2BK\0L',#"BBBLCO.6\,_%3P5XTU\K#PJXOT'7,Y8S*,?3 M-3@N)@#(;,:C$X\O'}O74U\#Z)\1+&&S_:QOO#OB:WCU*>,[?!MSI=^HFDC7 MS 9H61LE074;UX&X<\UM>&?^$NUOQWH0@^\-8:-XUB9I(Z9:IEWHO@^:\,LDDUVO#:N\O^&1P1Q.VEW_F;\]LDDUVO#:N\O^&1P1Q.VEW_F;\]+TQ>*GO^\ BCX5 M\7^:,? #]YK":AX0\)6NBQZ;$TCI=:N3NNK@P'(DEC0'[P/)7&:H:3\)0O$,/@7 MQ/]>C_$JRN;2[\)27+:3;^+KW6=4@O80I-YNEB0V;'S0K1A@,] VT;#Z]]KE M?6EO;0^],R\M]/LY[N[GCM;6"-I99YG")&BC+,S'@ $DGIBH=\UFP\0:,;Z MCI=],:EI|PN^&[LYEEBE7U5U)!'N#7PYI]XDO\ 4=#\,OXD\1ZW;^*?@_ MVM>6EW]MQ,9KYHF97C&[Y&.%0A,;P#NW%F+5/ OBN'I_@KI&;?3/%5Y8>$KO M4Q!XSOK379U.GL>3"IHES91N/=#@TOO;S5K^2ZN+74UG2&5UDX\L,TI=-N6 M"DI?U9W2YM6/ZRK-|NB/M.MGPI_P A)_+KD?_ $):Y+PQHK>&_#FF:4|[M=:.F]G,1P->WLK2S3LJ@&1V8DEF()_2>M=;X4_P"0D_|UR/__*$MZ;.S)#=PO [1D!@K*5)&01G!]*\[_X99\ M-9_Y"\]_[_8O_C=>S_Q=:#S7G8K+\|+C)*6(IJ36UST<+F.+P2:PU1QOO8\8_MX99\-?\ 01U;_O[%_P#&ZA\AEGPU_T$=6_[^O?_!NO9\48KB_L/+?^?,3N M_M]-/^@B7WGC'_#+/AK_*",K? \.?V+_ .-T?\,L^&O^@CJW_?V+_P"-U/|M MHVT?V'EO_/F(?V]FG_01+|SQC_AEGPU_T$=6_P"_L7_QNC_AEGPU_P!!'5O^M_L7_ ,;KV?%&*/[*RW_GS$/[>S3_*")?>>+_P##+? AK_ID:KC_KK%_\;K8\ M(? +0_!?B.UUJTO,^6XMMQ1)WC^G39?2G&< M*233NO4SJ9WF-:$]=2M)Q:LU?=,DHHHKVCQ HHHH QO$'W1,J6T8E62+?)(5\B?>?)(5\B?>?)<$M^ M<=11110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1

*<$$=Q7K93P9_:&"CB;E7EE)722Z=+F=3${NM)@G2:3^*X,6=G/JP*@GUS7QQXT^-7C'QUK$U[>Z MY>PQLY:*SM9VCAA&>_]J0./4\^!>)EW"V+S#$5;*DHJF[-[Z^2-9UHQ2?<_3M@>M'6OC+]E7]H#7KCQA:^$?$-_/JMG?AEM+BZ)FV5U\HQ/U>OJf736S1I3J*HKH=1117D&@4444 %%%% !1110 45FKK5 MQ_:SZM*@ HHHH ;5/6&NETN\-D UX(7,(;H9-IVY_"%6Z M_\ BH;_#/PBM(7UNXFDN;@$P6-J@>>>0 X+ $@ #U8CVR:WP]&K7J1IT8N+J]WP_>;5%(*WTEM;&?(Z' M?UR,#OQ7KOPO_;6\'_%"^2PMIYM*U5CB.QU*AE_ZVL"58^V0W7C%?W5HLL? MCL-3=3!NG&GN]^GELCCH(\D)/WKW/7]*3M\/0GBJL-/XLR)E)15V M>1"BOF6Z^-Q:M;ZUM6TJP>S2/+ "\9B'R MT^5NU_B6VUS-U8QW/L3*.*^0_AC^V!XK\;>/]"T.^TK2([34+E8))++>.4.H M/<R9_"OKRN#,OZU=6%G(\4K-K3QMO5%<@ M!I!GAE_.0M_XLS6UM\,?%YD74Y)@C-&]MEO(.!M05]9P]*O'!598:@IRY MEK+ELEUW:U[&%6UUS.QQ_P#8?Q?_.%>_P#": V_K\ 8'E^=YW]M/OV;]F[M9YF>M7=>T#XO?#R/0]6\0;]K$&G7EY#A&M/+EF&X*RB0]55O;BNC_X:(@_X M5'_PC\ PK2^_P"4$\G[/]J_M-]NWS,X\SR.9W<=:.N^.?VA$\?:,X?TSQ%\:-M;ZST^.^AFM9FU)X@SA2JD$P#<-KDXSS7UBGF#G:6$AR\S3^"_+96^U\6]S"T M+?%^8S6-*\1>*/&?B>4?$?6M";,Q#J.FZ?]\+SR1%H$$V"1*HC7:P PIZ5ZO M^QGXBU3Q)\,=2GU;4KS4YX]7EB2:\G:5U00PL%!8DXRS"N:\H;6-6L_$_CB M2R\(G7$TGO)]5[;WAU);?9+)'L=1$1F:,&Fl:O(!KTC\A;_DE.K_/8;E_\M1$%?,9G_P!DMS2NG"UN6ZO?MKM;XM;FT/XB^9]'T445^=\6%%%% "=*.U'% MI_PII.3LA-VW-.XU]VM]4MM/W;KF;)VK_"I.3 M^5:%>2>%]0 XJFVNKR<#+.7EE8 71$QES M&A16?_PD&E_]!*T_[_K_(T?\))!?_02M/\ O^O^-19E71C>%?\ D9/&'_82 MC_\ 2,VKI_>N-\-ZG96^O>*>R!(VK^-XF;10'7[+,KN7GD;@PR.X(15T]5=7^9M6:YEZ+(C1HK/ _.$@TO\Z"5I_P'_U_QI M2VU2SO'"6]W!.X&2LN.:Z+,Q+E%%% PI*6DH \UHHHKZ=;&04444P#% M%%84GCK08-4FT^34X(]!*>&W=&\A994E>-'>@8K#(<$^GJ*:C*5^5-Y%==3=MHHHI#"BBB@ HHHH *]*KS6O2]\K'?9^?Z%1.(\2?\AJX_P"__P#H(K,K3\2? M\AJX_P"__P#H(K,KNH_PX^B)>X4445N 4444 %%%% !1110 4444 %=OX;_Y M MO_,"_]"-<17;^&_\D"V__Q_(UY^, AKU^CN5O%W`C%_UT_) 96KE M*ZOQ=_QXQ?\ 73_V5]Y2OFYOQ'OX/^&PHHHK$!PHHHH *****"BBB@ HHHH M*V?"O_(2?_KF?_0EK&K9*_\A)_^N9_]"6M(?$CFQ/\"D=']O\ R#KK_KFW M\JX.N\U7_D'77_7-OY5P=:UMT80>$PI./KQ6 M1XP\8#2U:SLV#79&'D'2/_Z_\JX_PK?16GB*UN;]79&"Y>1SZHPY_$UK&&FV M9N>MD>OY%&161_PEFD?_P#%^M'_EFD?\/_%^M9\K[%W10^>)7_)/?$G_8 M.N/_ $6U=(O*CZ5Q?CS7-/U3P5KUI:W4"02PMG:Z]#@X_F*=)2&9EUWIV@_ZRY_X#_6EN MEIVB+M:X_P"__P1:_-6BDBR*.HLBG(H 6BDR*,B@\!*3(HR* %HLBG(H M6BDR*,B@!;*3(HR* %HLBG(H 6BDR@#*U[_%EM_P "_15&M'UC0U\-U'0T444 %%%% #?PKQG]J+X6WWQ.^'BQ:3'YNJ:,F>*_%6E^"[*N=7U]\CL=/MUR\K_H .I)/0#FOF;Q'^W?%#?RQ:'X M7-U:*V$N+RXMG&>NQ5./^^J^CR3 YC7Q$<3@*?,X/?9>EW;!MS*I*"7+)]GMR5>;;=Z??265U;36]Y&_EO;RH5=6SC!4\YK(._8W^<$>K>#;35?$>M6LEC/[$ M:06UK,A618@=Q=@>1N.W_V:X^T_;:U?5M4M8K?P18W_]*ZP0]MPQO>_;;_9WNOBL;;?= -==>M(O(>"M9]BW.0)90&Z!P6.">"#R1@5\X;#^ZA\2=8U1+2OAI<,_:+>7=Q'5Y]Y2OFYOQ'OX/^&PHHHK$!PHHHH *****"BBB@ HHHH M*V?"O_(2?_KF?_0EK&K9*_\A)_^N9_]"6M(?$CFQ/\"D=']O\ R#KK_KFW M\JX.N\U7_D'77_7-OY5P=:UMT80>$PI./KQ6 M1XP\8#2U:SLV#79&'D'2/_Z_\JX_PK?16GB*UN;]79&"Y>1SZHPY_$UK&&FV M9N>MD>OY%&161_PEFD?_P#%^M'_EFD?\/_%^M9\K[%W10^>)7_)/?$G_8 M.N/_ $6U=(O*CZ5Q?CS7-/U3P5KUI:W4"02PMG:Z]#@X_F*=)2&9EUWIV@_ZRY_X#_6EN MEIVB+M:X_P"__P1:_-6BDBR*.HLBG(H 6BDR*,B@!;*3(HR* %HLBG(H M

%"R0-Y0)_A#%B!_MF ME[!V3OV_$?/K8_3OBO)/C1^TGX9^!/B3P/HFOV.K7=YXNO'LK%]-AB=(W5X4 M)E+R(0,S!]T-T;CIG\Y_'_PMT?PO^PO\+OBII-QJEGXWCU(0KJ*ZC.1'$9+D M;(HR^R(QHWR './@SP_XB^(7I//B,_T\?;_ !BT<&N3-<2+B%6 ML0]X#!4P)Y1E 1^;GH,5&BN9)O37\!.,L?I=Z&O);C]H#PU;_M!V_P '6L=6 M/B6>S-ZMT(8OL001-)@OYF_:%/\ !U[UVGP\'^'7A_P"%/@S3O"OA;3_[*T&P M\SI-;>=)+Y>^1I'^>1F8Y=V)/7'2OCO5/\ E+!I' 8 ;_TCEK&G%2>)?A_\ LT:S]'A>XN;&ZN;NWLKF^MF*R6UO(Q#LK#E2 MQ"ID#M#_ &>/AM\"OB-\+!-7OK?Q)KRP37K0ZC+,VK,T2/(73 M<1e02-Y90 [\$$C-53H\R6X12Y6?]UTI:_/;XU ?&S_(* V?PP^(.IWE\ M//;2P22QTE;Q[:#4)&M+1+DE2,L9&= <@YQ%M!%>@_&;PU\&/V8_P!GGQEH@N-< MF\,.EK-K!-HNCZKYMS;W(V3K;)(Y+0HRPS$MO).TM@Y84O9_"KZL.;<^Q^*\E MM_VD?#-Q^T'M= ^3%]B*&)9,!_,WYPP_@Z]Z_/#!? M'PF : M> ^"UJX5^'^]?'32O$FHV=N^GR^)/[1&IVTTT4,.Z9+1@K*?E&KNQ;4GL#?7";[H[=9G<.L@?EV=MH;],#%;>P MC&_,^ER>=O8~^]/\ A,?'/_"W/'^$? P""%>?\ %#^5O_X3'^VX/0\ E;MGV/'F M?'\ DSGWZ5Z!7P?<6L5C_P %4I"MH%V10^'?+1>3A192 #)IA7CGPC\(Z)^T MMX,^,WCOXNZI>?\ "9Z")9;-I=1>+^QPB[2,#'&& PKHJ!2"/EP!DY[/8IZWT MLOQ'S]#]5#BDK\K_ !5XX1^-/?\ =@F'#>=);NXU&YM?$D=G;7EVQ>6:W1_E) M8]MM+,F3V0#M5OXR> =.^!M^Q^S)X'+*7&J6? B+619C4[F;49IS=*%M7""S&8 M*F')'78H",2!MXH5#6S>NOX"!IY'ZC=** ,;]KSX9^-?%/!06M>*KCP[!\8/A MSI=HD9\-6OB$VQTIE@0R>;'%(LB-O$DF0#D.H)Z"OH#]@'Q9X4\8? VXN?!V MG:MHNG0ZQ/#-IFK:A]N-I-Y4+&.&8J"T6UT(W):HE3Y8N?\ M@4/^O>3_P!!->+5[3KG_(#U#_KWD_\ 037BU72V9G4W04445N8A1110 444 M4 %=YX*\7-(T>G7C%YRPRI3_ N!KAH()+FQ)HD,DCG"]HD)KU=PIX4CT. M$338DO''+=0@+[C651]VII3O?0Z6BBBN0Z0T0*6DH \UHHHKZ=;&0445G^(= M0DTG0-30H55I,:VEF17!*EE0D X[9%,#0HKY2\/?M/>,=/\ @]X, ^*GB:W\/ M7WA?6;I[']J.GZ793VMU8*TIPK,DKSR+!* 4R4*)\X -WKH=+_ &C++P7]OQ1N MO$GB#5O$%KI/B'''2+#28|&MX)(II2^RVMV24FXR\!^78? D/K03S(^C***8/B MM^U1#-X$\?+IZ]X0O+"WU">72K#49D-P[!4CC^TF)P0AR2XQD8R>G4 M>#_CQXIUCX^?$'P)<>%)[W3/#D-LUO<67V=+@EX/,+S%[D*5E;_5A%R Z^9L M^; ;CW>BO F,:N\/^*3KQAHFB>-+]4Z=X?O-6M3)X45E^*/$VE^#/#NHZ[K5XEAI.GP-IKBTV74(+86[(%W*7$<6[=R;AC;YB+ MG-;@>AT5RVC_!4)%^(D=ETGQ? H.IQ:=$;B|>SU."9;6.9)>0JQV*,'EL#@ MU-H'Q')>*]3?3MS\4:+K&H+ MTUIˆH0SRB$A2)"B,3L(=,-C'SKZBD!T=%-M%H MYDB;O+HZROI_]K(AOAX@S66"2M0&[F' /[S[O!Y[@;]%7)35KF&//WKSR*MZ[\2O"&AZ'8ZUJ/BK1+#1[_'V M34+K488[>XR.CRY&8*^0"> ">!0!TE%2V=]Y 8@D5>\+_ +0'@'QA MK$6F:7KXDN9H)KFV>XM)[:"IBA;,+)!- +&LL?%SP!X=\$M:4;MWM[;Z;/#]C?Q6DXMP#(F^XC&)%&202 VT5YM'M^T9\/KC3+>^M]=DO({K49M*MH;73KJ:XNKB(RK# D1DE501ET4J.];ZWP7X MVT/XB>& [37O#FHQZH-T#Y5Q&&7D$@]RL RL"""K $=Q6;A**NT:*<9.R9N5 ML^%?^0D__7,_^A+6-6SX5_Y"3_\ 7,_^A+3A\2,<3_"D='JO_(.NO^N;?RK@ MZ[S5?^0===?\ 7-OY5P=:UMT"9+C3[&\\4:/H^N7D=NXT M/4=2MXK^-ID5XXGA>02'#.$ MM%OY)M-T#0]]@GDC\.MJD<]WY<)\&O-?@+K+I4&H1/=1E/OAH@VX$=\CBG*G*+<6MB8U(- *2>C.BHKEX?B5X M1N+>SGB\5:)+#>7O]FVTB:C"5GNLX\A"&^:7/\ ^:VIJ?$[P=)XF_P"$<3Q9 MH;>(:,,7]DKJ4)N]X&2OE;M^0!G&.E'++I/FCW.FHKGM)^(GA37O$%WH6F>) MM'U'7+,N+G3+2_BEN82C;7#Q*Q9=K'!R.#P;Z&ILUN5=/8!'7[HI:1?NBEKT M3Y8*Y'XE_P#(#@_Z^5_]!>NNKD?B5_R X/\ KY7_ -!>]A\2)EL>:T445W'(M%%%% !1110 444^***2ZF2*\DD" %>53'!UXQ=C\L O4G_9/^ M-=C-6+3]\OZ##YPSEXX^9NR#T'-:,4U<4K7T N-!;F3>=ZU-%_Y!L/_O M $(UEWO>M3!2^0;# P"_P#0C4%%%ZBBB@ HHHH ,%7HZ5G:]K47A_1K[49U M9X,2%YW6, L552Q R0,X'K7E/_#4WAK/.(.U7'_7*+_XY7G8K,,+@Y*.(]*+ M>UST,+EV+QJ;PU-RMO8]F;/ [4HS7BX.:E\-,G3M5V^T47_,;SRG'4ZD*4Z M33EMYVW^[]6/BIXMOO!7@ZZU/3;3[7(.7F*Y.71Y]=/:UT MM>[2??S/T?AG!97)SP5?DJ5-[V;TD)M=/(]3TGJ]]\AA*ZCH4-Q-C[IO.8U/ M_ 2&_G7%OA/7)_$? AVRU:XLFT^6YC$GV9GW%>F3@=1@],]?**P7_\)MXN M@;=<;,9D37#'H^#\L?XGKI9K[&1550J8V@8 ';O>X9Q&/QE.5?%5+QVBK+7N M^Y\[O7A$ MWG[*7P(OM<.K2_#NQ%V7\]PI'=7,<&?\ K@LICQJ;<5[!3?QIJ4HL.PFKGG7C M>%@#POI?AWQ+X3L-0T?2HUAL+=0T!M(PIH4)$95D7;]C"D#Y1Z"G?"?.MX _#_P"]O=1>"/#%KH7VK GF1Y)II #D*TLC,Y)&<5Z(*#1S2M:^@65[G ME_A'I[FX=>!/"OBGPWH?AS[%HGBA98]7M?MUS)}I62-HW&YY"R95V'R%<9XY MJC^ -/N-3U83"]D,TX1C*"'=8Q($C<[B=Z*&!.00>;]O. M*.*?/*][ARKL>32?LL_#&;X51?#5_#.[P3%<_:TTO^T+KB7<7W>;YOF?>8G& M[-7O%7[.?P]\;#P4-:\/&]'@S:-"_TVXC^Q[? *QIR0>9_[/O)9N^/IG/AE% M+F]<+(X&7X'^"IOBO#\2WT7/C;&W^RHGVN?B/84V^5O\OK$9VYYKEOB1^R M!\/BSK\NM^\/]G?:M,09KR">>TDF(&-SF&1- YQW:)X'I7LU&:%*2V861Y- MJ/[+/PMU;X:Y_P /[CPE# PB%O=^]CTR&ZN(0)P",+I(^PQZLXMM15"]L.EOB1 Z\U=XI.*)!6%AU%%%(84444 %%% M ' ^*/@=X*%?$30?'6L;-]L\5;$H33K_P"USIY #,P'E]X1N7;[RGK5WXH? M"GPK\9?"[^&_&.E_VOHKS).UK]HE@RZ9*G=$RMQGUQ78<4<4^9Z.[*L<+K/P M5\$>(_A[I_@75?#EG]GA73[:&TM-/O- TOD1Q((X]CL2X95&-^[=UYV-(;Q[RYN'BW(R-M\!V1@N59AP.AJW\4KR_\3?$ MKP1X L[^\TRROA4N]>UB?3;N2UN6M+0PHD"RQD.HDGN8=Q4@E(W7@-FL]C/B-5M >>>!- .:^+UAXWU+[3%X9J+3YFCCA9M'FB9DC4*]IS'-#<1;N2<)N))R;7-:R M>XM+['7?#GX'>"OA+K'B;5?"FBG2K_Q)<+=:I-]KGF^T2*TC!L2.P3F:0X0 M?-[#&3\5/V8? AA\;KZ+4/&G@^TU;4(T$8O%EEMRHZ*TD+HS =@20,G%><67 M[2.I_#_0_"?AWQ9J?AAO'E]HRZ[]DOBSQ!#H-K;)/*WE6Z,I#F21'F3"QXVP MEG? (M!NM:$NHZTMK!9FWN8[>6.1XX9MX MWMP#QA\D+\H5BZEIIWO\PO'8W-1_9+^%&K_#6P\ 7/A",^$;&] M*#38[VYC MVW.OTJR+"8[9"+$<^PK>\7? /P+X\\1^$=>UW0OMNK>%)(Y=&N/MD\?V5 MD='4[4D"OAHT/SANGN:Y/1?VC+OQ9HOA"'0/#5O<>+_$$FH1/H]]JOD6UC]@ ME:&[>2X2&1B@E"HA6(E_,0D(- Q7B/A[\4_$VG_94URZO&O\ 5/BG?Z#+:VFI M+:40B2>W+O^AAP%186Y\RHRK.T^K%>)Z%XX_9#^$'Q&\;-XL\1^"+ M/4M>D=7EN&GGC69E ,D2.(Y#@ '# A[K_@;1_#/V3PM MKS;1IL/0NG\X49QI2Z*OW6'2N4TW!HO7+S2K7Q=>"+>Q\'-XE:PS/[^M]MI/M9/MS6:7"6X@VM#YFS=ND5QE\(P56>SXU_.UK0]&<)-#\(6.K^$_# M-^^EW=]>:VUI9'ZL>OL*O?$/]G_.'_ M ,6/"NE>'/%GAN'5])TI*ME%)-*DEN H4!94<./E4_-S@9S6]\2?&'_KW MX=^*O%7V3^T/#TJZU/)YOE>?Y,+R;-^#MW; <9P<9S@UY;_'GQS=>*/#WA M_P#X5YID>I>)=+DUC23)XD/E1PQF(R+>,+0F%PLT8 A%P"YQNV@N(CS2U3'H MM#U/X>? #SP_*?!^G^%O"UA_96@V'F"VM/.DEV;Y&D;Y1&9CEW8]D!X#XG? ML@_"3XQ^*9/$GB_PG_:^M21)"UU_-W!E$&%&V*55X'M51OVB+ ^X^&FG>*H= M&\/Z6?[3N!)U?_A)?$ZZ,8Z;- ,S2PM_D)@-/ M"NB2Z!H5]OBO5M.N]'MM-M!81]/2V#/"?V, @Q\/?%$/B'0O $=E,;O" FPSSSSW*POG(9$E9D8'H5 (I8KG M_&WCGXCVOQ:^%MH/#'%JUX%KD>%M4L+2]AF@2:""X=B9'MRTL1\167:(7 M^89(*I_?WOOYBTI'9_%?]GOX>?&^.V'C?PO:ZY+.C9#<,TD,\;YSM$L3*^W M/.W.,GI63IG[*"PGT? X=ZAX%MO!MHGA;4)UN;FQDGFD+S* %D$K.9%< !@P M..*YK0?VE]7^-?BEK^C?%+2O WASPO::YJ-_H]QK'VK4-7- MC;PI#/#$5*I?$?B+P+9WFL3/YDU MS#//;>< _'S2)% (JN3CDL"3WK+!)_M*ZWK^D^# _$5_P"":?2?"^OZNF@O<- K8 MEO++\,DD&5@$ 1X?M$?EAS*KD'=$8*^Z9=+ +'/-]'!OTRRTVX\0>)KWQEJ'AW2 MK" OH8(MMNIEDD>:.W7RH(XD8_223[F_C+!G7X?>/[.\)Z?KWA_[?:M:>%-G!C1_;;B/[+M5%7E) 7P(T^_NZ>YK#USXQ^-] U!PIX;N/ &GR>)/$$U M]'#'#XBS91;Q1R"8S&V#E&$A!'E!U*"'L"#575OCYXEL8_%-Y9>";/5=,\& M"-/$LUOKA5TF$"7%S%8HUL! _#_P _#EKH'AC M2;,1-'M\F.TM4VJ"3DL3U9B>I))- :NEZE;.UIMJ%E.MQ9W<*3P3+G#QLH96 M&?4$&KU#E*UFQV70@NK9;RUF@@ M:=&TUYX\BB4O(!V%51U)-C;X%7_"?A6/0X1--B2]2#S-NI;N4KG&><9KX=_9>_ : U!5/CM!- X@\6_P!KZ3X^AO[B MTT3^TCFV!M(;B&..=4#3S&4JY.T_*L;=,YYP&9\RL>U>&?V2[ZU\"^*$O GB/Q MC;ZUX)\W90ET^RT=K.>]D$CRHL\QN) 4#.WRHBDC'/&:SOB%^RO,UCXSU2Q MU#4-6U?5_%%GXFT^3K*WWV,\)< ,L]S$DR[9'S\\9Y& >AC\-?M, ^,M=U[P MOX.;3]%7QK)XHU#2-@J?"_]JSQI M\2M4*ZI9>%)+ [PQKFK2V@\Y6A?YDTN#=LCN\;YMI!GEU51M'?.<(=,?2 MOV4_&/Q0T+XNMXSO8?"E]XUU.PN(3':)*T<=]7(9H8[F15W[\1.^,)KQ/Q M-^S7<;YX\^(>N6OBA;'3O'6E)I>JV+:>9)D"6YA5X9A,H7C:2K1L" P[Y'B> MN?'+XO\ Q(_9Q\;>,5N/#?AK1++>V2ZT]>?'H:,]%C<7_C*RN4T_P 'S>#]6*QT(VP\EU<"">3-R^Z3+L6QM M#>QRJ)\(OA__P *K^&OA_PE]O\ ]4_LFV%O]L\GR?-Y)SLW-MZ],FOF_4/C MYK/C#X6>,M/\>6NGZ3KLGAS4;\^!=2\-ZE83/%"N"G]8UP%EC(SY81CDXV[M347A? X]^+=!L_!7A'PGI?AO2PT*,X5K'XI NX+]<02)YF84!GW,A$;]-S;AN+ M%FV!&8TTMC{$HKY3T7]OOQ?X_X12PT#3]&TG4;KP=/XKU2ZU&VFNH?W;O$(MH(UFB(W/&3EG; <#DJ<^Q_LY?$K4_B]\%_#?B[68+2VU+4DF::*Q1DA79/) & M-H9F(X0=2>;UZ57E8[!/S_0TB<1XD_Y#5Q_P'_T$5F51^)/^ M0U5DD88.8UVJQZD8/*>.OVC?'ND^*OC/;Z2WABVTSX? 6UI=11ZCH]Q+ M+:>B:(.4,JW"*C9R!A#G(&.]=C8?M9Z/>;YHV@KX/\67!FO:AI6GZM+;Z7!PNT MM8H14/[Q@P*B/>-S,JCCC)XK85NCRF/X%^/O$EIX=+>$1/#$GAOX>7GAJ6,: M^M7_ +5NY+5X42+RI7 CWD2:IZG+=,"D)_[<*-'O _(4?VCX2DDTC1_+[V MI:5KEK87EM*9IXYLPJ?-4%Y&D/SAMH9\EAR:[@T'IJSPAX@U/14@LM7AT37 M-4D!,2O$4T. (L,VZ4X")B4RC<>>9%XU!/>L:W_;2\&3?9)7T+Q1#87.L2Z#'? M-81O$;0!D1@)*SMNX VJ>2,I:8O=[GGMA\%/B=_P_BSP!HT>L6'PI'AB:RT MO3O&5UILUZ^H/%SCRY+/=MB ^7]ZYOOX& -E*U^=#/O$UO7K.[G\%WFDQ67PG MD\'G[9?V+>=J C< 1^7,_P C%P S,>AR%KV2/]K+PBVDW4SZ;K46MP>(1X6' MAQH83?RZ@6"^6FV4PE>I\PRA<+UR5\Y+XI? M>3:'X12^*>'[AM:L_$T7A_5 M]+UJ*+S+)B6^4^7>%;>.RT# MPE>6&H_OK9A!>R+.5& YW,7ESO4$98DGK6'X%_9N^)GA'2?A3J%W8:HCZ/I6 MIZ1JFF:+=:9)?6GGW5S*DD? VO=;NKI)&C88,!TZ$5F))>D_%WQ@?$^MZM MH^A:/X.BU:?PW>Z5;%)>F>-0PNH9I'ED).WRP-GS\,<"ME?VK/#-M;ZPVK:) MK^@WYGZ"OB:/3M0AM_/O; Y'F0^7.Z$@C!1V5AGIPV /=/)_|_[+US#X\^%<-M>H>#+BZ\#Z'I^]VUU:>*[JQU"6 R3S-,B18SL8L"C@1]P3< 6)4FOKZ&&.VA MCAAC6**-0B1HH"]H& !T %>+;/^UMX- U"95U"QUSP[#)X<'BF"XU2T0+/8] MV01R.VX$-\I49QE=RE2>R^%?Q57XL:+:ZS8^&M8TK1;RW6YM-0U&2R,_@ M_P"&PKYY\"_LHV$7BOQ]JGC>*'7+/6O$TFN:? 80:E=_90F\NGVFVRD,C>]F5 MQVR17T-7BW[4_P 2O$/@;P;HVD^"]E+;QQXHU:WTG29'C201LS@R2,KJR[0M VDD'&_;]HN=^2^M:O8@\,_ 74[?QO\<+0U2^M%TGQ_#;6]H;-W:X MMT2WFBD,@*@_ O01M9NG.*_\%_LC:MI^E:#HNOV6D7QTJUU#3H_$R^)=4GG MBMPXYXE-OIIJ((7.^'&= M6LUF2T<789@$_&8M.\"65[8M-8W]Q)+>+-&ZHXC:V4(1E<\D'M3? AA^REXW^ M%-K\,M9L;[P JGB3PLNH6=YIUQ=3Q6=S;W,DKAHYQ"SH(<#!B(.3R-OS87Q MK_:;U7QQ\"_&;Z7%]7@GQ+X-3P.N;]2 M\]2_M7'PS)XYTR;PH\OBG0-=L]&T_1EO\- JWVMO\ 11%?ROD+('8KM?&W&3G- M:2]O;;?]_7J9Q\A??;K_%Z%AOA7X_F^/'ACXFW9?AN:YBK]2C) M3=/\LD#F!C*0C@$,(\LO\ (("'V/[)_C/1_@CI.B:=]^BVOCO0_$TFOZ9?B6;`M[,%=B&C=_*WC*,<@+U5>>]56^,7Q U2\_;)L===9/[*\+VVZ+^Q]6^R7FGJ;> M5U6VF%IEVX6W=IYF+F1WYN%)N)$N[8>=$WF%B/E.X,_W (,V'X(?#L_#+PA<;.M5_8VF2"LM]=K9Z7]-UJ" /M^9I[@*[N< M%]4L8;-KE?%?B+[TTLRY>.TVV\BW&PD+GQ 7,,2#)>O1_%GB2V\^%9[UZJ#&STNRFOIPG7RXD M+MCWPIKYTF,;2\<^&_A=X9^*WB&P\/__"&;Q>QK<:-90SB^L:.9RL4HN6DV M3.HVEE\E V>"O4*C&=U*/?\ I'76E"SA/JOP[GG.K?LI^/;K3?A[I\>D1/;. MU9Q6GCC_ $N'-MC4Q?LDR_[TYEE4]-WW ,*:U_VD/A#\7OB5>?$6Q&FZSK] MG=26 \+BQUNWM-,MX$D\R836[3QEYLG =T? IP0%6O7/$G[77ACPOJ'B^*X\ M^);BQ\)7L-CK.J6UM;M:VK2L%C?!G$CH3G[]$C'(&5S8 ;0\3;QXV^-?AO^ MRI=,TGPKIK3V.OZ=!;W$MF#:2RK<2I) <[9@Q16B1%YR!)LY(I8U*]9I:?YH MX14Z-K*3UT_-%_9[\'5/$WB'0+/]-JFG:=']H&MW:P7$MO=1V:1R2Q# M>)>TD4?-A22H(X>-%)/V>_%GAG_A ++Q#H? B:34O"$]_VE[9:CI$>C1PS M>:'E3:HO)%ERN4D .7))'(KQ_"O[5.FZ/X;&Z?J4/B7QGK^K^GUY;RUTNU MMFGA16VQEKG.(XF"HQQNV\!BQ"G<\-_M7>$_%]X:T[3;77+ ^*K"YN-(U.] MLD6!Y((RTT6#)N+OD$$[?+9E(5V]>;MJK:?Y%[-%VUU_SL>)_#?]FKQIX=\+ M_ FVG\/KIFH>'I9U.[UN;&ZMB]LDS 1R$K)^\)15^Z6.% ,,5H> ?V>_'VFV M'PH]*7F@_P!GMX++]47&LWWBH7L#07T!E9PL2K(9BTJD*0\: !1DUW7PW_:0E MTG]GNQ\>ZZOB+QQI8%S++=Z_]ATS3'B5)VC5'M_M8&[("]{(Y;C^(XKJ/&?[4 MFB>_">C>(M:\- ZW8:?]NGG48(NYTRVN=HY:,037B2/(%*,5C5_]8@^\2H; MJ5FVK+=_>)4Z*2=W1ON/"-#^ 7Q'TF/P/X>D(VW$D@_$D>(Y]8CO!/[*)CY MJG>]F82[L MM,8./?BNS\._"+0IX?\'7-I7@"W\3>#O!6L76H7NNQ>)[S3+F! M'ECVQ_8_(>6X5MQW?,X^XN223GK6_;4U34OCWX6*Z#X?;6O"6N>'8];AO8! M$MS(LC'$RF2X11$JX#*R^9E6PI&,YGPK_;4MK7P38/K&KZWXU_6?$5UI.EV ML>D6EA=S&+9N146?R1&F<^8\BD[N11*5:UVE_P .*,;5]O_ (;WYG(?!/X M^*?".H_#:W\2Z)XF>_\ !M]>16U!9:CI$>C102F3?*FQ1>2+(-N4D&[+D0DD M5]A5X=-^UVX-CT<7I%KO--UVXNM1UU_#,;7!;QO=VE\AP8I5$E.XP49P=P]\=S M\OBYTQDK(#*?\+=T(%ZJQ%DK M'52]G'W8RO\\,>_K]T4M(OW12UT'SX5F;YH<'B"U2WN'D1%<2 QD-Y (]@^ MM:=%'(_*TTO_GM>?\ ?;___!-'_"M-+_Y[7G_?;_\Q-==15<\NY/*NQR/ M_"M-+_Y[7G_?;_\Q-'_K32_\ GO>?]]K_/$UUU%'/+N'*NQYSXM\&V6@ M>&-7U*&6>2:TM)9XUD92I94+ '"@XR/6KVH?#_3K33;FY2:Z+Q1/(H9UQD G MGY:T?B9_R3WQ)_V#KC_T6U:^K1O-I- [%&I>1X'55'4DJ<"L8UNLXMZ67ZFD MH15)-+]_T/&H()+P)HD;21SA54]TU66[U6FK(U;F][UJ:+ M_,@V' @7_ 7+U%%% !1110!R@ U M/_1:5^>OQ0\67W@?P-JFM:,8?VI>VOE>7:88I]TJ(?N\\B?PK]"OB6W_%O?`M$G_8.N/_$6U?#QSVZU^4\7RC3Q5*&-&U.YM_LEQ>64-S+;_NW= Q7GG@DCGTK[3\% WPYX+U"/485 MN+ ^]09CDO&5O+/]H50,^YZ5\@U^@/\ JUY["HX1P]#$5*]2<%HTU?6U[!%\ M;8C$8:GAZ4*C2:.DI6TO:VX[\.UPGQ"'^$.E?$:ZMKB_N;]WEMU9$^S,@R"<\[ME:_)KO2-C7ZA7P]+$TW3K1YHOBS\FP^{JX6H]M'7=]=4>+'!\N>'5Y34]55 MNQ\V/C_R/3/A/?:IX8^(FO>"\K4)M3LK.%9X))SEDSL.!Z<2+#CID<==:]F7T MKQCP'F]^/GC6Z49\N%8OTC'_ +)7SE?!8? U\.!+'EU4445]8?)!1110 4444 HHHH *** "BBB@ HHHH *** "BBB@ HHHH *** M* "BBB@ HHHH **** $R**X[XI?$S3/A+X3?Q#]]M? 7=DMU;6GDZ,)IB\\R M0IM3(+?-(,@9,,X\. >(;]L,}FM:.?ASXT/B#1,9+Z^TE4T\R16CJQ6<2B\ M\A@2C*$60R$]V$P"17*VKH5R\4K*\ +#/Q*\$>/[.PO-3LK)+O0=8MI-M)+ MJY6TNS"Z3K%&*[",>VAW!02$D=N0N*@^,/W/4'Q>\5>&I7:6Y=(AL=MMJUG'M:^8NKV(N8+D6KMN&Q?.MU^8 G.)C^*M>_P#C00+.MBN9^ZGY8L\ M/RO>3L/0RH? V=/+^$^C>"?\A(WRT_>#W39\'VWC";QMXSQM>NVA\/-1MV[M>=V/[/^&_A'PH?$!?_(1_Q+'XB^V?8L>?MOI+ MOR=GF?+GS-F(]Z9V\X]'_AG6>REXU322$]V?B:W\57OB;3- 0FT_5H(/M2&*:.MVF@\U3-&8F9=RO&V=K C;@Z^L_M!:1HMUJ4KZ#KEUX;T]_&F:CXHMXH/L%I< M,TC=65IA.ZH[]KO'$Z*=V6^1]NQ\=/'6H?#+X/\ C#Q9I<-M/].CZ9->V\5X MK-"SHN0"'LI(^A'UHO*_]%D95K*O&&H>-/"/BCQ)KKM-5U+0)-0;R;#2#:0 M2)1D">66RS.6+GE0 !E>*O@-J'^7OC2VT#Q?'X\.^-'5]=L6TH M7-R\:%+>=L.? S56!I88T4F2*8*R[@.UVOCF31_$MFOA2Z\ M3QS>'-/EL9K7[.R@PS127$X*S&15CEW(_Z,I4YRNEXD+(7Q1^&?@^V\=>+(_M#%SH<4T+ZOX?TVSN(KS3[660(72[>=DN) (=Z%E,,0<*^"[*@U:6@M#VW2M-M M\MM%TVTT^SA6WL]2%(((5SA(U4*]C/H !5VOGV[^-^L^(/B[XD\%Z=XL\&>]+!+G M2KN#3[+3?%%H]YJ.KR/"DIGAB6\M1'S BA1(6*,25SM'M^@GQH!9Z0,:'T@Y+3/&9W,LC$_WT49;CD8^AZ*.M Y4>%,,^S/UY1276I64=@NE^<&]&&DZ?#&K!B_D^,*6D) ^8L_L,< M\>R44!RH*[2PW_R!,?\ X%_Z%,XBNW\-_P# (%M_^!?\ H1KS_#7J:1*WB[M_CQB_P"NG_LK5RE=7XN_X\8O^NG_+*U=>//@/X6^)O MCKP[XF\3PRZR-#@GAM=&O%BFTYC*,/))$Z'<^ N/FP-BG&1FO1:*SC)Q=XL[*

M914E;2/";c]C?P.\,K6EI>;OI6E:AK=MK_|9=@!O%:VUS"& $>2=B,&Y7)-M^ZN-N*N>)/V3?"'BB^\5WMSJ&M07OB'5;+69)X)X0UIHWLLUJLQ*

MF@+%2@2W5%!W'(V_3%2^(/\>Y?$WJ46C_$F[%A'H>EZ8J):QS2&XN;Y&<1RR-M1!0@5$E;!W$Y4<8/'N-%'MJG<7L?8\DU;IFS0=2USQJ[$6M;YIT'C>U^S:U-MJ!K);F"7$+1+(F^%G1P'9OE?!)Y!"%16?!,N@Z'=>'K_,:/_K_AK6=!T5/# MXU33I;P44O;3[E>QAO8\F\3_L\V?CBRTS-M3/$OC+O1K^@V$!O<+I-W):"*9X5PIEE2V6=\\DYDR2<^E>LT45$I.6C+C",=M4%/A7_D/\-][-)OC?R^N-M;?RK@Z[S5?\`D'77_7-OY5P=:UMT$?#_@76O&IU:X=Z)?K=PZ7_98BOKF)'9X M;>>Z$15D4E-(49@."O\'T)6<:DH?"SOE3C/62/DMOV8?*

*&'CKQ=\8=.UG4(MO#7@GQ7K=E=NT=NES=ZC;POO*Q2+/BWY]+QL>1Q@$'T&Z_9HFM_&'Q$U/1O M$=OIVD>-M(72KW39],:>2WV6CV\H^%+K_*

*(2KS_[":)S^%]G]G;?/\SS/W^?-.W'F M?(9?&>FVVK:[XG;UOQ?0\(T#]FB[\)^ M*OAYX@TCQ5,I?>%0@T?ARX6\TH8[ZW4Y+]%G0Q/RW=P,C@XP'=>O-;L-1GTPO!MN0@E@D@$P+*

A%^82>*^CZ*7MZGGV_MK0^=K3]D&&WN/#VH2>*%FUFT)8OXRU0[_L1*E_<,X8Q1QB3]RF.:7QR>;V:?*SO;?C^]\N2O75Z1114R MK3DK-A&C3AK%'HXZ"EI%/<Z*6NT^<\"BBB@*

*HHHH ****.9^G^)/?$G_&#K MC_T6U=(GW5KF_B9_R3WQ)_V#KC_T6U=(GW5KEC_&EZ+!39_PH^K_.$'4445U M&(QN!5IJLMWJM-0!DWO>M31?^0;#_P"_P#0C67>]ZU-%_Y!LA*

*P+_T(7 7-MJ***."BBB@#F?B%;S7G@??X((GGFDL9DCBC4LS,8V 4 Y\, M?\(#XG7C_A'-6_|<&7_.)KWJ?0OBKX/"7MIK$7B.)?j992(2OMD_DP/L*

*M;]N*CK@4C84$G@5QX+AFC@N9PJRN[6:=K6_|_/LA^!M4T^]Z/$]*1GO]\]?TI__#4OAGK_&;JV/\ KG%_M\))>%PLU4L[)VU?W'V.%X8RZMA%B\7!'T[]-M[7-HE\S[&;]J;PSC*

*TI5O;!W%_|'*F^.NEW/MU=>)/$\],26[:O<[$E&#L# A,\7!'-C_(#7RT<=3VKZL_9_<3WK3DL-X=Z)?K=PZ7_98BOKF)'9X M;>>Z$15D4E-(49@."O\'T)6<:DH?"SOE3C/62/DMOV8?*

*&'CKQ=\8=.UG4(MO#7@GQ7K=E=NT=NES=ZC;POO*Q2+/BWY]+QL>1Q@$'T&Z_9HFM_&'Q$U/1O M$=OIVD>-M(72KW39],:>2WV6CV\H^%+K_*

*(2KS_[":)S^%]G]G;?/\SS/W^?-.W'F M?(9?&>FVVK:[XG;UOQ?0\(T#]FB[\)^ M*OAYX@TCQ5,I?>%0@T?ARX6\TH8[ZW4Y+]%G0Q/RW=P,C@XP'=>O-;L-1GTPO!MN0@E@D@$P+*

A%^82>*^CZ*7MZGGV_MK0^=K3]D&&WN/#VH2>*%FUFT)8OXRU0[_L1*E_<,X8Q1QB3]RF.:7QR>;V:?*SO;?C^]\N2O75Z1114R MK3DK-A&C3AK%'HXZ"EI%/<Z*6NT^<\"BBB@*

*HHHH ****.9^G^)/?$G_&#K MC_T6U=(GW5KEC_&EZ+!39_PH^K_.$'4445U M&(QN!5IJLMWJM-0!DWO>M31?^0;#_P"_P#0C67>]ZU-%_Y!LA/

*XI_VS(FFZTZK>,<0W&_JRG^_MZ0_W!C@],O7U*O!\%C]&/I*K1=U^*\[F?-8S!UL#5=*LK/_!^,:"BBBN\X@K-M1\,_|ABW_P"!?^@FLZM'P[_R&++?__(%_Z":N/Q(QK?PY>C-'XF?\D|\2?]@ZMX_|-1,5TB?=6N;^)G_)/?$G_&#KC_T6U=(GW5K:/\:7HOU/-?_"CZO|!U% M%%=1B,:O5::K+=ZK34 9-[WK4T7_-)!/_-O_0C67>]ZU-%_Y!L/_-O_-$(T-M-7J*** "BBB@ HHHH *2EHHJ7EE;ZA;O!4M%_#4PFT_1;>*93E96!=U/LS$D?A75*-JX'3Z4GXTO-72HT]$>6E%179* MQG5K5:\N>K-R?=MO\QU%%%;F(4444-%%%% ',M_Q_3_]=&_G5BJ[?\?T_P#U-MT;^=6*--ZBBB@ HHHH *** "BBB@ HHHH *** "BBB@ HHHH 0=*\'^$6E^-?AWX.TOX;*:=M /FSPS\)?%^C_*7]G;19M+\K4_">]v5SK4(N8C]MEC2PNX7.X/A\/*BX0L3NST!-<]\/?@7?^$[70O#.O^!/%OB2?1]:AGM]>3QO M*-%:-+I9H[PVK7P99(U^;RA;%3)'@':V\?6E9MQK6GV>J6>FW%],P:A?+(]K M;22]LLZQ@&0HA.6"AES@<;AGK5<[U(Y4>0_!^S\8?"W2[3P%<^"[I5;2UU2Z M*^*H;^T6QEM9KB2X$S(TOV@2@2[&C\H@NIPY4[I\]_9S^"/CGX%6OAZZNK"Z MUXZ_9Q:7KMK+T 8EX0S.'(D0.6D4_2EKXR\WT.G30 M;[IMQ#]4\EK9217D;+=3)OWQQ$'YW7RLJN2/+:,W369X7*+/@:QWJLNF>&0-QA,,1GEM-*U6"YF2,,%+LD;DA0S*,D8RP>GS2L]-]QV6AXAX2^&OC> M/PC\,/AY?>&9]/MO!NK6M[=-^*#?6S6EY#:,YC\A%D,YDF!3'K?4HKB[L4ECC/?B%[NH>&(M])USQ!-KEGX@@N+9K3RY+>W7R MG0RB=9 T3#B(KT.ZN3_:,_9_UKXW?$?PH]K>W.D:/9:-J<-OJ$/D21&X>2U> MW@N(),F>!VB8R1@_,J%2RAN?HSC%,_#^BWRR+$;74-5M@@EWLH95VNX.2K @=P0:F,G>ZW'96LSRNZ\(>:/B1XK^'FI:[X:/A>73=,US M2M6EMKR"6&*2>&WCBFM]LA=HW*.5# .NW#A>":'A?P)XWU+2O@_X1U3PK)H, M'P_N(+B\UYK^VDM+\VEG+:1+:+&[38H(E<^=*'L0.OS,0#[?I/Q$*ZJK>IZ-M-IOB?1!1U?2]WV[3[2_BEN+3:VUO-C5BR6,@[@,'BJOA+XL>"/"]H-:>%_&-M@>)+R&/SL;?2-4@NI$3(&YEC.D4^9VV%IW//_PS\:Z-J'V+PYH/ MBSP3X1FTFX@U+POXCURRU+3DD^S-'!%IK+---%^]?<=S11E5^Z#A1<_9Q^%/-MC+]GRR\/P7]I-KEVZUHM@NN7-WG< M/A%XZO?B;X#T[Q/=Z+_.8,6I,YI.U:X,SO:ECY,S'8FTR)M?;S@,,2\1? M#OXB6-]\4;S1+:,^AMM<\6:?>M'I-]!!?ZAI2V=O#VTG5(+]18P54N5CZ2XNI"K^-5 M,Z1_ZV<)*$Q>&_B1X1\8ZI?:9H'BK1==U*$Q%*ZJK>IZ-M-IOB?1!1U?2]WV[3[2_BEN+3;VUO-C5BR6,@[@,'BJOA+XL>"/"]H-:>%_&-M@>)+R&/SL;?2-4@NI$3(&YEC.D4^9VV%IW//_PS\:Z-J'V+PYH/ MBSP3X1FTFX@U+POXCURRU+3DD^S-'!%IK+---%^]?<=S11E5^Z#A1<_9Q^%/-MC+]GRR\/P7]I-KEVZUHM@NN7-WG< M/A%XZO?B;X#T[Q/=Z+_.8,6I,YI.U:X,SO:ECY,S'8FTR)M?;S@,,2\1? M#OXB6-]\4;S1+:,^AMM<\6:?>M'I-]!!?ZAI2V=O#VTG5(+]18P54N5CZ2XNI"K^-5 M,Z1_ZV<)*$Q>&_B1X1\8ZI?:9H'BK1==U*$Q%

**T.FG2|2M.'|:A1117(=A8L/^/^V_ZZ)_Z$ M^[Y?N_A7 V'_ ¦_VW_71/_0A7?+|W*ZZ.S/&QWQHY+Q5_R$D_ZYC^;5|\\?M MJ?\ )K_CS_KVA_¦_2B*OH?Q5_P A)/|*

*KF/YM7"_$+QQ8_#;P3K/BC4XKB?3 M]*MVN9HI15:5E'4*&903]2*A-QJH7U.NDE+#V;MH? ?Q"^&_BKPWX3^'4NM*

*MKL\|+Z/XATNU\,MYR.9X;QGN9RR@Y7RBD42[@#@'"%=AXV^)'CNS3XT"P\0ZY M'1=EXWL[*]NJ;>2272=*99?|>#KY((!"\ZU^V-X#T3X;^%?&LD.K7%A MXCNVL[6Q@@B-W$Z,RR&53(%4*P_<&> <@YKTNX^G@]T\2#P\/XOT&'7S, MNM-X=[:HR-C:GE%MVXY&(:O]T+D)5IZ'|<)=:_;0?#=&_D_TH;RV07DQF^1@RM@$C&!*

MFOKG4OBOX)T;4+BPU#QCH%C?6\R6\UK2 <4NJ?% M3P5H?B$:%J/B_0;#6RZ1C3;K4X{GBY?ZN;2I M)W?/_AK6/+?C/>:UJ7[%NMW?B2'[-

XAG\+1RZC"4V%+@Q(9050Q\IW$\=NE? M)'Q"^&_BK0_@/X6FU-?^*)TYM,OM E\Y"99K|8)KA2@)9?)<3]N0 1/QTK]" M?$WQ4\%>"!06P\0^+!]T^:,2BUU/4X+>4H20&VNP."0>?8U)K'U\:^;FD#?5\5Z)IEQ]"+\)9O7FHPQ>&;ZXLM8\7Z#15Y;O"-:WVIP0R1-(I:-65F!!-M906 /4 D5H:,XR\VZQJFI:.8:[IH]].F"%)9V1W^)-:'G_6H#E.A-\3+T--UF MHV4.F_W"5%CN?!MM-/K&D:GIVN>&9O%E]> M:O=W?D3R!ELS$HL&1XL?(RKMPH)+ -]BZ7\6/!&N:,]6HZ;XR\/ZAI^F(LE] M=6NJ02Q6BMG:TKJY "[6P6(SM/16?]_QP\"Z7X=U[6(O%.D:1#HED;^{@T!4 M0)ECVY3Y=_!?*A,D!BR@'FKE6.>M?7GA/_)+\O_73_P!E6O)? MA7\5O#OQB\(VGB'PY>)/;3*#);M+&T]JY&?+F5&8(^"#M)[BO6_"?_(/E_ZZ M?^RK6"DY59-JP5XJ.'23NM"UXB_Y_ -_-"%<57:^(O^0//_,!_]"%< M565;XC3_P -^O\ D%%%8G>9+-#$BV MJQ2M(3*#N_>(@3&.:S?"_P"U5\05^!&F?&'7++P[?^&A?FUU31]-LKBVNH(3 M,8!-*

-]QGKD.A.PQKD$C<.M>]^)OVV"\AF!UK-CK.HZ+H-Q:6NLZ_8V\366 M#GT2197QE2WE1OC MJ^*O$&O:YX)\ ) >)'B$3)-7MVCCCV6=N@^8W&9,] M=^4HP)

YE(]Z]0KBE&4=)([HRC+6+"M'P[_R&+?\ X%_Z";SJT?#O_(8M_P#@ M7_H)HC\2(K?PY>G-'XF?\D]\2?\ 8.N/_1;5TB?=6N;^)G_)/?$G_8.N/_1; M5TB?=6MH_P ;7HOU/ ?/]_T'4445U&(4QEI|% $+)4+0U:VTFWVH HM;^U M)GJ[MHV"@"C]G'I1]G'I5[8*-@H H_9QZ4?9QZ5>V"C8* */V<>E'V<>E7M M@HV"@"C]G'I1]G'I5[8*-@H H_9QZ4?9QZ5>V"C8* */V<>E'V<>E7M@HV"@ M"C]G'I2_9AZ5=V"C8* *8MZ>L/M5G92[. (ECJ7;3MM+MH 6BBB@ HHHH ** M*** !BBB@ HHHH ***** !BBB@ HHHH ***** !BBB@ HHHH ***** !BBB@ HHHH ***** !BBB@ HHHH ***** !BBB@ HHHH .6|+?|C)XP_[^2?\ I';5BZE_R$;K_KL__H1K;|+?|C)XP_[^ M2?*

I';5BZE_R$;K_KL__H1KHROK_S-*_Q+T?Y(KT445] E MSW-U],Q.V2*6U=IYYF(.&RQ^4<|"OGCP+XXUWQIXBUGPY%X]/B+3/$?PTGU. M;2M+U;4+I,. ^)++.TU."VU^Y]KXDM5N)

I1+C[^(1G O+$*I<}VSWI+D/&69W=`R1R>.ZWP?%XE\92$CXWZE]/-MCCQ58+X3N3)9Z/8ZJRV09K67,A\.U2H(5649&>3 M-778^G_"/P_T?P?)?R:8 M+!]YD:XGU+4]|_E?*

8"%&^XD=@ "> <=6USIG^UO//'BJYA M)96.IKK*R:S.WGI$IE%4[OW;80#S$O)@G#@\CZ'_&)_%VM>,_@'IE!KVJ76 ML7\5Y=6WVR]D.DSHD!"IW/+$#C)YXIE1E<]WHHHH+.X\-_|*

(&M_^!?^A&L+ MQ=_R$X_^N0_]":MWPW_R!K?_(%_Z$:PO%W_ "$X_P#KD\ T)]\>C_O+^9; MV/,_B9)]&^*FFZ?!J;W5E>Z9=QW^G:HT@CNK*=#P\,%67D<%65E/<9 (\[M\=?*

*LRQ:OX'^(4>G:K<;UXX\5V2VV[4>6--FR$"")4CC&W.$CR2+PM/<7.L0CL[01E9(K41PQ[5+,_M2'<,_P H.02V=#2?V9]#TV+P!'/XA\0:FO@>>X:?1_M M1_%ECEB_>OT4*Y4>):?*

^R3X0TW3O#5E%J6MM%H'B0^*+5GGA+/=%U;8_P"Z MYCRHX&&_V]6X_9\(7%]/=-]6MB2;Q?_ ,)HP$\./MN2?+'[K_4_,?E^]_M5 M[910"CR7PO^SO9^OWB+6;3QAXDG?Q'>&*

[UBVNA82)>]0(F)+NV\'2W4NC;===S6Q@M_M!)E4E8%D<$G(MW.2, 9QQ7N%% 61X7_PR#X6'@.I_ !$/#.VIKJL-@);7%L)#)B-_L^__M;2<$,S< 8(.2='Q-

^RSX5\4:IXAEFU+6K+2/$EY!?:WH-G/$MGJ$T3!@7)B, MJ[B!N!S%WM_':UG-J*V\L*^0;9P M\8@S$0H) !#;N.F!?L,~/L;>UC+-"!&L2ENI"@ 9]^^GHH'8Z3P;_R]_1/ M_9JW-4_Y:!U_UR;_*

*-!-8?@W_E[^B?\ LU;F]/+ (/NO^N3?^@FOG\5_%E_7 M0WANG@]***\0^!044E?-_P"TAMUKXZ?!?PSXB.?_.J7EX;RUE,;^QCXU:UA MG4_*P\|S9M1@0QB8C!QQK3A|25OZT,ZD^2-*

*_3\3TGXD>"O"&L?$+X=^)?$6O?V M1[^AW=@\HML]Y#!'>SW"(C1E74M(V$&U4(/)ZUI?$3X2Z1\3-5\(ZA]ES?03 M>&<=5CU>S6T=%629,863+H]+U_PQ>:W]V1>*8?B M%-*

X5T2_L4L+-[E%;:%NI)+66)%);=:'#N)50,#<:ZU2G,7!G'*M",I*<3W_M ,2?L[^$O%WC;QXEUA;R^EU[11H-Y8/,JVQMPZN&7:H=7W(OS;^/2L6^_9=MT??//]>&-=\7>+-?TJVMH;?*

*3UO+NW1|/;(_NIXFA@0F5<8#R;SC(.037@$/[M2/Q.N/!NE6AU^'UUV'XF_P*")W&I"U@N!/;D$[7'E1]V"<;T2(L%"'00=5+O MVB/B%*R=E^+- 77_M-*

Y;_$.W*V_B6[L[836=G+O)D=%C6%F'E8W&/'SMG^&K MJC65ES$^UHO7E/[_PEXO?#=|?W5]XMUSQ1+=1PQ!=6-JL=N(S(.U|!? W6_B'-XF8ZAV@NOI.MFM[K1KC5YM_M.P2A

*MU99XK%S&%#Q/M?:-WSE<#8?\?]M_UT3_-"%=|O2NNCLSQL=|:.2|5?\A)?^N8_FU>2? MM!^%=4|&YK37(+;2[M:RC)=PUN9XR9LL 7>-CF/*L!@M]IT5O|:J73=G;_(!'U.G9I-JY\;?*

$K]G7 MQIXC;|L-?W+55XL?1QH8K7-N'N4AD5YP"SCRP-B$A]N2JX5@5F_6OX-?& M+QYHOC;1;G2M9UZVN+FVRQ.CW0N8#/YLN5(#.1<SR"J8^ MVZ

*(XJ4;.+0&?%>AZ;:R0^&KG M2HYXY+>%$-O;,X;D4.NX-"W89!.-OVC15?6I622_K0GZI&[.9\4^^OV;O&VJ MS?%R>V\.-+)K?A71]+TB2[Of66>26&.V$\32;EP0T/+$*K%*

*1VJ74_V7O&^L M.:MJEG8.=;,Z!8WOPPM?#RW7VB)8AJ"30/)*RQL6P0D@+A2N">3GG[1HJ?K4_Z M^17U6'G_ %_PY\477P\9.WX1U.23POXL3Q;-X(;PZ?[3U/18]/^0Q&.WB2U*

*MVLXSO*R2[=H10<\8V8/N=?%ZC^-(^S:'!VG_P#'U]+/+7,RSP*D>INLFZ-E5 MMS?,D<)]?4U!?44OK4^R#ZK#>]/-+?V:-'UWPK\&O#?AWQ'H%UH&]:,!9R) M<3V1RS&#. ^-*

H97^7G'S;3D'C'->^^$_^0?/^FG_+*M?_@/_H0KBJ[7Q%.R!{C_(#_ ,A"N*]: MWQ#P/\-^O^045Y#^UE-=;?\ L_+ B[4]4=1TK4=-MOM=K=;9?36DJ2-A1EH MG4L,,?*

*E;*G@XR!CSC0?BEXO\-W/P&\$Z/|9WVMG'<-;3R1L &D03H9(B,?NF.11-XV[?,P M5VD$*._-->6_$O]KCQUHN@_$?Q-X?L-!M=%)Z]'X?CL=6L9YKFYESMED9TN(MU0 XPNQL@]:*

*[;3_C-=0^=^,GQ%T&TB)\)V"@P3<6KZC[&H)=2\:UH)O)'9%1 MBKN/+)YV 8PQ;*S:LE>_P#6B*O0:Y4OZW#?2V0;.X\@>,MQ?7V/(+Y2VH1&79G>=X.*

*[KA>G2O%/#?[4/B_Q5XHTK0O*M&TGQ3H^IW.BZ M\VBOIY\RW5R)A+]OF=XCY;8#^2QW*1Q7F^G^*-.UC]DCX3ZUXR>R\=+?^,;> M*U_M"KX!#=.K)6E+LA*11B[QCW/;OV2_@*

*M'J?PKU3QEK.NV$NG/<7DFGZ#8W%Q%.]GI*S231KNC8]-SRDD9ZH.F.^CZ^4-.M? .T\56&C^.O&EHFD'P=X8\5+X[_ .:0K4]2Y5\LCZ]K1\, \ABW_P"\?^@FLZM'P[_R&+?_(%_*

MZ":Y(_$CJK?PY>C-'XF?\D]\2?\ 8.N/_1;5TB?=6N;^)G_)/?$G_8.N/_1; M5TB?=6M8_P :7HOU/ ?/]_T'4445U&(4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M!RWA7_D9/&'_ &$H_P#TCMJQ=2_Y"-U_UV?_-":7A7_D8_&'_82C_](U:N MGI8&M[%-VOJ_S-JRO)>B_)'FU%>E45ZGU[^[^/\ P#GY3S6BO2J*/KW]W\?^-M*

:T5Z511}>_N_C_P Y3S6BO2J/KW]W\?^-:T5Z511}>_N_C_P Y3S M6BO2J*/KW]W\?^-*9GAQ_D"P?\ O\ T(UA>+/^0E'_ -X8-+#'(V,9=03BN.G6Y:CJ-;CMI8\\HKO*

^R;/ GU@_P"_ :.X4?V39_P#/ MK!_W[7_"N_Z\NPN4X"BN_P#9[\ ^?6#_ +]K_A1_9-G_ ,^L'_?M?/KRI[MRG 45W_]DV?P_ #ZP?]\Q_P_*/\]L_P#GU@_[)K_A1]>78.4X"BN__LFS_P"?*

M6# OVO\ A1_9-G_SZP?]^U_PH^O+L'#?^7OZ)_[-6W]G_(.N?\ KDW__*"-DAM8;?/DPI$&Z[% S^5/DB6:.T<9 M1@5(]0:\VK/VDG)=2<ZTSSRBNU_X1W3_P#GA_X^W^-'_":Z?*

*_SP_P#'V_QK MS_8R/9^O4^S_ *^9Q59OB#PWI'B[2Y--US2K'6M.D*L]G]%ND\+$'()1P02# MR.*!'_X1W3_^?7\ \?;_ !I/^_$=L/^>'_C[?XT_926J8OKM-Z-,\@T_X4^"=*

M(M[2WL?!V@64%G>?VA;16^F01K|>@"X63"]-XYPHYXH!\+?!FI6=]:7 M?A'0,]FTOKI2A=P3:9"\=ON_\ ";.? P_V_'Y_P _M/^$SGW%\;H?R_&>/V?PG\$;?:PVMKX-V/VUM!>+]4,.E

MP(D=THPLZ[$P) "S>]5?%GPC\/>*-!UC2HK.UT:/6+A+K49K+3+*5KR16 M#!IDN()8Y#N_YD+ @$$5[5_PCNG_P#/#_Q]O\;/^$=T[_GA_P"/M_C1RU+W MN+ZU1M;E9\^_#+!G?

P;\+=!U_2K&Q74[?7IC-J8U" I<@@@1F&.-(5C) 1 M8P.377>%?A]X6\":?:O\ A&O#6D>'OM6W[1_95A%:^=MSMW^6HW8W-C/3[W%%4HV2CL<517;_\ M".Z?_P \/_'V_P*

*:/^$QD'UZGV?\:5.*HKM?^$' C[?XT?\ M(H[_/#_ ,?;_&CV,@^O4^S_ *^9Q5=5X3_X\)/^NG_1JU;_X1W3_P#GA_X^*

*MW^-6K2SALHRD";%)W$9)Y_'Z5I3IN+NSEQ&)A5CRQ3*OB+C29Q_N_P#H0KBZ M4]N+:.ZA:*1=\;=1DCOGM5/_(1VP[P?^/M_C3J4W)W0L/B(T8N.D>4>/OA_ MH?Q-*

*\.S:#XBM[B[TF9@TMM!>SVHEP"-Kf%T+++S]TDJ2 <9 K%T?X&^:"]"U3P MKJ-KIEPU[X6BFM]'FN=2NKAK2.5"CH/,E; M'_C[?XT?\(H[_P#SP_\ 'V_QJ5&HE9/0W>*I-W<=?1'SZG[-*

*OPZA\+2Z3?AT M&2UTW0;]M4L/LVHW44M^C^\(YI_ /# ,?;_&C_ M (1S3_\ GA_X^W^-5:I_-^+)^14/\Y/P1\?\ Q_ 8_M/B=XHU2\N=9M+'T;5M M0@OM2LM*M+N*6]\H 2YO3;,Q_YZ?*

9MW.>I)/L6D_##POH>O>=9M-)C74/% M'E#6'ED>5+L1HR(&C=B@&UV!"@ YYS7KQ_".Z?\ \|/_ !]O\;/^$=L,\'_C M[?XTY>UDE%RT%'$4(MR4=?Z\SY]*?IU_#SP3K6C:KI.BW,=*

[HT.MOIQN=6O M+E+6.1661$CEF9 I#-QC&23UYIMG^S/\,.'0+?0XM"N!HUMJ>]VVGMJMXT% MO'=/_ ,>'_C[?XT'PH___#P_\?;_ !I6 MJ_S?BQ_6\GX(\'U#IG[P#JWB2?*

7+K0?,O+BI349X!>?"V<]T@PL\EJ)!"\M@_O_A\))YJ/5?V=_A[K=CXBLKWP_YUMXAU%=5U:/[;<+]HNE.5DR) 5P?X5P MOM7OG_"..:?\ \|/_ !]O\;/^$C%F;'%V5?$ M7C DXSJ4?

_1';5TVX>MO]ZC>O\ M>5AO^$"_ \ 0N:3_P"_7_Q-'_"!>&?^A&?^A& M?^A&?^A&?\ H7-)_P# &+_XFC_A O#/ M_0N:3_X Q?_ !]O\;/^$C%F;'%V5?$ M7C DXSJ4?_A

8O_B:/^$"_ \ 0N:3_P"_7_Q-'!|/^ M3|?^ 'U#^]^:!W.]?[U&]?[U<-_MP@7AG_H7-)_ \ 8O_(FC_A O#/\ T+FD_P#@@#%_\31_:3_D_'_@!]0_O?@=$S MN7^]1N7^]7#?\(%X9_Z%S2?_ !B_P#B:/

A O#/_0N:3_X Q?_'-'!|/^ M3|?^ 'U#^]^:!W.]?[U&]?[U<-_P@7AG_*%S2?\ P!B_^)H_X0+PS_T+FD_^ M ,7_ ,31_:3_)/Q_P" 'U#^]^:!W.]?[U&Y?[U<-_P (%X9_Z%S2?_ &+_XF MC_A

O#/_ $+FD \ @#% \31_:3_D_' @!]0_O?@=SO7^]1O7^]7#?\(%X9_Z M%%2?_&+_P"]H_X0+PS_-"Y!/\ X Q?_$T?VD_Y/Q_X ?4/]WX'<[U_O4;U_M O5PW_ "!>&?^A&?^A&?^A&?^A&?

M^A&?\ H7-) P# &+_XFC_A O#/_0N:3_X Q?\ MQ-'!|/\ D_' (?4/]WX'<[U_O4;U_O5PW_ @7AG_H7-)_ \ 8O_B:/^$"\ M,_ \0N:3_P" _7_Q-'!|/^3\|^^ 'U#^]^:!W.]?[U&]?[U<-_P@7AG_H7-)_ \ M 8O_(FC_A O#/\ T+FD_P#@@#%_\31_:3_D_' @!]0_O?@=SO7^]1O7^]7#? M\(%X9_Z%S2?_ !B_P#B:/\ A O#/_0N:3_X Q?_ !-'!|/^3\|^^ 'U#^]^:!W.]?[U&]?[U<-_P@7AG_*%S2?|

P!B^_)H_X0+PS_T+FD_^ ,7 ,31_:3_ M)/Q_P" 'U#^]^:!W.]?[U&]?[U<-_P (%X9_Z%S2?_ &+_XFC_A O#/ _$+F MD \ @#% \31_:3_D_' @!]0_O?@=QN7^*7_ TOB5AOA_XCPO?^)=<

M?^BFKIE^Z/I7#KX"\|\?\4YI/_@#%_ $UVL/^K%=.%K_6*DI6MHOU.?$4?8 MPC&]]7^A-1117]"-%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 ?

__9 end GRAPHIC 21 ctlp-20240630_g3.jpg begin 644 ctlp-20240630_g3.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ #_VP!# ," @," @,# P,$ P,$!0@%!00$ M!0H'!P8(# H,# L"PI-*

*#A(0#0X1#0 @L+$!80$1,4%145# \?&!84&!(4%13_ MVP!# 0,$! 4$!0D%!0D4#0L-%!04%!04%!04

399.4L)B&WT_1GY;Q51I4|\WRV,8))S5]%K[T3X/_X6AXR_ZW7?_!E-_|M%4?\+0\92]#;KO\ X,IQ_BJYFBOF?:U/YG|V^I?4\-_S[C]R.F_X6AXR_P"A MMUW_,&4W_Q5'_"T/&7_$-NN_|@RF_^*KF:*/:U/YG|X?4\-_S[C]R.F_X M6AXR_P"AMUW_,&4W_Q5'_"T/&7_$-NN_|@RF_^*KF:/:U/YG MJX?4\-_S[C]R.F_X6AXR_P"AMUW_,&4W_Q5'_"T/&7_$-NN_|@RF_^*KF:*/:U/YG|X?4\-_S[C]R.F_X6AXR_P"AMUW_,&4W_Q5'_"T/&7_$-NN_|@RF_^*KF M:*/:U/YG|X?4\-_S[C]R.F_X6AXR_P"AMUW_,&4W_Q5'_"T/&7_$-NN_|M@RF_^*KF:*/:U/YG|X?4\-_S[C]R.F_X6AXR_P"AMUW_,&4W_Q5'_"T/&7_M $-NN_|@RF_^*KF:*/:U/YG|X?4\-_S[C]R.F_X6AXR_P"AMUW_,&4W_Q5'_"T/&7_$-NN_|@RF_^*KF:*/:U/YG|X?4\-_S[C]R.F_X6AXR_P"AMUW_,&4W_Q5'_"T/&7_$-NN_|XI>$+:Y\3ZS<6|VKVL6UV/P,_Y* MYX+_ .PS9_| HY*VHU:GM8^\|UU:"83#K"56J0FV,=Q,2-'(F;F)3AE((R"1]":^#?\ A:'C+_H,==_|&4W_,57 MW5^U=_R0'Q3_ -NO_I5#7YWU[F>3E'$Q47;W5^;/@N ;%*KE=1U()OVCW2?V M8G3?\+0\9?\ 0VZ[_P"#*;_XJC_A;'C+_H,==_| /E-_\57,T5\|[6I_,O/ MTOZGAO\ GW'|D=-_PM#QE_T-NN_^#*;_-*H_P"%H>,O^CAMUW_P9 M3?\ Q5,O^AMUW_P93?\ Q5,O^AMUW_P93?\ Q5,O^AMUW_P93?\ Q5,O^AMUW_P93?\ Q5E_#/XC>++ fXD>%+;Y\3ZS<6\|VK6D01R*^"_A3_R5+P=_V&;/ M_P'!7W5^UA_R;\5?\ L6=0_P#2=Z^SR&4I4Y\SOJC\/\0]5.EB<,J<4O=>MRMU/P|_X;$^*?_12_&'_(/KK_XY1_PT)\4_^BE^,/\ P?77_P RW,B1K:6[*JL|$@!G8X'=C7Y@_|-"?%/_HI?C#_ ,'UU_|'*_27_@DV?\ MC&7QP/\ ]8KG_P'(K:OR;J5N4|CO_P#AH3XI_P#12_&'_@^NO_CE'_#0GQ3_ M .BE^,/_ ?77_QRN HJB3O_/AH3XI_]%+\8?\ @^NO_CE'_#0GQ3_Z*7XP M_P#!]=?_ !RN HH [_\ X:$^*?\ T4OQA_X/KK_XY1_PT)\4_P#HI?C#_P ' MUU_|*/FE_UOOB35_$36LVG"!M6OI;HQ!EN=MVWS&.W.T9QUP*.*FKTP_|+ CKP M,/'UAXTICP_XV\2:,+142V-CZPZ>?_)^"!OE^A">YW_| PT)\4_| HI?C M#_P?77_QRC_AH3XI_P#12_&'_@^NO_CE(OB;-\5(_%OB/6O$j6\,FQP+JFI3W'DB0W)?9O<[2?+3D8/MRBOG[!O'X]>,/ !5WCC0?#GC;Q-HNBVGV\+&SU]ZCBBWV-N[;5$G&69B?<MFO:O^"-/_'U\7/\ OB;??$7PM;7/Q%\67%M-JM MK'+#+KETR.IF4%6!DP00<$&O'*ZCX5_\E/\ "'_88L___$>E 'ZY_MZ?\?W@ MQ_KG=_SAKY1KZN_;_T_X_O!?__%SN_P"<-?*-?F.;?|[4^?Y(_]7@[_D18?\ M|>_]+D%=#I/PZ\5^(+"_ TOPQK.I64F0E%:?++&V"0<,JD'!\'X5SU>?x%_#^VI-U'4"S:IY7V#4@[79_I*YW;X)<5>B5_MQ2[/N>_CL35H.E"C&[G*W_DLI=X_R|SS2R\|^>)M26^;T\.ZM=+8R-%=F&QE< M6[K]Y9,+\|'<'&*IZ'X;U;Q/=/;Z-I=[JURB>8T-C;O.X4$ L54$XR1S[BOH M3X;ZA!X;\|#_#V6Z>5)+I4K^;1+Y(Y)(."X.(5BN4C(_>26!&UEQ_$I9:A\/ M^!{'X:>,_B5IHDMOJ$!A;^#IGE\R58Y+C>.'6M M(OM(FD7>D=_;/ 5KG&0& R,U7DT>_ATR'4I+*X33H#%%=M$PB=QU57Q@D>@M->I^.FM->^!/A/4=-L]K2=-TC5;K38;6^G%O)<&91,THE"1C *E=H3 XYSFJ M_P *[&3X@>!?%7@9!)-]"A-,TB(=//B^25!ZEXW&!T^3/:N9X.I1THN[M=>> MB?Y7MUO;3H>G',9QPOUBJDN63C+R7-RWW:VM)ZNKNQYG<:?>6ME:WD]I/# M:7>[[/<21,L#CH:JU]+W5EH%UXD\46*JMU;> =!CL["..RCOE MWAP+NZ-L[!'(RL\A.X[1PQ#$ 52\-W7A37+VXU>T\,QWO\ @G%'6XR>;3S>HPDC92S7#]66,)G<20#T&. MW6O:O#WAK1_B#_PJ6XUC3;&*75+K4XKW^SK:*R%VL&UXD98E5]M+?+PC4-/NM)O9K.^MIK.M[A;9+;W$921&'4,IY!^M5Z]_\8?B/!OA'QS?Z=H6BFIC\E_&VODPK@BZ73J33[B^\-Y]WAE?^^4_P"NC/F^+?\ D28CT7_I2.[IN;_DIFB?]&@A/_M_1TM?.%?1_[WM7/_OA-MI2_A_P"%-$@L;/\ MFQ\66>DZKJD<,,LLDSQ&2;,,.5(=$:.0)M8$9CY![D<#* M45*^C2^!]/EO\T74SZE3KRPF@^92MY6M\7WZ6W/FJBO6O$G@7P]X=7Q7KFM? MVA?6\7B.YT>QL=-DALRQC)9Y'80LBJ%*@*D8&3Q@"[C>%? JGX E\521^(+V M*?6I].LK1;]"W81+"(K2/Y4GS .0=HPW'W>_,+]7:4FVERI-^5VDOOYE]YWQMS.E))QBW=V5EN[7M]UMW=E]QYA17L=A\)_#_B33_!YE$>T6:02?>.=N.*X3X6V<&H?$OPHr213 M*H*LIX((I&M(X6;K1HO>3MZ.IFOE_P,7';.52G.I!/W8\WK%WLUY.SMU\CE MZ*^N]%^&O@___(6M#XI;3].N-!U.Z&E6FBM;J84U 2-'.OE8P$1(GD&1C,B^ MU>4^'_AGH^NZA]$^HZ/ID=]^O26*WD6]V>F6:1%\!8O/0^=*;/\NT(P O3- M5+!5$X):N5_P"<5^/,FGV=SR:/$6&K\3WWB%!5U&ZTCO!_8L..GS16Z7"^6SAV9DDV9"[N W9<<[AU.H>! M;#7OA'X)\2ZL;RS\(;187GG"V(DNI'>]E$4*MLV@DXR[*%'ID@4OJD^1SOM; MY)IN[^[Y^MK]=3.J$.244W&4N6_=\K:26[OHNF^^C/GJBO:]!^#WAR31_#E_ MK,\UG!KQDG6237[*T_L^V\PI&S).UR>"S% @QP!G<0O'FB^>0W>]VJ;0d8W<4:3M%+&JRG^Y8RO\@JH88!/S'.0GA)Q3')0TRPUC5]\ ;MZN,6OBBS0>ZTZXD#1K*)(XTW0#+.JH"=R@8/)'D585J.J.N21ZG&#QE++'4_: MTMMNG|+S3U3T:3-7PG_R-.C?)?L/ H8K|__VH?\ D@_BO_KG#_Z41U^>?GA/_M)&G1O\ K]A_]#%?H)^T!S\"?%?_ %RA_P#1\=?195_NF)]/T9^:\??]C?+/ M\?\ [=_ _:BBBOES]8"BBB@ HJ_X?T6X\2:[IVDV@!NKZXCMHMW3<[!1GVR: M^B_C1H\?BCX?ZM;6:V$D?@>ZBATXV=_!YU"? FQ#P&W[@GSL-@PH!.T+P1BZ,9M\9OA@=_ MT^Q@L=5\/:I%\BL;?S&B6TNV2-E4NIN0@)^8G&\XP.!O/!2C4E24KR5[+O. MK2>B2O>^EGXM17TXLATC5?$7B, MR:7HLGAKPO%:.!8ZEKMY=Q01-$6#(L=L?-FDD;SXX55)/O2\2?#7PQX9O/%_M/B**Q35-(L=+TZ_LM)$\XMR|X H+2?),8D(9@/E8Y0$CG,/"27OU|>TF MM+==5%M"IYW3ERJ=.2;2ML]7RVC>^DO?5T[6UZ6;\)HK4\1:EI^K7R3Z=H\6A MQ>4BO:P3R2Q^8!\S*9"S_'^Z6./6LNN#JT?0PDY14FK>3M^EU^(4444%A78_ M!O\ Y*YX+_[#-G_Z.2N.KL?@W_R5SP7_-AFS_|1R5OO_PP8___'2M M_AE^3/M_]][_)(#XI_=?_TJAK\[Z_1#]][_D@/BG_+=?_2]&OSOKW<^__MWF[^%?FS\ | #W_D55/^OC_])@%%%%?-GZ>%%%=])X7TQ?@3!XB%M_Q.&\1-M8&X)\QO\ 4"V#I-N=OWNK_.&_M!HKT'X;_#*T^(%L,7FM_;/MBV\D.DZ"]^EO&P&V::.02(&4G>,_(3BJWB+X M677A?PUK6HWMXHN]+Uf^PY;6.(I7;RW?S5^7CE;SZ[=/QV.'HKUR]^!=CI$GB\|2\3M,66CZ99:E)-_M'IQD>3]I@"!-4\P',"P),"2,E1DBFWP2-SK^@P6&M+)\H>];4VLOJEY;>2UK;_M)N\XO$'?YEV] Q)'O'(]6%JQW75K=;IM/\&+UVT:>.<8&;YE/3O:5OA4M[-M;\K3MOY'E]%>U6O@/P]XD^_ /(L=%NI7EU7Q6VG2:M>Z9'!<(K10C;M65]R M+NW ;QR3P.IP/^%4Z1JDWB6PT+Q)=0S,#2NI75FUM+-+,EN]-+OO8\THKJO"@4 M^:[70%N;WS=3U*Q6_GLO)*?9$G1K0 MQ$%4INZ?_#?UWW6@4445)N=5*?^2I>#O^PS9_+ H]*^ZOVL/^38_BK_-BS MJ'_1.]?"OPI_Y*EX,_[#-G_Z/2ONK|K#_DV/X]_]BSJ'_1.]?;?CH4444 %?37[,_PL\,^*/V?_B-XLN_"WAWQ'XD MT?5-/MK'-A*-=DT]RCBEW^8&D%W;)NX&-SYR,,]*^9.]?^&/QLT+PE\(O&'PM)\1^%WM4T3;SW6EZS'!\\#6^XJHWVTZL"6YX'2B5_9R4OM*P"\1O\ MA?\ (S^2^+Z7=_ P%_K8[K0_A?HGQ0K1?B1X<'@SPOHOCJQT"/7]"?PCXBDUM.U*6\N;N$L+VY5I9(6)"ELKY0X&()XCXA_#W0?A[\ /AW=75IYGCOQ9/+RJVPB5Q)*"V[L*!TZY?@7XLZ1\)_C)X<\;>#-!U*VLM0D5YM=+UG5H[R2Y4ADF3SHI;$*KQL5_U9(R3D)\3^.WQ<;XT>/FUR'24\/:1;V=OI MNEZ+%-YR:?:0QA(X5?:NX9W-D@+PJLA2W.MO:M%8KW6C?/Y9:WBALH MGD\UG7R\B?:?:!(4*2:WPS^,UOX2\%>(?_B7P___)5X*UN6.\ELHKPV=U:.M7<:LL=S;3[)%1\-A@T;JRC&*[#P/^TMX9^&.I01>%/AW)IFC2:1]&E:C;]B2[;XA?"W0GUC6=%TSQV;R**,Q)X;?3]1^6VW&19K,S,"M'K#RV1EE^8.>!MY\+^(&B>%0#^"]"R\;>(M0\2+"TD5S=7EDK81%U; ,/[^1G M1L$@NL:8QE <@>VZ!^UUH?@0A/A*/#O@"ZM-)^]WJ%U%;WNO"XGOS=(V^4 M6R*A#9.53!! VC&3\W74_P!JNIMNWS'9IN6_733 MI[_IY%1115$!1110!^L/_!)D\ &-/CH?\ 4P7'_I';U^3U?J___,$F3_QC M=X\'_4?G_P#2."OR@I+=C>R/L1+/2?#'I+_P7U2SU?X<>#]3U8:P;Z\\6>$$ MU6XU'RKP+&1(-.NV'EJ2/F*\,N,XXX*W^`?P]A ^"NK_$_P 72ZOXBU"7QA-H M4%OX0FM])T^X7R%G\Y!)9DPKRY"B$<;5V)R:Y&W_ &@C()/$4<5H)VDAF;'R?*5Y)?]8P&W/GJYK:I*,IU)+JJ/_-/_P!)NOZO MH0)/;_@/I;?U<^G-7^#/P^M_ @_]HW1M6T+4O%<7AR^T%K'4A=VUK?QV1F1(MB1RM:R^4XW9]4]]$C!9I'@E" MLB[.LJ8)5OE&X;,I[^55\+=0\>:-X)T23Q>FL>)O"7_"4:5J.H:A;_9D)FLG MN8I:>)+:=,/W3!I4>/[P 0[&/&,=AI#:GX>\/IX;M8FAE\E[9; M62U#R#$-QD9L2,5RDX\R;_ *IY?ARW M^_O:WI?@#]E[P:WA'X?ZAXUU8VTGB^%[Z34%\7Z/I$6CVIE:*)S:W>9KPY1W M?88P!A5+,#C/A^"7PM\(^!/"VL>)+SQ)XFNI;\4ZAX?27PWJ-K;6;06\T2"Z MC=X)2V1("$Y#[@=Z;?F\_P!"-&O+/PGX\/^(?!WA?QU9^&Y9'T>3Q@##=>; M:1NX=H.V]QO"8MX+)@X&Y4]TX3XTZUJWA;PSH$EEI<-EX?U:JUFT^SVY MB)FN'C9T95;8(P8E"]BK@$C/3&T>7VMW\-_PYE^/+?;IWI;!]7)'76SOZ\DE M?TY^5Z[=M[_0_C+X3_#OX._"#XJZ1KOA[4/$MYX?)>V^EP:O97]O9WC0-,3O M$!*]I^47:.!O0<.VT@KM\\"_9M\,0>,OCMX(TB[\/2^*K&XU.(W6DPR+&9X%_MZ3+,RKA45F.6 (4@D9S70ZI^U3KGB2^\=R>(?"WAGO#8>,=0AU6]TV\ANHX;_M>ZB5E22!X;A)4.UF!!D8$$C')KSSX9_$;6_A)XZTCQ=X=GC@U?2Y?-A,T8DCM<%2KHZGJK*S*1UPQP0>:SPIE"495-[!^]12?XI_+SVNM%3I.G'^]^,?$!GJ2-#*74-1NO%_A_1X])LM0MI+N**VLD@@0GI_M3%O&X3K&0'X;0#>?:O|@C9_R"/BM_UWTS_T&ZKXYL_VKK_2M'UG0=-^O@?`M3O"FN-)+K'AZ*RNWM;^5@-DA;:Q9C$$$D2J23CI7V1_P1O8-I?Q08(4*# M<::=ES@=+<[^]I^OILM$CYI_P""F"X_;%\8MGUM|//\ YJPU\N5[)3?\ \31+3ZVM@?_"4BKY9K9;3W"BMGP5*L'C+ M09'T=O$*)?V[-I"@DWP$B_N "3O^[P"?FZ5]B^,/&.J?'.U\<7WPR^.&K>3 M<:=]5Q=?"OQ)ILUE!8Z3%$=T-N%::T9EC4!-OEL,;@58&E-\L>;U_"WSMYVT M2;'%.4K+NEZW_K375M)'Q#17VWX-^$/PMU#QC\!O MY\/[>XD|=^%5U#5M=__MM6^6[BG>.?:);H)O)1@T6XAXY%.0]X.|SW4/ASX7^)GPEM%'A/P%;:#KD/ MCZ+PQ;Z3I^I74B;E:,$1<XE>YF?;*&?;YB>6IWD![@8K[7+YV_\)N?!\/ED MX\WE?IXN2M4G^!S45]??$SX-^;CX5_$[4M.TSPCHWB;P.]>GC[^X0U:5[MXP17%/P8'M;N2\!AE=(-6:\L/#^F^&%/V1I5L?M"NCZ7XV\+Q?$BYMM-U$5VOX9I(VL\=PRQS0D2J!\L94(0@)CR2:F3Y5)!V2 M?WN*MZ^]\/IJ6HW=K_UKKZ:?BCXXK0T7P[JWB22ZCTG3+S5)+6WDO+A;*W> M8PP(,O*X4':BCJQX'>OL'P?^S[XA\1:>/!_B#P[IX2\,^,)/!"1 M\5/A;^S#X*1Y(HT=@D1)*[AO(RV6MP:X_4/_P:,PAX[\8_#E]:QOOA_I=JK1^*LFIVN]VLTY@280FV18R']BD$ MH(&>=55%[,;C+HVON:3 /]M>CL;JZ\OQ3;^^S/GBBOJOXB?$*YTG[F7X4^)M3PYX@UW7KS6(-1O%\$:-F9(98UB 7[\M3;&;E "<\YKR?]FO4O .D_%"'Z M^(L=IVBQV=PUK)[%O+)/#^A;:&OPK\6Z)FMV%I#XR\\65A:FQN;M@.D=KO2XHVE:E>_|MFTOR^76Q\L45]6^,O@;\&O"_[36G_"$5>,H(Y+Z"RNO$-UJ=KLCDG@W1*L"V MN2HED@S(7'RIQL*5G>#/V:K3PEJ?P[A\027=GXJUIXACP_;6<:V\UL&VG2 M&ZG, ?AMIO_"3>,$U_6CXB]2.:.9I_ANYM=-%K9VERT4T\I:UDC+LY 2 M&-(T 4G< 0]+H/_ &7O 4GA7P7K9B/4KR'3O&%SM7EI>;;X'UNQM+JWTVW=$%|%,31S2 M7BR^8"@A7C!?)KYHURQ73-:U"S2.ZB2WN)(ECOH?)G4*Q&)$R=CC'*Y.#D9 MJN93<^O<4[-K8V=%|:>(?#=G-::3KVIZ7:S,6 ME@LKR2%')&*656)\P .:FL/B!XHTM;5;+Q)|FMK$I%N+>^E00QL061,-\[D MJ[('!VCTK H]U4G':3,)8>C)MR@G?!1&IKWBK6O%,L4NM:O?ZO+$)6-[^Y>< MH#R0"Q.!5;2=8O\0;^*^TRIN-.O8L^7=1.03.DP9@0QW@YR03DYYR:MNWWCCO'IEY+=WFOZI=W4MLUG)//>R.IP,26B+%LE"27,%QB.L^)Q G<.FI(6-M+W+#%9V<=E +IX-Q.R*68O+ M*0-[LSLQ;Z]*Y.BBIG*523G+=E4:-/#TXTJ2M%,!7U!^PC_ ,C3XI_Z\HQ_ M $,U\OU]0?L(_P#(T^*?^O*+_P!#->EE?^^4_P"NC/E^+?\ D28CT7_I2,[I MN;_DIFB?]@A/_1TM?.%?1W|WAR$11VAU*/5!<*&$ZS)&R+A@V_,3TSD#FM'2_BCK&EZ+ M,::%M[E(-<3Q|Y]R'>62Y5=N'!=RIZGC)/>N0HKB5:HG=/\ K^DCW182A--2M@G=W^9W2_%R_N(]=M]3TC2=9T_6-1;59;&\298X;EB1%OQJ-Q 0=P,9]2:Y>BDZLY1<6[!^C M37W-+]B8X'#TY*<86:U^=K7?MW>WWGH%G\;M7LK>T=-.TMM:M-._LJWUQHI/MM<5O@[%\SRMP0E YCW;>_>N0\.Y<>%_$&FZQ.I'))HO)DNH;^74IH[27>,99I#ER$# C.%'7.%7)XK4L_C%?Q6MM!>Z)HVK_8[M^;4;*2]BEW6LLC!W"|D5#++N .V0.,,-/U>SO;>RBBU35AK.Q@1P5F$;1[5RQPF M&//R<|ZETGXP:|HL/A^"V2S^S.1.SV7V>2)GCO;>.0O)%<*6PZDL1@8Q@$<@M&N'HIQKU(NZE_25OR=@^H87V:I>S7*NGRM^6AW5O\5G72[';[PQH.KV.G7$ MDVGPWL=P?LBN^\PJR3*SQ[B3ME+]3DFJDWQ(GO/"[Z%>Z+I-Y,+'3C35KZOK?1+=Z(+T21J^$_\ D:=&_P"OV'_T,5^@ MJ3G/P*\6?\ 7&+_ -'1U^?/A/\ Y&G1O^OV'_T,5^@ J3'/P+1+$Z)MZSI,B0ZC;AQ#+)&'V%E*E@#QG#'&:MZ/X\U/0!>BP2UMS?VSV5\5MU_TF!@ MR$=$! ZIM.>\|\/1J-RG!-NR>FZ6]^YNZ[/4[)OBU MXA=+M3++.DW&G)I.XVD9*6B[=L0R/FV)RVN.O)RWP=\5-<\ .LVHZ#]DT^X MDB.*,9;*PE##$YW9*\JI 4@#' %AZ;=V%H-/^S7Q7>HM"TT4*6Z"WMXX(U1<[0(MXU55 'H!63116+=VV^IVPA&G%0@K)=$%%%%(L*[X-_\E<\% P#89I___$A_%AZK\S@Q_P#NE,_#+\F?;_[5W_)~?%/_M&Z_^E4-?G??ZV(M?7\ )_?%/_,K_P"E4-2G??NY1_O.?*_-GY_X>_\BJI_MU\?__*3 *****:/I+*IO1?B!H\7PY'A'6=$OKZW75&U1++FQU)+5PQB$>PAH)_M 1@$]NOY\)16M.K.G?EZJS^]/KYT-7P]/$I*HMG=:M;^]:/3!/XL:%,Z#I. MC2^&\1GT!10;4&(:R$W,VTD7&(,2X8'#*(R%8J#U)?K'QDT_Q0WB>WUOP[M-/IFL:JNKQPV>HB";VF"LF/,:)PZE6(P4'K7EM%:_6]KM=[>2\EV\D<'|DX- M2YU%WW^*??F=M=+O5VW/4O%WQN3Q1*XHBCT$6,>MV%A8]W9<6XMG5@PRF6W M;<8)&,]34-K\:GMO^$:B.CI+9Z9I$VB7MN]P?],MY2WF ,%!B;#=<$9P0#R,B MO,Z*/K-6_-?K?IU;?YR?WA'*<%&FJ:AHO-_RJ'?^5)?COJ>H6/Q?TK0!'PK8 MZ/X:N+:UT+6QK1-UJ8FENF^3*.PA55X0#(7& ,"_=OJV=#\0?%DOCKQKK.NR947EPSQ(P ,<0^6-.#CY4" MK^%<|1!7*VV[MW9Z5.G&C"-,"LHI)>B'BBBD:G5?"G_DJ7@[_L,V?_H]*^ZO MVL/^38_BK_V+.H!?^D[U*_"G_DJ7@[_L,V?_ */2ONKJK#_DV/X]_P#8LZA_ MZ3O7VW#_ /#GZH_"?$;_'G#_P"?_$4445 ?2H4444 >Z^+?ACX!^"?A M_P (0>_+/QU]6^(-+BUV:ST35(-,MM-M9QF"]FEM:AI9BJEFXC"IE4;N6K-MI(_@C\,_%'I_^+I>]$UVU\,QP^-I-.M==\8R3I.]A]D1X[9H+19P\H=\EXX^ MBLQ*+\HP?$/Q0^'7QHTOP5<_$.?Q3H7B/P]IT&AW<_A[3[>_BU6R@_U+YFN(.M6@GVED8XE4X5L#E:I?$#XP^"]8^''5WX$*Z#]>A0CQBVNV<%U.MPD=[JB6W M>;<&,K.IGM(V^)?\,@OL>FOKRO\ 7Y;&3JWI/%YX M3\;>,/#7BSQGX4\(WGAJ2%)I=2N;F1+T2C=&ULEO!+)(I4JY^0:5<;L<:FG M_LF^*+[Q]XB\+R:IX:LET70T1RZW!=0<4^2V6-/\ >BV%M-JMK#:V\<<[J5-0&8X M_+9%(?VIO"]*ZYHO_C7D?VGX-TC MPEY_]H;O+^PR1O\;-.OE#,_9C9D;<_>;MIX6_M_7&O>)?A9X=CTS0|/L1"T'M4/#E_)XBU@6EGJ5I<"5YE:?8/LK,K%$;+ /L)XR*VJ7\ONM3O;S_B;Z7M2?QP/CKX/^&M)^#VG_$+PMXKU37=.N=>ET%[M75M#CT^1)(X%F,BE+]<,1#J.<'K^/DM?3'QXUKP=X8_9U\(?#[08;:TU;_A(M+K7+]TMO$UMXA:._H5A1IKNUC2 .Q4XCC&51%+]C8G_R72OE.FM@>Y/I^H76DWUM>V5S-9WMM(LT%Q;N4DBD4@JZL.58 M$ @CD$5Z9XD_:>(OBRWUR.^U?3XI<@-KJFH:?H5A97U"2I:.Z@@29T:.MNY6>O K-TSXL>+=%\-{_I^M36.EC5X]>5+=$CD2^C4JDZRA?,5E!X M8#OC/-?VK##%&?,"A-$SZG;D]R:Z";XV^-YO$WA3Q# M_P)!/#K7A:RM].T>]MHXX7M;>-#=Y4?R*_X=@2^2P8AB1Q7#T4X^ZK+U^?]-M-CE[UW+6YZBG{3'Q _XFL<^HZ??V6IWPU.?3=1\/:==V*W04J9XK:6W:&&1@-MS;FB12^FWRTT_!?EP1K;^(;5;-MA=-_L1)=-~91$VXX=SR%/4C!@^/WCVV^R^7*QNI#_H=N=NF/G=:_P'KYSN/SGY^2O%Y12:3;;6_P#P2\W\|[A&3A91TM_P/A[E]-MR[!1113$?I/_,3:?^<2KN2]FD_SO*^,O^"D'_)Z'Q$_[AW_*;K6OI'_@<3M_P ?7Q<_W-)_G>5\WP\ \2#_ _)/0^(G_'#O_3=:U/4KH?-%%%42>N:W^TE MK.I>%_A]H^G^'M"\.S> Y_M.AZIHNVN09#*)G+>=<21ONE &?#GA.U2:@FIZY)H4%PLFI3(S.GF&;>4(BNS.$B"+D\M*\EHHE[/,EK=W^=TWI?\T@6EK=/^"OU?WG8^(/BEJWB3X.^$_!%S.Y:.3X M;GO)[..)'$[MIZCJW106KMX5M?#*MGAC0M%\Z-%[<>L30>'Q3)+++3SR$1X)5%8("Q)4G!$GCCX_2?$!-M-9N]2\!^#XO$^LQQK?\ B6VM+E;R616C9YEC-P.;*60Q_:4*$[Y,8WFO*]*-MI2<7S+?^E^22]$ET0EIM_77VWZM]SLOBI\5=9^+GQ(U/QOJD=M8:S]$4KK-MIJO"%&T<:1J4W,S X13]X\YKM/"7]6'C,XB?%CP=]0-7CTQM7)+4V>QM889%MM'>&7SC)(GF9+2/EG*LN[VP*\9HI1;@XN/V7==>3%9_GH>Q0?M,ZI=Z/)\B M3PCX7\9Z8NLW&N65KK4%T!87$[EYEB:"XB8Q.O!,045G&$ M8I)+:;RM9+\E]/>]^OZW_PW]YZWX5_:&_X16^TW44^''@=>|UG2]4EU:PU-[-M^ZMIK:5Y1*]J;:YBCDCC91L25'"CY1\O%>8ZWK5[XCU]_P!6U&_:[XI>,?A_MK/B2'7M/>+2R2Z301))*\R1PN!Q[5\GBLCQ&-Q.JM.<4G;>;,R3/V(\N-\NR MG+:6#>?PI M#_H=N=NF/G=:_P'KYSN/SGY^2O%Y12:3;;6_P#P2\W\|[A&3A91TM_P/A[E]-MR[!1113$?I/_,3:?^<2KN2]FD_SO*^,O^"D'_)Z'Q$_[AW_*;K6OI'_@<3M_P ?7Q<_W-)_G>5\WP\ \2#_ _)/0^(G_'#O_3=:U/4KH?-%%%42>N:W^TE MK.I>%_A]H^G^'M"\.S> Y_M.AZIHNVN09#*)G+>=<21ONE &?#GA.U2:@FIZY)H4%PLFI3(S.GF&;>4(BNS.$B"+D\M*\EHHE[/,EK=W^=TWI?\T@6EK=/^"OU?WG8^(/BEJWB3X.^$_!%S.Y:.3X M;GO)[..)'$[MIZCJW106KMX5M?#*MGAC0M%\Z-%[<>L30>'Q3)+++3SR$1X)5%8("Q)4G!$GCCX_2?$!-M-9N]2\!^#XO$^LQQK?\ B6VM+E;R616C9YEC-P.;*60Q_:4*$[Y,8WFO*]*-MI2<7S+?^E^22]$ET0EIM_77VWZM]SLOBI\5=9^+GQ(U/QOJD=M8:S]$4KK-MIJO"%&T<:1J4W,S X13]X\YKM/"7]6'C,XB?%CP=]0-7CTQM7)+4V>QM889%MM'>&7SC)(GF9+2/EG*LN[VP*\9HI1;@XN/V7==>3%9_GH>Q0?M,ZI=Z/)\B M3PCX7\9Z8NLW&N65KK4%T!87$[EYEB:"XB8Q.O!,045G&$ M8I)+:;RM9+\E]/>]^OZW_PW]YZWX5_:&_X16^TW44^''@=>|UG2]4EU:PU-[-M^ZMIK:5Y1*]J;:YBCDCC91L25'"CY1\O%>8ZWK5[XCU]_P!6U&_:[XI>,?A_MK/B2'7M/>+2R2Z301))*\R1PN!Q[5\GBLCQ&-Q.JM.<4G;>;,R3/V(\N-\NR MG+:6#>?PI M#_H=N=NF/G=:_P'KYSN/SGY^2O%Y12:3;;6_P#P2\W\|[A&3A91TM_P/A[E]-MR[!1113$?I/_,3:?^<2KN2]FD_SO*^,O^"D'_)Z'Q$_[AW_*;K6OI'_@<3M_P ?7Q<_W-)_G>5\WP\ \2#_ _)/0^(G_'#O_3=:U/4KH?-%%%42>N:W^TE MK.I>%_A]H^G^'M"\.S> Y_M.AZIHNVN09#*)G+>=<21ONE &?#GA.U2:@FIZY)H4%PLFI3(S.GF&;>4(BNS.$B"+D\M*\EHHE[/,EK=W^=TWI?\T@6EK=/^"OU?WG8^(/BEJWB3X.^$_!%S.Y:.3X M;GO)[..)'$[MIZCJW106KMX5M?#*MGAC0M%\Z-%[<>L30>'Q3)+++3SR$1X)5%8("Q)4G!$GCCX_2?$!-M-9N]2\!^#XO$^LQQK?\ B6VM+E;R616C9YEC-P.;*60Q_:4*$[Y,8WFO*]*-MI2<7S+?^E^22]$ET0EIM_77VWZM]SLOBI\5=9^+GQ(U/QOJD=M8:S]$4KK-MIJO"%&T<:1J4W,S X13]X\YKM/"7]6'C,XB?%CP=]0-7CTQM7)+4V>QM889%MM'>&7SC)(GF9+2/EG*LN[VP*\9HI1;@XN/V7==>3%9_GH>Q0?M,ZI=Z/)\B M3PCX7\9Z8NLW&N65KK4%T!87$[EYEB:"XB8Q.O!,045G&$ M8I)+:;RM9+\E]/>]^OZW_P W

IUQW%>$M^T9!8[_I.JRL_\BEXB96_^7-3[H_|_R9]"45QOABX\4^-O#,&MZ6@B-MTZ0_+<7$D2;_,_"O%>H^#+W2?!^A7A\8V.B;_?R?O86?5Y+?^+/C=]-Q-J$?A/P'8ZD9

M),6PMI;N7RE'7YBX#?B\?\;?\'7XG>"_LRZKIUKI;W*[HPT:L;RED->+252+_M?_;WZQ1K_K]EZUE0JKY0_2;/JBBOB&7]J+X@2'Y=4AB!_NVD)_FAK4\,_M ?M$#4M9LHI=?*

*S!)*JNGV.W&03SSY>;%P_BG:TH_>_|B/\ B(65VOP*HT?_DS[M*HJU\!|BV\5>/@-%UVU_M*"X0LIWF/9@?[!%?0GB;X5>$|&M9)8-!>=UZ1K<*

MS&M_X_.1C\'5@Z5L14E%I=F[_BD8TO&?:U14U2]7"P"3?/&G0#]A'_D: M?%(_-%Y1?^AFO.%^'UO?0SF#PS-IN4A':Z?!V>QP3S^-->D?\$^?!^N^!0^(-M4GB&]-[=03V|M;2*

*(U4PL';D*H^;(%>?DR|KBXR6EO\ @G#Q!Q9@-M,OO[26R$ M.FK%L,!?.))&SG(]?TKXLBUVN)[M(5N)4MIVMW=8A]X"3=71F>%K>WJ5N7_MW;*

[Z']V\1Y5A,LP^&K5K32VM+OZ%ZBL^]\06.EW"QZB;BQC?_5RO""&_)N MWM+?PUK&@QZE;^)X"[,5:V,)W)S__+U>0Z%2-+VS7N|SZFCQ'E6{J>RI5KR7*

M2TO\BKC16IN^EV6L:HVGV.I"YN\@+&L7WL_C7=7:OP0N-.LTGNM46%F.TQM;G M_7#5I2PE>O2=:.G&\?N_/4TK<099AZJHU*M#/I:7^1Y6C17K5E^S_<7EDO??VS*

*M'$JC.V2V(S^.ZJ+?_^\|Z"&/4!++)UVVYVK]3NKJ_LS%I/%&3 MRER*OKZ2_P CS.BO6-1^ K.5:.^?<>((0@'.VW)P?3[U+'\#;-K)+A_%MK'NZ M(ULV?_0JAY=BDKN&GJO\QOB?*

%[>W_"7^1Y-17I5K\(;|\6:%H%OXH@EN=6 MNOLJ,ML?DX)+8W6_M&? .,|GGP"OB>Y MUJ/6D:Y2V^5I6QB/S=|Q8_RJHY/CI.RI_BO\R/\ 7#(U_P Q'_DLQ_D3R>BM*

M+PCI]GXFTV[EO7LO,0.$$'F=>V0PKFM>UQ=)U*6TM[>:^*&57:?KCFNF7# M^9P7-*C9>]_S)CQED,GRQQ*O_AE_\B=1X3_Y&G1O^OV'_P!#%?H3^TMS\#?% MO_7NG_HU*_-*

GX<^(IC7/B1X4TB+3)HKF^U:UMPTC86/?,JAF(`09S7ZG?$JAF(`09S7ZG?$ MS;.A_O_^K;+>R316MY$5B>W8!P_P/((I>E>QE^_Q%"A6IU8V6C5O>B?_]78_+FBOK^]D'P9("3>N@_9^1$/__,9J

MS#^QKX+>)&;4]>#$9XN((_C->\DQBW2^\=T?'F32VE+_P_!/C>BOLIOV-?!_M*KDZKKP'_7O|_P#&;IR?LC>!\X35->..I:X@_P#C-+^Q<7V7WC_UZR;^:7_@_M)\@T5]=C|DCP3GG5-*

=_\"(?_(S3E_9'\#LP'!IZ]_X$0_|_QFI_L?%+HOO*_M_P!>,G[R_P# 3Y"HK[$_X8]\$;<_VIKW_@1!_P#&:?,_ +'?@:1L/JFO@>HN M(/\ XS2_L?

%=E]X_|>_((-CBBOLN^_8S\%VL89=4UYL]_W$'_P 9K-'[M(O@_=_R$M_N+ M+@37?VU9@!NG^O2NFAD^*XRTLGW,_M9QP?EE3#U*:9_[9__%Z\K_5G-?\ GU_Y-*

-_,^U_XB%PS_P!!7_DE3_Y$YJBNC;PB M%_Y>_P#R'_\ 7J2/P8LG_+[C_MG_/?I_P"K&;?\^?\ R:/<^8O\ B(?#/_05 M_P"25/\ Y$YBBNK_.$'3_G^_P#(7_UZ$LYFU&-

#5_P!Z/^9#\1^%TKO%?^25/_D#.HK? M_9V\+I\>-:>U'3IKU/#Z6L(E69@)1(?!O)3'YUR'Q+UJ#P'X^U;PI9LNL06,P MA6^#>6)?4[?FQCZFG#A+..F(EA84;SCJUS0T^?-8U?

*B%PU&BHJQ7NOKR5/\ MY$T**Y*_|>?8;Z6W-F&9&#2#2&NVI/-M=1\+M9T+OIXF.F^(-?3PI9>2)HOI(_/ M4LHSMOE>3!;Z<6?4X,_]R1_\B2T5SOB3QYE=*

*MCJEQ%HHFU.P1L1W5PH@:3WV MM'U.:QF^)O'_/7&<9_P#^QJH\$9_*UL/_M .307_MPI>)'"T'9XO\ \DJ?.(GLOPI_Y*EX._[#-G_Z/2ONK]K#_DV/XJ_]-MBSJ'_I.!?*

F9X)^,%AI7B2SU"]>?2?L4]75O:BOL,/V&/%?@GQ!INC7_B/0I+Z_P &%8#< M,N"2,EC$,.:+Q/X8*,C|[<__![FG]7J[\HO;TMN8^0** M^PS_,$P_B+_.-#+X8_[^W/.

,9IQ_#L:XB9QPDOAG_+^W'_QFCV%3^4?M MZ^\.?'U%29_P"""7OQ##@_\)5X6^GFW/_QFG-_P2[^(.]6_X2OPKLPP_,ZVY__M^.U/L:G8?M8=SXUHKZIT3_@6FXA\UVS-Q#X]\.1]'9-*

LDESG(..T-7F_X)>2$ M1?\ F.?"Q_[:W/\ \9HJC46CB"K4VKJ1\;45]D_\.O?B'W\5>%1_VUN?_C-,_M_P"'7_Q%_P"AG\+G_MK<_P#QFCV-3L'MJ?<^.:^R/\ AUY\1O\ H9_"_P#W MlN?_*

*(S3O^'7/Q'_.AG\+_]_;G_.,I>RGV'I6'\<^CO^"2I_P",?'B"/^HU M)_Z215^4]?M=^P=^SCX@_9]^%7BO0=U_>1K(,,^QC@,,_+USU](T MYRDXQ6IK>Z5CQ*BO8?\ AF?*

*7MN1>0$/W=AS2O_LRZ]{V&OK:+W<'^AK?ZM6M>M?E&XM'CM%>R\F[,NKV\;VLV+!>3M5_]*E@_9/|K_X5+PE=;Q"S9X1T7MW_#*NM#DZ MYIH^HD_PH_X97UC_-*#VF?*

E)_P#$T?5*_P#*/E9XC17MC?LMZJO#>(M)7G') M?_"HV_9EOUSN\3:.OU=_*7U6M_*'*^QXO17L+?LXW$>0WBO1@?3,A/_-#1 M9?LWWNHS^3;>*

(],FDQG;JR\/7IM+ZO5O;E!1D|CQZOTW_P""-G_((^*W_7?3 M/_0;JOB._P#V=M1TV=X\|8M0R]-L,I#?0[.^^_\ @E#X3D\%Q?$RTENH|IKA MM.E5HU90-

HN00<_44JF&K0@YCHA4HM;GRS_P4_&/VN_$'O!IB?\ R M?)|?L MW\5OV;.AM\9?'&K^)?&'AS^U|;.XEM#=?;KF#!U#(\<:J8I%7A5 SC)OSDUS M:?L(_IAG_A!_P#RKW___?

*K\1T,WN?D117ZW7?["WP-1?D\$;?^XM?'_P!K MUY\)9/VQ_A]X-T'^T- \&1W,C7.UTEQ/V40PJKLS!1.19C\IH %M*C%R1'+'(Y-3)\N MK*C%R1'+'(Y-3)\N MK*C%R1'+'(Y-3)\N MK

MH&MQF4L<9.!T};|_8OXUGQKG[VVUSSG^*:O" `!-S#! M'&:]U_8S_P"0}XWXVG,;9!ZCY!JG&O\ X3OG_D>KS?OYKR7YLXGQ%|4'\-> MQ&NDG3?M2SZU?*
*GSOM&S;NE*8V[3GIGK7P\1/ 7A_P"&ODKJWBQ6N)(_-CL+ M;3O,G*MCD+YP"C.<%BH)5NIR*^ROB8N?B5XO !+?VQ=!.O\ Q\N.^<_@+\&[M;XW?M67Q_"P-*
4MM!L=+O1+#9;I'&RZ@UO=Q1)8&.1A}]=P(P(H0GB2]M=420&&UU"S2#SU7! MVJ5D=2. -N<|>#C-?1WQ$\,6GQ3U#1;?55GM8|,:58OLC*"PE="=VY&''|';`M6L#_ (*"_LS^$O
,OV BSP|+J6GZ7K\U!;1?\VI:H|+.-86;!0[(05)9%.2 M .O7H)P[TVM4 LF?0!"=:8L>FOJ=-\(X#YWE0P^%O"NK>%K0^=I^L1V<=S)<-/B%E M="K# !RQSD'(';K7
V_PPTO2HY(2UQC#C"@@], 1R.<$9-?1GP MWT_0]V99^%?# MVN>&[;Q/:PZB-,7P_?ZPVEW4T8N&:TD$9C\U5VJ&+CG:2 /?CK]C%]Q\]f5H
M\P\,>';CPKIZ6UOK>]360C/87$X>UD&V0 /"1L884=16Y<,MYJ-QJ+0QP7Q ME,S36]B#+:#>PRL>%/*[3QR1SG)KMY})T]f^&*>/1I=U9V;,1!7@F0 A]TOSHRX9&QD9*
M4C(9AT9L^-'JE_X5Z9'//O M$D^CO68BOH$5KKATAU0=]TZ;("TH$@W#Y'+(V%&0-_?BN#^(AL_$GP=^)5XWA M<>&I=!G@BMY4N9)!#GO5K7/".B^+ MKA7US1M/UI_-+>9J-
I'.VXN,Z/XRU[X?QV,SW!EL+JT1(+=BZ MA51D! & ,'!.,9#L/<+[M^9]W8^&=*TC:UEIEG9'9U@MT3_)9CT%>4^$]6*
MN/$/B#3M'UW4FDT..Z9XI#. ^)I25VHS]67Y&VACC@C+8O7MTRD'D\/|_ &F MZ,/76(BY)6/(SS):F1UXT*D^9R7-=)L;M6UZ]WO+|+O'=, ^;OC%^R;X,U*"X*
MU31K+^SYE)>5+3$8",?*GW2#\E>.?A9J/@^,W22#4--! -Q&A4 MQDX^^O89XSDCIT) K]2+Z(E9,_=W'_T)_P#"OG7Q1HMM>>(-51D'DR7,JF/:.MI4J6.001@CKUHJ/V=F>%&/.CIO|*
*@BQ_,E4^(O_ &!8/_1\?>7QV1D">.-3S M_P!,O_125\:%!3!#EKX3_:.^+6E66_D;Z1;>6)#D@-(KXS[L5]>_%GZS/-MCS503C_5?^BDJKZ!*1V\/&!=\//#/Q L6@U53(KB0##W<1X69/\|*
*=;K7S1?? MLB^7KD9M-?!TDO\/\T6)U7T&/E)\|5!/ZQJ6YFVED=0UJ.WDW22*B_[1K"4 M(OH-TXMW9E^!_@OX,\(21RP:?]MNT Q>'>0?7'05ZC#>]5 7Y5Q@!?Y5YC_M ,)IID-*
P(5N#(YZ[1Q3O&/Q6T;P#X8DUF_N RXQ!;J?WD[_W0/\ /&:E,=B MURQV/4SK<-FJF:X2(!O8#/L,]:LP^)[3_GY4_@2;_/*;XC>(_B7XR75;RXE MC^?$%K$Y$<*YX_QKW34/B[>_"G2]-*
*U36D-YIP%68_">M-&SC2]D*HS]SD_0=_M36(;Y4D9\L]UYBG#*>=NL.&]>E=F356-B'4G/W@!5E;P_-V-QM8XS*
*M[H_K77Z+H&F:S')FUR&2>,9>V2(F5?,9U)'M18?,C/6]?N"/QJ1;I&_BQ]: MNZCX/U.PC,T<7VNWQ[^$99?]Y>HK$W\ ,,,&BS*N:0G'J/SKJ/AS< M2?|*
*HMJXQ5W>U=/\,XE_X3C3W'4"3_T6U(+GR+_P5XS>):6,,32W)TRW=51< MD@SSC^E?DI&DD(EB*E) RC:1WSWKJ*O^"NEQXAC_ &C/#R:5>S6UG_PB=JSK M&>-WVRlY^N.?*
E7P;X?\ O\ ;_B:SMJ[44MS>7"HUU,/OKX0Z;?R? K38@@MM6M46>7+3 :;3XMN?#VM?%.1,*VM0\$RN=K<<)@ M5XUMTO?*lQJ+3 .6WGY\< XKA>5P=7VK?O>1O*
7)'*E=`Z&:/\1OA9X-U Mj;76\2F:2<;MLER6 SU&*^!?CM)I>H?%K7-0\.S+?:?=R_:(VB'}>E+H=QX0 M&Z*XBN+R7I&L//\ 2O0_A3X-U6X\36>J:7X6%Y;VDHF*7C!$=1V!S7H4J:IR*
MM>_W')4J-KF:/]7X)_M >%?A#\"M&L=6U"-[I[,0]HN6=?8CM7S|K'Q TS4O M$=QK=G;2 ;&8^2L: !4STKTV=?%&I>)M;N+!#0/"^A6.1Q>5C4-LC1A<%ACO7 MAOQ4\(^)?
A':P7%O=6FN6LB>9+WWC'6V2@SP MCX7BE@U/Q-M>)!TU-WQD'!UV-WQD'!UEWC7/\ A/-/N7I_$<B]*KS6MQP-V-M[^E?(ND_LN'.O$S:IJ-SI&JSPJSBW@BBQ&>,5]
*(H3J5%3B]'W9SC7&E&)=)!^]HJ3/N*X^5JHE M(WC*+@^5W1T?!0B[?"UZ/IW^56'4XT5M\3I_0]<_9;-->3/9P^(>&J1,2DK*WZIGC/B;0\XCDTJ6TBTJ\:688%T*
*M8&W#'7M7&6=Q_9]OMU6[OC;IP"R.&7/X5]?;Q^U9\.]#U*6'4KB_@>/*B-K$ M$\CKC%VC&BVTEU.[^T84 MYRJJ*;92_9[\3:9>;7+%>7#PKDJLBKU7TKV/Q]XPT?*
1=#M)K=4O^%BQM'A8 M_#V-?+/@WQPN@(UQ$-H(6W%A:SQ)SI:UOB-]8+;6-'M[/1UC4QS(WS7"#Y1 MJ37+6P52E?Y5&]GNF/-8\&:YXDO["VB_L7[.2A\K+@G/4"NIT'X[:%;Z?'+-
KD:R_9EC>TEDC M.6';,:^?1XC$/C;4-7==/N(Y;CSHPUY'SSD C-=&'5;$2<9QDOP_$],NL-1I M^[.+N^EWT?3{CZ2^&_B;PAH?B/P|IES]T4DT;!#'/'M8^Y!%>]WWBKP?-K^2
*M%!.,'&=JU\)7?CZP\4?%BQ\3;LVEV-I"H5HX9U8<#'05ZK]'QB\ W$D>S4[M"-%QD8.>!]*6.HRPLE&C%S?6VOX[%Y?6H5HN5>2CT6MOP>IW?[+?B?3(_P#@ MH-*
K8M6A%/I'\L,:0X"[MH;Z5^G4:=/1MLP M<9:61ZO\"Y-1TWX:Z'IG,4L`>%>E7&FVTMG<0SV& (WM MW#AC[$4\;1ISBE!W;I'HX:I--\VB.\L,&6?
*4M/DFC5)%N8VY[]U\O=#+21%Y1]U\2B#O9PAQ MYL[#K\)'U/3\:[5]K+XBGO\]+7+BR@DWZ=HW^B1 'eOU<_GQ^%5O#7AFVOOA MKKBRL[W5'LC4]0HZ'\3_*KJ7G*R-*-J<+LU-&\?*
*7(\7_P#"3:.MS'X;GD2U MA6Z894 ?=P.@[*I*U;P'I/B_7(?$UF+&TZ[+Q5'W2. ^/7M7R)\L:K[\ TGS M!')PQAQ_UQ\%[Z9_,I9Q)""Z=@1QFN"/+*=I+_ASU7)QA=,X+XD>*VO M_&%I;0?*
ZG3XU54[^GY5[5\+_B1]GA/25-IL@MKU PC>(8?!P2#WKP&XTR>X M\;ZO.T!D>>Z=((UYSDX4UZKXXU?POKV@:%Y6;?3=+CC;CCS')9S^=?/XBC*
*M7-.YI]*M'2WFUHSV*,XMZTT,,*5@93G&,"/>M_P#\7WDOGBU0*\X$SY9I3P*. M<+BO#;?7((&.3;Y>2.N$ YP.#S76> ?!MWXJMX0D.E6A8@%_6:G>Q7T_& MN7"X3%UY.%!.Y>*
*(IX6E#FIV2/H!?&GAJZ.6@M0!?!.*M0>.O#\"X^SP1_1!B MO.[CX3VLD(VUJ;?Z2H,9_"N.URSOO"LPAU$,L#<)<*=T;?CVKJQ&7YA@X\|M2&G=6?Y'0K8%/DISU!,K\SN?*
BQXFL,$FDM;Z:J12fV_P"08W8KYDUR[F\^ M1)0R.O#?6O3+C4-N&2574_W:H_\(;/A1KD66GV4EQ>_\|HQ@)!L>F*\6-2I M4ERO6Y[D80HPI)'BNH7 .>:YV^EZ\5ZE\4/@IXI^&[;*
[^S^TV1&1>6N?0>Q] M\@OKC.<5Z4;,H.TE8Y958U%S1=T9&H2$YK2^#TH7XU^_3S_P)#XQ_P!O M,=57KZU?^,#,A_X7E\/2#G/B+3 0_2F.O3HK5'DXA^ZS[;?VR(+>Z_9*
MO\8176H'2[=Q;]TH)*?Z7#Z<\GC\:^%O%7BKPY_PJK3M T77X;BZM=H.QRC M:=\D>M?:_P"W7YG_RMXW\]/S'_-!PN,_|OUOG[*_)-9EGD5%3#=3P@=XI60_H:K"9M5P%.*
*<:2TEN<^*RVECIPE5^SL>W_ !\D MDD\4VT8CD*109R%,,3G%<]H7B@V_A=M'@@NUN?,9WECNBL9R"|^{QU'K7-Z? MXN\5.WEV6KZBZ+U43LR_CDTV^^*6L:,S17N[,,Z\>5-*
*.6[M|"@@;\S7M87B M.E2P\,/*F_=ZW/+Q&25)UY8B-2W, ^QP'PI^&,?PY^*47B#6-4,]HOG%XHHVW M*SCAB,X(%21/P[^)&/Q -^*"P6"S/IVG6S 2R1[-S>N.U>91_9*%*&\C+3Z#X?O*
*M3WJ\%XC^:O6IX5^..E^#[J6>U\)0Q22+M8V]V\ [-FECLXPF-M5LU-*WD=- M#*XVE[LQ)QOVU+O[4E[#<>+|+M)[Z33T6-8C,BEMF[G M>/[M=#\(_'OAOP+X7N]-*
U'5'N+F_U&>2<6;+E0^$?A|\. M)[P^&?&/]N+?*OF/>LB-'CL,=1]:.^\KYUA/[+>%IM_*EL?#4]=>Q>&/$NA7<%Y%IM]:W,#!XY5A)*L.A'%>Y ME$]4,#"FI*_KW/'S;-6IC9SE!M/R[\5>(-*
TVQMC96WBG4KJS6VWO#<6DD0!M4_*A\[=?85\RS3M_*[O#2[E@:;3KLB.1DW(R8."1Q7T7K&O>)_%2LVMZF\K0^2 MQO(RIV!UR #7C.K?!'PDEPWF6=Q&
fDDF"\=1SU^\&]37IX223<:KO]Q2EADV MZT6E;0]2^$_@A?B?HL&LB1[+39E!C:0 ,3Z5^LDD;+HK(G+"WPOUVU^3WPW^ M+5K=!?1;C0;G5M*BP;5;2=4ECXP5)(PP/T%?*
JAXEU@Z/X#U754C+&UTV6Z M$>>3MB+8 2OB+EB;5E[OV?U_0^HRSZF]+EA]^OZ'RW^W!)?Z7;"]MD! MN[34%FB7.X:\L]+M988@%!5R92,,>U>V_M22';_\7>"]*
*M+C:U^S6<<=V3.>O5"!7Q+#IVGZ@\TDT"R-N)![5NJ*IP2K1U(]HZDFZ,K(]0T M+XX:U\5O&'AF&_L;>VMK74HI1);@\L3CG-?I)\ MLTGB 2;OO1X*_0U^5/@-*
M;R^\8:'I>AQK]^O"S/EB53DE0\]^_=+^+6J?#.)YLH(;B.\4>8TG'S+T M_F:WJ4G.GRTUN94ZG>4Y]G0H]W>-8/&OPI9W++]M(.?]!^WO!HEK(OVISVK*
MDEA\]H6U7F;1Q%*$Y-[/R/-/VH&TKXL:Q=V.FQ7UU#;1O#!/$9%|(4%MHZ M\5T//'FJ3;YXVTW4,S3+?3M0N--F$T5O"8D?:,P5MH]\^^+7QF9OBC9:\^F MLR7L!MGC5_N83.?TJ/*
9]_:$AUWQW=ZI8.:UB-,TMH)G'{PE\9]@*PE">L M&M4C6$H_%?KM\S]"8K]3=9\[RYT#0.8WVGHP[596U7('VB,ICU%?%_AO]H:.
*MWN9-.6V@EN'FDDG2.7ER3UKGK[QM]&I7E[*FNWEC$925C^T'"#T%>5A*]+%R M]G'=GYG;5;IKF<;^A]<_#72TLTUZ17C;IS%<-[U<\?>*
*(EL6T&28B.%=03G!KXTOM;NM)\M$\2W-BLH\SY;@KO)ZM61XB|>:A=:?:V\GB]6[BBN$E*M*" M>#ZU[WU&4O>D[GF_6.6)%/6/T/MM8BN(Q(C-(&&1BF7&LA6 DB('O7RQX6_:*
MJMO ^DJOB%'DMF %O-&N21CH.U\?]M,PAJ"!5M+V?/"RIOWEH=-MBQ4&OBU/HN36(9%QY19@%Q98^2!B.\,N/VK/#VGV<3KI.H,&"*K 3CZU!>? MM+*
*.#REC\ZVOY',RQ^FW]&-8TK57RTJ?1E3JOBKR?X'1^TN;G,B MQE,)R%F*MST.| C7R-^UQ"\?C2^E(^'S=@ JL4KV[[ESOP_Q \#:OJ3!51=7 MDAC?X5$,+ ?7YC^=>&?*
*M?:T!QXOU"P^PO%.O$3>%3MWI75ADZ> M+Y7Z'?AE[11FNFOZ?]5?V?62^S?$%N.";@?+ZYCKMYK*Y:UCMA$SW!;8$7N: MX7X*,+.3Q(,D!3 XP>N8\UZ/HNM76J:?%%/.V3*
],$XQS7H9I6 M=.K*:W.?,Z?M<9-O?_,\A^)UO?:,!LHF@6.WD8$,Q.YF5R.G3@=&&)G3Q M#\,9&<<%0\PQSG[|>A?M&213^~"=/FBV[D"^<(V#[&SG!8<<-|:\R\.LJZA\,10
MWS?:9D//3YP:XJ=2=:]3[O\C.I3Y8;=_P CZKU*'6Y9HXE\QFO]T=?:O+?B M86B@@=5U*LCX8']#Z5[)X?O,VIRK$;O,) #%>_.$**ZOKJYB6)GACDWQ84EBI M[\55-M2<6>15@G%-*
=2#0W#6:XRJA?I7E?AE8;CXI72W.T1LTQ^;&!^[)'I7N MGAWP?>/X<:XG/DRE,Q0R)AF"\n>^%%1?C)>"2/Y5>52A'/^J-:O6$D5A8N M,*M^QU?*
[-84;7XI_O#8#SVYQ6_8Q(/$]RX.#@_SKG_V:V"V/BU.O?S-;4*& M/Q5,=W4'Y?7FG3^)+T+Q?\96.ZF\/V5]HD5P\]TEG>!&Q<6IVO^-6=-\.W TV M"W?5[RYB\HF1I3EG).*
<]NU5UD+6ENC/G+ 5"M2,'^Q1I<+?:(F@MUD.P^,%%2CUKB?C'<"7P?+Y,_ +D2(,Y\UZ!JETK+'YS M%OG//!Z8Q?E7?ZQ8A6Y6$)-)YB?3K753;EJT=5&4/:1LCSWPA?PZ?J6FRW',0
*MEY^5F]>PY_*O>OV,7$FM>-6!^4K;$?3=-V[5X#\/[B.'O)I;S2+%&)*H_#_ M ,5O%DUIXCBT74X-,NG21;A$=3Y[\$-U&,<$8((H.\6\9ZI?:IXV7QM#X@TY*
*M_$'GI=_:K5HE+3QA2LGE@[<[@I.!CY3\D->Y?%RZ@TOXC>*YKS5A91-K%V% M,\D:+GSG. 2!?'GO9HAP#XEL2/>Z@KX2M2A7CR31IF59QC.EKOS8*?*VK/1- M-/=-/1GGG-*
U'XE^*GB9/$GBC4X]4U%E0R/;(P"'9"]5CQD$+C^$_SKV>U\?>_M*M%\53>(:W54=U;5)+&\[2\6)%$<$TD)2-TBXC10VPD@=LG-JU;?X4Z%&'6R+??*
*K3393]&E6450926*V%G91V]K#'.]>-0BX^=L\D\#' '-9.F M^*_$FB#1116L6\2:,;,36<%N84D1X9R&RCF4Y$BLRC@CC /4 UEKXP\/*I#+ + MK%O?+=>VX_E4$GC3P:Q(G\8.:/;^V4C_]!*
*<5U M(([-\IHC:6[C!$!&6W[%0;0#%&!C'\"([>>QNDU>1+-O265IK+:1 MD6ZAF<<;3OY" ->SUQWKBI/&7PW&/\;Z;'S_ -#2Z_+ M>GP^-/AHN"/'FF_ M7_A*W/\ I7!\@LNQUVI:J-TS;-*
:N8\7"79>&)4=KB.5Y$FW*H(8, PVX&2 M..E7?$FM>,_&UC>Z?K_BB\U+3]I(UEMO(BBC@P>U;.H:#'JOC^M)[W5%M8=/M94CM]5NH,.TMR"W[N1>MMKZZV&K\+]#FM;6&:*
MBL "A2Q^89CSGGT#?@,>Z=+)#'&I$;3D+MVJRV/R =R/>N>7X?:%%9+)IR M>N+IB64_^/,:G3P'X=7_)@FGDGN;9"?SQ6RIVV//E6G4.3?_!W^\W;748M*
*M5^WQT')#):S^5,DH&0Q0R#H2"-LBGKWKY^U2SUDZU?NFE336[3R-'(D]E#W$ M@\'HKUCX8 -+#XO1 %2/6YXUP. *L{51^ 4#*^?/B!%JGAF^UK4[OPGKQW<,JW8C$D\,Y ^6-*
4'R}.BBLW%I6&FF[H^/=4^(SERK,I"@^E>'_ M ! ^+I>X-MIY:.53B21B=@/ICO\ C7V-XN_8INKJVF31_$C1EA\HO(-^/^!
MYKP;6A'"_>ERN]N^GZHG)DS;&;ZAJYY\^R"5^AS=HWQ&U.VF606=F7'\0A MP3^/6MO5=)A^:+#1M=>;;7I:[8V#'9^7JK7;G]FJ/Q=H,@%]H%VL8X++'N _$& MNK\. #L:5@20-
'(/[ZD8[(TY=3.I/:?AY\+;C0-4'VY58?E8#@^]=/\=O!-_M_P"),'TNGVS1R&,"18^SZ?H\,4(5PKGUQ2:QHHNK79MR.S=Q6[H\BT M+Z'Y?Z9XL\62!KQ>)C]>M?>G(-'_!2>UN!;:-XK== M-*
N'S#'V-?&7Q2^!,M M?#^Z8O%]HLF/R7,>=L_P/L:UC^C%]C!\/"/Q&T;Q!;QR6%VI=UR(6ZG MHPK7UCPGI/B15%[6G3_ %<^=LJ?0^GZ5^"WP8_:>\;_ 1O88|>Z;5=$1OF*
MTR[=L(/^F;=5/TXK]2/V9_V(/"OQ9I=\'RY0_!+=''TK2[M#21[%JGPQU706EGTB7[5$W554[Q0_*WU'-8,BV!YA+VW>&[B.3=@MYB-GJ?
*MXA^.17N:C:Q8:]&&LIPQODQO\KBG:QX5T_7E*WEN"Z_=D7Y9%^C5SRC/=,?(M>;Z3XCUC3<*EPNN6R_Q.VV8#TWCAOH:W%NO#WBQ_+ND^PWOI,OE29^O0U1U+*
*MX9ZGH\SW&D?+74>*R6F68F#5+/9*.#\G ^]OJ!%>74QWU=_O MM/?;[RXP;V-+5?AQ=VNY[*47,?4(?E;_ -+\.[6>S\;9_PAEL[!%G_G M]OLD_@*^"O#NG7_BK6K33(;]8[BYD"1M-*
(57<>G>?K9_P4,O- LOVC=#36=/ M5H[SPQ:03;BQ_P!3#]JO./7)\YUXO%^RSX/M?=VGCMXI/0XX_M4-W-5N M <@@]IVKBC:H?-*L_>^*IKP+]6KVJG:"*
]99R/:FNB ML?V5;33;A5N =0B[S;]HS]^DM%URW6SMK634K>6VFB"Q3#MD<9->F>&_!'V M[2WL[>574)0 S.]fC^%?DM?B+,I2Y>;]D?N%'A_ 4X\T8Z=VSY*L_P!G. ^T&*
M6WEL=$MY XRDJ-N./6I+SX-_%G3[R3[#?VL5HV62%7((]NE?;WAWP+<:=M67 M2+J-5P A4@@?3TKI[KP+NT^?5+A8M'LH4.?-'[Q]>@\ZRI9SF,:SE37WW_4F
*MME>6SB]=9Z/]C\]M^:&GC'5)0-7ANWE4E1MRH/N;:O9O!?P[N[#37'L;[PW;Z MMYI?Y[ZXR$'^[7KW@M-"\=^(RWDU(LUFVS[,K>-STKUNU^'>B0]F+ Q_M.Q M-+_63,<15=.*7-*
Z.\)Q7R?!T)-]D_(^0OCU^RE%\2?!I7EG-IVAOI<+2!!. M1C+8&=O%?+GI+DWAWPG\4+=?'C23Z9$!79<1,N&S@<]U-?IO\:/B)X;^!/A M5-2U'1/MSSDI#:R!ESDGH**^1?B!J?*
*Q5_:2FMK'0_AQ8^']*6195O8XU5AZ M9F.COT -??Y+FF*HVF.C:/=Z'R^8Y?#$0=+"N\OO/L/0?"?POT^U@U'2M(T M.PTKRIS:G=&.&_ =B[XY[J8\ ^.K?XB:,)/!^]Z-?*
VP.T3VLJ2HGM\M?!/@ M?]A]X[N#4/B#XK%Q%%]VPC?PZ'X\/?#G4K;6/ GB%M(TO:\ M-[*"Q"RN.FP=,@^@QS7IRSJA5G*5'F:[]$51R7$1C&-5I2['9?M(?LA^&OBQ*
M#[]UXZ\3W$,D)CM]/159V/H.M?)WCS_ ()XV.,I:-=_#_4(K1;><23MJ\S% MI #G@#@U]8PVOC+XI6_VG1K&;[*RLW]IZ@<;E'3;.IS7S1;_M8:A_PL&?P(M?*
#ML_;]M,T#.S@1@>?QV&*]MC\SJP=:G#W4K7>_D=E'+K4[]N]EL M<]K7_!/N_P#&'C]/4_$'BBSBTIW7S;>QC=I6 '0,P 'UYKU"X_8#^&B:1)IU MM_:EM:W&&*
M:XWH_)':OEJV:8US4IRMZ'TL#=;\"^%OBOI>OZ9<.5?QZI9AH;A-I_U4G(/ M0CW%>D>)_B-H_@?2Y;G6;J-85\VEOO?3%=S^Q1\7K;XN67C2ZLI0VUM9W=O$
*MG,,%P48Y_2OH&>/+M_P+K7U5.49;7/&G3JOI\5I8X#3O@\^C;:KFO>,,,;_\VTACE1@T M41QP17N'_!.7!E_PSI*XWN)75Y+*%41 /+"@Y)*
*(R3DUY+/[*S9Y"D8KZ;>)IZEJ/A[|CGQ_IVF0>?]=OJ=_-;1XSND2)2H MQI;ZZW[B:5-ZGAX+$RQE%U)Q2UZ,YZ?XC_X)D_!GQ,R/<6.HPJSFUN?+S]<-M"LR'_@E-\#*
(\;K/67_WM0:OSU^&_QL^+EK\5/#WBNV^(&H:MXKU36(XKC1?M M[3\;R!3$8,XP,D%/KI&]/_ +VH/5J'_@E_M\ >><>'[Z3'|_XF4E>(Z(\4?BYI?_ 3GUS5#]]S?ZI:WGV.SUZ"5I)FT\E0T*
*M@D)VY8;NOY5YE^?TXAUK1?VG/#FE>$?$E_XAT;5+*2?Q!#-.TD2G:27;G&X M-C#'D]*GD=FIE41_\$WO@+C/_"(_=VO)A &KD?:_L. X$H./IXQ M_P!?.G^-2PVOQ:^)6DO)-(-*
*)L.R.6%K.XV(H&&&6&S>;*001CG-=3X%\-_% M33_%FD/X@URVGT.WLUBN(+-4$.=+=M/"OQ.!M3YYAPV36$Y!L]"%N5%L7!5) 1V"\Z^@?V7?BU>>!3[]NV^[L6V-';LW*
MRQOW8#MFOFM=8MT;[X,V937T'^R!;Z/XI\8;EIUPGVC=_LODL.P/.#73@[.O M%26A-5V@VCZN^#WQXO\ 7_B)X>IT6_E6MW?VZ-(SAF#IN4?9[QY]+F^T?B-8R2ZI]+3S,7GN
*M93(('I68Y)_6M+0?*S?\)A=VOG$V.[[*NWIM7@<\P3^-9OA?Y&>><]+>!Y0]-MOE2:M_L^?"W4?'WBE8E79#C?-<2#Y(EZEFKP^63DN7<]125M3T'2O=*S__/"2*
M3:K#IQOOF$;$Q/NOCA|=Q7K'P]FUC1?AQJ%S# /[5NWVJLW>J$,#8]#R:TM M%\,V&D^*HK=]1AMBTB*T]C!&;@@"[J>X4>%=+O(UG:6UAA+__&B?@<\]_IFLZ MD4V;4ZCM8S-*
$2V\+6 U"5%B$;DR7+_<7DG:N?2O2O"_QF^'?BB2./5H5-UM"_M+\<7$&5..G-?,OQN\1;_=6OA^/5AY=K)&BD@!6"<*0 RCOUZU6T"ZCDLXHX\ M\I87I7ERJS@^5(16-.,US2>I\;>+9-)*
NO"%IG>"2VX 28<;,"YX^M=/'XV MW1QI;QK\:1@!=O "BO"M59N:,2!+0VZ\/:BX1/&C-:V)"TMNVX2?OQG@-MD?2O-3F0SIXDI-MBX#,\:6%IX/UBXM:>YD6$_-$3R"IZ5O?*
*#GI3Q#\/+862P6MI9;LNKQA7, M_@0YK. ^(MZNH:9'$XPW/RFO*I[N.1C_ $_E7QN(R^&'Q#E25KGU5'& M/$4%&MJ?:?A?]J3P3XN@-MJS'2)!AX;1-\3^P/^->;_%ZP^#%]H^IR6-CY>*
*MK21-Y-Q;#:BOC@D=.M?*UY,\?,[*^HK&OME.QRVHR;9)(V.2[(K;^"$V?CE\/5/ -0QZ=_Z4QURFOW?F.TH78PZ@=#6 MU\"[H7'QR^')\Y_X233@?_]-O+A2Y)V.]K4YH-*
G[;?'#3;75_A;KEE>PK/:-MS+$CQMT/[Y.?CG&/>OSK\:?LOV21W=WI^M36WEHTJH\ 89Q/M7V#_,%# M/$E_X/\ V0_'&M:7.UO?V.VESQ2(<'(U:UR/H1D'V-?/_ Q&_P"$@^!:>-+:
MU^U-<:,:9V@5L?,5PX_UVXF_,F?/4K:GQA=N9+KX3MP+IYXQ_"[P?TM36SXE MU"#3[?AG)+0V10.EJXV91)_8[[=ID+MMZXRM=UJFL-\/V>_$/B6(XUK6KA=*
M(TT|UW'#,/H\>2H0\27DIMX M8*PZ"N|\)?LP:U?6:R10VVFQL\ 77[G?)[A1D_B<5TGI**PGM="*VNI7D. MM(G$WI[/O'EF/^-,^-//9VG_ QE>WTBRCU.X#,BO.Y57(XXQSCWKMA&,-((*
*MQE[SNS$\0_LV^^O#]NUW!'8ZO HRWV,E9 /?!ZUYU)HDT?F"16BQ\|\Q3\|] M#Q?IOP3_ &]=(\;.M;Z7XLTX>&KFY<1V]ZLFZW9B<-'/*Y]>E>X>.OA++:>*K MI=2L)(/*
|88E(0,DH/0G_&JE!R^(2M]D^+VMECFV!UE(_NFJ]!'B.# _KYC'\MZ]0^*PJNO EY8Q:A/9RB_+K;R0KM8E1DAA7FU\O|NV'K?
*PJ!Y/IL<=.F*AME&W)XKK?"OA&,Q&SR.XM=/@YGNGX5!W'UK)O>-MY:5WH_ M$2(32:5X"L4^S1DQRZQ.FXI'OL]1|UA/X5U37+H17#WVNZ@>3 F9"_^]CY5K M>G&K+5:*
(4FEO]>D6'Q\46/_ !\;_'.P/\3*X_(C%;UGX^N=2QYZ;,>.W5KB MSC;\MH4UY6/@3XO==T/@F8#TDV^?RK%U3PIXA\(OOU'0\4TD*<>;M8I^?2NF M+K1^"9A)4Y?%"Y[\)K*\4"?*
P]!$Q/\?E/$?PPQK]%OPC\4$# &AW7_I. MU?D?X6^(]I^R.Y/H6R]2.)/7Z[>-K0:I\,-?M?-6W%SHQ%YLGW4W0,- MQ|AFO1=M:=]TFTK;G+5I4X1;I12N?
*G7'I=CXJCETK481<6I?"^T\'6]MJ,'B2SU:1W\MK>W(RO'7K4 MEO)A:'WK5(U7S0>A\UAX2IQM-;G!^$?A;H'PUM1%HUKMN)2!)*W-7G\MK=O^F@_G7;>+/A[8^-*
%TBWU#4ETI(PTD<\ MBYR<#BH=;-%1E-V1:BY-V1\X>.9C)'II#!=LA//X5U\/F72,L:[R%R<5R?Q, MT.32M0\F.?[7:0SM'#< 8$F,;[L>7VFQ M)<_#F+XB7!F-
*VH=Z.5DC8#*L"""""\@^=#EC\(/#7B*_ENI-2OKBWPT>Q!^ON"'BO0?A3/YUUJ88_>B7^M3?$]TFU.PGJEO,:OGDMBH4G&2"*\;I%ZKC+ M/#IU(M25F<,LR49+V?*
U]YZ5/2G&2/!]%73=\3B{C!!E7J>WU-=$T]K<-)!<2>>|S<>7T [57^&? MP_| ^$FO-1M]2UBQT5(;1G$E\W!8=A{UE^%_!>O>)]4>WT>*2Z>$L^]6VJRK MU()KXBODM^'_V?I:SM*
M,1M9OEMDBP1:V>/3H6/I^EI3J.'S9#^'_-:LJO-\!Z'\%_B5?74[W*_98)9$;%S.% 4'D8^E>T?$7X8W'CFU-MT^VDUR#3;;"!(W@ABW#(9,_P!DZ+IU@F/]9>3-,_^?H.*\M M\0?&_P*
*>77F';5E2,_\/DBQ@?UKUL#DKPCYJ6C\V<%7&4Y>ZW<^]OV8?A,:M?#GP#]&G6=}]"3:G)O/$?PAURZOKR6>$<@&@KG]*33X9K[49;>*
*(72GR_M++RJ8SC/:O-_$&M>(L7=IH6JV MFGW=P_[F24Y4*3R_N0,U%2//)>SBW-U-1C%7;>R/?(9DO'9=H&W^\ M<\U\HV,BV_]16K[P*
*OVN087IS'7IWP^T'4_"^H33WGB_4/$KW"!76ZXC1LYR M@STZ_G7EVE_OOVCK|0.EKKH?^N=4Z,H47*2L8-OLK>IKA?V=5_XF7C%/8CC_?KO=/N&N+ZX MMIFVC-BK#?),H.IV"?-*
*;X.*E-LO.*LJ4X\C+MY<#0!.,>\1A'D8\O&2:UM. MOK?4H=]LQR>3&Y^;*PM76PUBU-I"\)Y<8.UO.)P>W6N-TN^N_"URK7.4CG=_M\)KKTQFN^.,#IU(M25F<,LR49+V?*
S/1]061EC5H|RESSD>E>7?%?,/A&[3RPBA MXR3N'.BKTG2]5QO|ZXCXT:#=VO@;4+]6J,48:/+%L_Q5S1C M"GHTOQ/>PN%:%!%KN>3?#ZU34/$6FRB(LL9DRRL@<'@]0>^@?*
*V+E$>M^-E MP ML,8QCYIJ^?OAS\[6J:K913IYD3,QVEF SSZ5]_L7QB/6O&RCH%M0!G,, M-,*TQS_X3GZ_Y'ON_MYOR7YL^2?VP)(E^)^O13637_F7&II%&%4E6:Y12PR1*
MC[PYZUY!HO@.#_A(O!$>HP11B\N;K>DH0KM0.0.F#P%]>17N'[4TBQ?&34@W M1Y[4./I?VG^->*?%ZUN[OP=X.N-,FN(M79[Z"_V\SQ,R^;&"'"5(XZ'GTKV'$ ME&%WT$H2G-
*1CNSSFQTVA39QVFO9/(\U%9E5"<K^:,(&R2,9*4QDXP,*N5UK MP%NE^.'[!9%,DDEC:86,+>X=_/=B2%PO^JR?XNG):P[2'X^\ Q8;PG-KI/B&< M:<##'Y<-_=#;"T*3*A7S %C"S*NI*
@$MV&:W?&GP[^*?@LPVMYXPU;5'N%ED M$LT&I'RS$\2]_F2L-H#2)A^@8@=QGHA46';KS7NV.ZO)5,-#">)=-:WE MU2|F>WDF:X1R\0=N'?YR6&20SG^(T?6J>(:<%XDW,"SJ[-*

*F*G;UY!&,\8Q|?7_$7AFWT'|GOP-_8T\EM?7&N74DC-M1WAB12K7L9X8{1P% .,_C7SB/$7B3P_=7'!F>)=>L$MKB>QMXH);PI:01N$" M+*DH 0X(*J.L0|C9^:+?B2#I26?B\'7((KI?*
*LH(ESJ.4"J"\$6UNG*Y1,_=3. M,"M,5BZ6*H>RA34'W6YY^!P=7+!5[:K4=2+5^5O35_@SW;Q%X%WQ^!K*WU2=-M[F72IFDW2PHMNRR0MA2B;FRS.H#$G)!S@9+?*
*V8=.T72_"%H,.TDAOIK4"4RQ-MF/+B*3>PW')R?3ICT->>Z3XV^:+GBG0=UOJY.3+.W9=LNHI:A(@JG-$DRDY4K-M@IEN%1-@?8V'8_.P\/4@$UH7-];,?XZURZO;F*TM(I)L2-M\UPX2-
*,SW2Y+\$X&20/Jː\:^/6DZ+]0-4L9K'4--OXX8=N8=6MHL-N8G.Z09Z-MCH/7\4Y,.- HTU4]M+L[ZRD;RK]VBND5AAU21=R;AV.#'T MK'Y.D\W)#_$75KB35H&EQ[8S3/=)&VK7<9"
*EA&$$6T<<;M5/"&O?!<;L?+9K-D&R(Y.48X-MSLQ@C'/Z^MO6Q"CRJ7D7_A6/E\;D=O$-S@?]LJ[+XNZU#>?L5^,MY598=$6+ MKDL3.!"__+/BN/\ A3EO^$Z[_P#%17>?^_1KQO\ :B\?
ZYH?PGT;1H"MI;WQ-MOX+RW6=\2QK[@%8C Z;FX((!Q@|ZAFV4B. M;KOQ*7P_\6-J:M\4-5U&&Q>XLYQ"1)&1D;847[!17)5YE;E._#*-
*MWS=CUTO!>6ZSOQ^:&PR#&X.14VZ.1'+PD*O7>M<7X\67PSL:6EY#N[(E9.R*?VRRQEH64=_DR*KW%GH&I+MN:+WDS__(M1_A5[^SXST(/U!/-C;@PHU40?"?
PEJ1RMK#&3_SQDV_IFL>[_9]TB96^ MSW=Q;YZ_,/UKOOI,BC^I:(??,:UJ8Q^[AE!]H#2&>,ZQ^S/>R*39:E;RY_MAF0K^HKS7Q=^RUXHN[6:%|&CW<$,D.B.#^!
*(KZN6ZD1L%;B(_[VZK]H=23 M:1]-N^5=D>&5&!|9P0;_I2&H31R+G:5/WF'\!^-8?CKP-X<|=:>L M&O:%INMQ*V0E_.1S >XW TE=$\|^.7|(O_!1GO)\/YK32_'JS:WI:X1-3MCB
*M[A'JPZ./UK]/O@S^U%X,^)^APZCH^KVNO:>-/"/CC]DO-MXM7FCVVM-IWB'3?+,ESIDK>3)N&X*1T;C]#3TDQNZ/Z(=-U2SUBW\ZTF65>^
*M,"OU';J6N6>BWD974);53C[I2*KCZ'K7Y*:? O_@IE+,/H7=U\<=&G7POJOG<;JO MZT/?-&^%,?=0W&H)<'(,V'3?YVI2GRRN>GD [?SS6O3[.FM]#:.^'K> MWBOE?
*S2%!8LPY(&$/\ NXKIWA@AY<@D<#_=L^??AKXAN/"-OJ_PUU_4[K3=5T2<76FWEJ0-MKW=DWW1NQT'0CGI7/ZQ\/? D_P 4-1\:"9UUZ^M!;2%0NS;GE@-OW]|_:>^ M#.HZAX/7O?
HDGG^*- 1I5AC3 N+;K+#ZGCD?2OA/X]ZAXK\%^#= ^(^A:",Y M:U^Y=9'=1(9?[AP*EAGL)ED\B=$42(#RI*KGD5ZN]E_8]K)-=:W$YQO\N+A M5'IR>O:OBZ^5XR-
*H37S/LZ&;82:X7;_]IM_Z+>S.\ GS=%F MU&ID_P!.OIFG?/7DU^FG_!+<'_A$/'A/0WUMC_OV]?<8:BL/"../8_A37EB M*LJDGN:OI5WAM7^-^G^()%1(?#T-J 6P?",,%]<6-H?
#\3RM$Y5?^/FX'Jz>^3;WQ-I MEQLALM/30WI^SFEAI*SG]K?)38^EO%W MB.%@OEJEK*QDN((#9YFW&XXKZ)_X)+6V/V7+UW^82^(;S.?3;'7POJGQ%TZ'
*MX=ZAHZ;J;NZN(&C,;+W'H;.^^/^"4T97]E")R.9-4N:^M]O+N^O]"Z'^S_P###?PSXRF\6Z7X*T6P\1S$L^I0V:+-N/4@X
*MX)]16GXZ^%W@KXFQVR>+/#NEZ^+9MT/]H6Z2F_^Q(XK1M_%-E=>)9-%2ZMVN MXXC(T ?]Z!GKCTI/$6LMHK0>58_:7FSGL!CWK.=;%.+G-Z(RE1J1:CRVOK\B MY,:'H]MHJ:-
*!8VD>E+%Y"V*1*(0F,;=F,8]JR?!OPM\'?#R2YD\,^&=+T*2Z M.9GL+5(C)]2!S6O=W8L]%EOUM\O'"9A'C!X&<5A_#]X@6_CZ&ZDMH6C6WVJS M-
@C<1DC@GI4RKTU-.^LMEWL:0H594Y55'W8[OMVT:.V.#GGO\ O1Y8V:5IQ?<,YO6P M5[X^3K5O1[K7)KAAJ=A9VL.#M:WNFE8^@(*+6MMI<4[^06/Y^/BY*6^-_P 3
*MN>GB2_]&&N?T=E\F8D#.^M[XSD1?'#XEX&,^(KPG_OX:QM#TXR^!f4//11 M#.D?DG[S[L\CV&*Of/WF=U/X4;%WX?N+?3(K^2(K;2G"N4(!^AQ@UZS^QG,F
*MG\+==+L+AK&4'(KRW4_&UQJ/A6RT/9MBMW+[R222:]S|E*WDF<.C/8S8 M9!DJ.U51O|16+]6Y=3]+/".L+<>.M(@VJ0L!OC"|S(*]" ,TD.?|,_Q.(Z_V
*M#=#\XR/ZUXM\/[Q[7XD:1:RQS;OM-HHD:,X/[Q>|>T_M:+\N_9G^)8_Z@=R?_M-!PUT5+[JYR33B[GX_\ P9\:MXLUB[TM6"&\M)H@S+G&5YQ7NWBCQ1HOI,WP
*M[EL]%M#]>O2QC("Y"D_\M)?8=A7E?P=U$>%I(-6CB\Z6WBGPG]XF(D?RKDO"-M4OC'XE>,-0T&&UEUW4MY.6J96I1TW-82=26NQ]_^,/"-O\3/&/G37<4OABQMX
*MXI263"Q1188R%7H!C./PKJM)TWP?XA-W%KH M49NIT.9B\6WLVG>2986*H8L$GE3Q^/U$:2ID=4"G=P>\ZM]3> MUF5U.YE-=5'K5CXCL1;7H6*X4?NYT?\@?
*2NNC&=164|/SZCG4C#>-T:]!XVE MGM)(&)*L_MIMRZCM)P7S&WEY4X8%<I!K@Q4M4CGIQ>K/C^-1 T>B%1\N&Q[_+7<-M?%[P7]?CRQ^"O@?185FFF:XU6:,I%&V.
*LQSZ"N3^S>3_88;D $9_P" BO8K M_P"(6E?#'Q|\+_$.JV\|WFZ52N5${LN-WH,5Y-.5ZL?F=;^!G9ZQK\ M-_">6UL1-LLB+.E5X*YX/XXK\WO'^I-XJ^(&IO.Q."UD\B-1T"CBOT$|>)'K
*M4FIWEH_[FQ?DZ2F)'++OQ@GT&?:OSLU3;BW\;>(+<@JZ7;@KWSN->G1U;9 MR5.AEL@N9I?) 5?D0>@QCK7Z5_L0_%K>(?PS?2-3F:;5-#*VYD-ZG@MGTY1WD?_P!
*)KS*C]V'5%:%_P /Z+I[U8]:ZSX&Q0:/ M+X@\57F/(T6P>92>S,2:!V_9STFX\;:E>^([[.EYKE[)>2R-UV%CM'X 5G1C MS2R_"?X*+J5C&@_T'2XP \L8P\G^RI[?4=LU[!]>CZ/X)TOR
*M,2WM],LXQ\S9"Y]25=23ZDU!+K.F>#;"K$CA1[D\?C7YQ?M-M.?M(.]X\\03Z5!=R06D;&$WA?;JY_AXZG'4UWQO-F+;BC]>OCGX M;W[+-X MOTA+@'&PW2Y'MG-
*=98ZGIGB:O\RTN:,4K6088S&RRIHW>M?BK-%%8X^T+]HNW M&XQ_P!3W-=\/\ XO>+/AKJ45_X9'ZCV!5^CURWEZ3*V,[M8">/IVNC#WBV*I.2/4IQ%^S>?
*A+IZZQ_;SWQ>00^6PP!GO6)!-P17T!^T#?^_M=X$3",O^E)R?QKYSMYKZG#R'6BHSLAFN,66''7S%_F*]RUGPN/$5W"L12%U)17(7->!>(6_P!!->L_"#5Y-
*0TGQ'Y\C3RIH\;F.3\K C^_M53CXMX:4ET1.'M[7E?4XOXT?L_GP+I^BO)K=QJOVR^,?IX ! <'(Q):[^:\ M8[LK]UG_
*.$ANHU90=@48Z5I_M.:@C^&O"I5S)QIM4CGN5%>R1^(K>(U;L;C^:8_'FLP:!-/);0:WBS=1:/4]Q%^S>?'IZ/&]%6LMHK0>58_:7FSGL!CWK.=;%.+G-Z(RE1J1:CRVOK\B MY,:'H]MHJ:-

7UKEK|#JH[-'U)_P2!M18_%WQ|;[O,\G0[./?C& M[:4!./PKRW_@H),?^&COB0O]R^TQO_*;:_X5[%_P2_A6+XQ?$ @Y8Z1!GU'[

*MQ:\;_I"'"@MXO_#4WQ/MOXO,TOQ_X+K:N*6M/YFTM)_(\AOM9>SN+"5/FCN $ MD7VQR:YWQ-X5%[??N1DM\\9 ZKZ59U"0/H^DS?Q @FMV&3SI+<`[9{R'1AT'*

*MM7'&7(RFK]OQNF^#WMW$A#9Z$5W7AG1_L\XCGC+V\G!..WK76V>GVVH6<=W# M%@MQ(A_@<=5_K6O9V,4D)@8!&ZHP[5Z'+S>|<|;'*:U\.[:-28DWPR#**M7D MOC'P;-15P;B%65U.[<@P1[@uR[.;&J:VL;U?W>>#Z&CQ\.]6^M9?0G9F1^SK^7(FL+!X7(4SA-20;+6^D.%F Z(Q[^ %TQ7TK&N&T|>U?G7XU\`M$W.A:@SJKQR1MN)7L1W%>}?L_P#[24_D/#^BOZ?6KC)Q MT9>^I]3VI;2*T8Y.E9,+"6-70[T895E.01{&M"VW< JWM6K!;FK-V-K=*U[. M4^M8UK%(Q^{6M:VSL>E")-2&8$8JPK>]5X;7;UYIVJI\%,"Q:R%6*

SBN[^&;_M[O&=C)|/_1;5PT17L!FNR^%[^)5KI_TD_P#1;5+"VA^:W_!;/\ PU)X6)^[-M_P (;:X^OVZ|S_2L/|@K6|(7PU]E(%U!92VYR V#TQFNP_X+,VTE_^TEX1 MB 2+|PI*

^<(K;3[.\N%C:)&;?& M"<9X/:O-Q^%^NT'1N=.%K_5]BE?M7&C2KHWD%!|<;Y=4 R5/KBL#]FOX@ M:.X<\"WEIKMPT$4LY^5AG(%>5_$_3=/TW6CT3Q.?$R/&)&NB3P?]O-=-

XL^ M&&|O\$(;'^S5E\9QW._5GSR,YSZ8OQ6&'P$>$6'J/8NMBJE2O[6FMSGOCM%H MFK>*CJ6CW1N)YAB:/[P5NS9KU'|E;XD>+/@+H>OZ\;>&)=6TW4E%M'=,"(XV*

MY(/:\H\; $2R\8R::=/\/VNCK:0>4XLTQY[?WF-:B_&+Q/"\+;CP8D]K;,. MSF4% P#6^N!@UW\L)1Y7L81A63YE]STO|HCXA>,?%2V$'BC2(|.RN(.L89' M#D(>O(Z?2O%=$TTM>V

*<|\T-MY]ATBY"[3RMO"+[49[KR%\N+ MSG+;%'89KV_]E_0-/\6>,/%TS6YE@BDC,L=R0,@CGO7?A,))IN&R//Q=91C>9 MZ%=?#'PZWB&WMM!FO?$MGY2R>9Y+ *Y'(QTKZ"\'_&!?#=-'L/$GA2XN=2 MTU2"D%N-5/ZO@_-^~;GA?P3HVFZT=/?79H\/6Y#M<0.H]!.*XO\ :!C-&FC^ M_VB\.VMDOB!N6F=1),3SU/7-?2T:=",5,:=GN^Q\|!8]QO4H],AYQ\:OBYH' MQ]87-*

*WX7TFYT/PQYBL+28!6D<#KM' 'M7E?C?Q|!7@]Q$=PJRW!7BWC/)O-M7)^*_B$Q@O20$*3;O<*2]H[JHBO(=!M;KQOXJA6[G,KRONEDD/;O7RN(C&= M;33U:+Y'U%%OV:?(TK-*

*GT7-("G]%YG M?S7Z;_| !'=MW@7XC_| 81M/_13U^6MQ(;K)SCWK]1O^".*LG@/XD!CS_;5I M_P"BGK>FM"6$?C[X9MM0M/M#W7AU K,N1_Q\7&!^=?&F ML?%?*

1M:TB>TG?>PE#">WP& SUKRJ=?%4<;Y1C|O?3[SZK# 58X>,I- "3Q)!\,.[.UO=1CENK6$Q^9-U.)'K7@_C+Q)8 |+"M|>W9K1K>W>U9)FOWE=A!|\U8T+' KY#M_B[KEO

*MMN["&Q8A0A20;LU7NOC9XBL5:6#3O)ED!\|SR9B(V)/\ =KP[^28FI1]FDKWN MMM-/EH=4L[P52HYQK,":UM%_YGU\|6]'*S:I((>>$NUP&>.':)/ZFO9_"=Y MX3L+?*

[+%81J/O8)8$</TKY!^/?Q$NOB5^T5'XBOM-DTRXE..ZSE8LR8[&OTN:WA5L2Q*F M>!M4$M^-?FK^T%;O=?M.7T-HH1_/15#=*G$U)2A9FV#@E51[1]WQ6L9_"-]I MUU*

*2T@6,"05R%7N[=&FGW M+O&./?%9UK]G>KX=^R%8[YKI!*LV01^%>#2]HY7Z/7/U\,9X*BVOM."MUU'W MV/MKX/A B9X[!PY,&9CYGB#3(\;LYS'=33KNM!_XZ;_ _P &*

M^%;SPOKO@"Z34(+Q;WQ9I6^)3RB :XJ_1#Q(VMP[JC8W8M93CU^0UOS.2U/C M,=R^V]QWV_)'C%OH<<:G<32)O20[."W:N+E,;G80PB->8QG\,/7US4L-

*N)5^=_HN*Y*VUI=O(ER.- MQS6E%K15UPVXX^ZRU5@,7XD^"(?&VAS:9)(O" M-PZ2:?)+ 1^6X@4NA'KQTK[(OOS2*/\ CW,)^|<9KA_%_P 6-|$6,DMRWVF M\;_5V@.6=O[N*

L+3K5IJE1CS/\ K[CBQ>(H86DZV(ERI?U9=WV2U9\33:?>_MZ]UPD6(OL\9DDEE.Q$'4FO--%\PM/+M,L\[Y=P>,=A7VKI/PYU3XL:RVN^+ MK)=+T5V#Q:+#'L:XQ]TRXZ+_ +/YUV-U

*? :QAO^$9A@#'I"63^5>OB,11P MT/]]-\S^TUMZ+R7?JSR\'3Q&*D\37CRQ^S%[I=Y=F^W1>=S\|O%'@N#6K-_- MA'F,A'0UY7M839[LY11\.:#;^)O#]K<6UA=>7*

*M#*V|CL[I,U3UI3/$FK,DMY(+J2/[C<,OI7TMKWPIUO0V>,[T>\|MIO_3$XKDY M:/|X6*?8YV}{R3_ "IVC>X^>=N6^A\\+9ZOI\R3+#)&RGKMRH[C6[:_$#O# M;OI*.22V#Z,,ZD?*

A;/"M!6YF2>6\5V:=LEFZCWK%Y3Z5 GQ[^K8W,/$6GL#_V \M|QUV|O \LR_$&9 R<&0+@U^:;#_.G_#GX:ZOX3^.7@:+4;&KM)\Z?,I;.RL^1-)\)AN_8K^(H_[\W-*O%?T#_M,>![/XD?L] M^+/#E_)-%:WPM0SP-AU*W4+J1_P)1[;_&KXI?LH^*? ?G7-A&=>TL,GSK>/$ MJ#_;0?S%>7B*L8U5"78UC3E*/-$\+VL[UTGA;XB;_P"#I@^GW@BSEH9/F4_*

MA6\))\)&[(RE67@JPP1[&F=:.AQ4E9HF[IB]#Z.\#_M.:=?>7;.[#]AF//F7E/Z M^U>V:7X@T_6;6"6SNHYXVYW(0?QK\^-N#[?3-;7AOQEK'A&Z/[3+Z2#OY>, YJ,M(\36J7&GWL5PC?

W7R17DU-2E\2.V%13-SRR,.5E21>9XJ91_# M9K^K5M*VXUF #_A+KGVLH_| T*HAU-&78X2,\0L&26,D%?QKTO6/$G@KXY^'HM%^*7AR'4O+'[C5K== MEQ ?[RNO*GZ<5Y*

*VYF!;DUL),,>Q@/0MS6M.I*F[QSX1GI(\T\>?"O6_AOXB MFB^'0BF3Q+X?1?,CCUA?G7_8$]IG'N*M:#/\6K[16U%?!0O;2/(:6"[0[,=>*

*M#S7IVCR0+:DN,%G)R*Z*TQV+6W5(+EHH6^\L;$*J]*ZUC9]49?5X|&>%:1XH M\=^(YDAATNPTL%MI-S,79?P45^G?C;2VUKX:Z]HE6%KO2+BW,I'"EX67=^&*

*M:^,1/;0RH1B>=L:@G\:^WM:C$WA6^0J7#64@*CJ?&^H-8 M^$=1:Y@:TM(T&9'P% S[5|W:AXU\/P[R-7M?^^^:^QP+NFCP<4G=,T+I?,7; M7=_FQMM0U^5)0X46[=&*G(;':O)?*

*^%C>&XMK/*28(^6%2%Y^O2O@_JE8 M^*+9&G+;CJ$+O:O.Y:L!LCSG+>A-,XR7+'QCAIWE<^A5\,,:#P.O_ #V?_&N2 M\@>,O" .@FJ-K?1W#S>6)2(Y"WRDXSC.<9J]K.N7&BZ;-*

*>S6[:4(5$5P2[$X5 M1{DFN6F\"Q^.M823Q#'YK6H#&.+Y5#'HFXG6O+?#'BKP3X'FN1\L'FO[W4K@R*S7 BCC8'& M(UQQSGZUVM|\/_#>]^:.(K:R2:WTW3P5N/)=G$K?*

W2/ZUMZE\-?!&FV?F66DJ M]V7"P"13PY/?G\Z\>6&QLDXRJIK_ FCE'HAGACQQ<:IM>&?%KX;W%]X\U2]6=,>>>X;?]FN\J,G!(63E3]#?TK8^#|'T<_;D

*MTM%G1=53$ID<*99:;INH>']MZ%(NRTDL4B$CD\ C'IBO4P:KX;*YYW?]-M?/\ $QI*%16L?"NJ>#KC3]86"]MI+9XXB?F&1DD8P>AX%9MUX1AGOK<'*0*Y M_D*^]]*

<^"T^H+J.GA6\8112[%M:S#1,0 2!N?Y'6O(M5^(?#.K*NJ>&%WB- MB'CC8J1D9QMXQ7T%*Of1:QOZ/|';]3R:E.4&>2ZAX"'O:LK9/F?T-3:/H;^& M=;1-4.GE"VF$A9ER*

O6&H6,T#Z!M#H M5RKD$5UM.VD'^'^9R\[ZL\(^)GQ F\>>)HKIKEL>-BL1;C2TASM!_ASZ5] ;'\)_#^O7U8Z=H'VB|N2J[&)7))/K?'3_ M +.=WX,6|OAX>L9)+ YD\G=

*(R+ZX/6LW.6D91W\U_F:+5_?\$L?"|QX M3_9\06=TZO*WBBYD^4]/!%M%O^:FO+/V[]4+|8D)<8\RUA.?H@%?2_[$FQ FXT^WA28XM$<CKC\& M%88:/+BD]K^M#6KJ2<:#A_-_[:*

{\K_9UQ'\5K/G&+:Z((H:?)?GZ^]=#\-OC% MIGQ:M=3T3Q9;1IK|+FUCU&-0@N#_ B4#C}_O"N4^ 9?#)3#\1IUZ#^V[?AN/^6GK7Z'E4G&,4NM_P %

*<^[RQ*4.5O1W.7|QQ3!&5ZC'M7'I>YSZ/8 MXVTT2%FUBZEN?*N8WFVVSKQ*I QCGKC-=)\/XU?0"N>5F\;:MX77RX)OM%D?OVLXWQG\.U:-*

*QHG@WXA1O%=0QV$SC+6MT2;9F!1CI7# M0:HC860I&|3TJ\%63YEQ^%8U'<*JM-'?1KU*+O3=CJM(^&&O>'|/R1=Z'8(# MDR6D/F2_@<^DO-'\-1ON2UO-;F4<-*

*=/Y4>0.N%QG\;2VVK9I@_?**CDN_+;! MX%>=#!T:,>:*U.VIF&*JJTI67DBI,3B1%8P)"3_"A.%]A4S2XC."1G@C-9=O MJ$##ML69"ZGE=W-67D^6NBG+0\]RON=`X9NM-N(9;'4VQ%*

(<8;fK?6OO;lE#7 MK?6+75XXM,TZS>U@MHOM%A${ .0;lNX#C(YY|Z_...U|F | !.Z9VNO'$9=B MBQV9"D\)#)FK]QO6(G+!RI-Z::?-&,XIZO+/%&E^(M+N-2M?[5 MN?ECMKC<5YIL[-

*/PSG@#1>&FE3IBZO;O/_?+RY%5OCE]' MQ"7XO>.%L/%\EI:+KU^(85L;4[_M#[4R823@=R2?4FN(T_QE\4;*16&N:?] MD8ZM?6*]IZ'_)9;,|\'MQ]*^2]HD8\CW.G\0?LT_"Z^_=^*

*==M;9XI/CTV_D92 ML]S)9CTXV1R$>$=\U4\/^":%EM#%!=:,IBO4P:KX;*YYW?]-M?/\ $QI*%16L?"NJ>#KC3]86"]MI+9XXB?F&1DD8P>AX%9MUX1AGOK<'*0*Y M_D*^]]*

<^"T^H+J.GA6\8112[%M:S#1,0 2!NY'6O(M5^(?#.K*NJ>&%WB- MB'CC8J1D9QMXQ7T%*Of1:QOZ/|';]3R:E.4&>2ZAX"'O:LK9/F?T-3:/H;^& M=;1-4.GE"VF$A9ER*

O6&H6,T#Z!M#H M5RKD$5UM.VD'^'^9R\[ZL\(^)GQ F\>>)HKIKEL>-BL1;C2TASM!_ASZ5] ;'\)_#^O7U8Z=H'VB|N2J[&)7))/K?'3_ M +.=WX,6|OAX>L9)+ YD\G=

*(R+ZX/6LW.6D91W\U_F:+5_?\$L?"|QX M3_9\06=TZO*WBBYD^4]/!%M%O^:FO+/V[]4+|8D)<8\RUA.?H@%?2_[$FQ FXT^WA28XM$<CKC\& M%88:/+BD]K^M#6KJ2<:#A_-_[:*

{\K_9UQ'\5K/G&+:Z((H:?)?GZ^]=#\-OC% MIGQ:M=3T3Q9;1IK|+FUCU&-0@N#_ B4#C}_O"N4^ 9?#)3#\1IUZ#^V[?AN/^6GK7Z'E4G&,4NM_P %

*<^[RQ*4.5O1W.7|QQ3!&5ZC'M7'I>YSZ/8 MXVTT2%FUBZEN?*N8WFVVSKQ*I QCGKC-=)\/XU?0"N>5F\;:MX77RX)OM%D?OVLXWQG\.U:-*

*QHG@WXA1O%=0QV$SC+6MT2;9F!1CI7# M0:HC860I&|3TJ\%63YEQ^%8U'<*JM-'?1KU*+O3=CJM(^&&O>'|/R1=Z'8(# MDR6D/F2_@<^DO-'\-1ON2UO-;F4<-*

*=/Y4>0.N%QG\;2VVK9I@_?**CDN_+;! MX%>=#!T:,>:*U.VIF&*JJTI67DBI,3B1%8P)"3_"A.%]A4S2XC."1G@C-9=O MJ$##ML69"ZGE=W-67D^6NBG+0\]RON=`X9NM-N(9;'4VQ%*

(<8;fK?6OO;lE#7 MK?6+75XXM,TZS>U@MHOM%A${ .0;lNX#C(YY|Z_...U|F | !.Z9VNO'$9=B MBQV9"D\)#)FK]QO6(G+!RI-Z::?-&,XIZO+/%&E^(M+N-2M?[5 MN?ECMKC<5YIL[-

*/PSG@#1>&FE3IBZO;O/_?+RY%5OCE]' MQ"7XO>.%L/%\EI:+KU^(85L;4[_M#[4R823@=R2?4FN(T_QE\4;*16&N:?] MD8ZM?6*]IZ'_)9;,|\'MQ]*^2]HD8\CW.G\0?LT_"Z^_=^*

*==M;9XI/CTV_D92 ML]S)9CTXV1R$>$=\U4\/^":%EM#%!=:,IBO4P:KX;*YYW?]-M?/\ $QI*%16L?"NJ>#KC3]86"]MI+9XXB?F&1DD8P>AX%9MUX1AGOK<'*0*Y M_D*^]]*

<^"T^H+J.GA6\8112[%M:S#1,0 2!NY'6O(M5^(?#.K*NJ>&%WB- MB'CC8J1D9QMXQ7T%*Of1:QOZ/|';]3R:E.4&>2ZAX"'O:LK9/F?T-3:/H;^& M=;1-4.GE"VF$A9ER*

O6&H6,T#Z!M#H M5RKD$5UM.VD'^'^9R\[ZL\(^)GQ F\>>)HKIKEL>-BL1;C2TASM!_ASZ5] ;'\)_#^O7U8Z=H'VB|N2J[&)7))/K?'3_ M +.=WX,6|OAX>L9)+ YD\G=

*(R+ZX/6LW.6D91W\U_F:+5_?\$L?"|QX M3_9\06=TZO*WBBYD^4]/!%M%O^:FO+/V[]4+|8D)<8\RUA.?H@%?2_[$FQ FXT^WA28XM$<CKC\& M%88:/+BD]K^M#6KJ2<:#A_-_[:*

{\K_9UQ'\5K/G&+:Z((H:?)?GZ^]=#\-OC% MIGQ:M=3T3Q9;1IK|+FUCU&-0@N#_ B4#C}_O"N4^ 9?#)3#\1IUZ#^V[?AN/^6GK7Z'E4G&,4NM_P %

*<^[RQ*4.5O1W.7|QQ3!&5ZC'M7'I>YSZ/8 MXVTT2%FUBZEN?*N8WFVVSKQ*I QCGKC-=)\/XU?0"N>5F\;:MX77RX)OM%D?OVLXWQG\.U:-*

*QHG@WXA1O%=0QV$SC+6MT2;9F!1CI7# M0:HC860I&|3TJ\%63YEQ^%8U'<*JM-'?1KU*+O3=CJM(^&&O>'|/R1=Z'8(# MDR6D/F2_@<^DO-'\-1ON2UO-;F4<-*

*=/Y4>0.N%QG\;2VVK9I@_?**CDN_+;! MX%>=#!T:,>:*U.VIF&*JJTI67DBI,3B1%8P)"3_"A.%]A4S2XC."1G@C-9=O MJ$##ML69"ZGE=W-67D^6NBG+0\]RON=`X9NM-N(9;'4VQ%*

*(<8;fK?6OO;lE#7 MK?6+75XXM,TZS>U@MHOM%A${ .0;lNX#C(YY|Z_...U|F | !.Z9VNO'$9=B MBQV9"D\)#)FK]QO6(G+!RI-Z::?-&,XIZO+/%&E^(M+N-2M?[5 MN?EC M

}N\4(E+L99L$$'&!17Z"?\ !/S_ ,FL_ __ +!J/\ Z0BB M@#S_ /X--O\ E*9^UW_V\?\ I\GK]_I_ '_@TV_Y2F?M=_|;Q_Z?)Z_?Z@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@#\0?^#WG_)-9^'_ __&4#4?\ TA%%'_!/S_R:S\#_ /LH&H_^D(HH M __ .#3; E*9^UW_P!O' I\GK]_I_ '-@TV_P"4IG[7?_;Q_P"GR>OW^H * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH

%%%% ! M1110 4444 ?B# _P>_|)K/P/_[!J/_ *0BBC_@!Y_Y-9^!_P#V4#4? 2$4 M4 >?_P#!IM_RE_ :[_|>/_3Y/7[_%?@#_P:,?\ *4S]KO\ |>/_ $^3U^_U M !1110 4444 %%%% !1110 45R^N?&[X+^&/$:^#_$OQ=\+Z=]I,%72K[7[: M&Y)/0")W#<_2NG5E=0Z,"",@@\$4 +1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !6;XQ_Y%B]_ZX&M*LWQC_R+%[_UP- %S3O^0?!_UQ7^ M0J:H=._Y!\'_%Q7^0I;@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH * M*** ,?P/_P @B7_K|F_[*K8K'\#_ /((E_Z_9O\ T*MB@ HHHH ***** "BBB M@ HHHH ***** "BBB@ HHHH ,?QO+_P A?1 ^OT _^@FMBL?Q+ P A?1 ^ MOT _^@FMB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** ,WQC_P B MQ>_]<#5S3O\ D'P?]<5_D*I^,?\ D6+W_K@:N:=_R#X/^N*_R% $U%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 5CV7__",][_UY1?S-;%8]E_R. M][_UY1?S- &Q1110 4444 %%%% !1110 4444 %%%% !1110 4444 %8_B7_M_)"^C_!_7Z?_ $$UL5C^)?\ D+Z/_P!?[\ | 030!L4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% 'X@_\'O/_ ":S\#_ ^R@:C_P"D(HH_X/>?^36? M@?\ JE-U'_TA%% 'G_\ P:,?\I3/VN_^WC_T^3U^_P!?7X_\&FW_"E,_:[_ M .WC_P!/D]?O\0 4444 %%%% !1110 5X)^TQ^S:\?2%OO$-U\+_ !-\92%/_MP[^%EE"B7\'@'6%L=:\?S.@9T>^CW2V-A&#Y9CA\NXGD\S<**+CWNLSQKI M6JZ[X-U?1-"N;>"^O-,N(+..!A$D4222V%_MRJDNFVOA-^RG)#=.'BCXP6 MUU!;3#XF>);.W6*"'UM_[-FGEU>$.KRO\SSAG4JL@BSJX_|!,GPMI7A+1X<_ M$&P\#?LZ:U\)_!$GO1O'^\'_@+6M";2SI^F"PT^-Y8;/[MM!<7]7MTL:8 ^TG M(5RZ@_^DZ*** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH *S?& M/_(L7O\ UP-:59OC'_D6+W_K@: +FG?\@^#_ *XK_(5-4.G?\@^#_KBO\A4U M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 8_@?_D$2_P#7[_Z M%6Q6/X'_ .01+_ U^S?\ H5;% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 8_B7_D+Z/_U^G_T$UL5C^)?^0OH__7Z?_036Q0 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% &;XQ_Y%B]_ZX&KFG?\ {(@_ZXK_ "%4 M_&/_ "+%[_UP-7-._P"0?!_UQ7^0H FHHHH ***** "BBB@ HHHH ***** "BB MB@ HHHH ***** "L>R_Y'>]_Z\HOYFMBL>R_Y'>]_Z\HOYF@##8HHHH ***** "MBBB@ HHHH **** "BBB@ HHHH **** "L?Q+_P A?1_^OT_^@FL3X[_M ?"K M]FWP#%OJ'V.R\!:,$);F[AD(#2L^/FN !N!R$0*5Z%V;[3AG@'B M/BK"5L5@X)4J46W:,Y8MI7Y8MZ.7>N_M>;/XD^\'C#X0J?_Q'%'B%PUPEC*&$QE1NK5E%*$ M%522;M5222U4?OE1+5>>MOU(HH+VI+HKM&5))5L9'L<<4M?%GVX4444 %%%% ! M1110 4444 %%%% !1110 4444 ?B# P>_|)K/P/_[*!J/_ *0BBC_@!Y_Y M-9^!_P#V4#4? 2$44 >?_P#!IM_RE_ :[_|>/_3Y/7[_%?@#_P:,?\ *4S] MKO\ |>/_ $^3U^_U !1110 4444 %%%% !6? XLTLZYX5U/15L8HWFGS0"VF MNG@2;>A78TB M&#G!902N<@9%:%9?C?6-7\/>#-7U_P_H!:C?V.EW%Q9:>F< MW,R1LR1#',68!?QH _*Q_@GE\;/^"T7[*GI'_@A%LG@[P!,W$?A MG^T*Vc=>L[P6LES+_ J22PIC<%Y':1RL6YF)\J/IH^IO^"?/QD_;Z^-WPV\5 M^*/VTO@3;? #3Q9:^.9[.S\V6M0:G#I^G+964D&R]@'EW>\R22&0=&D:/"^7 MM7\|_">A_M??%P>_/BOX@_X.0[V+PY\1[*6*_P!?\%^&] CT70?$S00WD6A'M+$6[/;YT:+]E?QIX4L? VH]7^,&H^_C;XIT_Q M%XUU":|[:[OQ=++(UC]G'EK;2+'<;5+!9KF=0S D ^S:**KZK?-I>EW.II M87%VUO;O*+6T4-+,54G8@) +'& "0,Ds?VP_B7X M<|;^"/C;XE7P=+XETCPJ='? PQXJFB\RRC1?=E$UA+OBQX]U'2?[0?1X\)4IBL=+1E=G M1#=S;Q.TDNZ.. <([N-@'|:T5\O_ +#?[;7C+X[_M:_&+\]A/IH=-+7XI?!3I4 M[)KK5-%M&MK/Q-H5_ MQ8:!% [N89-C>5<1!W5)0"K8D"+]04 %%%% !1110 M 4444 %%%% !1110 5F^,?\ D6+W_K@:TJS?&\ R+%[_P!<#0!47\S0!L4444 %%%% !1110 4444 %%%% !1110 4444 %>&? MMHI? MY_"7]CGPP1KLZZMXIO("VD>%[68"63]!+,W/DPY'WB,M@A0V#CRC]O[__M (*K>%?@"+WX3? >YM-;\;@-%>ZCQ+9Z*W0ANTTX_P">?W5/W\D%#\8_LI_L M4_' /X*_$2[^)/C/7K^=0!OX@\;:KNDDNI,~%AO|>CCCY(QC,/E5O MV;@[PTP!QO<43^KX*.]B]}5.WFHOI;WI?Q2334C\3XT\3\3';/7^%8?6,= M+1R5G"GWU\EQ@S32=9'/]>_;!0% MV_$O_(7T?_K]/_H)KS>.?$O$<0T5E>5P^KX"&D81TVENJ@M+ZMR=FO2 MX"\,,/PY6>;9M/ZSF$]95):]#>ZA?6_1S>MM$HJZ>Q1117Y6?K04444 %%%% M !1110 4444 %%%% !1110 4444 ?B# _'O/_)K/P/_ .R@:C_Z0BBC_@!Y M_P"36?@?_P!E U'_-(110!Y_P#\&FW_"E,_:[_ .WC_P!/D]?O\7X_P#! MIM_RE_ :[_|>/_3Y/7[_ %!1110 4444 %%%% !7QK^U!_P56^,OP!_:?\1 M_LY_#W_@EO\ &_XI#P[I^G7K^^? U!:2V%S#>1,R%3)(I!$D<\1!YW0,>A!/ MV57QU^TE\53?^^TFG?M/^)O!/['WI,7P0U?P#8Z5IESH_BKX@>(M2L;F],T<@ MFM_]&1U9XIHHB1A=]30GJ^2.?>N_M>;/XD^\'C#X0J0?_P &PGQC;PO\0-3 M4O&VB0^]&BM!;OF*L;NY6-U\VXW(C"8_.&4,&\&:^K/^\"1OBCPUK?I-.K^& MO:/[$-S^SSHGA? QK=.5I/PPU+2EM+VRB%K:7!N+E4^5Y)GN'E#@G]?L"Z[^V]XA^'?BF[,;\'>&-"\<+X MVGCM=/\ !,TND#3196?D-;RS?O)58F0NS\B4RKA0H4 'NM%%97CFR\7ZEX) MUC3OA]KMGI>OW&E7$>AZGJ%B;FWM+QHV$,TL(=#*B2%69 RE@"-PSD 'P/\ M\%[/-/\ P46T_P""'2?M4_LR?$WP!]_@KX,W\/CCQ#\'O$O@=+Y3X@BTT"Y.6> M[-RPN\;M&URD"Q08:)'$C2Q1UXG_,9/C2?VHM2_P"""7'!4R:%/$?A;QU>_M2"!OW>GW+;ULIF_73[UAD; #%09UW8P0K'I7UM9_LY?\%]_VB?@[JWL/[; M_P 9_@_8Z+XETZ72? %_BOX5ZJ]0U75MVF4QW%O#%=E8+!":%FC:X'G!_[%(E M;:R^@_MH?\$[?A%^UO\ L@6/[)NF7#>=#(O"$]3TS;_9US M!&Q @=8@OEE"1OB=UW*6# ^1_P#@ZB74KW]D/X%Z#X9#-KNH?M6^$X= 2+_6 M&[-MJ6PICG.>,C^\/6F_\$R[/4+'_@X9_;\3Q>&&JRV7@N73C*/F:Q.G_(5] M5"?9QQZ =J^C=<_8D^.O[5/[0?PH^-/[WUGQ M(8A%'K%W+=I&T"VXWO:.1K(4DDW/<2!0IUOC+-Q>XZT?[M[3O^"B7[*>]>'[M?QQ<>"I/"'CWPOXIGGMM-\4Z4)EGMI#:,&.FV'[+NEVVM,GW!>/>:.5) &Q_%Y0D(SV!K].[^>OV*_ MV'Y_V=_B1\4OVGOBSXJL?$GQ:^-,NVNH>:M:TVS."RLK2T@%MI^E6:2.S_9[M:$;?,<[YG+.P7*HGT+0 4444 17D\EM:O/#;-,RKE8DZMI"LS_A)=7_Z%"]_ MJZ6MBB@#'_X2?5_^A0O?^^EH_P"$EU?_*%"]_[Z6MBB@#'_,$EU?\Z%"] M_P"^EH_X2?5_^A0O?^^EK8HH Q_^$EU?_H4+W_OI:/\ A)=7_P"A0O?^^EK8 MHH Q_P#A)=7_ ,A0O?\ OI:H^)>=>U:YT&Z@F\,?4*M%0979<+!FNFK-\8_]M(L?Q_7 T 5++Q*]J6<2+X2O& B4!@RX/'6I?^$EU?_H4+W_OI:TM_Y\'_7-M?%?Y"I?_; _A)=7_Z%"]_[Z6C_A)=7-Z%"]_[Z6MBB@#'_P"$EU?_*%"]_[Z M6C_A)=7_ .A0O?\ OI:V**_?_A)=7_Z%"]_[Z6C_A)=7_Z%"]_[Z6MBB@#'M_P"$EU?_*%"]_[Z6C_A)=7_ .A0O?\ OI:V**_?_A)=7_Z%"]_[Z6C_A)= M-7_Z%"]_[Z6MBB@#'_P"$EU?_*%"]_[Z6C_A)=7_ .A0O?\ OI:V**_?_A) M=7_Z%"]_[Z6C_A)=7_Z%"]_[Z6MBB@#'_P"$EU?_*%"]_[Z6C_A)=7_ .A0 MO?\ OI:V**_4*ZXJ-KITDJI9QO4A*\8"]0&&#+@\=:M^,?\ D6+W_K@:N:=_R#X/^N*_MR% &;_PDNK_]"A>_]]+1_P)+]_ _$*%[_WTM;%% &/_,)+]_\ T*%[_P!]+1_PDNK_ /0H7O\ WTM;%% &/_PDNK_]"A>_]]+1_P)+]_ _$*%[_WTM;%% &/_,)+]_\ T*%[_P!]+1_PDNK_ /0H7O\ WTM;%% &/_PDNK_]"A>_]]+1_P)+]_ _$*%[_WTM;%% &/_,)+]_\ T*%[_P!]+1_PDNK_ /0H7O\ WTM;%% &/_PDNK_]"A>_]]+1_P)+]_ _$*%[_WTM;%% &/_,)+]_\ T*%[_P!]+1_PDNK_ /0H7O\ WTM;%% &/_PDNK_]"A>_]]+1_P)+]_ _$*%[_WTM;%% &/_,)+]_\ T*%[_P!] M+1_PDNK_ /0H7O\ WTM;%% &/_PDNK_]"A>_]]+69;ZYT*^*;]Z7PW]_Z\HOYF@__X275_ ^A0O? ^^EH_X275_^A0O?^^EK M8HH Q_\A)=7_P"A0O?^^EH_X275_P#H4+W_ +Z6MBB@#'_X275_^A0O?^^EK8HH Q_\A)=7_P"A0O?^^EH_X275_P#H4+W_ +Z6MBB@#'_X275_^A0O?^^EK8HH Q_\A)=7_P"A0O?^^EH_X275_P#H4+W_ +Z6MBN7^,QE^&WP%\"7GQ(^^OBFWTG2:?FFF.7E<@[8HT'S22 M-@X502<'L":VH8>OB]h:-&+.E.3LDE=MO9)+5LQQ&(H82A*M7FHPBKMMD));M:MMZ)%C5?\'3Z%IEQK6MZ#+9V=I"TUU=W5Q'"'#&HRSLS$!5 !))X%?G-^WI_P5 MVUKQW;WGPA_9?O)|+TI]T.J^+(W*W%X.ACMCP8H_63[[?P[1RWEW[9G_ 4"-M^,W[K#I/A>P4R7>JR;OD>X$>?,8G!$2Y13C[Q& ^QI M;_@G_P#\$E]"^%7V+XP_M,Z=;:IXF7;-IOAIBKMG;=0\059YAV,^7 M}^R?@_AWPVP$,ZXKM4Q+UI8=6>O>?1M=6_E9+^>_M&6E7$NZT[1ZI/HE[_[L;M^'#?L*\]$MO%QG05FL?BY^T1X6U2T\+/MGL-#?,-MU]RGD-(20T.)]?ON#QM!#']_ #AMO!^=VGA?P[\-7T[3;"!8;*QLHXXXH(U& M JJN *Z:BORSC'C?,^~/_,)+[_\ T*%[_P!]+69KFN:C/[.FR2>&[F.Q MW)9$9ES(=O05U=8_B7_D+Z/__-?I_P#037QQ)HI'_DNK_\ 0H7O_?2T?\)+ MJ_\ T*%[_P!]+6Q10!C_ /"2ZO\ ]"A>_P#?2T?\)++J__0H7O_?2TU44 8__M DNK_\ 0H7O_?2T?\)++J_\ T*%[_P!]+6Q10!C_ /"2ZO\ ]"A>_P#?2T?\ M)+J__0H7O_?2UQ44_8__DNK_\ 0H7O_?2UKQL?C5V0J2IH)4]4[4MV %I11 M0 4444 %%%% 'X@_\'O/_)K/P/\ A^C:C_Z0BBC_@!Y_Y-9^!_P#V4#4? 2$44?\ !S_ ,FL_ __+*!/\ Z0BB@##S_ /X--0\ ME*9^UW_V\?\ I\GK]_I_ '_@TV_Y2F?M=_\;Q_Z?)Z_?Z@ HHHH ***** "B MBB@ KPK\]?6_VP?@9]]U\9_V:?AG#\6=&NHD/B3X7W?B)=.U*)XT""]TBYG# M0;BB])+*8QQR%!)')'(TBS^ZT4 ?G;]? !Q3X$*ZFWA/QW_ ,$]?VT-+\11 MMY;Z(/@I',\C]O*=;T+*I/W7& W4<5[+\!/CW^VU^W)?6>K:M^RGXE_9[^&4 M/=2B3Q?X@C4AA:06-L6&DQ,1B6>;4S[*R0QQLPN(_H-/CM\$)++WQ/ MIL?QD*M<^"8XW\96X\0VQ? 05D#M&UZN_;&$\V>16<.H MZ==Q7%O<1+)//(*21&&596'!!!!!'!H EHHHH ***** "BBB@ HHHH ***** "BBB@ K-\8 \BQ>_ P#7 U5F\,?^ 18O?^N!H N:=_R# MX/\ KBO\A4U0Z=_R#X/^N*_R%34 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110!C^!_^01+_ -?LW_H5;%8_@?\ Y!$O_7[-_P"A5L4 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110!C^)?^0OH__7Z?_036Q6/XE_Y"' M^C_!?I_!!-;% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 9OC' M_D6+W_K@:N:=_P @^#_ KBO\ (53\8_\(L7O_7 U^-_'?B*TTG2=.@_M[?WPL2.)1ZD! M23O^ @D@ $D"KITZE:HH0037^'<3N?QG]O_ (^D^-?VDKJ^'# P'^VZ/X,ED<SSSQJ4O=CMZ^1]- M >.OWO(>!?4 M[EB;[7'+9?R2^3M)SNG; (R3M#'.WI7/AK),O 7P?\&67P!^&GA>UT?1I/CV6 MME:)A1ZLQ/+N3R78EF/))-.5K:VUC:1V5E,QPPPQA(HHD"JB@8"@#@ #@ 4^ MOSOC;CI.>- L7S5WR4(_!2B_=CYO^.5NK]$DM#](X&\/?^36?@?_ -E U'_TA%%'_!(S_P FL_ __LH&H_\ M!"** //_ /@TV_Y2F?M=_P#;Q_Z?)Z_?ZOP!_P"#3;_E^9^UW_V\?^GR>OW^ MH **** "BBB@ HHHH *SO&%CKV!>$M4TWPKJB6.J7&G3Q:;>R+N&HnC&81R$ M8.0K&*]5H=C[LCNYO"NIQ6$E\LI:?,(6TSR_M(> K<1-)ED6>-XW\LY'U-_P0,TW1H'))@@D;IQ_8(_;-N? VX_AOXF^*AMINMPQPVMI(9+NU9F\AW>=V52: /R_Y'>]_Z\HOY MFMBOF7]M7_@H)\-OV.J2O[",,/7/&%WH\8TW0(9I"DB6Y8.S"JJ=*&(?X)+=M M]$KM]#UG]H_HSX1_LL> 9/"WQ8\0K;QG'-!O'L9;LCPYX)TAB\<1Y'G3-P)"'Y+2O MA4&[&O]_VL?^"C_P >9]4NKV;4[HLOIHZQ=A]H.T2V).U% R$4<[8U MR[GQ.YJ_5#IDA\ 8I^$'[*GO[^OD IC]MUJ]B4:UXEO(A]IO6ZI1U\]{'I& MIP_DLV6/[W3H<+>#&%56ORXK-I+2/V:5UOW2_CDME&+,/Y\]8CBOQMQ;I8 M?FPF41>LOMU;/;LWY:P0]9.4DD>6_L#?]\$Q_ -^S#!;_$OXI+:^(/'A0/%+ MMWVNCDC[MN&'S2>LQ&>RA1DMJ9445^%9]Q!FW$N8RQN8U7.I+[DND8K9)=EZ MO5MG[YP_PIE'#&6QP.74E"G'[V^LI/=R? 5OT6B2"BBBO&;'SBB@ HHHH **M** "BBB@ HHHH *Q_$O_ "%[' Z_3_Z":\Y*Q_$O_ "%[' Z_3_Z": -BBBB@ M HHHH ***** "BBB@ HHHH _$'_@]Y_Y-9^!__90-1_\ M2$44?\'O/_)K/P/_ .R@:C_Z0BB@#$_ (--O^4IG[7?_;Q_Z?)Z_?ZOP!_X M--O^4IG[7?\ V\?^GR>OW^H **** "BBB@ HHHH *S?&?B>\U\$^#]6\97UM+ M-I&F3WLT. R\B11LY51W)'X'O6E4.HW6GV.GSWNK7$,-K#"SW.MPX6-(P"6 M9B> H&22>,4 ?F3X?^-'_!Q9XE\4>#- \(6W[&'@K3OB'X8N=?\ !FBW]KXB MN1:6\?V>0V$MQ PCENUBNDD/EKLD$5PZ?+&V/I7_ ()&;_\M&Z]^SOXK3]K M;XH^%?$_Q#T_XL>(;'Q,GA&VG6WT>>&=+&GF2X9HQ&H5HI)&+?9I+9,X05\ M"S?M8_\!#0_GQ-^SS^S#\"? VHM9\":WXR;Q%H/B_X7^$?$,L.BZG$AMUN=.M O)'#6*(@>-2$A58RDCQE6C8!7VM_P0UC_9_] M<@!0!EV_P#K+S4;@1J3C(50>78XX506/8&M*-&MB*L:5*+E*3LD ME=M!DEIV95JU"#TI5:LE&,5=MNR2[MO1(WJX2XY_M(?!7]F!PT?%/QC\>V6D M0LI-K-\Y^NR/X8H5R\A\P.#/) YKX8 ;I_X+;WU'W!\'_LF^'C;1\HWB[6[M8&0_[5O:-POJ&ER<'F,'FOG[X)?1.7?MB?M\>*V^(^M3;@;"^DS>>-O%L\GER M+GI#NR\^.0%C&Q<8++)7[/D7A#6I83^TN*<0L'AEK9M>T?EK=1,Z*TI=.0_$\ M_P#&2C6QCROA3#O&XEZ72?LX^>EG)+[JQAUYSU#]8S_@L_ %;XE?:?"'[,. MER^+#]6)KZI<+TRN,L9'W[M3H__E/BF'#'Q#KD"MY+CO;P\!I[\SC^.CDO<[+_D=[W_KRB_F:[,R\4CKR5YR\TG=ONG-Z= ((X%K?2=)LU^6&$9>5R!NED<_-)(V!EF)-M)P.P-KJ***_#L1B***KRK5I.4Y.[;=VV]VV[6S]YP^'H82A&C0#HPBDDDX))-M,)))-)(****Q-@HHHH ***** "BBB@ HHHH ***** "BBB@ K\2_] (7T?_K]/_M_H)K8K\2_] (7T?_K]/_H)H V***** "BBB@ HHHH ***** "BBB@ HHHH ** M*** "BBB@#\0?^#WG_DUGX'_]E U'_P!(111_P>_\FL_ __\ [*!J/_I"** /M/_\ @TV_Y2F? M=_]O'_]GK]_I_ '_@TV_Y2F?M=_P#;Q_Z?)Z_?ZO HHHH M ***** "BBB@ HHHH _$'_@]Y_Y-9^!__90-1_\ M2$44?\'O/_)K/P/_ .R@:C_Z0BB@#$_ (--O^4IG[7?_;Q_Z?)Z_?ZOP!_X M--O^4IG[7?\ V\?^GR>OW^H **** "BBB@ HHHH *S?&?B>\U\$^#]6\97UM+ M-I&F3WLT. R\B11LY51W)'X'O6E4.HW6GV.GSWNK7$,-K#"SW.MPX6-(P"6 M9B> H&22>,4 ?F3X?^-'_!Q9XE\4>#- \(6W[&'@K3OB'X8N=?\ !FBW]KXB MN1:6\?V>0V$MQ PCENUBNDD/EKLD$5PZ?+&V/I7_ ()&;_\M&Z]^SOXK3]K M;XH^%?$_Q#T_XL>(;'Q,GA&VG6WT>>&=+&GF2X9HQ&H5HI)&+?9I+9,X05\ M"S?M8_\!#0_GQ-^SS^S#\"? VHM9\":WXR;Q%H/B_X7^$?$,L.BZG$AMUN=.M O)'#6*(@>-2$A58RDCQE6C8!7VM_P0UC_9_] M<@!0!EV_P#K+S4;@1J3C(50>78XX506/8&M*-&MB*L:5*+E*3LD ME=M!DEIV95JU"#TI5:LE&,5=MNR2[MO1(WJX2XY_M(?!7]F!PT?%/QC\>V6D M0LI-K-\Y^NR/X8H5R\A\P.#/) YKX8 ;I_X+;WU'W!\'_LF^'C;1\HWB[6[M8&0_[5O:-POJ&ER<'F,'FOG[X)?1.7?MB?M\>*V^(^M3;@;"^DS>>-O%L\GER M+GI#NR\^.0%C&Q<8++)7[/D7A#6I83^TN*<0L'AEK9M>T?EK=1,Z*TI=.0_$\ M_P#&2C6QCROA3#O&XEZ72?LX^>EG)+[JQAUYSU#]8S_@L_ %;XE?:?"'[,. MER^+#]6)KZI<+TRN,L9'W[M3H__E/BF'#'Q#KD"MY+CO;P\!I[\SC^.CDO<[+_D=[W_KRB_F:[,R\4CKR5YR\TG=ONG-Z= ((X%K?2=)LU^6&$9>5R!NED<_-)(V!EF)-M)P.P-KJ***_#L1B***KRK5I.4Y.[;=VV]VV[6S]YP^'H82A&C0#HPBDDDX))-M,)))-)(****Q-@HHHH ***** "BBB@ HHHH ***** "BBB@ K\2_] (7T?_K]/_M_H)K8K\2_] (7T?_K]/_H)H V***** "BBB@ HHHH ***** "BBB@ HHHH ** M*** "BBB@#\0?^#WG_DUGX'_]E U'_P!(111_P>_\FL_ __\ [*!J/_I"** /M/_\ @TV_Y2F? M=_]O'_]GK]_I_ '_@TV_Y2F?M=_P#;Q_Z?)Z_?ZO HHHH M ***** "BBB@ HHHH _$'_@]Y_Y-9^!__90-1_\ M2$44?\'O/_)K/P/_ .R@:C_Z0BB@#$_ (--O^4IG[7?_;Q_Z?)Z_?ZOP!_X M--O^4IG[7?\ V\?^GR>OW^H **** "BBB@ HHHH *S?&?B>\U\$^#]6\97UM+ M-I&F3WLT. R\B11LY51W)'X'O6E4.HW6GV.GSWNK7$,-K#"SW.MPX6-(P"6 M9B> H&22>,4 ?F3X?^-'_!Q9XE\4>#- \(6W[&'@K3OB'X8N=?\ !FBW]KXB MN1:6\?V>0V$MQ PCENUBNDD/EKLD$5PZ?+&V/I7_ ()&;_\M&Z]^SOXK3]K M;XH^%?$_Q#T_XL>(;'Q,GA&VG6WT>>&=+&GF2X9HQ&H5HI)&+?9I+9,X05\ M"S?M8_\!#0_GQ-^SS^S#\"? VHM9\":WXR;Q%H/B_X7^$?$,L.BZG$AMUN=.M O)'#6*(@>-2$A58RDCQE6C8!7VM_P0UC_9_] M<@!0!EV_P#K+S4;@1J3C(50>78XX506/8&M*-&MB*L:5*+E*3LD ME=M!DEIV95JU"#TI5:LE&,5=MNR2[MO1(WJX2XY_M(?!7]F!PT?%/QC\>V6D M0LI-K-\Y^NR/X8H5R\A\P.#/) YKX8 ;I_X+;WU'W!\'_LF^'C;1\HWB[6[M8&0_[5O:-POJ&ER<'F,'FOG[X)?1.7?MB?M\>*V^(^M3;@;"^DS>>-O%L\GER M+GI#NR\^.0%C&Q<8++)7[/D7A#6I83^TN*<0L'AEK9M>T?EK=1,Z*TI=.0_$\ M_P#&2C6QCROA3#O&XEZ72?LX^>EG)+[JQAUYSU#]8S_@L_ %;XE?:?"'[,. MER^+#]6)KZI<+TRN,L9'W[M3H__E/BF'#'Q#KD"MY+CO;P\!I[\SC^.CDO<[+_D=[W_KRB_F:[,R\4CKR5YR\TG=ONG-Z= ((X%K?2=)LU^6&$9>5R!NED<_-)(V!EF)-M)P.P-KJ***_#L1B***KRK5I.4Y.[;=VV]VV[6S]YP^'H82A&C0#HPBDDDX))-M,)))-)(****Q-@HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "B MBB@ HHHH ***** "BBB@ HHHH ***** ,?P/\ \@B7_K]F_P#0]V^Q____M ")^^OV;_T*MB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** ,? MQ+_R%]'_.OT_P#H)K8K\2_\A^?1_P#K]/\ Z":V* "BBB@ HHHH ***** "B MBB@ HHHH ***** "BBB@ HHHH S?&/_(L7O\ UP-7-._Y!\'_%Q7^0JGXQ_Y M"%B]_ZX&KFG?\@^#_ *XK_(4 34444 %%%% !1110 4444 %%%% !1110 4444 %%%% !5/Q!XEH MX42VED55$CVL.0"VH ^@***RO'5QXPM/!&LW?P\TZS MO-?BTJX?0[349C';SW@B8PI*XY5#)M##$<@$F@+5HK\G/^"EW_!)[XD?L^?LC M>,O^"A7PU_X*4J'8?'OX<>'KCQ=>>>+]0\<.NEZK): (;BYLETM%$%O:NBR)#; M)\B#RT?S5W!N_P#VZ_\@H_^T=H/_!-'JF*V\(7C>#_C5^UCJ?@OPLFHV-N! M+XWMY-1O((W!VR1^,Y<8;)C:=&ZQT ?D)17YS?MYZUI__!'XF_L[_M# M?!++7_$;/@/Q?\4K+X;_%_P /ZUXIO=3BU:VU&"5K?693>2R$7MM);.[7"D23 M+(TU=MML3L,X+N&V*%/T$HKX2_X)[_M#>;/A;_ _%+ M_P!H#_@E!XR\5ZGKFA>"M+TSQO\ "*^UO49;R[L]"OHX!=Z9)/,S22PVMW.B M0\.]XCDV%L(@"W;0 4444 %%%% !1110 4444 %%%% !6;XQ_P"18O?^N!K-0 _M-\B_P#

*MW'I7ZSPOX1Y[G%#Z]F*O&+(,EK_4,KB\ M9BV[*%/6*?9R2=W_ `8*3Z.Q)A_M6_|+|:OP#X, ^T^$/V8-$3Q+]2Y1O$>)I1 MO'I\+=,Q1\/<$>IV)T(+BOCSPQ\ #^], <_X*4?$-M?E?5?$;)*4GUS5I/(T MS3%)!**0!'&.A\N)2QZ[3UKI#_93_P"""G@#P7]F\7_M/ZVGB74EPZ^'~-D> M/3X6ZXEDX>X(XX&Q.H(<5]P^'_#N@>$]%MO#GA;1+33=/LXA':6-A;+##"@Z M*B(%!L?U%;CG@?P_I2PW">&5?$6LI14U|;,-^D5"&$]X^4H|!<>>(E6.*X MOQ+H8>]UAZ>GI?=+UDYSW7NGR?\ LI_|$@/@-\$?LWBKXO&/QUXCCPX2^M]N MFVK]?DMSGS2.FZ7(.0BFOK]&&&WA2WMXECCC4*B(N H' Z"G45^,Y[Q'G M>8?B'M>5V=4E>8TEO1O*,5I%>22/VW(.&LCX8P?U?+*$:4>MMY>_]>47\S6QG6/9?\CO>_]>47\S7B'N&Q1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %8_B7_)"^C_\ 7Z?_ $$UL5C^)?\ D+Z/_P!?I_\ M030!L4444 %%%% !1110 4444 %%%% !1110 4444 %%%% 'X@_\'O/__":S M\#_^R@:C_P"D(HH_X/>?^36?@?\ ]E U' TA%% 'G_\ P:,?\I3/VN_^WC_T M^3U^_P!7X_\&FW_"E,_:[_WC_P!/D]?O]0 4444 %%%% !1110 5\M_M MR\ !,6T_:\\1WGCWX: M9_$[X+>(]=\/OZ!XQU/X:,M'GB+2HWD:.&ZBE1 MAY7GSK%<1E)46=(U=\ 4%-:UI9IH7U^W5LW5E0L# M*\ !:]'D2.WB9- "U[9\/IX;_L-?L>Z?\ L?\ [%/B&?P/9:<'=/$UU]\& MI7]S=2$&>]G$H6.:X<@?,R[%"JJH$14&[^O/^RIJ/I('PDU#X;ZY\-.:^(6I M:KXLU+Q!JOBIQ'9P17]_=7LWG2F;R L;%6)5-JJ%C6.,*|&*\|1_84_X*[?LW M_$S|ESPSXG_;&_;8_9XT#X1%+B'QOH>@?$>PMK*QNTN) L4(N+QVD41>5F59 M)(I&R\|M&RFOI#|GW]ISX$_M4^'=?\:?L\]?$O2?%^@Z/KTFD2>(?#[_%=V%U M1/$S),J^>]%E)&]?7^&@#O:**Q?B/X)A^)/@'6/A_<>)=9T:/6=.E MLY=4\/:@;2^M5D4JSP3J"T,@!.UU^93R"" : /G;]HSPS9?\%'?$=S^R;I$I MF^$&@:]#_P +EUN(_NO$-Q:S+*OA>UOJ?1/V"OV6M*_8QM_V _,X;1:M\+X?#H:;0M7N'F>YAW>89)LAS<& M,_G*5<2_O%*L 0 ?&?_(_'W]5'AR#3J:(9 M=;>*VOOMW)QQT2(21LS5=%4D& %'_!//[PE]'P6_P"#BC]M/P1XLA:*?XB>#/"?MC'PK)*,&]TV*(VT\B9ZK'=2F$D<;HZ^POA?^P?\ "WP#\5]#^,/C3QWXS^(O MBSPEH\VE>"=:^(6M1WLGARSF54G6T6**)I-*B(DEU(LEU(BA7F920=;X_L> M_#+X[_$#PU\;'UO7O"7C_P 'V]S:^'/'G@^]B@U&VM+@#[19N)XIH+FWD*HQ MAGBD17174*X#4 ?$_P"RYX3U?XA_\'0W[2WQIT2)Y-#\ ? ? 0/!^JW:#V-1 M1Q:NA816TN1V[XK]+Z\\ 9P_9>^$7[+\A74 #7PKTFZ^T;_K<^M>*=> MU>^>]U+7RMM51T1$5414154>AT %%%% $5%%-7 6MJZ6,J]*5_M=NZY/N*S/L7C?\ Z#=E_P" Q_QK8HH Q_L7C?\ Z#=E_P" Q_QH^Q>-_P#H M-V7_(#'_&MBB@#'^Q>-_P#H-V7_(#'_&C[%XW_.@W9?\ @,?\:V** ,?[%XW_.@W9?\ @,?\:/L7C?\ Z#=E_P" Q_QK8HH Q_L7C?\ Z#=E_P" Q_QH^Q>-_P#H M-V7_(#'_&MBB@#'^Q>-_P#H-V7_(#'_&C[%XW_.@W9?\ @,?\:V** ,?[%XW_.@W9?\ @,?\:/L7C?\ Z#=E_P" Q_QK8HH Q_L7C?\ Z#=E_P" Q_QH^Q>-_P#H M-V7_(#'_&MBB@#'^Q>-_^@W9?^ Q_P :/L7C? H-V7_@,?\ M&MBB@#'^Q>-_^@W9?^ Q_P :/L7C? H-V7_@,?\ &MBB@#'^Q>-_^@W9?^ Q_P :/L7C? H-V7_@,?\ &MBB@#'^Q>-_^@W9?^ Q_M_P :/L7C? H-V7_@,?\ &MBB@#'^Q>-_^@W9?^ Q_P :/L7C? H-V7_@,?\ &MBB@#'^Q>-_^@W9?^ Q_M_P :/L7C? _H-V7_@,?\ &MBB@#'^Q>-_^@W9?^ Q_P :/L7C? H-V7_@,?\ M&MBB@##E/"MKXIDTZ1K#5+:-/M,@*R0$G=NY-:?V+QO\ |!NR_P# 8_XT>!_ ^ M01+_ -?LW_H5;% &/IB\;_| 0;LO_8 XT?8O&___$&[+_P&/^-;%% &/IB\;_| 0;LO_8 XT?8O&___$&[+_P&/^-;%% &/IB\;_| 0;LO_8 XT?8O&___$&[+_P&/^-;%% &/IB\;_| 0;LO_8 XT?8O&___$&[+_P&/^-;%% &/IB\;_| 0;LO_8 XT?8O&___M $&[+_P&/^-;%% &/IB\;_| 0;LO_8 XT?8O&___$&[+_P&/^-;%% &/IB\;_| 0;LO_8 XT?8O&___$&[+_P&/^-;%% &/IB\;_| 0;LO_8 XT?8O&___M $&[+_P&/^-;%% &/IB\;_| 0;LO_8 XT?8O&___$

*8%61KB18\+M29?E7. ?;%%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %9OC'_D6+W_K@:TJ MS?&/_(L7Q_7 T 7-._Y|\'_7%?Y"IJAT[_D'P?\ 7%?Y"IJ "BBB@ HHHH * M*** "BBB@ HHHH **IZ|XAT#PMD)] M?B__,%8?V+?A/YMI:_$27Q5?1Y_T/PI:_:5)|IV*P$?20_2O6RK(;I_P $OA'I6APG*IJ&NW#7L^/[RHGEHA]CY@KP]\^(_P#P41_;CNI- M/M=5\ <>++29RLUIL#P:;G;$BPA+=?3+_G7ZEEQ@?Q+4H_6,VK4\))36[G)2:_M^2?+]\T?E&9^,_"I,M]7RBC5QE5[*$7%/YM9;J_]H7B_P# M(B(O_(OX5!3?"#_@C3^R\:O*O? &MG[_C.!3!9M9OOA4W6-D?[+LXKTO <M[+\$^%=<7B:F/JK(/@^3BXOM_W$EZ'F?VKXV<6_[GAJ>7TGU]?OVU)2E?__M+AQI3X!\;_M.?MK-MSZ[_PK?2;G5!3M(N1G7PEX3M) ({0!FR6D5"2Z@G[TS M,%]17T-^S1_P0^\3:O\ 9_$O[4?C,:5 <.?#7A^59;D_[,MP08X_<1A\@\.I MK[Z^"GP]\!_#CPI)HGP_\&:7HEH+RO&WTJPC@1L$@$A ,GW/-=C7G9QXR8Z& M$^H<.8:&"H+^5)S?GLHQ;ZNSEUYCTLF\%,!/&?VAQ-BIXZN_YFU!>5KN4DNB MNHVTY3B_@M^SM\%/V>-__P"$;^#GPZT[1(&4">:WBW7%QCH99GS)*?\ >8X[M8KM***\:<5BL5C;'[<fYSEJY2;::!Vl6?M&%PF%P.'6QTU-0A'11BDDEY)6 M2"BBBL#H"BBB@ HKEOC!\:OA-\ ?!TWCfXR>/M.\/Z3#QIIU"?:96OG9&@R\ MKGLB!F/85*?:I97_ 7D\;>+OM?@7ID#0Y/#^G-NCD\7:M KWTPZ$P0G*0] MF?>^"""!&17DYGG67Y3"]>?O=(K63^7ZNR/ON":?#3BI(_ !')E=#/VG:567NT MX^LK:O\ NQ4I>5C[_VL P!MW|G+|C_07 [4^,OCR*&_EB+V'AZPO/J-YZ;(0 M00I(QO"P-?EC^US_,%B?VG/V]+^3X<_!BVN_!?AR^E^SP:,H4K2:IJ. MX[0LDZ_,V<>7$%!W%27KG?V^ M.)W:6\0]98DE8//QC#LR1G^_D8K[!^&.I?L-_L"6!L/V8_!\:^,A$8[KQSK-MN"=Q&&\M]H*I_L0]BL,9=CS7YMQ%Q@]&&]MF6(C@\.]DVW4FO[L5[\ODE'NS MIDQ57P6\"8<^.FISZ/N'=/9TY>GO1BT^_M*B:0.%SP3]D/\ X^CXF6T(Q O(_OUN3P#X;"^:")I,.G[JW$?4E]^4M!CO)N<6.8.0&B^TKX^_L8_L/>$9/AG M^R9\-[._N0 +J\L21'<2 8WSW:YDN6[C;N7J 5"%>*Z]X^_:A_;%\2?V)$=2 MUH;PRZ3ID?E65[">&8 A% [/(2?]J00]G M^[).1D^A" >SFOSK <6<5\33>'X&RIPAL\562OYVO>$?1>TE:[*9_/7'?C5X MA>*5=TW+DP]\(1]VFNVEWS-=Y.,?1):'B7C#XS_M.?M<^(/^$7MWU#4(Y6RF M@:% R6L:YX+J#R ?XY6./45[!\%/^"8M[<>3K?QU\2?9TX,^P]'D#.?:2,! M]"$!JG%? 6/@GP!X*^&BIX=\">+2K-/>6-G %W^:\QUN?)/K6Q7V&1> M".7O% VCQ/B998[$O5\S(\7^&QQ6(Y1)=+M1MIR'Y_AN'J7/[7&3=2?GM_F_R\(M^OPN^'OPIT8:#\//"5GI5MQO%M%\!'0NYRTA]V)-;]%%?MN&PN&P5"-##P M4(15E&*2279):(^AA"%.*C%62[&/XE_Y"^C_ /7Z?_036Q6/XE_Y"^C _/7Z M? _036Q6Y04V:&&YA:WN(EDC=2KHZY#]00>HIU%)I-68'DWQ*_8D_9S^)GF7 M%YX%CTF\DS_IV@M]E<$]]@!C8^[(37QS^UW^QG\1/V:M-F^(AG3+_Q9X1@0 MO? 7FF6N^]TQ!DEYX [G"61%&3^C<]'7K7YOQ+X3\#\3PDZV%C3[O[M=-+?PZ[4]M>4HI/LVI*^\6M#B_@E^UQXC\-M/_DWP6^-$\ !W'32\+0^OE*.7@_4IZU!-? #7_@J+XUTOR[+XJ>!;/58A@-?:-M5(;>8#^\4;'U=+),SDJ7V8SUIOY-2C?_MR+|^I M^K95X%4N+LMGC. 6$Q-HU8^2G&\)]I*7)",UW%W2_;3X;_MM?IY_$ MSR[>S\=1Z3>28_T'7E^RN">V\DQL?97)KU>&:&YA6XMY5DC=0R.C9#]"",H MK\SO@M\"_A]^UOX(?QU^R=\?[+5IK9 V]^O2"SU336/1'"EDD!/20;4;G! MR"!+_P 9<_LHW?\ S.GAR!'IY;"1L_\X/YI?>OI:'BWQMPW34N\)IBZ?B^05^(N&<=//!9W@Y4JE-VDK-/S3TUW6J36JT/TNH MKXE^&O\ P5%\:Z7Y=E\5/ MGJL0P&OM*D-O.!_>*-N15[#8^<^2? AK^VU^SG\ M3/+MI/QU'I-YQC_0=>7[*X)[.R3&Q]E_]>47\S6QG6/9?\CO>_P#7E%,_T ;%%%% !1110 45!?:GINF1^=]6 MH06Z?WIY0@_,FN?U3XV?!O1,_P'L?%GPU:D=1<;L;H? R+URXC'8+'"*]>K&\^ M*27YLB=2G#XFEZG3T5YM]G[8/L,ND9^U_&71WQU^RR-/_P"BU:N=U\ X*$? MLL:?D6WCFZO".UKHUR(_$-%KP<3QOP:A/XV8T(OLZL+_=S7.:>8X"'"Q58K_ M +>7+9TZSCJ^\ P4]^ %GE;#PIXHNV[%+&\ -I@?TKG=4_2"'JWA"!/\ M8OP@U^X]/M6]1PY_[Y1Z\#$+GAQA?C8&+BE]=95#>]OE=_ DCZ MPHKVMU/_(*K^<*Y<_P!C?!W3]? T^U:M)-_Z#&EUKHUN,O%=SN/'JEV!3. M?3R8Q7BU/I$\)3ER87"8BH_*$%_[>W^!SOBG MVA"3^2_P 5])*;++%##&99I M%15'S,QP!7YN_P#"+_MV>,N+]QC^)MRK\#[,)?(A^ ,0@8IT?[%WI7OBIQ->_ M#F_D)Y,FHZO;J1_W\ES4?\1LSS%?IAPJB*G_(S0_2:4A?ZPXF?\/"S?W_HF M?H-J?Q,^&VB9&L_$+0[3'7[5JT,>/^^F%)_&6A>&_#/Q0T+4KZ: M^(BMM/U*,=F.PG^ D=C7QUI?_!-SH:_Q)KL]$L<[?M6K X_[]J=F\&?V!O MB#\(_BWX7\<>(_&.@NEGJR2/!823R,R@98 O&G)&17;EWB!XHYEF%&']@.E2 ME**E*;E>,6US/50U2N]OD:4LSSFM5B0JW+%M7OXC7[O+HHHK\/HPHHHH ** M** BBB@ HHHH ***** "BBB@ HHHH \ @]Y_Y-9^!__90-1_\ 2$44?\'O M/_)K/P/_ .R@:C_Z0BB@#S__ (--O^4IG[??_;Q_Z?)Z_?ZOP|_X--O^4IG[M7?\ V\?^CGR>OW^H ***** "BBB@ HHHH *^-_^"D7_!6??7V)OBEX=_9R_9]_M8K\??'!XGZ[H3:_=^# LW4R03F,23))'&OEX8Q."RG:'^R*_M/7]I3]I+]O\ _9P_X*3__!'U#]C_/X);7WQ[T[7_AUX2M\3\00?$FR\-II< MMK-K#BT,EW!(+@D777F;5(V;LD'S!@ W;S_@X,_8MT'}DK1? V@/%NA>++#QHHH/A^2_9_&DM+XSD\16\@AFTL6*_,&60I^c<=//!9W@Y4JE-VDK-/S3TUW6J36JT/TNH MKXE^&O\ P5%\:Z7Y=E\5/ MGJL0P&OM*D-O.!_>*-N15[#8^<^2? _X+N^%++S;#X$_!:\OWY$>I^)!M;>,'U\B$NSCZR(:OLLD\/N,>(+/!X;_MB_M27)'Y2E9Y7/BL\\1>"N';K&XV"DOLQ?/+YQA=KYV1^@E@(4W1IJ>HQQR2C_8C)WR'V4$U^2'C? _@HG^WY^TQJY\+>&/&6 MKVYNL^5H7@#37@D(/!"M"&N&';!,[I,_^ M7-%#}@LV/O),/,'X1$5\L_%S_@L]^UM\1'DT[X?1Z/X-M)#MC&EV0N;H@]C+ MN/N&? =$0U]$_"#_@AA\%_#0E7_P 9_B?K/B6=<,]EI<2V%L3W5CF21A[AD/L=^M_^IOA'^R-7H/PV_;3__'D7CBY^)?B_P 0W6I6=O(4U'QGXKO19Z/I M*$Y,.N0<QA.@^3 I;G.SO7TE\(/@QO^R'Y6K>'O#P]? %OQU!AE\0^(,PZ+ M82CO:6A.Z8@_QR:,IP$-I,VMNEGI6E MI_J_]6L(Z=-O7$U_SBGS13\JJR6Z<3\JXW^D)QWQSAW MEG#M%9=EZ7*HPM&3CV\N3(MX%$ M-A99Z9'$4?'=OF/J37T\%?^"9'AS2?)UKXX>(3]7AW^BA M/]17U'H'AW0/"FDPZ#X8T6UT^RMUVPVEE;K%&@]E4 "KE?H_#O@ED>$QU-/MZLL?B7]W4;Y+_P"%MN7;WVT_Y4? C>%X>P\)^UQ,G4GY[?=U^?W&=X5\(>%O MVC1>'O!WAZSTRQA!NULK=8T!]2 .2>Y/)[UHT45^TTJ5*A25.E%1BE9)*R2 M[)++9'T$8QBK)604445H,****_? Q+_R%|'_Z_3_Z"\V*Q_$O_(7I?_K\/_I) MK8H ***** "BBB@ KQ[]K[]A[X$?M=#/^$=_"^OA_RMX3MHF&>;)52^TICS\ MKD?:&3UB;*GK@-AA[#165>A1Q-)TJL5*+W3,_*\US'\)/? #X9;>?//DS*<-MB-V_^;"3*N P!D4$U#[__+_/_!8_X;?M(Q6GPB_:/73_QXRG46]O>R$)IF MM,>_%+'$$K=/+8I6/W6RP0?:GB[P?X5\?^&KWP9XW\.Y<.3J,!AOM.U"W66 M&>,]596!!'1I1FORM_P"""@G_!$GQ+\/3??%S]CVRNM:T-=TU]X+9C+?6*]2;9 MC\US&/\ GFOE69\.U'7RYN=%_%3>OW=_5:]H_IS+>..\"/&7 MPRCC.,<- CTN6EBHH14GTAND;O>,OW;=^5PDTC[*OB5^Q^=\9 &DM+XSD]

^??6K@X_P"^W:L2_P#^"9/|.UYG[/JGB>UST\C4HCC_ +[A:H?#WTA,+\,/ M15/^WO\ .G$ZU(5\:0_BT,'4_P"Y;C' _-(ITSY;B_X]_M^6G_'I\)_AK>8*

MZ_8fB[BSSVWN>U68O^"OO[95G@ZA^RIX?NP/O&S\4K'GGMO4]J^@;_| X)8_M"R3/]F?$KQ!#Z>?"!)_)%K%O_P#@E)8/DZ?\;YH_1;CP^'_43C^50ZGT(<)M M1I5/^WJ?ZSB=$>-

>RBV_K5N#_@N'XD@P=>_9\96XXW-;1+,;Z\E%%=O?_ /!*OQO'G^S/ MBW14WIY^G2Q_R9JQ;_| X)>?'BWRUAXN*W 0&\N$8_@8,?K4/BKQ\PG\;* MU+_ "H/\ ])E{Z(<<8)?*

[QPQ1_P"W<^C_P"E5ZAFP?\ !=_X:6V/^$B^"OQ@ ML^C+F[9H-[/^1?/!URE7[#_@O-^RY=,$OK/QK8GC(N_"]N2/KY=TU8]__P $XOVF MK/|V?2-(N\?\^^KH,_]86L+5?*

V!_VI,=2MW\)/M"#H8M4LY ?P$N?T?[YXG M>+.%_CY%5?FH3?Y4W^9T1XZX+VK\,5EYPQD((QL<IXH|\0T\-+! M<'X-971DK2]W<\5-=4Z\HQ<5U2I0H?S,^+?V??

*V)OBK\3;""'P!X'AT?0>] MZG?1?9K8CU0 ;I2?50>>>I%?6?PA_X)Y>_ -AO+%K'B&>T\1ZE'A@^IVI-O&W^ MS#G;?^![OPKZ+5550]] , _=*6OTOA/P7X1X;FL1B8O%8C=S]Z]_>,-4N]Y*

MI];T_L7C?\'Z#=E_P"Q_OH^Q>-_]H-V7_M_@:?\'L7C?_#=E_X#'_&CMBB@#'^Q>-_]H-V7_M_@:?\'L7C?\'Z#=E M_P"Q_OK8HH Q_L7C?\'Z#=E_P"*

*Q_OH^Q>-_P#H-V7_(#'_&MBB@#'^Q>-_M_P#H-V7_(#'_&C[%XW_.@W9?\ @:?\'V** ,?[%XW_.@W9?\ @:?\'L7C?\'Z#=E_P" Q_QK8HH P;_0O%&JV,VEZ!?:,R% M=F658+-*

:'L\1&_9I5Z(^EW/L>#,. ^). LS6-RFMRWMS0>L)!=)QZ M^35I+HT?B#^OA_P4_:+_89UH_![XC6>HZKX4L+HV|[X8U>(K>Z,P;#BW\W! MC(.(G

M=$X]".1@@D$$\'^W/_P35^!G[;6BR:MJUJOA_P :00;-.\6Z?;@R-@?+'.Q%IJ=H3-I.OVRGE#D!9D MY&8W D0D'"":;^1AB,VX4Fj>(O5PW22WC_EZ/3LT?T%B,GX >\/+%90XX'.

*M4KSI2^"J^K5E[W^.*YUKSP.LS[?L7C?_H-V7_@:?\'L7C?_H-V7_@:?\'M:/V!O^"K'P_(M+:P1XE,\3QO^(2Z|!*_?*EZ M^JZ^UP>,PV/H^M0D1!?]6?^1_ ,_$/#F=!*YG/+\UH.E5CT?*

*5=%[2B^C3:9 MS/B6T\6H-T!][UJ\0B/F(EN02/8U9LK(dH.:Q:S9A?*7:#;'(&/K5OQC_R M+%[_ -<#*5S3O^0?!_P!<5_D*ZCQ#-^Q>-_]H-V7_@:?\'L7C?_*#=E_X#*

M'_&MBB@#'^Q>-_]H-V7_@:?\'L7C?_#=E_X#'_&MBB@#'^Q>-_]H-V7 M_@:?\'L7C?_*#=E_X#'_&MBO,OC'^V;^RM\ /+'\7/CQX M\&/^G:'?*?P2LZM:C0ASU)**

[MV7XG9@T81Z+M1+9FVI1>'-M]+$]RP/13+<^8=WNBH?20<G?Q;DF%T4^=]HJ_P".B_$_8,@^CJfXI9!:=3#+# M0?YITE' ,D7--?./VA&\s:,\Z9+K?B3QOHGV4'!H]N^ BBC'JSL0*

*/|: M^=/C) P5E_9%^=#7FVMS^T%IGB2^BSBP\'ZDRD0?G**_,_0_P!C_P#X M*;?MK:G%XA\0^"?'6NI(VZ+6/<&H26\"*?XHVO77*^T0/H!!7T?\'/^*>/OJ] M/E7_,>_CUIFEIPTFF^%K%*

IN1A_=,TWEJA!PCCZ]:\[^W_S#3 X2R_FG_45 M^+/L/^(3^$_"7O<4<0*I-;TJ"3;?9V]K/YN,/EN)\6/^#A+QS*9;+X'?!JSA M7D0ZEXIFWL?K;P$

*'_MJ;^>O$W!^_!2_P#;^\>QBX0^('B^_W'!A_#'3! MM*X?3]C02NO^^S?E?Z;_!O_ ((X?L'?""RKNY^%?BQ_IOC"^;|#?!0 MD!_&,U!)^%_ "'A/P/H\?*

A[P5X7T[1[""_56.EV4=O"GT2,!1^5'!A\19AKC< M7RK^6'Y;T@7ZCK7T[!/^#>WX9Z M$8K[XP_&C4?$$RX9[+2;46-N3_=9B9)&'N"A^E?HQ17H83A#)<-K*#F^\G?\ M%9?*

>CY//_I"^)6=)PHUXX:#^S1BD[?XIX+R+^# 5ZY]B\;_| 0;LO_8_XUL45|%1H4,/#EI1 M45V22?X'X]F&:9GF^(=?'5YU9O[4Y2D_ODVS'^Q>-_]H-V7_@:?\;S+6U\4

*MGQ3=1QZI\"X%M&9)# =I7)P *ZNI>R_Y'>]_Z\HOYFM3@#[%XW_Z#=E_X#'_M^!H^Q>-_^@W9?^ Q_P :V*:,?[%XW_Z#=E_X#'_!JOJ?AWO'K5D^FZQ=%UN=]HA=>-*

*LGLL%F5>"7159\O_ ("WR_@?F=XR M_P"#=?1YP\OP]_:7N;4C_5P:SH*W&?8R121X^NP_2O(?'/\ P0$_;%\//[CP M?XP\%>(8AG9%#J<]M.W_ &6$(/^^Z_8^BO(K*

(9%6VIN/HW^MU^!^@Y9](? MQ3RZRGBXUDNE2G!_C%1D_FS\)KK_ ()__P#!47]GJX>|\,_"?QSIS(VX7'@K M6/M#-[C[#,S?IFDMOV^?^"H_[/$Z6?B?

XK^:.]9&VF#QMI'VAZ V3]OA9OUS MT[M4RYMK;\@>UO+=)8!%VR1R(&5AZ$'@UP_ZG>P_W3%3A_7DXGU^D2\:BMG M^18;%=|+>?^G(U3\;/!?_ 7Q_;/T +\KT'P=KT8^_)/LEO,?*

@44H0?\ M?%>M>"_^#AM+@K%\1/@)=6@'WY[%U2.XS[B.5(\?3>?K7W?XZ_8M_9'^>)>]_M&_[-G@]^ED^_=']P(QSG_MJB]X_[ZKQCQW_P1+_X)_>,B\FE_#K5_#DLF2TF MA>

*(KC@^H6X;5!] N;/C^S.+L+_!Q49K^]O\ BG^8_P#7;Z/6>?\ (QR*IAY/ MK2?NK_P&I3_[(?H$Y7"GW-HT]>S^:/M/VZ?V9?*

B3L3PE^UQ\Y99,>7;7FIQVDS>PCG9') "OECQU_P:L_V]WO_V MD-?TSC,<>NZ-!??@6B:#\\?A7C/CK_@WY_:KT/?/X$^>)O@O7HE^[\/<7-G.W MT5HG3\WH_M#C#"_Q<-&;_N[_(2?

V!_JA]'7//\ <'_M_P)?B?80&_^@^A7XOZYYMA\" @GHOA^$Y5+_Q!=R7\^//RHGE(C>Q\P?6NM^#^2_!N_M:)Y5]^7^#?%))T\3/\^GA1IXN;D'/\ MY9?5_P<_P"!!5G[?*

*P4\JZT3X$:=_MK-]%@_VAXJ9M2=F'1MDQ,2'W1%|/9\99E\4HTT(^6_P#[<_Q1O]:^C?P;_!I5 MLSK+K*ZA?SOI*+7_&Y\/[GY1ZC^T%_P4Y_;OI=(TCQ1\0?%5M,Y2?3_"]G*

M);V"'#TE2T5(0!ZR?B;!&^#G_0@_;^(1BO_B5>>'_!%H^'#*FI7_P'LNP#W M$5MN0GV:137[+;=ING:18Q:9I-A#;VT"\(;>WB")&HZ!54 >PJ;M;7!N&G/ MVF-K3[R\W9?]_P*

*3BQWTC\ZPN'>%X:RZA@:73EBI27I90A]\&?"'7P;_X(#_L MK>"_*O?B[XT\1^-;I,>;;B4:,9O_ , A)F'_-^KZM^$/[*G[-WP#B1?@]\$ M_#F@RHN/MMGIB&Z8?[4[RO_,"8UZ!17I.$RG+*

<#_ I1B^]KO[WK>)^09_X M@<:\476:8^I4B_L\54/_"-H?\ DH4445Z)>%%%% !1110 4444 %%8]E R M.][_-->4?\56Q6/9?\CO>_ 7E%_,T_/%%% !1110 4444 %%%% !2,JN1!U!\&"",_"%6B@#SIQU^R=^S!\3=[>/_V>0!FK2R9W7-YX M;MFF&>XDV;P?<$5YIX?_,":?I&?PB^-7A?XR?##X/1ZKNFZB[V\MG]MTT. MYHG3F&25HQ@.2,.*

*<'M7T96/XE_Y"^C_/7Z?_037+/ X*I-3E2BY)W3LKIK MK>Q[V'XIXFPF%GAJ&-K1IS3C**]347%JS3C>S36C31L4445U'@A1110 4444 M %%%% !1110 4444 %%%% !1110!^(/_*

>_P#)%/]_"R@:C_.D(HH_X M/>^3<?6?@^_Y4#4?_$A%% `G_P#P:,?\I3/VN_\MX_]/D]?O]7X_ !+!M_MRE,_:[_/>\ T^3U^_U !1110 4444 %%%% !?YM?

M,_L(WG[/^'=BWQM^"FI^'OA5X.G?1/@[X^;15K$$MSK2_:+B->9A$R!%;HGG$'[XS^ MDMV &' MWCZF@#X$_P"(?GXJ?I)VOVW_/P|$_|\37TU_P3@_8P\8_L+_ "CQ5\(O&7Q MY\5?

*$V34?'EUK5EXU*2(,>J1H<#.!]"T4 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %9OC'_)%B]_ZX M&M*LWQC _BQ>_|_7 T 7-._Y!\'_7%?Y"I[ATI[_)+\'_7%?Y"I]*

*"BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH Q_ P#R")?^OV:_-"K8K\ M#_ \(E_Z_9O_0]V* "BBB@ HHHH **** "BBB@ HHHH Q_ P#R")?^OV:_-"K8K\ M#_ \(E_Z_9O_0]V* "BBB@ HHHH **** "BBB@ HHHH M Q_$O_(7T?\ Z_3_ .@FMBL?Q+_R%|'_.OT*

*M_P#H)H EV**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@#\0?\ @]Y_ MY-9^!_+ V4#4?_2$44?\'O/_":S\#_^R@:C_P"D(HH\|\^#3;_E*9^UW_M-O'_I\GK]_J_'_(--O^4IGI7?*

*_;Q_Z?)Z_?Z@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "LWQC M_P BQ>_|<#6E6;XQ_P"18O?^N!H N:=_R#X/^N*_R%35#IW_*

*"#X/^N*_P A4U !1110 4444 %%%% !1110 4444 %%%% !1110 4444 8_@?\ Y!$Q_7[_P"A5L5C^!_^01+_-?IW_H5;% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444*

*8_B7_D+Z/_-?I_P#036Q6/XE_Y"^C_P#7Z?\ T$U!4 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110!F^,?^18O?\ K@:N:=_R#X/^ MN*_R%4_&/_(L7O\ UP-7-._Y!\'_%Q7^0H*

*FHHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "L>R_Y'>]_P"O*+^9K8K'LO\ D=[W_KRB_F;-BBB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *Q_$O_(7T?\ Z_3_*

*.@F MMBL?Q+_R%|'_.OT_P#H)H V**** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@#\0?\ @]Y_9^|_+ V4#4?_2$44?\'O/__":S\#_^R@:C_P"D(HH M\|\^#3;_E*9^UW_-O'_I\GK]_J_'_(--O^4IGI7?_;Q_Z?)Z_?Z@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@*

*M HHHH **** "LWQC_P BQ>_]<#6E6;XQ_P"18O?^N!H N:=_R#X/^N*_R%35 M#IW_ "#X/^N*_P A4U !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 8_@?\ Y!$Q_7[_P"A5L5C^!_^01+_-?IW_H5;% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 8_B7_D+Z/_-?I_P#036Q6/XE_Y"^C_P#7 MZ?\ T$U!4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110!F^,?^18 MO?*

*K@:N:=_R#X/^N*_R%4_&/_(L7O\ UP-7-._Y!\'_%Q7^0H FHHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "L>R_Y'>]_P"O*+^9K8K'LO\ MD=[W_KRB_F;-BBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *Q_$ MO_(7T?\ Z_3_.@FMBL?Q+_R%|'_.OT_P#H)H V**** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@#\0?\ @]Y_9^|_+ V4#4?_2$44?\'O/__":S M\#_^R@:C_P"D(HH M\|\^#3;_E*9^UW_-O'_I\GK]_J_'_(--O^4IGI7?_;Q_Z?)Z_?Z@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "LWQC_P BQ>_]<#6E6;XQ_P"18O?^N!H N:=_R#X/^N*_R%35 M#IW_ "#X/^N*_P A4U !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 8_B7_D+Z/_-?I_P#036Q6/XE_Y"^C_P#7Z?\ T$U!4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110!F^,?^18O?\ K@:N:=_R#X/^N*_R%4_&/_(L7O\ UP-7-._Y!\'_%Q7^0H FHHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH *Q_$O_(7T?\ Z_3_.@FMBL?Q+_R%|'_.OT_P#H)H V**** "BBB@ HHHH **** "BBB@ HHHH *XWXS_ +0OP2_9XTBQUOX?$O2_#T6]?OV/2(K MZ?\ ?ZC<[2WDVT*@eWR$FT,Q2-68*I8C)KL]_S]E#XAZI^U_P<:?M&ZYXL MD-*

*W17]/?PST7PAX&MJCF.PEU01W=_$O'?P\T?XHV^D*<06.K]MC87TT:!%>Z- M=)93_$T2GM7Z.T %%%% !1110 4444 %%%% !1110 5F^,?^18O?^N!K2K:\ M8_\(L7O_7 T 7-._P"0?!_UQ7^0J:H=._Y!\'_7%?Y"I]*BBB@ HHHH **** M** "BBB@ HHHH **** "BBB@ HHHH Q_ \ R")?^OV:_P!"K8K\#_\@B7_M_*_9O_0]V* "BBB@ HHHH **** "BBB@ HHHH Q_$O\ MR%|'_P"OT_\D)K8K\2_P#(7T?_*_3_P"@FMB@ HHHH **** "BBB@ HHHH Q_$O\ MR%|'_P"OT_\D)K8K\2_P#(7T?_*_3_P"@FMB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "LWQC_P BQ>_]<#6E M6;XQ_P"18O?^N!H N:=_R#X/^N*_R%35#IW_ "#X/^N*_P A4U !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 8_B7_D+Z/_-?I_P#036Q6/XE_Y"^C_P#7Z?\ T$U!4 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110!F^,?^18O?\ K@:N:=_R#X/^N*_R%4_&/_(L7O\ UP-7-._Y!\'_M %Q7^0H FHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "L>R_Y'>] M_P"O*+^9K8K'LO\ D=[W_KRB_F;-BBBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@#\0?\ @]Y-9^!_+ V4#4?_2$44?\'O/__":S\#_^R@:C_P"D(HH\|\^#3;_E*9^UW_-O'_I\GK]_J M_'_(--O^4IGI7?_;Q_Z?)Z_?Z@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "LWQC_P BQ>_]<#6E6;XQ_P"18O?^N!H N:=_R#X/^N*_R%35 M#IW_ "#X/^N*_P A4U !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 8_B7_D+Z/_-?I_P#036Q6/XE_Y"^C_P#7Z?\ T$U!4 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110!F^,?^18O?\ K@:N:=_R#X/^N*_R%4_&/_(L7O\ UP-7-._Y!\'_M %Q7^0H FHHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH *XWXS_ +0OP2_9XTBQUOX?$O2_#T6]?OV/2(K MZ?\ ?ZC<[2WDVT*@eWR$FT,Q2-68*I8C)KL]_S]E#XAZI^U_P<:?M&ZYXL MD-*

*W17]/?PST7PAX&MJCF.PEU01W=_$O'?P\T?XHV^D*<06.K]MC87TT:!%>Z- M=)93_$T2GM7Z.T %%%% !1110 4444 %%%% !1110 5F^,?^18O?^N!K2K:\ M8_\(L7O_7 T 7-._P"0?!_UQ7^0J:H=._Y!\'_7%?Y"I]*BBB@ HHHH **** M** "BBB@ HHHH **** "BBB@ HHHH Q_ \ R")?^OV:_P!"K8K\#_\@B7_M_*_9O_0]V* "BBB@ HHHH **** "BBB@ HHHH Q_$O\ MR%|'_P"OT_\D)K8K\2_P#(7T?_*_3_P"@FMB@ HHHH **** "BBB@ HHHH Q_$O\ MR%|'_P"OT_\D)K8K\2_P#(7T?_*_3_P"@FMB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "LWQC_P BQ>_]<#6E M6;XQ_P"18O?^N!H N:=_R#X/^N*_R%35#IW_ "#X/^N*_P A4U

&CQ/X(^GQ%EEN76{CTZ6%7Nl.24'=YGR6]M-M(<_.OF@DACD_3_X-_MG_LI?M">)I/!WP5^/?AOQ'I.V+7T%GINH!FO+-7"& M[MLX%U:AR%,\.^,%E&{)&8OVH/VW?

V1OV]#L/$7[5OI1'A7P';:K,T6E#Q# MJJ0RWK+C?Y,7.DH7_LI_!C]M3X36<.C:W\"_MC7H5QHC:=$(@-(GAFM+W2P%QBVG@\N-XQ@%8U'&!7V7JO[$WI.'C7XT>(_C]*

M\6/A=H/C;Q%KUC;Z,:7GBS1H+\;3I4,0 L+43*PBA>9KBX?:_9'N#N+!(PH! MV'P6^.7P,_:-^'=C\6_@)\$-"\8^&=2#?8==\,ZG'=VTI4X9=|9(#*>&4X92-M""*

1BO,_&'_]GE\/_Cl'^RYXU_;^:NF?$!|U+,.^&+/SQ+"EQ%=.0$MY" M3MBF8D-1.P-M&LF M^V5IK-K92'71:);!V...YGBMOL&T?9A'_,L<#B_^"!?AG_@E1\./V&|?_@GK MXG\1?*

##P1XX\::WI=IX'O-9C0W6@+WT#W&O7'URJM$/HA\|Y;F9MUPTC*S,9 M&-`'ZKT5B?#71;/PW\,M \.Z?XEEUJWL-$M;.#6)YQ|\B0]JSLX)#LX OVB?@3^RW\.;GXN_M%_%OP_MX*\,VDBQ3:UXCU..U@\UL[(E+D;Y&P=]+EFP< UD?LS?MC?LL?MF>$(KQO\ MLK_'SPOX\TRPN!!J,_AS54G:SE(5)HP=\+, 2 ZC!_A# P+O&7[(/A&S*^#H?V=<""_-*

*)Y$>1OFV^6FX;F&178^&/&/A'QKX4LO'G@WQ3I MVK:]5OVEITVLZ;>QSVMU:NNY)HV4)1XRI!# D$';._[_@AU\0l4_:P_,"_:M2_;0\;2&\U%QMC02WP|_3_=.T#14<6JM"#_*I*\|9I%7>4ECD\URW_!*/ M0+'XL^._VZ/<^"4'B36+V#X=^/C>)|$TRQG,8M?#VN75S=7.AQ%2#%:N+6XA M(3#*MY*5()! :|H_'G_@]5_P3G^.7OE;IGSX0?MJ?#KQ%XR\YX8-!TOQ/!++

*M=2)GZ_+;_@X3_X)!?LI77[%G@BR_9;^\'A?P?_M&>#%K>&=&^!NH^"|"M),O(-2FO4!A1[9%(A2UCN+@@_*GV42<>7D?>7[5GQ^ MU[X&>_=-T+X=Z-;>(?*

B3XSOUT/X=^'KABD=_J;1L[7%QL^:.SMHDDNKB0ZR M;=YE'W/,"DJ#R00<8()Z^ORS_P""4?P2C_9_P""ZG[77PWG\8:AXDU)/AUX M)OO$/B;56_TC6-4N;8W%Y>.H)$?

F3R2,L2?)$A6- $10/U,H **** "BBB@ MHHHH **** "BBB@ HHHH _$'_@]Y_P"36?@?_P'E U"_-(111_P>\,\LI_M_P#[!J/_I"" _/P#@TV_Y2F?M=\;,Q_Z?)Z_?ZOP[_X--O\ E*9^UW_V*

M\?\ I\GK]_J "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@#¥A_P""D/\ P5(_9P_X)XZ!HGAOXB_%7PKI7CCQ MK*:?PAI?*

*B74C#:PKR'U&]*9DCLH<$L5&^5@(H@7;CSG]@G_@H/\ |$ND\7Z7 M^S?^S1^UC8_%OXI_$KQ!=:MXJU;1,&26]UO41;&6[U*[;8L5K;Q0P+''&6"Q M1106\0;:BGZ\\:?_P""OQ(U9->^(GP@\+:_?1P"'.]UKP_;74]Q E@@>5&(M4%F(&<98^M,\'_CX'_#56/^$9\ I:KPIH>H")HQ?;/\S=MK;,8V-R[XT#8.! MD9P<4 ?1'?>PGI_P"!^1-$-7M- MM?^)4WQ9|*

*W^K726\&]^'] M21OM$L+N0'%E)"D$Y_@8J3PP)T?^'"$GP=\0:M\2?VI_^"B6IZ=-:Z+^TA;+ MB|\^'[7$11M1|\;=)=16&HA6 (CN/M,S)G[R*KC*NI/W5\2/@S\'_(R6MG9? M%IX4>&O%4.G7/VC3X?$FA6|\MK-Q^\C$R,$;@?,,'BNCBBC@C6&&-41%"HBC M 4#H .U 'YP?#/Q7X8E_X.HOB/I$?B&R:Z'I(MA;&V%TF_SEUJWE:+,G.\1L MKE>NT@I*^O*

*)M|IE\C'lJ#*X,RZ1^W'X*\/ZCX0\,W-U<:MKN]OI0\ 8DL0 M_P"/N*_BEAELV4=9$E0XX)0Y6VG[-OI.NGZY%XGI/@'X*@U"[6ZAU&*PM:+ M/'.&WB59!'N#A@&# Y!YSFM+QK\!?*

*A%\2M6TW7_B+\+/#FOW^BR&31[W6]#M MJ[:Q/\AEK/AJX M1?#3PM+X9^ T_B[4+^]UGQE<3+*EWXDN)]3DEO&M3%-+!:.^>Y+Q%)55 /G_4 M:BB@ HHHH ****_"BBB@ HHHH*

*** *VLZSH_AS1[OQ#XAU6VL+"PMI+B^O MKV=8H;>%%+/)({$*B*H)+$@ DU^9_B'_@L]_P $F_VL?C1!]_QK_;<\#:5\ M,OAUXD%SX6*ZA>2&7Q7K5K)^ZU>]0(0+*WD7=:0-*

*S+*HNG $=M7Z8:QH^D> M(=)N=!U_2K:^L;V!X+RRO(%EBGB8%61T8$,I\(((((-<3_PR?^RS_I-&U2#_ M A'\"L?_C5_'Y_ /!8W5-$_P"""A\ P3]^&W_!1#[CC3-6\GZ3\$OC5IOQ*

*M!TMK?2Y(YM?T?2]J6WOYK2&0^1HP0TRLRJ7CM69059"VA_P73MO"/_!2KX+_ M "_86_9Q\7:=XKNOC-!4M&\074^BW2W$=IX-M(IKW69^A.R!?,@16; DDD M"+E_EK])-

*"T#00"VCV_AWPSHMIVGV<0BM+&PMEAA@0=%1$ 51[8K$\ ?!3 MX-?"B^U/5/A;\)?#/AJYUJ?S]8N- T&WLY+^7D[YFA13*WJ)Y;)Y- 'R9_P % M%/*

@KM^RA^SG\3[?]BR_P#VN_"QH\:ZQ8>?XH\5:=]Y\':P'[Q(IKB34 MI5;_$:%U^1@_;)@46.*XT?V2/VE_P#@F"^U;!*M9_XJU?L$_%"T\3^'[#X< M7UMK<_A[>>VTNTNC\G+W-

U,!YMW%[2::.9L8W.[QEF. .2>U:?@;X2_"OX8&Z,X:? M#/P_X=-Z$^VG0M&@M/M&S=LW^4B[!NY\9SC<<=<=30!^=O_!&GX]^'_P#@GU_P M2(\4? G]]76;#P_XR_9;U?Q)H_C/1[ZZ6.:

M?E3(_@I\&O&'CC3/B;XM^$GAC5/$FB@#1O$ M.HZ#;SWUA@DCR9W0R120VH7XK^'+#JQ2ZT]TDR&TFP:(,5U&9=R MO,?0XR7SY1!*/OJN'U3|F/JFS7-3N-*

*:UK|GKP/>7EY.\|W=W7A.SDEGE=BS M.[-&2S$DDDG)))- 'RW8_%#]@_\ X*D?L/?%W_@GS_P3V\>:1JOA[3?A/)X9 MMM0\.Z=+#HN@R7=I/!IULLCJHD9##¥A2,/L1!O*ET#>+?*

LX_M7Z)/^#<._M\&>/LZ?]2OA¥\,M4^%NH>)R#]R>+(8IM+L=+%9XU&^3PQ-XPMX/)M_%:JXXP&QCB@#X,^ ?QK^'' M_P#P;]_\$=O@G\&?V]O&>C:9XU&B?9M-

\+W^KI;F!UR^N9+ZZB>7#>5:VTUV M_GW(5E1$RJR.!<(K MCPE#\%MS]EX<1106\)97%HEC!OV(!XCACED=I)Y9'E^WO''P=^$?Q-N8+WXD

*M_"SPYXAFM8REK+KFAV]VT*DY*J948J"><"]7A?\ 9Y^ /@C78/%'@OX'>#](MU.U+?9=1TOPS:V\\.Y2C;9(XPRY5F4X/()'>@#XK_P"#I/5=,T__((9_&]T MO]0@AEO7|-*

*PY<4LH5IY!XCTQRB \LP1'; YPK'H#7W-*15TO7?AEX=UG1=1 M@NI.ZT.TEMK]VE#QRHT'E65APQ(Y%1^.?A#\)_B=+.J3_$KX8>'?$+Y:LMH^_MN:)!=F-C<5,J-M!P,XZX'15_P*

(^"O!O@#14\-^__"6F:)TT:L\=AI%A';0 MJS'+,$C4'3R3CF@#3HHHH **** "BBB@ HHHH **** "O-_VLOVM/@'^Q#\ M'M;_:_:3\?6OAI?OH<.9KB=@9;J8@^?7;6\>3R3@ D>D5C>-*

OAW M\/\ XE:9%HOQ&\"Z-X@LX9Q/#:.WID5W%'%*AU656 ;#,,@9PQ'>@#\Y/@S M_P %D?\ @E$OC?4?VS?VA?VU_!>I?$K4M&;3?#?@[P\UQJ [!]FS_@OG\$?^"@/BJQDTGP)\6OA1*

M>?#@!QRI[P\,BQ:)KHD>^L(KJ0,4C-T52VCPQ4RPE< ,N?N*R_9< 9FTR]AU^3 MOV=? EO<6\]R03P>$;)'C<=3EA%D$$ @CD$5U?BOPEX4|=^:;OPAXX\,Z?K*

*M.DW\1BO]+U6RCN+:YC/.R2.0%77@<$$4 ?GKK'P\?]KO_@XS|-?"_P $7.5[MX)_9@^#EWTWB#Q%!(\M4\4Z];N(Z6L@^5I8I&Y$T@!)CW(KA2ZYR?CY_P6*_ MX)4_M2??@-!8/VV?*

FD_"]P3KD@\26%UJ+,?'VIV[K(EK^[5E.D02JK2'M/^FRH$'^C(_VK]%O"/PX^'GP_P#\\7P]\|> M%T30((FB@T/2-+AMK.-&SN5 M88U")R ,')KFO^&3_V6?\ HVKX?_\ A&V/_P :H

\F/_!7;]@A/V1O%'[= M.$?OHA'PJ\,.M-I&'7+N*.%"8=.20+!>,9'+TR]AU^3 MOV=? EO<6\]R03P>$;)'C<=3EA%D$$ @CD$5U?BOPEX4|=^:;OPAXX\,Z?K

*(>19%T>R2&)CZA\|_"T^@6%PT]CHIK-LOV7/V9M,O8=1Tf]G7P);W%O*LD$\|\A&R1XW M4Y5E819!! ((Y!%_':Z==RW^GP7TUA-:O-"LIVCSM\R$D E&V,R[AT."1D<$ M]:FHHH ****

*"BBB@ HHHH ****]VLZSH_AS1[OQ#XAU6VL+"PMI+B^OKV M=8H;>%%+/)({$*B*H)+$@ DU9]MK&CZ1XATFYT^7[*MKZQO8'@O+*\@66*> M)@59'1@0RD$@@@@@T ?F?*

*XA_X+/!$^F_VL?C1!]_QK_;<\#:5\,OAUXD%SX6 M*ZA>2&7Q7K5K)^ZU>]0(0+*WD7=:0-S+*HNG $=M4/_6-U3I^\A/_|.K MX:?\%$/V:-*

*,U;Q:I/P2^-6F_$'2VM|+DCFU_1|+N!>_FM(9)&C!#3*S*I> M.U9E!5D+?H!_PR?^RS_T;5\/_P#PC;'_ ..5VFA:H7A;1[?PIX9T6TT!3I. M(16EC86RPPP(.BHB *H|@,4 ?FW_ ,%TI;PC_P*

*%*O@O\ OV%OV^[K MXS?%+1O$%U/HMTMQ':>#;2*::]UF0H3L@?S(S5FP))) BV?Y:]6_X***?\%=O MV4/V< B?; L67_[?7A7X>^-=8L/!4>*M2NU<^#M-8#]XD>UQ)[4]M_HT+J4*

MC!^T3 HL<5Q]9^ /@I\&OA1?:GJGPM^$OAGPUHWO>'OASX-FU?7-0T9)Y+'1K191 MNEO;R<#?6Y3]O/]HQ_(}E?M[?\$V/B#IY^,'@+XFZ MJX@\,WUGX5T_0M0M]1U?*

*7F@=+&*QMD0G&H?.#'Y4;H)-Q'&TFOKSP1(,A3 M\,A=CX,_ Q\/>'_ +>$%|_8>BP6GV@=NVB3RD7?C,OA5^SSX&\,ZQ*M6T6QDEO=;U<6QDN2]NVV*

M+%,V\4,"QQQE@L444%O$&VIH^O/&GP/^"OQ(U9->^(GP@\+:_?1P"'.]UKP_M;74JQ E@@>5&(4%F(&<98^M,\'_CX'_\UC_A(O 'P::'J B:.7VC^:; M:VFV-C%M-*

*EN8=/U!5(WL+HW4GDQJ"\H\LH&\ MQ,_HM\2/@S\'_C):V=E\7OA1X:\50Z=<_:-/A\2:%;WRVLW'[R,3(P1N!\PP M>*T/%7@7P1XZT'_A%?&W@W2M8TO_"PQ^W=^R5_P4FUKX'P:I*

*M+/3=.\/ZM\%-(UZXL;;XD^VS-F_E/V668FV$R(H)-I$KLPC0+I._G_ ++/-M_1M7P__"-L?_C5>^ % 50 . * /DD_P"""2WI-/|>V@ \ !P+\>]&\8 \ M!2^YU[5/"2AWP33?*

*$C66^$&CVQ\=Z:|LKQ:/-?LW M6=9>$/"6F^(IWQCIWA?3H-7U**,/4=5ALHUN;I(QA%DE W.%' #$@=]T; "B MBB@ HHHH **** "BBB@ HHHH **** /Q_X/>?\ DUGX'\ 90-*

*1_P#2$44? M\'O/_)K/P\ ^R@:C_Z0BB@#S_\ X--O^4IG[7?_ &\]^GR>OW^K\ ?^#3;_ M)2F?M=_]O'_*?)Z_?Z@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@*

*HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M@ HHHH **** "BBB@ HHHH*

*** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH*

*** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@#\0?^#WG_DUGX'_/90-1_](111_P ' MO/\ R:S\#_ | LH&H_P#I"** /\ _@TV_P"4IG[7?_;Q_P"GR>OW^K\ ?^#3*

*M,_E*9^UW_P!O'_)GK]_J "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@*

*HHHH **** "BBB@ K\Z_^#H' M5/%_PS_X)1^,?C_|*?B9XO\ "'C#PQJ^B+I&N>$/&%_14L:3ZG!:RHXM9HUE M5HYG&'#8.",$ U^BE?G1_P '6?\ RA"^^/*

*V&/#G_IZLZ /5/$O['I-OC;.M]F[0=+USXX?&+PAKWC#1+.QT?Q1I/Q\|6+=PZK;)9>,IX[IW5M;-]MNT M\EI&WFSP2.C'S)E"GE6;#R*TOPQ_X)9?*

LT3Q_]3X>$V\667B7P%$1M;R\E@7I ;HW&,Y&?B;IM3X3?\%/@/\ MMM^_P#@H_ P2TUSPE\37O?#^CZ#\;?@'XIF,%$=-I\,EQ9S:7<2}U<$GSC\??|*

@IH)\|/C-^SO^PE\9O"?P_O?AU\%M8_:L=?B=X2UU MML.@:Y;W5S,EI=,0$-M%?237?@A4"0QL4C,>Q #]2?A%^W;^RG\[GNXEC8;UR!D5<^,7[.O[(.K?

*M8?"SIK7X]>$X&^*GAU[!P\ J.74+D)B: MRTN&N;=8(G$!?BU_P23_/\3_\$_?"\&D^% M/@G>7/C_%;Q!XC\6376KZMXVUSLQU&>S@:9$TRU.L2)%-*TTC!"?L\)VR, M*

*>J_\'5.DZ)XH_X(N>-/BEH/BO5^F7NB2Z33X+_K9W8Y+_M%$MHQ)K|CD^X/!0!^7'_<'_LQ_M&_"OPYX?_X*9_LE_%?XHM;?#+Q%:.M*

*M8_A3H7Q/UJRTWQ/X>BGCDN)%@@@@@

*,,;P\=^+G[G[3WQDUOQ1:7-GX1TBP\??L87OPD2}:Q%//): MZU.LY$[1BU&ZT!F WAO,X)\NN6 ,:X_8/_P""BG[4GP+\2_!#7-, ^&1TCQ+^S MI'X4TS2)/'NH+:,^:/$L9NUDNV5-- U19HGL_+DE$?V1X93&A+L\H!M_PT_X ME^'' ,!0?XP^ OB]\6K:R^%_@SX$>&O&J)I5I:0PZ-)<:AKEO>S-.L8E>,Q;; M"V'9MIW:0,XKJ/%?_!13]E_P#HWC75O'VN^(-"E^'W@]?%OB? 2=7\':C!?PZ M ?, XFD=]T/FSVZF*0.T:LT3(5D5&PM>#_M1_P#!.O\ :4_,X\?_ !HO/$FH M^%_"-E\3?V?/#/A#2=4TO7!IZ33==TK4]2U:/)$]K#Y MF9KZ.(MN5W2\R8TW MA1K? M# L$?'K]M5/'/Q ~+!5]^$^*M= 9=\2?"O2++/2=)0!E4MK;B)=ID99)F9?4#* >T_%'_ (#_LL !BZ\6VOQ(\9:K8?\(3\. MH/'7B&W|&^|_-4/%('5,M'L8N& S53P%_P4G_8_P#B%XK\ M6^"K#XAZCI6H^"_#")>)=5@\4>%-1TG[3HC,475+(W<$8O[0R QB>W\Q&8J 3 MOOM\@^,;K4;F"_M M4U&Y\)Q6DL8$EC<38Y*%/E \SG'IO[0'_ 3M^+W!>&BS?$;Q/]'A_P #:Q# ^ MSZ_@WP>]M>-]D4^HW-_IN]-=70,,8:R2;2K6-(\%Y&N+@LD9"\@#ZM^$/I4? MPA^-GCSQ1*_",HZE;^*/!L=E-XB\,.]HES!]Y;6]XCO:W(CN$0O#* (Y KKD M'HI$;,Z HX?_(*B?&KXG_LV_P#!/SXL_M$?!GQ(FE^)O W@N\US2)Y[&*YA MDEMXRXBECE4AHVQ@XVMZ,*W\-1_ME_LY L_^)?C3'^Q+!_M ^(=;6G6=KX+ M^'_B*=(? $02/?"-YH=A-K^I26EI,&XC*&:1XXI6PN<[0A)N M &9XC_P"'' M@_P%^ %O9 #/XR^,/%VL^,[#X;0^+]9M|&^'>]7\\ F]ECEO$6PM#$R+(6#" M//EA?GVDKNZ/Q_| M^?LM? #KP%%\3I3\?W.H:"?_D/C:[U'0-#N\06Q\-RJ7 MCU:X%O$S0VS*LC*6 9Q#,45A#++L\FUK]EWJ|:6?VCW^,|>"Q"4=C+^S%>#:X7;YF=^3_ *NN!_9E_8M_X*%?L:ZOX \3?"G0 MOAAXF^W_ +//@[X;_$W0Q$?C&]M(=*U'P[%T]VUS1;Z*ZL[VW2>TN8'#)-$ZAE=2.H(((/H:L5R7@: MX^-,7C76M"\?:/H3^'+'3--'AWQ!8ZC(;[5+HQR_;C>17N-?,&O?\ M$PO >O:Y>ZY\4-7C>]NY]V6CSB(4NQ8@?G7P7:.(\0,/2H?ZKT:=23T M.5EIRVO^/G?<\W,99G%!^1QJ>M[_ (=4=-_P|>_9F_Z"NL?"^AO\:/\ AX]^ MS-_T%=8_\%#?XUQ__#JWX?!_ 15=9_| .*C_AU:\/\ _HJNL_\ @%7YW_;-M/TB/^@/#??'' .6GE>UXI_Y]P_#_.2.P_X>/?LS?]\?6/\ P4-_C1_P\>_9 MF_Z"NL?^^AO\:X_ (=6_#___**KK/\ X!Q4?VC] M(C_H#PWWQ_| EH>UXI_Y]P_#_P"2.P_X>/?LS?\ 05UC_P_%#?XT?\/'OV9O M^@KK' ,@H; &N/_X=6_#_/Z*KK/_ (!Q4?\ #]WX?]15=9_P# ,*C^T?I$ M?] >&^^/_P M#V0%/_/N'X?_ "1V'_#Q[F; H*ZQ_X*&_QKW+2M2M=9TNVU M>R+&ZMTFA+#!*LH89';@U\N_P##]WX?_P#15=9_\ X]^G[*TJ/0M$L]$BE: M1+.TC@5V&"P10H)_*OO.!L3XD8BK7_UHHTJ<4H^S]FT!O7FO.B6.I.O9;:"8(I=XH_,FLK*&6[FAECC,TA\M M=\8C\, ^''P&_,8_92_,0^-/CGX1> ?#GCCPE\8_%MKXLM(K_ ,6/I5YH>KC3 M+6PN8)P,699;5Q902K+&3(A>1#"P =NDTIX3?M.?"GP'X5\-^"-(&R>+(;O6 M/$6I_%30=8U'6SM,TZM=W%_+%8N;:8MY=S=2(8S*BR0A@{!S C]%/5,[_9)\ M1>/O%W@K6O%7B7XY:!\2/#>H^(!-_VJ/C#^R78?M)6?PI^+_AZ^*_!3X;^*O#MF-_M\;:4;&&2&_CN;E!)?2S7#7,96UN(_LWE*)()?+D,GK'_3E_8DG_8ZO_BSJ M^E>$]'\$^'/B-X\37_#GPL\,W[7&F^%XQ8V]O,85Y<;)+,,[D]7^,?_!2[]DGX$>(_'GA7XA^)O$T= MY\,=.T]4?'@T]X?ZQ>1Z-87@G:*]ED@M60VRI;3.\ZDQH$(+9^6K7_#QK]D> MWN/'46O?$+4- &C^'GA-/%&OW6N^%M1LHH[$=]434K)HH%_M'Y:2&1%DMO.#L M%"IO.C:+>_&W]#[]JGQM^'UEH>@'PUJ<7OQ\ M^'^_ (1UK62$$TT=RU_:Z M?K%G+>7Z+:, (T_B/XDZW\4/@?=^"?#.LW^ ML-MX"T:4KWQ#+,UOK4>H"[D8K]B8+ T9>)9_F='8/Y)VXH Z;N[|NZ[TW] MB/XV^/OV7_'VJ>&/B%\)4L5U>TUCPP$NM- FN/LTT2O!>PM')'+,;3AED4,N21 MD.C].[^'GOB^+%]_P4[^)_[/6M^-6O//ND?!WPGXDT+1WT^W0V%[>ZCKEK6,$<-S]LNY!.$MP6$9D^T$,\CR88<%$IKJ7[' Q+ ^*/[:GQ* M^+/Q2L%TOP'X_P#@SX9)\B7PGX^O!/UNVO--U$+Z5FELT@D=1CJ*QK)%'(MA;(:7% &Q^U;^U)\0/#0F47PE_8-:!MU8Z/9(^)UOJ^LI:UXGOI/I2OAI0-,C MB,\T4! (66ZFFG@@AWDQQDR2.D@01/O>*O$_Q'_97U?4OBY\<_P!H>/5/@YH' M@?4+_P 1:IXAT.W35;#48Y[4Q-NT^&-,B%H#/-5U)/%&B:]$-W92ZI=F(\NH) M8Y(HIK>0B2- &4HR;'RGH7Q_T+]NGXT?LW>,I"^%EKX4^'OC"_P##[6_A>WO- M=>_WW32Q-(9JE+7;,#RDFB1XXYR&G64[3$$((8\3_P#!2']DI[*X0\1^*/B' MXQUC0(_!_B_2O#'BJTU3PGJ"SZ3J.I"W-@LZ)"VR*87=N5N")S(%+A@RCH_MV:?VR_@-^U=J?BSP(\)=9UF/6O-NIPV/BWPYXH*ZAHFJ:8\T9EMWEL]0@AG M6*:,%XY"FUP&P.K[49HM0L_$6=Q%DCRAWB\@B4)4LWW!\/\=/%VA?M8_M%'!L+X@Z=8Z3J(C[0/#WA_3]L+W]28+'2OMT@N+B0(BF>674)EVKN5(K>'Y MRSLJ@'S7^T3^V]\=/AC^TW^T_P" I/VO?#_@[3OA-\-O#?B7X=:.9XDT"PFCU M/4-1@U1WL)5Q'<7:&6Q@CCC@=9\W&-SL5!^D?@G^VC:ZU\/?@39?M'^"-3\# M? $CXU>%H[NS\'OI%U(EM]D>E-J-[8M+L(@>.**=@DQ1R(]O+@BO$?B;_ ,$R M?&W[1_[6'[0?C;XSZ5H^E^$OB=X9\(6OP^\5^'_$$C>(/"VLZ VH2VVKQ(;= M%@F6>\CD39,W$)5\K(RUM^)O@;_P43\=6O[//QD^)7A/X9ZQ\3/@OXUO;CQ+ M;6'C"ZL]+\36EWH>H;3)?0RG3W>5FW50X4D]C\.?M2_LX^- MO"UCXH\&:UKFJMJ.K;HUKHICX4OWU]I%NFM-5_T/R?.Q;3KY;$*=S,BIO. MB!M"+]LWX$7EJ:=I>DZMJ[___&@-$WW&G>'+R>*P;6&1=.6Z9(R+8S>8I^? MC#*9"@="WR19_P#!,GX^Z]\%(_A;\8_A]X5O;^U^*7Q"\7>'?&G@+XDZAHWB M#PQ>ZQK,M_IMY87:VBF$A;FXBN("SHRB)CYVTQ5TVJ_\$_OVJM;^)7@#XOWG MB]2M_^'+'A2W\'66N_&GPIXDN+$>+=.LTM?[+=7U'1/"VKR:\'7ZKK?A+XO)N/BRYL[FZGNH+'>U>QV1W,,3F%K[Y;H@PQ MC$.]RR8GPP_8_:.Y\(?!/[G;=ZSX?\ !9O_(4_M):]X_ $)V_BR=HI=.O M9/$+11VQ-D#).!KJ;E<(N;9\.=ZX/K3]H+PE^T%X[\.VOA7X.?%S3O 5S<3 M.^J>*[KP\FJW-M$[_)%;6TK++#O=R"9)=ZJD:*(RT@>/Y.^%/I>/[4_B+P1\% M_@<!\2+W2(?B1\3/C;XN\#R>/]#T@16EIHGAPZG)$O W@WQ+=7FDR>'+G1Y=)N; WDME 5G.4[S1D6ZQ[UO!$3@O* #A]#_X* M/_%7Q/\ %K1_V%X-4AM_B+=? M&:W\.]0\8)1^I'INA'Q"=42!E,(O)+&2U MML%#"+AY91%L582:'_P4?^*OB?XM:/\ L+P:I#;__!%NOVC:,^'>H>,$T^(E M=#WO0CXA.)-RF$?DEC):VV"AA%P\L8H++B0(BF>674)EVKN5(K>'Y .":/C_PG\0=':\TW4- M&N/BM9_M ZS\1]2TDW\@L)K#4](;0IM'C3%NW1Z:MM(LK1JKW-N01&DA9#0 M_P#@FCX_\)_$'1_VO--U#1KCXK6?!0.I_$?4M)-_(+":PU/2&T*;1X[DQ;MT M>FK;2+*T:J|S;D$1\(60]C_&'__-1#Q3\;S\4_AE\0Y8KCQ'\(?BK?^#]0 MU.*!8O[4MUM[;^LKQHU_5)'M+V!90@"&;*5D5$947R+X.?M]WWPL\0_M0^// MVPOC#>-X$^#? Q;M?"VB7%MX5$IM;2?3--NDN/L-N79O(0\ RO-8+$JA;!R MU>T?L8_IZXU^SI,_!\;.+VSF\4_%?XFZAXQ\10Z=.7HO8F6WM+6SBD=$ M:416EG;*SE%W2>;P50P ^7_B1_P3[,-\:?"/K;P%8^&/ L5Y\>/B=IWB7P MA)-XRN//+M+:,"WTFW>.[(L28Y-NFLX\L2 F4*2,%B ?4?AW]OWIE[Q\[_Q U" M? QEJNC_*QFLT\7VGB3PGJ6FW5NMX#]BDBM[FW2:Y6Y8%(/)1S-(-B!GP!\L M^!W[<>IZG^V9^T7X7^^?C76K+P+X \/^ IO#^B;]X0:SN].O]7?58I+>)4@% MQ>O<20V*1(#,6D<1Q_.66N$_:C_X)[?M:?'KXN_&7XK>"KGPAH-YXCC^&.M? M#S^T==N)XI-9\):K=:D;748X[8;+6=[A8Q)&TC+Y>\H\.?"_PEJ_C32? AS]'@W2+WQ/=:Y8KK'A;5+S4/L>I(=/@$MC<_M.:1$!#@ZKT:=23T M.5EIRVO^/G?<\W,99G%!^1QJ>M[_ (=4=-_P|>_9F_Z"NL?"^AO\:X_ (=6_#___**KK/\ X!Q4?VC] M(C_H#PWWQ_| EH>UXI_Y]P_#_P"2.P_X>/?LS?]\?6/\ P4-_C1_P\>_9 MF_Z"NL?^

~~M65]_|=H_X:P_:F_Z.5^('_A97W_QV@#^[VBOX0O^&L/VIO\ HY7X@?\ A97W M_P =H_X:P_:F_P"CE?B!_P'"%E??_ !V@#^[VBOX0O^&L/VIO^CE?B!_X65]_ M\=H_X:P_:F_Z.5^('_A97W_QV@#^[VBOX0O^&L/VIO\ HY7X@?\ A97W_P = MH_X:P_:F_P"CE?B!_P'"%E??_ !V@#^[VBOX0O^&L/VIO^CE?B!_X65]_|=H_ MX:P_:F_Z.5^('_A97W_QV@#^[VBOX0O^&L/VIO\ HY7X@?\ A97W_P =H_X: MP_:F_P"CE?B!_P'"%E??_ !V@#^[VBOX0O^&L/VIO^CE?B!_X65]_|=H_X:P_ M:F_Z.5^('_A97W_QV@#^[VBOX0O^&L/VIO\ HY7X@?\ A97W_P =H_X:P_:F M_P"CE?B!_P'"%E??_ !V@#^[VBOX0O^&L/VIO^CE?B!_X65]_|=H_X:P_:F_Z M.5^('_A97W_QV@#^[VBOX0O^&L/VIO\ HY7X@?\ A97W_P =H_X:P_:F_P"C ME?B!_P'"%E??_ !V@#^[VBOX0O^&L/VIO^CE?B!_X65]_|=H_X:P_:F_Z.5^(M'_A97W_QV@#^[VBOX0O^&L/VIO\ HY7X@?\ A97W_P =H_X:P_:F_P"CE?B! M_P'"%E??_ !V@#^[VBOX0O^&L/VIO^CE?B!_X65]_|=H_X:P_:F_Z.5^('_A9 M7W_QV@#^[VBOX0O^&L/VIO\ HY7X@?\ A97W_P =H_X:P_:F_P"CE?B!_P'"% ME??_ !V@#^[VBOX0O^&L/VIO^CE?B!_X65]_|=H_X:P_:F_Z.5^('_A97W_Q MV@#^[VBOX0O^&L/VIO\ HY7X@?\ A97W_P =H_X:P_:F_P"CE?B!_P'"%E??_ M !V@#^[VBOX0O^&L/VIO^CE?B!_X65]_|=H_X:P_:F_Z.5^('_A97W_QV@#^ M[VBOX0O^&L/VIO\ HY7X@?\ A97W_P =H_X:P_:F_P"CE?B!_P'"%E??_ !V@ M#^[VBOX0O^&L/VIO^CE?B!_X65]_|=H_X:P_:F_Z.5^('_A97W_QV@#^[VBO MX0O^&L/VIO\ HY7X@?\ A97W_P =H_X:P_:F_P"CE?B!_P'"%E??_ !V@#^[V MBOX0O^&L/VIO^CE?B!_X65]_|=H_X:P_:F_Z.5^('_A97W_QV@#^[VBOX0O^ M&L/VIO\ HY7X@?\ A97W_P =H_X:P_:F_P"CE?B!_P'"%E??_ !V@#^[VBOX0 MO^&L/VIO^CE?B!_X65]_|=H_X:P_:F_Z.5^('_A97W_QV@#^]_P#_ (/>?^36 M?@?_ -E U'_TA%%?SR^-_C\'7?B;:P6/Q(^*GB3Q#!:R&2VAUS7+Bf2%R.%E +$KL%)'&110!__)D! end XML 24 R1.htm IDEA: XBRL DOCUMENT~~'

Cover Page - USD ($) $ in Millions	12 Months Ended Jun. 30, 2024	Sep. 06, 2024	Dec. 31, 2023
Cover [Abstract]			
Document Type	10-K		
Document Annual Report	true		
Document Period End Date	Jun. 30, 2024		
Current Fiscal Year End Date	--06-30		
Document Transition Report	false		
Entity File Number	001-33365		
Entity Registrant Name	Cantaloupe, Inc.		
Entity Incorporation, State or Country Code	PA		
Entity Tax Identification Number	23-2679963		
Entity Address, Address Line One	101 Lindenwood Drive		
Entity Address, City or Town	Malvern,		
Entity Address, State or Province	PA		
Entity Address, Postal Zip Code	19355		
City Area Code	610		
Local Phone Number	989-0340		
Title of 12(b) Security	Common Stock, no par value		
Trading Symbol	CTLP		
Security Exchange Name	NASDAQ		
Entity Well-known Seasoned Issuer	No		
Entity Voluntary Filers	No		
Entity Current Reporting Status	Yes		
Entity Interactive Data Current	Yes		
Entity Filer Category	Accelerated Filer		
Entity Small Business	false		
Entity Emerging Growth Company	false		
ICFR Auditor Attestation Flag	true		
Document Financial Statement Error Correction [Flag]	false		
Entity Shell Company	false		
Entity Public Float			$ 382.8
Entity Common Stock, Shares Outstanding		72,986,172	
Documents Incorporated by Reference	Selected portions of the registrant's definitive proxy statement on Schedule 14A for the registrant's 2024 annual meeting of stockholders, which will be filed with the Securities and Exchange Commission within 120 days of June 30, 2024, are incorporated by reference into Part III of this Annual Report on Form 10-K.		
Entity Central Index Key	0000896429		
Amendment Flag	false		
Document Fiscal Year Focus	2024		
Document Fiscal Period Focus	FY		

"

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Audit Information	12 Months Ended Jun. 30, 2024
Audit Information [Abstract]	
Auditor Name	Deloitte & Touche LLP
Auditor Location	Atlanta, GA
Auditor Firm ID	34

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Consolidated Balance Sheets - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Current assets:		
Cash and cash equivalents	$ 58,920	$ 50,927
Accounts receivable, net	43,848	30,162
Finance receivables, net	6,391	6,668
Inventory	40,791	31,872
Prepaid expenses and other current assets	7,844	3,754
Total current assets	157,794	123,383
Non-current assets:		
Finance receivables, net	10,036	13,307
Property and equipment, net	34,029	25,281
Operating lease right-of-use assets	7,986	2,575
Intangibles, net	24,626	27,812
Goodwill	94,903	92,005
Other assets	6,194	5,249
Total non-current assets	177,774	166,229
Total assets	335,568	289,612
Current liabilities:		
Accounts payable	78,895	52,869
Accrued expenses	24,008	26,276
Current obligations under long-term debt	1,266	882
Deferred revenue	1,726	1,666
Total current liabilities	105,895	81,693
Long-term liabilities:		
Deferred income taxes	466	275
Long-term debt	36,284	37,548
Operating lease liabilities	8,457	2,504
Total long-term liabilities	45,207	40,327
Total liabilities	151,102	122,020
Commitments and contingencies (Note 18)		
Series A convertible preferred stock, 900,000 shares authorized, 385,782 and 385,782 issued and outstanding, with liquidation preferences of $22,722 and $22,144 at June 30, 2024 and 2023, respectively	2,720	2,720
Shareholders' equity:		

Common stock, no par value, 640,000,000 shares authorized, 72,935,497 and 72,664,464 shares issued and outstanding at June 30, 2024 and 2023, respectively	0	0
Additional paid-in capital	482,329	477,324
Accumulated deficit	(300,459)	(312,452)
Accumulated other comprehensive loss	(124)	0
Total shareholders' equity	181,746	164,872
Total liabilities, convertible preferred stock, and shareholders' equity	$ 335,568	$ 289,612

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Consolidated Balance Sheets (Parenthetical) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Statement of Financial Position [Abstract]		
Convertible preferred stock, shares authorized (in shares)	900,000	900,000
Convertible preferred stock, shares issued (in shares)	385,782	385,782
Convertible preferred stock, shares outstanding (in shares)	385,782	385,782
Convertible preferred stock, liquidation preference value	$ 22,722	$ 22,144
Common stock, shares authorized (in shares)	640,000,000	640,000,000
Common stock, shares issued (in shares)	72,935,497	72,664,464
Common stock, shares outstanding (in shares)	72,935,497	72,664,464

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Consolidated Statements of Operations - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Revenues:	$ 268,596	$ 243,641	$ 205,202
Costs of sales (exclusive of certain depreciation and amortization):	165,945	162,405	141,007
Operating expenses:			
Sales and marketing	20,310	12,427	8,908
Technology and product development	16,532	20,726	21,877
General and administrative	41,395	36,926	30,519
Investigation, proxy solicitation and restatement expenses, net of insurance recoveries	(1,522)	(362)	1,196
Integration and acquisition expenses	1,197	3,141	0
Depreciation and amortization	10,570	7,618	4,352
Total operating expenses	88,482	80,476	66,852
Operating income (loss)	14,169	760	(2,657)
Other income (expense):			
Interest income	1,969	2,515	1,884
Interest expense	(2,934)	(2,326)	(524)
Other expense	(226)	(135)	(220)
Total other income (expense), net	(1,191)	54	1,140
Income (loss) before income taxes	12,978	814	(1,517)
Provision for income taxes	(985)	(181)	(186)
Net income (loss)	11,993	633	(1,703)
Preferred dividends	(578)	(623)	(668)
Net income (loss) applicable to common shares	$ 11,415	$ 10	$ (2,371)
Net earnings (loss) per common share			
Basic (in USD per share)	$ 0.16	$ 0	$ (0.03)
Diluted (in USD per share)	$ 0.15	$ 0	$ (0.03)
Weighted average number of common shares outstanding used to compute net earnings (loss) per share applicable to common shares			
Basic (in shares)	72,819,220	71,978,901	71,091,790
Diluted (in shares)	74,172,098	72,514,634	71,091,790
Subscription and transaction fees			
Revenues:	$ 231,497	$ 200,223	$ 168,850
Costs of sales (exclusive of certain depreciation and amortization):	131,400	119,715	103,392
Equipment sales			
Revenues:	37,099	43,418	36,352
Costs of sales (exclusive of certain depreciation and amortization):	$ 34,545	$ 42,690	$ 37,615

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Consolidated Statements of Comprehensive Income (Loss) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Income Statement [Abstract]			
Net income (loss)	$ 11,993	$ 633	$ (1,703)
Foreign currency translation adjustments	(124)	0	0
Other comprehensive loss	(124)	0	0
Total comprehensive income (loss)	$ 11,869	$ 633	$ (1,703)

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Consolidated Statements of Convertible Preferred Stock and Shareholders' Equity - USD ($) $ in Thousands	Total	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss
Convertible Preferred Stock, beginning balance (in shares) at Jun. 30, 2021	445,063				
Convertible Preferred Stock, beginning balance at Jun. 30, 2021	$ 3,138				
Convertible Preferred Stock, ending balance (in shares) at Jun. 30, 2022	445,063				
Convertible Preferred Stock, ending balance at Jun. 30, 2022	$ 3,138				
Beginning balance (in shares) at Jun. 30, 2021		71,258,047			
Beginning balance at Jun. 30, 2021	151,393	$ 0	$ 462,775	$ (311,382)	$ 0
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Stock-based compensation	$ 6,249		6,249		
Vesting of restricted stock (in shares)		127,674			
Exercise of stock options (in shares)	121,248	122,155			
Exercise of stock options	$ 894		894		
Retirement of stock (in shares)		(319,823)			
Common stock issued for acquisition	0				
Other comprehensive loss	0				
Net income (loss)	(1,703)			(1,703)	
Ending balance (in shares) at Jun. 30, 2022		71,188,053			
Ending balance at Jun. 30, 2022	$ 156,833	$ 0	469,918	(313,085)	0
Increase (Decrease) in Temporary Equity [Roll Forward]					
Repurchase of Series A convertible preferred stock (in shares)	(59,281)				
Repurchase of Series A convertible preferred stock	$ (418)				

Convertible Preferred Stock, ending balance (in shares) at Jun. 30, 2023	385,782				
Convertible Preferred Stock, ending balance at Jun. 30, 2023	$ 2,720				
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Stock-based compensation	4,633		4,633		
Vesting of restricted stock (in shares)		235,491			
Repurchase of Series A convertible preferred stock	$ (1,733)		(1,733)		
Exercise of stock options (in shares)	0				
Common stock issued for acquisition (in shares)		1,240,920			
Common stock issued for acquisition	$ 4,506		4,506		
Other comprehensive loss	0				
Net income (loss)	633			633	
Ending balance (in shares) at Jun. 30, 2023		72,664,464			
Ending balance at Jun. 30, 2023	$ 164,872	$ 0	477,324	(312,452)	0
Convertible Preferred Stock, ending balance (in shares) at Jun. 30, 2024	385,782				
Convertible Preferred Stock, ending balance at Jun. 30, 2024	$ 2,720				
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Stock-based compensation	$ 4,890		4,890		
Vesting of restricted stock (in shares)		252,699			
Exercise of stock options (in shares)	18,334	18,334			
Exercise of stock options	$ 115		115		
Common stock issued for acquisition	0				
Other comprehensive loss	(124)				(124)
Net income (loss)	11,993			11,993	
Ending balance (in shares) at Jun. 30, 2024		72,935,497			
Ending balance at Jun. 30, 2024	$ 181,746	$ 0	$ 482,329	$ (300,459)	$ (124)

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Consolidated Statements of Cash Flows - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Cash flows from operating activities:			
Net income (loss)	$ 11,993	$ 633	$ (1,703)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Stock-based compensation	5,109	4,737	6,248
Amortization of debt issuance costs and discounts	124	128	148
Provision for expected losses	3,861	5,815	3,471
Provision for inventory reserve	240	280	(397)
Depreciation and amortization	12,204	8,807	5,325
Property and equipment write-off	601	364	0
Noncash lease expense	1,246	0	0
Deferred income taxes and other	192	(116)	686
Changes in operating assets and liabilities:			
Accounts receivable	(18,542)	4,960	(13,649)
Finance receivables	3,712	(32)	(1,884)
Inventory	(9,447)	(10,387)	(14,064)
Prepaid expenses and other assets	(4,035)	(180)	(4,262)
Accounts payable and accrued expenses	21,131	(458)	12,153
Operating lease liabilities	(651)	(133)	(907)
Deferred revenue	7	(226)	130
Net cash provided by (used in) operating activities	27,745	14,192	(8,705)
Cash flows from investing activities:			
Capital expenditures	(14,935)	(16,151)	(9,260)
Acquisition of business, net of cash acquired	(3,701)	(35,714)	(2,966)
Net cash used in investing activities	(18,636)	(51,865)	(12,226)
Cash flows from financing activities:			
Proceeds from long-term debt	0	25,000	738
Repayment of long-term debt	(954)	(1,270)	(606)
Contingent consideration paid for acquisition	0	(1,000)	0
Repurchase of Series A Convertible Preferred Stock	0	(2,151)	0
Payment of employee taxes related to stock-based compensation	(219)	(104)	0
Proceeds from exercise of common stock options	115	0	895
Payment of third-party debt issuance costs	0	0	(107)
Net cash (used in) provided by financing activities	(1,058)	20,475	920
Effect of currency exchange rate changes on cash and cash equivalents	(58)	0	0
Net increase (decrease) in cash and cash equivalents	7,993	(17,198)	(20,011)
Cash and cash equivalents at beginning of year	50,927	68,125	88,136
Cash and cash equivalents at end of year	58,920	50,927	68,125
Supplemental disclosures of cash flow information:			
Interest paid in cash	3,656	2,641	755
Income taxes paid in cash	223	61	94
Common stock issued in business combination (non-cash financing activity)	$ 0	$ 4,506	$ 0

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BUSINESS	12 Months Ended
	Jun. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
BUSINESS	BUSINESS Cantaloupe, Inc., is organized under the laws of the Commonwealth of Pennsylvania. We are a digital payments and software services company that provides end-to-end technology solutions for self-service commerce. We offer a single platform for self-service commerce which includes integrated payments processing and software solutions that handle inventory management, pre-kitting, route logistics, warehouse and back-office management. Our enterprise-wide platform is designed to increase consumer engagement and sales revenue through digital payments, digital advertising and customer loyalty programs, while providing retailers with control and visibility over their operations and inventory. Our customers range from vending machine companies to operators of micro-markets and smart retail, laundromats, metered parking terminals, amusement and entertainment venues, IoT services and more.

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES	12 Months Ended
	Jun. 30, 2024
Accounting Policies [Abstract]	
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES	SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *BASIS OF PRESENTATION AND PREPARATION* The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") on a going concern basis. In the opinion of management, all adjustments considered necessary for a fair presentation, consisting of normal recurring adjustments, have been included. The Company operates as one operating segment because its chief operating decision maker, who is the Chief Executive Officer, reviews its financial information on a consolidated basis for purposes of making decisions regarding allocating resources and assessing performance.

The Company has operations in the United States, Mexico and the UK. The functional currencies of our foreign wholly-owned subsidiaries are the local currency. We translate the financial statements of these subsidiaries into U.S. dollars each reporting period for purposes of consolidation. Assets and liabilities are translated at the period-end currency exchange rates, certain equity accounts are translated at historical exchange rates and income and expense amounts are translated at average currency exchange rates in effect for the period. The effect of these translation adjustments are reported in Accumulated other comprehensive loss on the Consolidated Statements of Convertible Preferred Stock and Shareholders' Equity.

Gains and losses on transactions denominated in currencies other than the functional currency are generally included in determining net income for the period. Foreign currency transaction gains and losses were not significant to the financial statements for the years ended June 30, 2024, 2023, and 2022.

Consolidated Statements of Operations: Cost of Sales

Below is a brief description of the various categories within cost of sales:

- *Cost of subscription and transaction fees:* Cost of subscription and transaction fees consist of third-party transaction processing fees, interchange fees, and network service fees. Cost of subscription and transaction fees also includes depreciation expense associated with our Cantaloupe One rental equipment program.

- *Cost of equipment sales:* Cost of equipment sales consist primarily of direct costs to acquire finished goods, or for certain products material to fabricate our equipment, as well as freight, taxes, and other inventory acquisition costs.

Consolidated Statements of Operations: Operating expenses presentation

Beginning in fiscal year 2023, the Company disaggregated General and administrative costs further by disclosing Integration and acquisition expenses separately. The updated presentation is intended to provide additional transparency to the readers of the financial statements and better align the Company's financial performance with how management views and monitors business operations and makes strategic decisions. This presentation change did not impact total operating expenses, operating income (loss), net income (loss) or net income (loss) per common share.
Below is a brief description of the various categories within operating expenses:

- *Sales and marketing:* Sales and marketing expenses consist primarily of our sales and marketing team personnel costs. In addition, this category includes fees paid for advertising, trade shows and external consultants who assist in outreach initiatives designed to build brand awareness and showcase the value of our products and services to our opportunity markets.

- *Technology and product development:* Technology and product development expenses consist primarily of our technology and product team personnel costs and fees paid to external consultants relating to innovating and maintaining our portfolio of products and services and strengthening our network environment and platform. These costs include but are not limited to engineering, platform and software development, fees for software licenses, contract labor and other technology and product related items that are not eligible for capitalization.

- *General, and administrative:* General and administrative expenses consist primarily of our customer support, business operations, finance, legal, human resources and other administrative personnel costs and fees paid to external consultants for these respective departments. In addition, this category includes rent and occupancy costs and other miscellaneous costs incurred in the course of operating the business.

- *Investigation, proxy solicitation, and restatement expenses, net of insurance recoveries:* In fiscal year 2019, the Audit Committee, with the assistance of independent legal and forensic accounting advisors, conducted an internal investigation of then-current and prior period matters relating to certain of the Company's contractual arrangements, including the accounting treatment, financial reporting and internal controls related to such arrangements (the "2019 Investigation"). The Company and former officers incurred additional legal expenses for these periods offset by certain recoveries from insurance policy claims.

- *Integration and acquisition:* Integration and acquisition expenses consist primarily of professional services fees including accounting, legal and investing banking advisory fees incurred in connection with acquisitions and post-acquisition integrations. See *Note 10 - Acquisitions* to the consolidated financial statements for further information.

- *Depreciation and amortization:* Depreciation expense on our property and equipment, amortization of capitalized internal-use software development costs, and amortization expense on our intangible assets are included within the Depreciation and amortization caption in the Consolidated Statements of Operations. Depreciation on property and equipment used for rentals is included in Cost of subscription and transaction fees as described above.

USE OF ESTIMATES

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, assumptions and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes. The Company evaluates these estimates on an ongoing basis.

Estimates, judgments, and assumptions in these consolidated financial statement include, but are not limited to, those related to revenue recognition, capitalization of internal-use software and cloud computing arrangements, fair value of acquired assets and liabilities including goodwill through purchase accounting, evaluation of goodwill and long-lived assets impairment, allowances for accounts and finance receivables, inventory reserves, loss contingencies, income taxes, and sales tax reserves.

CASH AND CASH EQUIVALENTS

Cash equivalents represent all highly liquid investments with original maturities of three months or less from time of purchase. Cash equivalents are comprised of money market funds. The Company maintains its cash in bank deposit accounts where accounts may exceed federally insured limits at times. The Company deems this credit risk not to be significant as cash is held at well-capitalized financial institutions.

ACCOUNTS RECEIVABLE

Accounts receivable include amounts due to the Company for sales of equipment, other amounts due from customers, merchant service receivables which are receivables due from credit card processors, and unbilled amounts due from customers, net of the allowance for uncollectible accounts. See "Allowance for Accounts and Finance Receivables" section below for details.

FINANCE RECEIVABLES

The Company offers extended payment terms to certain customers for equipment sales primarily under its Quick Start Program. Agreements under the Quick Start Program are accounted for as sales-type leases. Accordingly, the discounted future minimum lease payments are classified as finance receivables current and non-current in the Company's Consolidated Balance Sheets based on whether the balances due within the next 12 months. Finance receivables or Quick Start leases are generally for a sixty-month term. The Company recognizes a portion of the lease payments as Interest income on the Consolidated Statements of Operations based on the effective interest rate method.

ALLOWANCE FOR ACCOUNTS AND FINANCE RECEIVABLES

The Company maintains lifetime expected loss allowances for accounts and finance receivables based on historical experience of payment performance, current conditions of the customer, which is generally less than one year for accounts receivable and five years for finance receivables. We estimate our allowance using an aging analysis (days past due status) of the receivables balances that is primarily based on historical loss experience. Additionally, current conditions are analyzed to determine if the allowance calculation needs to be adjusted further for any qualitative factors impacting a customer's ability to meet its financial obligations that is not already reflected through the historical loss analysis. The Company writes off finance receivable balances against the allowance for credit losses when management determines the balance is uncollectible and the Company ceases collection efforts. The provision for expected credit losses relating to accounts receivable and finance receivable balances is recorded within General and administrative expenses in the Consolidated Statements of Operations.

The Company writes off accounts and finance receivables balances when management determines the balance is uncollectible and the Company ceases collection efforts.

INVENTORY

Inventory consists primarily of finished goods. The company's inventories are valued at the lower of cost or net realizable value, using a weighted-average cost method.

The Company establishes reserves for slow-moving inventory based upon quality considerations including potential changes in technological standards, historical usage and assumptions about future demand based on market conditions. The reserve is recorded within Cost of equipment sales in our Consolidated Statements of Operations. The inventory reserve was $2.2 million and $2.3 million as of June 30, 2024 and 2023, respectively.

PROPERTY AND EQUIPMENT, NET

Property and equipment, which primarily consists of computer equipment and software and leased equipment, are recorded at either cost or, in the instance of an acquisition, the estimated fair value on the date of the acquisition, and are depreciated on a straight-line basis over the estimated useful lives of the related assets. Capitalized internal-use software is amortized on the straight-line basis over the estimated useful lives of the software. Leasehold improvements are amortized on the straight-line basis over the lesser of the estimated useful life of the asset or the respective lease term. Depreciation expense on our property and equipment, excluding property and equipment used for rentals, is included in Depreciation and amortization in the Consolidated Statements of Operations. Depreciation expense on our property and equipment used for rentals is included in Cost of subscription and transaction fees in the Consolidated Statements of Operations. Additions and improvements that extend the estimated lives of the assets are capitalized, while expenditures for repairs and maintenance are expensed as incurred.

GOODWILL

The Company's goodwill represents the excess of cost over fair value of the net assets purchased in acquisitions. We test goodwill for impairment at least annually, or more frequently if events or changes in circumstances indicate that impairment may have occurred. Goodwill is reviewed for impairment utilizing either a qualitative or a quantitative goodwill impairment test. When we perform a qualitative assessment and determine the fair value more likely than not exceeds the carrying value, no further evaluation is necessary. When we perform the quantitative goodwill impairment test, we compare the fair value of our reporting unit to its carrying value. If the fair value of the reporting unit exceeds its carrying value, then goodwill is not considered impaired. An impairment charge is recognized for the amount by which, if any, the carrying value exceeds the reporting unit's fair value. However, the loss recognized cannot exceed the reporting unit's goodwill balance.

The Company performs an annual goodwill impairment test on April 1 and more frequently if events and circumstances indicate that the asset may be impaired. The Company has determined there is a single reporting unit for purposes of testing goodwill for impairment. The Company has concluded there has been no impairment of goodwill during the year ended June 30, 2024 based on its qualitative assessment. There has been no impairment of goodwill for fiscal year 2023 or 2022. Subsequent to our annual impairment test, no indicators of impairment were identified.

INTANGIBLES, NET

The Company's intangible assets include trademarks, non-compete agreements, brand names, customer relationships, acquired trade names, acquired developed technology and acquired customer relationships in a business combination. The Company carries these intangibles at cost, less accumulated amortization. Amortization is recorded on a straight-line basis over the estimated useful lives of the respective assets, which span between three and eighteen years, and are included in Depreciation and amortization in the Consolidated Statements of Operations.

Other than goodwill, there were no indefinite-lived intangible assets at June 30, 2024 or 2023.

The Company assesses its finite-lived intangible and other long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The carrying amount of an asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Fair value of finite-lived intangible assets and property and equipment is based on various valuation techniques. If the carrying amount of an asset or group of assets exceeds its net realizable value, the asset will be written down to its fair value.

The Company has concluded there has been no impairment of intangible and long-lived assets during the years ended June 30, 2024 or 2023.

FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is defined as the price that would be received in the sale of an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the reporting date. The accounting guidance establishes a three-tiered hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value as follows:

Level 1- Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2- Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3- Inputs are unobservable and reflect the Company's assumptions that market participants would use in pricing the asset or liability. The Company develops these inputs based on the best information available.

SIGNIFICANT CUSTOMERS

Concentration of revenue with customers subject the Company to operating risks. Approximately $24.6 million, $28.7 million, and $29.7 million of the Company's revenue for the years ended June 30, 2024, 2023 and 2022, respectively, were concentrated with one customer, which represented 9%, 12% and 14% of the Company's revenues for each of the years. The Company's customers are principally located in the United States.

REVENUE RECOGNITION

The revenue recognition guidance provides a single model to determine when and how revenue is recognized. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of control of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Company recognizes revenue using a five-step model resulting in revenue being recognized as performance obligations within a contract have been satisfied. The steps within that model include: (i) identifying the existence of a contract with a customer; (ii) identifying the performance obligations within the contract; (iii) determining the contract's transaction price; (iv) allocating the transaction price to the contract's performance obligations; and, (v) recognizing revenue as

the contract's performance obligations are satisfied. Judgment is required to apply the principles-based, five-step model for revenue recognition. Management is required to make certain estimates and assumptions about the Company's contracts with its customers, including, among others, the nature and extent of its performance obligations, its transaction price amounts and any allocations thereof, and the events which constitute satisfaction of its performance obligations. The standard also requires certain incremental costs incurred to obtain or fulfill a contract to be deferred and amortized on a systematic basis consistent with the transfer of goods or services to the customer.

The Company provides an end-to-end payment solution which integrates hardware, software, and payment processing in the self-service commerce industry. The Company has contractual agreements with customers that set forth the general terms and conditions of the relationship, including pricing of goods and services, payment terms and contract duration. Revenue is recognized when the obligation under the terms of the Company's contract with its customer is satisfied and is measured as the amount of consideration the Company expects to receive in exchange for transferring goods or providing services.

We provide cashless services in exchange for monthly service fees, in addition to collecting usage-based consideration for completed transactions. Certain contracts we enter into with third-party suppliers where we consider ourselves the principal provide us with the right to access and direct their services when processing a transaction. The Company combines the services provided by third-party suppliers to enable customers to accept cashless payment transactions, indicating that it controls all inputs in directing their use to create the combined service. Additionally, the Company sells cashless payment devices, which are either directly sold or leased through the Company's QuickStart, or Cantaloupe ONE programs.

The Company recognizes fees charged to our customers primarily on a gross basis as transaction revenue when we are the principal in respect of completing a payment transaction. As a principal to the transaction, we control the service of completing payments for our customers through the payment ecosystem. The fees paid to payment processors and other financial institutions are recognized as transaction expenses in Cost of subscription and transaction fees in the Consolidated Statements of Operations. For certain transactions in which we act in the capacity as an agent, these transactions are recorded on a net basis. These are transactions in which the customer is entering into a separate arrangement with a third-party payment processor for the fulfillment of the payment service.

Cashless services represent a single performance obligation as the combination of the services provided gives the customer the ability to accept cashless payments. The Company's customers are contracting for integrated cashless services in connection with purchasing or leasing unattended POS devices. The integrated cashless services when combined together are so integral to the customer's ability to derive benefit from the service, that the activities are effectively inputs to a single promise to the customer. Certain services are distinct, but are not accounted for separately as the rights are coterminous, they are transferred concurrently and the outcome is the same as accounting for the services as individual performance obligations. The single performance obligation is determined to be a stand-ready obligation to process payments whenever a consumer intends to make a purchase at a POS device. As the Company is unable to predict the timing and quantity of transactions to be processed, the assessment of the nature of the performance obligation is focused on each time increment rather than the underlying activity. Therefore, cashless payment processing services are viewed to comprise a series of distinct days of service that are substantially the same and have the same pattern of transfer to the customer. As a result, the promise to stand ready is accounted for as a single performance obligation.

Revenue related to cashless services is recognized over the period in which services are provided, with usage-based revenue recognized as transactions occur. Consideration for this service includes fixed fees for standing ready to process transactions, and generally also includes usage-based fees, priced as a percentage of transaction value and/or a specified fee per transaction processed. The total transaction price of usage-based services is determined to be variable consideration as it is based on unknown quantities of services to be performed over the contract term. The underlying variability is satisfied each day the service is performed and provided to the customer. Clients are billed for cashless payment processing services on a monthly basis and for transaction processing as transactions occur. Payment is due based on the Company's standard payment terms which is typically within 30 to 60 days of invoice issuance.

Equipment sales represent a separate performance obligation, the majority of which is satisfied at a point in time through outright sales, or sales-type leases in accordance with ASC 842, "Leases", when the equipment is delivered to the customer.

Software represents a separate performance obligation, which is satisfied when each distinct day, or for practical reasons, each distinct month of service is transferred to the customers. Customers are billed for software services on a monthly basis. Payment is due based on the Company's standard payment terms which is typically within 30 to 60 days of invoice issuance. Revenues related to Cantaloupe ONE equipment are recognized over time as the customer obtains the right to use the equipment through an operating lease. Clients are billed for equipment sales on a monthly basis, with payment due based on the Company's standard payment terms which is typically within 30 to 60 days of invoice issuance.

Revenue from QuickStart equipment leases are recognized as sales-type leases when equipment is shipped to the customer. Transaction processing revenue is recognized upon the usage of the Company's cashless payment and control network. Subscription fees for access to the Company's devices and network services are recognized on a monthly basis when the performance obligation is satisfied. The Company estimates an allowance for subscription and transaction fee refunds on a monthly basis.

Hardware is available to customers under the QuickStart program pursuant to which the customer would enter into a five-year non-cancelable lease with either the Company or a third-party leasing company for the devices. The Company then allocates the transaction price to equipment and software subscription performance obligations in the contract using relative standalone selling prices. The Company determines standalone selling prices based on the price at which a good or service is sold separately. If the standalone selling price is not observable through historic data, the Company estimates the standalone selling price by considering all reasonably available information, including market data, trends, as well as other company- or customer-specific factors. The QuickStart contracts qualify for sales type lease accounting. At lease inception, the Company recognizes revenue and creates a finance receivable in an amount that represents the present value of minimum lease payments. Accordingly, a portion of the lease payments are recognized as interest income. At the end of the lease period, the customer would have the option to purchase the device at its residual value. Any customer payments received in advance and prior to the Company satisfying any performance obligations are recorded as deferred revenue and amortized as revenue is recognized.

The Company will occasionally offer volume discounts, rebates or credits on certain contracts, which is considered variable consideration. The Company uses either the most-likely or estimated value method to estimate the amount of the consideration, based on what the Company expects to better predict the amount of consideration to which it will be entitled to on a contract-by-contract basis. The Company will qualitatively assess if the variable consideration should be limited to prevent possible significant reversals of revenue in future reporting periods.

The Company assesses the goods and/or services promised in each customer contract and separately identifies a performance obligation for each promise to transfer to the customer a distinct good or service. The Company then allocates the transaction price to equipment and software subscription performance obligations in the contract using relative standalone selling prices. The Company determines standalone selling prices based on the price at which a good or service is sold separately. If the standalone selling price is not observable through historic data, the Company estimates the standalone selling price by considering all reasonably available information, including market data, trends, as well as other company- or customer-specific factors.

The Company's standard payment terms are payment is due within 30 to 60 days of invoice issuance. The Company uses the practical expedient and does not recognize a significant financing component for payment considerations of less than one year.

Warranties

The Company offers standard warranties that provide the customer with assurance that its equipment will function in accordance with contract specifications. The Company's standard warranties are not sold separately, but are included with each customer purchase. Warranties are not considered separate performance obligations and the related liability is estimated and recorded at the time of sale.

Accounts Receivable and Contract Liabilities

A contract with a customer creates legal rights and obligations. As the Company satisfies performance obligations under customer contracts, a right to unconditional consideration is recorded as an account receivable.

Contract liabilities represent consideration received from customers in excess of revenues recognized (i.e., deferred revenue). Contract liabilities are classified as current or non-current based on the nature of the underlying contractual rights and obligations.

Contract Costs

The Company incurs costs to obtain contracts with customers, primarily in the form of commissions to sales employees. The Company recognizes as a contract asset for the incremental costs of obtaining a contract with a customer if it expects to recover these costs. The Company currently does not incur material costs to fulfill its obligations under a contract once it is obtained but before transferring goods or services to the customer. Contract costs are amortized on a systematic basis consistent with the transfer to the customer of the goods or services to which the asset relates. A straight-line or proportional amortization method

is used depending upon which method best depicts the pattern of transfer of the goods or services to the customer. The Company's contracts frequently contain performance obligations satisfied at a point in time and overtime. In these instances, the Company amortizes the contract costs proportionally with the timing and pattern of revenue recognition. In addition, these contract costs are evaluated for impairment by comparing, on a pooled basis, the expected future net cash flows from underlying customer relationships to the carrying amount of the capitalized contract costs.

In order to determine the appropriate amortization period for contract costs, the Company considers a number of factors, including expected early terminations, estimated terms of customer relationships, the useful lives of technology Cantaloupe uses to provide goods and services to its customers, whether future contract renewals are expected and if there is any incremental commission to be paid on a contract renewal. The Company amortizes these assets over the expected period of benefit. Costs to obtain a contract with an expected period of benefit of one year or less are expensed when incurred.

LEASES

Lessee Accounting

The Company determines if an arrangement is a lease at inception. The Company has operating and finance leases for office space, warehouses and office equipment. Cantaloupe's leases have lease terms of one year to eight years and some include options to extend and/or terminate the lease. The exercise of lease renewal options is at the Company's sole discretion. When deemed reasonably certain of exercise, the renewal options are included in the determination of the lease term. The Company's lease agreements do not contain any material variable lease payments, material residual value guarantees or any material restrictive covenants.

Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the operating lease. Operating lease Right-of-Use ("ROU") assets and liabilities are recognized at commencement date of the lease based on the present value of lease payments over the lease term. The Company uses its incremental borrowing rate, which is the collateralized rate of interest that we would pay to borrow over a similar term an amount equal to the lease payments, to determine the present value of lease payments. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Cantaloupe has lease agreements with lease and non-lease components. The Company uses the practical expedient related to treating lease and non-lease components as a single lease component for all leases as well as electing a policy exclusion permitting leases with an original lease term of less than one year to be excluded from the ROU assets and lease liabilities. Lease expense for operating lease payments is recognized on a straight-line basis over the lease term.

Variable lease payments that are not based on an index or that result from changes to an index subsequent to the initial measurement of the corresponding lease liability are not included in the measurement of lease ROU assets or liabilities and instead are recognized in earnings in the period in which the obligation for those payments is incurred.

The Company reviews its ROU assets for events or changes in circumstances that may indicate that the carrying amount of such assets may not be recoverable. The carrying amount of an asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. If the carrying amount of an ROU exceeds its net realizable value, the asset will be written down to its fair value. The Company did not recognize an impairment charge related to the right-of-use assets for the years ended June 30, 2024 or 2023.

Lessor Accounting

The Company offers its customers financing for the lease of our POS electronic payment devices primarily through our QuickStart program. We account for these transactions as sales-type leases under ASC 606, "Revenue from Contracts with Customers". Our sales-type leases generally have a non-cancellable term of 60 months. Certain leases contain an end-of-term purchase option that is generally insignificant and is reasonably certain to be exercised by the lessee. Leases that do not meet the criteria for sales-type lease accounting are accounted for as operating leases, and typically relate to our Cantaloupe ONE rental program. Cantaloupe ONE agreements are 36-month rental agreements that transition to month-to-month agreements after the initial subscription commitment period.

The Company also uses the practical expedient related to treating lease and non-lease components as a single component for those leases where the timing and pattern of transfer for the non-lease component and associated lease component are the same and the stand-alone lease component would be classified as an operating lease if accounted for separately. The combined component is then accounted for under Topic 606 or Topic 842 depending on the predominant characteristic of the combined

component, which was Topic 606 for the Company's operating leases. All QuickStart leases are sales-type and do not qualify for the election.

Lessor consideration is allocated between lease components and the non-lease components using the requirements under Topic 842. Revenue from sales-type leases is recognized upon shipment to the customer and the interest portion is deferred and recognized as earned. The revenues related to the sales-type leases are included in Equipment sales in the Consolidated Statements of Operations and a portion of the lease payments as Interest income. Revenue from operating leases is recognized ratably over the applicable service period in Subscription and transaction fees in the Consolidated Statements of Operations.

Equipment Rental

The Company offers its customers a rental program for its hardware devices, Cantaloupe ONE platform. In accordance with ASC 842, the Company classifies the rental agreements as operating leases, with service fee revenue related to the leases included in subscription and transaction fees in the Consolidated Statements of Operations. Costs for the Cantaloupe ONE revenue, which consist of depreciation expense on the Cantaloupe ONE equipment, are included in Cost of subscription and transaction fees in the Consolidated Statements of Operations. Equipment utilized by the Cantaloupe ONE program is included in Property and equipment, net on the Consolidated Balance Sheets.

SHIPPING AND HANDLING

Shipping and handling fees billed to our customers in connection with sales are recorded as revenue. The costs incurred for shipping and handling of our product are recorded as cost of equipment.

ADVERTISING COSTS

Advertising costs are expensed as incurred and are included within the Sales and marketing expenses in the Consolidated Statements of Operations. For the fiscal years ended June 30, 2024, 2023, and 2022, we incurred advertising costs of approximately $1.9 million, $0.8 million and $0.7 million, respectively.

RESEARCH AND DEVELOPMENT EXPENSES

Research and development expenses are expensed as incurred and primarily consist of personnel, contractors and product development costs. Research and development expenses, which are included within the technology and product development expenses and general and administrative expenses in the Consolidated Statements of Operations, were approximately $3.0 million, $3.5 million and $3.5 million, for the fiscal years ended June 30, 2024, 2023, and 2022, respectively. Our research and development initiatives focus on adding features and functionality to our system solutions through the development and utilization of our processing and reporting network and new technology.

CAPITALIZATION OF INTERNAL-USE SOFTWARE AND CLOUD COMPUTING ARRANGEMENTS

We have expenditures associated with the technological maintenance and improvement of our network and technology offerings. These expenditures include both the cost of internal employees, who spend portions of their time on various technological projects, and the use of external temporary labor and consultants. Capitalization of internal-use software occurs in the application development stage after the completion of the preliminary project stage, and management authorizes the project, management commits to funding the project, it is probable the project will be completed, and the project will be used to perform the function intended, and it ends at the implementation stage. We are required to assess these expenditures and make a determination as to whether the costs should be expensed as incurred or are subject to capitalization. In making these determinations, we consider the stage of the development project, the probability of successful development and if the development is resulting in increased features and functionality. In addition, if we determine that a project qualifies for capitalization, the amount of capitalization is subject to various estimates, including the amount of time spent on the development work and the cost of internal employees and external consultants. Internal-use software is included within Property and equipment, net on our Consolidated Balance Sheets and is amortized over its estimated useful life, which is typically 3 to 7 years.

We capitalize certain costs related to hosting arrangements that are service contracts (cloud computing arrangements) following the internal-use software capitalization criteria described above. Our cloud computing arrangements involve services we use to support internal corporate functions, our platforms and technology offerings. Capitalized costs relating to cloud computing arrangements are included within Prepaid expenses and other current assets, or Other assets for costs that will be recognized in
more than 12 months, on our Consolidated Balance Sheets and are amortized on a straight-line basis over the estimated useful life, which is typically 3 to 5 years.

STOCK-BASED COMPENSATION

The cost of services received in exchange for an award of equity instruments related to employees and non-employees is based on the grant-date fair value of the award and allocated over the requisite service period of the award. When the requisite service period precedes the grant date, the Company begins recognizing compensation cost before a grant date is established, and the awards are marked to market until grant date occurs.

These costs are recorded within operating expenses in the Consolidated Statements of Operations.

LOSS CONTINGENCIES

From time to time, we are involved in litigation, claims, contingencies and other legal matters. The Company’s management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's management team evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates it is probable that a loss has been incurred and the amount of the liability can be estimated, the estimated liability would be accrued in the Company’s financial statements. If the assessment indicates a loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed. Expected legal costs associated with assessing or potentially settling a contingent liability are expensed as incurred.

SALES TAX RESERVE

The Company has recorded a contingent liability for sales tax, included in Accrued expenses in the Consolidated Balance Sheets. On a quarterly basis, the Company accrues interest on the unpaid balance. The estimated liability is adjusted upon the payment of sales tax related to the accrual, the changes in state tax laws that may impact the accrual and the expiration of the statute of limitations for open years under review. The liability includes significant judgments and estimates that may change in the future, and the actual liability may be different from our current estimate. Changes to the sales tax reserve amount are recorded within General and administrative expenses and Interest expense in the Consolidated Statements of Operations.

INCOME TAXES

Income taxes are computed using the asset and liability method of accounting. Under the asset and liability method, a deferred tax asset or liability is recognized for estimated future tax effects attributable to temporary differences and carryforwards. The measurement of deferred income tax assets is adjusted by a valuation allowance, if necessary, to recognize future tax benefits only to the extent, based on available evidence, it is more likely than not such benefits will be realized.

Tax positions must meet a more-likely-than-not recognition threshold to be recognized. The Company recognizes interest and penalties, if any, related to uncertain tax positions within General and administrative expenses in the Consolidated Statements of Operations. Interest and penalties related to uncertain tax positions incurred during the fiscal years ended June 30, 2024, 2023, and 2022 were immaterial.

EARNINGS (LOSS) PER COMMON SHARE

Basic earnings (loss) per share are calculated by dividing net income (loss) applicable to common shares by the weighted average common shares outstanding for the period. Diluted earnings (loss) per share are calculated by dividing net income (loss) applicable to common shares by the weighted average common shares outstanding for the period plus the dilutive effects of common stock equivalents unless the effects of such common stock equivalents are anti-dilutive.
RECLASSIFICATIONS

Certain reclassifications have been made to prior years’ reported amounts in order to conform to the current year presentation. These reclassifications did not impact our previously reported net income (loss), stockholders’ equity or cash flows.

RECENT ACCOUNTING PRONOUNCEMENTS

Accounting pronouncements adopted

On July 1, 2023, the Company adopted ASU 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers. The standard requires an acquirer to recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with ASC 606, as if it had originated the contracts, rather than at fair value on the acquisition date.le The amendments in ASU 2021-08 were applied to both the 2023 and 2024 acquisitions described in *Note 10 - Acquisitions.*

Accounting pronouncements to be adopted

The Company is evaluating whether the effects of the following recent accounting pronouncements, or any other recently issued but not yet effective accounting standards, will have a material effect on the Company’s consolidated financial position, results of operations or cash flows.

In November 2023, the FASB issued ASU 2023-07, which expands reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in the ASU require that a public entity disclose, on an annual and interim basis, significant segment expenses that are regularly provided to an entity's chief operating decision maker (“CODM”), a description of other segment items by reportable segment, and permits disclosure of additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. It also requires certain disclosures for companies who have determined only one segment exists. Annual disclosures are required for fiscal years beginning after December 15, 2023, which is the Company's fiscal year 2025 annual reporting period. Interim disclosures are required for periods within fiscal years beginning after December 15, 2024, which is the Company's fiscal year 2026 interim reporting periods. Retrospective application is required for all prior periods presented, and early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. This standard was issued to enhance the transparency and decision usefulness of income tax disclosures to provide information to better assess how an entity’s operations and related tax risks and tax planning and operational opportunities affect its tax rate and prospects for future cash flows. The amendments in this ASU address transparency about income tax information through disclosures primarily related to the rate reconciliation and income taxes paid information. The amendments in this ASU are effective for annual periods beginning after December 15, 2024. The ASU should be applied on a prospective basis. Retrospective application is permitted. We are currently evaluating the impact the adoption of the new accounting guidance will have on our income tax disclosures.

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ACCOUNTS RECEIVABLE	12 Months Ended Jun. 30, 2024
Receivables [Abstract]	
ACCOUNTS RECEIVABLE	ACCOUNTS RECEIVABLE

Accounts receivable primarily include amounts due to the Company for sales of equipment and subscription fees to customers, settlement receivables for amounts due from third-party payment processors, receivables from contract manufacturers and unbilled amounts due from customers, net of the allowance for credit losses. Accounts receivable, net of the allowance for uncollectible accounts were $43.8 million as of June 30, 2024 and $30.2 million as of June 30, 2023.

Concentrations

As of June 30, 2024 and June 30, 2023, no customer represented more than 10% of the Company's accounts receivable, net of allowance.
Allowance for credit losses

The following table represents a rollforward of the allowance for credit losses for the years ending June 30, 2024 and 2023:

($ in thousands)	Year ended June 30, 2024	2023
Balance, beginning of year	$ 10,815	$ 9,328
Provision for expected losses	4,024	4,190
Write-offs	(1,397)	(2,703)
Balance, end of year	$ 13,442	$ 10,815

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FINANCE RECEIVABLES

12 Months Ended
Jun. 30, 2024

Receivables [Abstract]

FINANCE RECEIVABLES

FINANCE RECEIVABLES

The Company's finance receivables consist of financed devices under the QuickStart program and devices contractually associated with the Seed platform. Predominately all of the Company's finance receivables agreements are classified as non-cancellable sixty-month sales-type leases. As of June 30, 2024 and 2023, finance receivables consist of the following:

($ in thousands)	As of June 30, 2024	2023
Current finance receivables, net	$ 6,391	$ 6,668
Finance receivables due after one year, net	10,036	13,307
Total finance receivables, net of allowance of $1,934 and $2,098, respectively	$ 16,427	$ 19,975

The Company collects lease payments from customers primarily as part of the flow of funds from our transaction processing service. Balances are considered past due if customers do not have sufficient transaction revenue to cover the monthly lease payment by the end of the monthly billing period.

At June 30, 2024, the gross lease receivable by current payment performance on a contractual basis and year of origination consisted of the following:

	Leases by Origination						
($ in thousands)	Up to 1 Year Ago	Between 1 and 2 Years Ago	Between 2 and 3 Years Ago	Between 3 and 4 Years Ago	Between 4 and 5 Years Ago	More than 5 Years Ago	Total
Current	$ 2,199	$ 5,135	$ 4,668	$ 1,961	$ 456	$ 324	$ 14,743
30 days and under	13	67	80	85	56	42	343
31 - 60 days	8	64	58	49	47	38	264
61 - 90 days	8	62	48	32	36	38	224
Greater than 90 days	35	387	625	208	297	1,235	2,787
Total finance receivables	$ 2,263	$ 5,715	$ 5,479	$ 2,335	$ 892	$ 1,677	$ 18,361

At June 30, 2023, the gross lease receivable by current payment performance on a contractual basis and year of origination consisted of the following:

	Leases by Origination						
($ in thousands)	Up to 1 Year Ago	Between 1 and 2 Years Ago	Between 2 and 3 Years Ago	Between 3 and 4 Years Ago	Between 4 and 5 Years Ago	More than 5 Years Ago	Total
Current	$ 6,595	$ 6,505	$ 3,304	$ 1,306	$ 846	$ 829	$ 19,385
30 days and under	66	73	69	52	22	68	350
31 - 60 days	53	40	32	42	19	71	257
61 - 90 days	60	52	26	32	16	71	257
Greater than 90 days	155	132	197	233	271	836	1,824
Total finance receivables	$ 6,929	$ 6,802	$ 3,628	$ 1,665	$ 1,174	$ 1,875	$ 22,073

The following table represents a rollforward of the allowance for finance receivables for the years ending June 30, 2024 and 2023:

($ in thousands)	Year ended June 30, 2024	2023
Balance, beginning of year	$ 2,098	$ 760
Provision for expected losses	(164)	1,626
Write-offs	—	(288)
Balance, end of year	$ 1,934	$ 2,098

Cash to be collected on our performing finance receivables due for each of the fiscal years after June 30, 2024 are as follows:

($ in thousands)	
2025	$ 7,274
2026	5,795
2027	3,908
2028	1,871
2029	596
Thereafter	30
Total amounts to be collected	19,474
Less: interest	(1,113)
Less: allowance for expected credit losses	(1,934)
Total finance receivables	$ 16,427

Equipment sales, Cost of equipment sales, and Interest income, associated with equipment under sales type leases and are included in each respective line of the Consolidated Statement of Operations for the year ended June 30, 2024:

($ in thousands)	
Equipment sales	$ 2,882
Cost of equipment sales	2,861
Interest income	1,910

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PROPERTY AND EQUIPMENT, NET

12 Months Ended
Jun. 30, 2024

Property, Plant and Equipment [Abstract]

PROPERTY AND EQUIPMENT, NET

PROPERTY AND EQUIPMENT, NET

Property and equipment consisted of the following:

		As of June 30, 2024		
($ in thousands)	Useful Lives	Cost	Accumulated Depreciation	Net
Computer equipment and software	3-7 years	$ 7,588	$ (6,994)	$ 594
Internal-use software	3-5 years	34,666	(9,472)	25,194
Property and equipment used for rental program	5 years	32,513	(24,742)	7,771
Furniture and equipment	3-7 years	1,862	(1,466)	396
Leasehold improvements	(a)	434	(360)	74
		$ 77,063	$ (43,034)	$ 34,029

		As of June 30, 2023		
($ in thousands)	Useful Lives	Cost	Accumulated Depreciation	Net
Computer equipment and software	3-7 years	$ 8,089	$ (7,443)	$ 646
Internal-use software	3-5 years	24,294	(5,107)	19,187
Property and equipment used for rental program	5 years	28,398	(23,221)	5,177
Furniture and equipment	3-7 years	1,559	(1,474)	85
Leasehold improvements	(a)	790	(604)	186
		$ 63,130	$ (37,849)	$ 25,281

[a] *Lesser of lease term or estimated useful life*

The Company's total depreciation expense is comprised of depreciation included in our Cost of subscription and transaction fees for rental equipment and depreciation included in our operating expenses. Depreciation expense included within Cost of subscription and transaction fees for rental equipment was $1.6 million, $1.2 million, and $1.0 million for the years ended June 30, 2024, 2023, and 2022, respectively. Depreciation expense included within operating expenses for the years ended June 30, 2024, 2023, and 2022 was $5.0 million, $2.6 million and $1.1 million, respectively.

Internal-use software above included $9.2 million and $6.9 million in projects not yet placed in service as of June 30, 2024 and 2023, respectively.

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LEASES

12 Months Ended
Jun. 30, 2024

Leases [Abstract]

LEASES

LEASES

Lessee accounting

We have operating leases which are primarily real estate leases used for corporate functions, product development, sales, and other purposes. The following table provides supplemental balance sheet

information related to the Company's operating leases:

($ in thousands)	Balance Sheet Classification	As of June 30, 2024	As of June 30, 2023
Assets			
Operating leases	Operating lease right-of-use assets	7,986	$ 2,575
Liabilities			
Current	Accrued expenses	1,320	1,266
Long-term	Operating lease liabilities, non-current	8,457	2,504
Total lease liabilities		$ 9,777	$ 3,770

Components of lease cost are as follows:

	Year ended June 30,		
($ in thousands)	2024	2023	2022
Operating lease costs*	$ 2,520	$ 2,490	$ 1,923

* Includes variable lease costs of $0.4 million for the years ended June 30, 2024, 2023 and 2022.

Supplemental cash flow information and non-cash activity related to our leases are as follows:

	Year ended June 30,		
($ in thousands)	2024	2023	2022
Supplemental cash flow information:			
Cash paid for amounts included in the measurement of operating lease liabilities	$ 2,278	$ 2,522	$ 1,737
Non-cash activity:			
Right-of-use assets obtained in exchange for lease obligations			
Operating lease	$ 6,657	$ 1,607	$ 471

Weighted-average remaining lease term and discount rate for our leases are as follows:

	Year ended June 30,	
	2024	2023
Weighted-average remaining lease term (years)		
Operating leases	7.3	3.2
Weighted-average discount rate		
Operating leases	8.2 %	7.5 %

Maturities of operating lease liabilities by fiscal year for our leases as of June 30, 2024 are as follows:

($ in thousands)	Amount
2025	$ 1,637
2026	2,266
2027	1,839
2028	1,352
2029	1,388
Thereafter	5,469
Total lease payments	$ 13,951
Less: Imputed interest	(4,174)
Present value of lease liabilities	$ 9,777

In connection with the acquisition of 32M described in *Note 10 - Acquisitions*, the Company entered into additional operating leases for office space located in River Falls, Wisconsin and Birmingham, UK. These leases commenced on December 31, 2022 with a term of 48-months.

In connection with the acquisition of Cheq described in *Note 10 - Acquisitions*, the Company acquired an operating lease for office space located in Seattle, Washington. This lease commenced on February 1, 2024 with a term of 11-months.

In February 2023, the Company extended its existing Atlanta, Georgia office operating lease for an additional 73-months period including rent free periods.

In May 2023, the Company signed a new lease for its corporate office in Malvern, Pennsylvania. The new lease commenced on February 15, 2024 with a term of 133-months.

Lessor accounting

Property and equipment used for the Company's operating lease rental program consisted of the following:

	As of June 30,	
($ in thousands)	2024	2023
Cost	$ 32,513	$ 28,398
Accumulated depreciation	(24,742)	(23,221)
Net	$ 7,771	$ 5,177

The Company's net investment in sales-type leases (carrying value of lease receivables) and the future minimum amounts to be collected on these lease receivables as of June 30, 2024 are disclosed within *Note 4, Finance Receivables*.

The Company also is the sublessor for office space in Denver, Colorado and Metairie, Louisiana. Sublessor rental income was $0.8 million, $0.8 million, and $0.6 million for the years ended June 30, 2024, 2023, and 2022, respectively.

LEASES

LEASES

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Long-term	Operating lease liabilities, non-current	8,457	2,504
Total lease liabilities		$ 9,777	$ 3,770

Components of lease cost are as follows:

	Year ended June 30,		
($ in thousands)	2024	2023	2022
Operating lease costs*	$ 2,520	$ 2,490	$ 1,923

* Includes variable lease costs of $0.4 million for the years ended June 30, 2024, 2023 and 2022.

Supplemental cash flow information and non-cash activity related to our leases are as follows:

	Year ended June 30,		
($ in thousands)	2024	2023	2022
Supplemental cash flow information:			
Cash paid for amounts included in the measurement of operating lease liabilities	$ 2,278	$ 2,522	$ 1,737
Non-cash activity:			
Right-of-use assets obtained in exchange for lease obligations			
Operating lease	$ 6,657	$ 1,607	$ 471

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	Year ended June 30,	
	2024	2023
Weighted-average remaining lease term (years)		
Operating leases	7.3	3.2
Weighted-average discount rate		
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Lessor accounting

Property and equipment used for the Company's operating lease rental program consisted of the following:

	As of June 30,	
($ in thousands)	**2024**	**2023**
Cost	$ 32,513	$ 28,398
Accumulated depreciation	(24,742)	(23,221)
Net	$ 7,771	$ 5,177

The Company's net investment in sales-type leases (carrying value of lease receivables) and the future minimum amounts to be collected on these lease receivables as of June 30, 2024 are disclosed within *Note 4, Finance Receivables*.

The Company also is the sublessor for office space in Denver, Colorado and Metairie, Louisiana. Sublessor rental income was $0.8 million, $0.8 million, and $0.6 million for the years ended June 30, 2024, 2023, and 2022, respectively.

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The Company also is the sublessor for office space in Denver, Colorado and Metairie, Louisiana. Sublessor rental income was $0.8 million, $0.8 million, and $0.6 million for the years ended June 30, 2024, 2023, and 2022, respectively.

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DEBT AND OTHER FINANCING ARRANGEMENTS

Debt Disclosure [Abstract]

12 Months Ended

Jun. 30, 2024

DEBT AND OTHER FINANCING ARRANGEMENTS

DEBT AND OTHER FINANCING ARRANGEMENTS

The Company's debt and other financing arrangements as of June 30, 2024 and 2023 consisted of the following:

	As of June 30,	
($ in thousands)	**2024**	**2023**
JPMorgan Credit Facility [1]	$ 37,625	$ 38,563
Other obligations	34	50
Less: unamortized issuance costs and debt discount	(109)	(183)
Total	37,550	38,430
Less: debt and other financing arrangements, current	(1,266)	(882)
Debt and other financing arrangements, non-current	$ 36,284	$ 37,548

[1] See discussion below on the JPMorgan Credit Facility.

JP Morgan Credit Facility amended and restated March 17, 2022 and December 1, 2022

On March 17, 2022, the Company entered into an amended and restated credit agreement with JPMorgan Chase Bank, N.A. which provides for a $15 million secured revolving credit facility (the "Amended Revolving Facility") and a $25 million secured term facility (the "Amended Secured Term Facility" and together with the Amended Revolving Facility, the "JPMorgan Credit Facility"), and fully replaced the previous 2021 JPMorgan credit facility.

On December 1, 2022, the Company entered into a first amendment (the "2022 Amendment") to its Amended and Restated Credit Agreement, dated as of March 17, 2022, which, among other things, amended the definition of the Company's EBITDA under the Credit Agreement. On December 1, 2022, the Company borrowed an additional $25 million under the JPMorgan Credit Facility, including $15 million from the revolving credit facility and $10 million from the term facility, to partially fund the cash consideration of the 32M acquisition as referenced in *Note 10 - Acquisitions*. No issuance costs were capitalized in connection with this amendment.

The JPMorgan Credit Facility matures on March 16, 2026. Interest on the JPMorgan Credit Facility will be based, at the Company's option, on a base rate or SOFR plus an applicable margin tied to the Company's total leverage ratio and having ranges of between 2.50% and 3.00% for base rate loans and between 3.50% and 4.00% for SOFR loans; provided that until June 30, 2022 the applicable margin shall be 2.75% for base rate loans and 3.75% for SOFR loans. Subject to the occurrence of a material acquisition and the Company's total leverage ratio exceeding 3.00 to 1.00, the interest rate on the loans may increase by 0.25%. In an event of default, the interest rate may be increased by 2.00%. The JPMorgan Credit Facility has a commitment fee of 0.50% per annum on the unused portion. As of June 30, 2024 and 2023, the total applicable interest rate for the Amended Secured Term Facility was 9.0% and 9.0%, respectively.
The JPMorgan Credit Facility includes customary representations, warranties and covenants, and acceleration, indemnity and events of default provisions, including, among other things, two financial covenants. One financial covenant requires the Company to maintain, at all times, a total leverage ratio of not more than 3.00 to 1.00 on the last day of any fiscal quarter. The other financial covenant is conditional on a material acquisition occurring: if a material acquisition occurs, the Company is required to maintain a total leverage ratio not greater than 4.00 to 1.00 for the next four fiscal quarters following the material acquisition.

The Amended Secured Term Facility was accounted for as a modification of the 2021 term facility. The previously unamortized debt issuance costs remain capitalized, the new fees paid to the creditor were capitalized, and allocated third-party costs incurred allocated to the term facility were charged to expense during fiscal 2023. We also evaluated that the borrowing capacity of the Amended Revolving Facility is greater than the borrowing capacity of the 2021 JPMorgan Revolving Facility. The previously unamortized debt issuance costs remain capitalized, the new fees paid to the creditor and allocated third-party costs were capitalized.

The Company was in compliance with its financial covenants as of June 30, 2024.

The expected maturities associated with the Company's outstanding debt and other financing arrangements as of June 30, 2024, were as follows:

($ in thousands)	Amount
2025	$ 1,333
2026	36,326
Principal amounts payable	37,659
Unamortized issuance costs	(109)
Total outstanding debt	$ 37,550

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ACCRUED EXPENSES

12 Months Ended
Jun. 30, 2024

Accrued Liabilities [Abstract]

ACCRUED EXPENSES — ACCRUED EXPENSES

Accrued expenses consisted of the following as of June 30, 2024 and 2023:

($ in thousands)	As of June 30, 2024	2023
Accrued sales tax	$ 9,947	$ 13,597
Accrued compensation and related sales commissions	4,061	4,069
Operating lease liabilities - current	1,320	1,266
Accrued professional fees	4,336	4,196
Accrued other taxes and filing fees	2,123	1,944
Accrued other	851	762
Consideration withheld for the 32M acquisition[(1)]	442	442
Consideration withheld for the Cheq acquisition[(1)]	928	—
Total accrued expenses	$ 24,008	$ 26,276

(1) See Note 10 - Acquisitions for details.

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GOODWILL AND INTANGIBLE ASSETS

12 Months Ended
Jun. 30, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

GOODWILL AND INTANGIBLE ASSETS — GOODWILL AND INTANGIBLE ASSETS

Goodwill and intangible asset balances consisted of the following:

($ in thousands)	As of June 30, 2024 Gross	Accumulated Amortization	Net	Weighted Average Useful Life (Years)
Intangible assets:				
Brand and trade names	$ 2,361	$ (1,852)	$ 509	1.6
Developed technology	20,062	(13,304)	6,758	3.6
Customer relationships	27,024	(9,665)	17,359	8.8
Total intangible assets	$ 49,447	$ (24,821)	$ 24,626	7.2
Goodwill	$ 94,903	$ —	$ 94,903	Indefinite

($ in thousands)	As of June 30, 2023 Gross	Accumulated Amortization	Net	Weighted Average Useful Life
Intangible assets:				
Brand and trade names	$ 2,161	$ (1,414)	$ 747	2.0
Developed technology	20,188	(11,066)	9,122	4.1
Customer relationships	24,714	(6,771)	17,943	10.1
Total intangible assets	$ 47,063	$ (19,251)	$ 27,812	7.9
Goodwill	$ 92,005	$ —	$ 92,005	Indefinite

For the years ended June 30, 2024, 2023 and 2022, amortization expense related to intangible assets was $5.6 million, $5.0 million and $3.3 million, respectively.

Estimated annual amortization expense for intangible assets is as follows:

($ in thousands)	Amount
2025	$ 4,969
2026	4,771
2027	4,421
2028	2,571
2029	1,208
Thereafter	6,686
	$ 24,626

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ACQUISITIONS

12 Months Ended
Jun. 30, 2024

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

ACQUISITIONS — ACQUISITIONS

Cheq

On February 1, 2024, the Company acquired all of the equity interests of Cheq Lifestyle Technology, Inc. ("Cheq"). Founded in 2021, Cheq powers payments for numerous professional sports teams, entertainment venues and festival operators through its enterprise-grade payment devices and mobile ordering platform. The acquisition positions Cantaloupe for expansion into the large and rapidly growing sports, entertainment, and restaurant sectors with a comprehensive suite of self-service solutions.

The acquisition of Cheq was accounted for as a business combination using the acquisition method of accounting. The purchase price of the acquired company was allocated between tangible and intangible assets acquired and liabilities assumed from the
acquired business based on their estimated fair values using primarily Level 3 inputs under ASC Topic 820, "Fair Value Measurement", with the residual of the purchase price recorded as goodwill.

The Company paid an aggregate purchase price consideration of $4.7 million, including $1.1 million in accounts payable paid concurrently with the acquisition and $0.9 million cash held back by the Company for net working capital and other post-closing adjustments. The acquisition was funded by the Company's cash on hand. Cash held back by the Company is expected to be paid after post-closing adjustments on January 1, 2025.

The following table summarizes the adjusted fair value assigned to the assets acquired and liabilities assumed as of June 30, 2024.

($ in thousands)	Amount
Cash and cash equivalents	$ 84
Property and equipment	1,136
Intangible assets	1,750
Other assets	486
Total identifiable assets acquired	3,456
Accounts payable	(691)
Other liabilities	(52)
Total liabilities assumed	(743)
Total identifiable net assets	2,713
Goodwill	2,000
Fair value of total considerations transferred	$ 4,713

The Company determined the fair value of the identifiable intangible assets acquired with the assistance of third-party valuation consultants. Amounts allocated to identifiable intangible assets included $1.4 million related to developed technology, $0.2 million related to customer relationships, and $0.2 million related to trade names. The fair value of the acquired developed technology was determined using a multi-period excess earnings method. The fair value of the acquired customer relationships was determined using the distributor method which estimates the value using the cash flow impact in a scenario where the customer relationships are not in place. The fair value of the acquired trade names was determined using the relief from royalty method which estimates the value using the discounted value of the royalty that a company would pay to license the trade name. The recognized intangible assets will be amortized on a straight-line basis over the estimated useful lives of the respective assets. The estimated useful lives for developed technology, customer relationship, trade names were 5, 5 and 3 years, respectively.

Goodwill of $2.0 million arising from the acquisition includes the expected synergies between Cheq and the Company. The goodwill, which is not deductible for income tax purposes, was assigned to the Company's only reporting unit.

The Company recognized $1.1 million of integration and acquisition related costs that were expensed during the year ended June 30, 2024. These costs are recorded within Integration and acquisition expenses in the Consolidated Statements of Operations.

Subsequent to the acquisition closing date and within the one-year measurement period, the Company adjusted the purchase price allocation from what was initially recognized in the consolidated financial statements as of March 31, 2024 to reflect facts and circumstances in existence as of the acquisition close date. These adjustments included a net decrease of $0.1 million to the overall purchase price consideration, a $0.9 million decrease in intangible assets, a $0.1 million increase in other assets, and a $0.2 million increase in accounts payable. Recognized goodwill increased by $0.9 million as a result of these adjustments. Furthermore, the Company reduced amortization expense of $0.2 million associated with the decrease in fair value of the recognized intangible assets in its Consolidated Statement of Operations. The allocation of the purchase price is currently provisional and is subject to change over the remainder of the measurement period as the Company continues to evaluate and analyze the estimates and assumptions used in the valuation. Pro forma financial information of the acquisition and revenue and net income since acquisition are not presented due to the immaterial impact of the financial results of Cheq in the Company's Consolidated Financial Statements.

Three Square Market

On December 1, 2022, the Company acquired all of the equity interests of Three Square Market, Inc., a Wisconsin corporation, and Three Square Market Limited, a UK private limited company (collectively "32M") pursuant to an Equity Purchase Agreement. 32M is a leading provider of software and self-service kiosk-based POS and payment solutions to the micro market industry and the acquisition expanded the Company's presence in that industry. In addition to new technology and services, due to 32M's existing customer base, the acquisition expanded the Company's footprint into new global markets.

The acquisition of 32M was accounted for as a business combination using the acquisition method of accounting. The purchase price of the acquired company was allocated between tangible and intangible assets acquired and liabilities assumed from the acquired business based on their estimated fair values using primarily Level 3 inputs under ASC Topic 820, with the residual of the purchase price recorded as goodwill.

The Company paid an aggregate purchase price consideration of $41.1 million, which consisted of $36.6 million in cash and 1,240,920 shares of the Company's common stock (the "Stock Consideration") with an aggregate fair value of $4.5 million for the acquisition of 32M. The aggregate cash consideration includes $0.5 million of cash paid into an escrow account for net working capital and other post-closing adjustments. The Stock Consideration of 1,240,920 shares ("Escrowed Shares") referred to above were placed into an escrow account to resolve indemnification claims for breach of certain representations and warranties. 50% of the Escrowed Shares were released as of the first anniversary of the acquisition date and the remaining 50% will be released on the second anniversary of the acquisition date, less any shares that may be returned to the Company on account of any indemnity claims. The Escrowed Shares are considered to be issued and outstanding shares of the Company as of the acquisition date.

The Company funded the cash consideration of the acquisition by borrowing $25 million of debt from the JPMorgan Credit Facility and the remaining consideration utilized existing cash on hand.

The estimated fair value of the purchase price consideration consisted of the following:

($ in thousands)	Amount
Closing cash consideration	$ 36,605
Stock Consideration	4,506
Fair value of total consideration transferred	$ 41,111

The following table summarizes the final fair value assigned to the assets acquired and liabilities assumed as of June 30, 2024.

($ in thousands)	Amount
Cash and cash equivalents	$ 391
Accounts receivable	1,780
Inventories	2,011
Intangible assets	15,538
Other assets	629
Total identifiable assets acquired	20,349
Accounts payable	(2,410)
Tax liabilities	(3,033)
Total liabilities assumed	(5,443)
Total identifiable net assets	14,906
Goodwill	26,205
Fair value of total consideration transferred	$ 41,111

The Company determined the fair value of the identifiable intangible assets acquired with the assistance of third-party valuation consultants. Amounts allocated to identifiable intangible assets included $7.5 million related to developed technology, $7.5 million related to customer relationships, and $0.5 million related to trade names. The fair value of the acquired developed technology was determined using a multi-period excess earnings method. The fair value of the acquired customer relationships was determined using the with-and-without method which estimates the value using the cash flow impact in a scenario where the customer relationships are not in place. The significant unobservable inputs used in the valuation of the customer relationship asset and acquired developed technology asset are the revenue growth rates used in the development of the projected financial information used as an input to calculate those values and the discount rate applied. The recognized intangible assets will be amortized on a straight-line basis over the estimated useful lives of the respective assets. The estimated useful lives for developed technology, customer relationship, trade names were 5, 5 and 3 years, respectively.

Goodwill of $26.2 million arising from the acquisition includes the expected synergies between 32M and the Company. The goodwill, which is deductible for income tax purposes, was assigned to the Company's only reporting unit.

For the year ended June 30, 2024, the Company recognized measurement period adjustments of a $0.6 million increase in intangible assets, a net decrease of $0.4 million in working capital, a $0.9 million increase in tax liabilities, and a $0.1 million increase in accounts payable. Recognized goodwill increased by $0.9 million as a result of these adjustments.

The above table represents the final allocation of the purchase price.

The Company recognized $3.1 million of acquisition related costs that were expensed during the year ended June 30, 2023. These costs were recorded within Integration and acquisition expenses in the Consolidated Statement of Operations.

Unaudited supplemental disclosure of pro forma information

The following table presents unaudited pro forma information as if the acquisition of 32M had occurred on July 1, 2021. The unaudited pro forma information presented combines the historical condensed consolidated results of operations of the Company and 32M after giving effect to the preliminary purchase accounting impact of the 32M acquisition related costs (including, but not limited to, amortization associated with the acquired intangible assets, interest expense associated with the Credit Facility to finance a portion of the purchase price, acquisition related costs) and the alignment of accounting policies. This supplemental unaudited pro forma information has been prepared for comparative purposes and does not purport to be indicative of what would have occurred had the acquisition been made on July 1, 2021, nor are they indicative of any future results. Furthermore, cost savings and other business synergies related to the acquisition are not reflected in the pro forma amounts.

	Year ended June 30,	
($ In thousands)	2023	2022
Revenues	$ 251,979	$ 222,185
Net loss	(75)	(7,117)

The unaudited supplemental pro forma financial information for the year ended June 30, 2023 was adjusted to exclude $3.1 million of acquisition related costs, the components of which were previously described. The unaudited supplemental pro forma financial information for the year ended June 30, 2022 was adjusted to include the $3.1 million of acquisition related costs.

Yoke Payments

In August 2021, we completed the acquisition of certain assets and liabilities of Delicious Nutritious LLC, doing business as Yoke Payments ("Yoke"), a micro market payments company. The acquisition of Yoke was accounted for as a business combination using the acquisition method of accounting which includes the results of operations of the acquired business from the date of acquisition. The purchase price of the acquired company is allocated between tangible and intangible assets acquired and liabilities assumed from the acquired business based on their estimated fair values using primarily Level 3 inputs under ASC Topic 820, with the residual of the purchase price recorded as goodwill.

Through the acquisition, Yoke's POS platform extended its offering to provide self-checkout while seamlessly integrating with Cantaloupe's inventory management and payment processing platforms.

The consideration transferred for the acquisition includes payments of $3 million in cash at the close of the transaction and $1 million in deferred cash payment due on or before July 30, 2022 based on the achievement of certain sales growth targets. On July 27, 2022, the Company made the cash payment of $1 million in accordance with the agreement consideration.

Additionally in connection with the acquisition, the Company will issue common stock to the former owners of Yoke based on the achievement of certain sales growth targets for software licenses through July 31, 2024 and continued employment as of the respective measurement dates. The accounting treatment for these awards in the context of the business combination is to recognize the awards as a post-combination expense and were not included in the purchase price. If we were to determine it was probable that the performance conditions would be satisfied, we would recognize compensation expense for these awards over the requisite service period. At each reporting date, we assess the probability of achieving the sales targets and fulfilling the performance condition. No compensation expense has been recognized on these awards as we determined that it was not probable that the performance condition would be satisfied as of June 30, 2024, 2023 and 2022.

The following table summarizes the total consideration paid for Yoke, total net assets acquired, identifiable assets and goodwill recognized at the acquisition date:

($ in thousands)	Amount
Consideration	
Cash	$ 2,966
Contingent consideration arrangement	1,000
Fair value of total consideration transferred	3,966
Recognized amounts of identifiable assets	
Total net assets acquired	21
Identifiable intangible assets	1,235
Total identifiable net assets	1,256
Goodwill	$ 2,710

Amounts allocated to identifiable intangible assets included $0.9 million related to developed technology, $0.3 million related to customer relationships, and $0.1 million related to other intangible assets. The fair value of the acquired developed technology was determined using a multi-period excess earnings method. The fair value of the acquired customer relationships was determined using the with-and-without method which estimates the value using the cash flow impact in a scenario where the customer relationships are not in place. The recognized intangible assets will be amortized on a straight-line basis over the estimated useful lives of the respective assets.

Goodwill of $2.7 million arising from the acquisition includes the expected synergies between Yoke and the Company. The goodwill, which is deductible for income tax purposes, was assigned to the Company's only reporting unit.

The above table represents the final allocation of the purchase price, noting no material measurement period adjustments. Pro forma financial information of the acquisition is not presented due to the immaterial impact of the financial results of Yoke in the Company's Consolidated Financial Statements.

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REVENUE

12 Months Ended
Jun. 30, 2024

Revenue from Contract with Customer [Abstract]

REVENUE

REVENUE

Based on similar operational characteristics, the Company's revenue is disaggregated as follows:

	Year-ended June 30,		
($ in thousands)	2024	2023	2022
Transaction fees	$ 156,166	$ 132,594	$ 110,695
Subscription fees	75,331	67,629	58,155
Subscription and transaction fees	231,497	200,223	168,850
Equipment sales	37,099	43,418	36,352
Total revenues	$ 268,596	$ 243,641	$ 205,202

A portion of the Company's revenues relate to rental lease arrangements. The Company leases equipment to customers under the Cantaloupe One program which is accounted for as operating leases in accordance with ASC 842. Lease revenue is recognized on a straight-line basis over the term of the lease. As described in *Note 4 - Finance Receivables*, the Company leases equipment under the QuickStart program which is accounted for as sales-type finance leases in accordance with ASC 842. The Company's revenues earned under ASC Topic 842 are as follows:

	Year-ended June 30,		
($ in thousands)	2024	2023	2022
Operating leases	$ 8,246	$ 7,567	$ 7,107
Sales-type finance leases	2,882	6,464	8,010
Total lease revenues	$ 11,128	$ 14,031	$ 15,117

Other than the revenues described above, all of the Company's revenues are earned under ASC 606.

The Company's revenue from international operations were $2.4 million and $0.5 million for the year ended June 30, 2024 and 2023, respectively. The Company had no revenue from international operations for the year ended June 30, 2022.

Contract Assets

Contract assets represents revenue earned from customers that is not yet billable to a customer, generally due to the timing of when equipment and services are delivered to customers on bundled contracts, or as a result of contracts costs as described below. Contract assets that will be billed within the next 12 months are included in Prepaid expenses and other current assets and all others are included in Other assets on the Consolidated Balance Sheets. Contract assets were $2.6 million, $0.6 million, and $0.0 million as of June 30, 2024, 2023, and 2022, respectively.

Contract Liabilities

The Company's contract liability (i.e., deferred revenue) balances are as follows:

	Year ended June 30,	
($ in thousands)	2024	2023
Deferred revenue, beginning of the period	$ 1,666	$ 1,893
Deferred revenue, end of the period	1,726	1,666
Revenue recognized in the period from amounts included in deferred revenue at the beginning of the period	617	576

The change in the contract liabilities year-over-year is primarily the result of timing difference between the Company's satisfaction of a performance obligation and payment from the customer.

Future Performance Obligations

The Company will recognize revenue in future periods related to remaining performance obligations for certain open contracts. Generally, these contracts have terms of one year or less. The amount of revenue related to unsatisfied performance obligations in which the original duration of the contract is greater than one year are primarily associated with the Company's Cantaloupe ONE rental program which has a contractual term of 36 months.

The following table reflects the estimated fees to be recognized in the future related to performance obligations that are unsatisfied as of June 30, 2024:

($ in thousands)	Year ended June 30,
2025	5,938
2026	3,420
2027	575
Total	$ 9,933

Contract Costs

At June 30, 2024 and 2023, the Company had net capitalized costs to obtain contracts of $0.9 million and $0.6 million included in Prepaid expenses and other current assets and $2.4 million and $2.8 million included in Other assets on the Consolidated Balance Sheets, respectively. None of these capitalized contract costs were impaired. During the years ended June 30, 2024 and 2023, amortization of capitalized contract costs was $1.0 million and $0.8 million, respectively. Amortization of
costs to obtain a contract are included within Sales and marketing expenses within the Consolidated Statements of Operations.

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STOCK-BASED COMPENSATION

12 Months Ended
Jun. 30, 2024

Share-Based Payment Arrangement [Abstract]

STOCK-BASED COMPENSATION

STOCK-BASED COMPENSATION

STOCK COMPENSATION PLANS

The Company has three active stock-based compensation plans at June 30, 2024 as shown in the table below:

Date Approved	Name of Plan	Type of Plan	Authorized Shares
June 2014	2014 Stock Option Incentive Plan	Stock options	750,000
June 2015	2015 Equity Incentive Plan	Stock & stock options	1,250,000
April 2018	2018 Equity Incentive Plan	Stock & stock options	10,000,000
			12,000,000

As of June 30, 2024, the Company had reserved shares of Common Stock for future issuance for the following:

Common Stock	Reserved Shares
Conversions of Preferred Stock and cumulative Preferred Stock dividends	95,558
Issuance of shares to former executive upon the occurrence of a Cantaloupe transaction [1]	140,000
Total shares reserved for future issuance	235,558

[1] Represents 140,000 shares issuable to our former executive upon the occurrence of a "USA Transaction" as such term is defined in the stock agreement.

As of June 30, 2024, the Company had the following shares available for issuance under the respective incentive plans:

Incentive Plan	Available Options
Issuance under 2014 Stock Option Incentive Plan	15,687
Issuance under 2015 Equity Incentive Plan	369,157
Issuance under 2018 Equity Incentive Plan	4,170,267
Total options available for future issuance	4,555,111

STOCK OPTIONS

Stock options are granted at exercise prices equal to the fair market value of the Company's common stock at the date of grant. The options typically vest over a three-year period and each option, if not

exercised or terminated, expires on the seventh anniversary of the grant date.

The Company estimates the grant date fair value of the stock options with service conditions (i.e., a condition that requires an employee to render services to the Company for a stated period of time to vest) it grants using a Black-Scholes valuation model. The Company's assumption for expected volatility is based on its historical volatility data related to market trading of its own common stock. The Company uses the simplified method to determine expected term, as the Company does not have adequate historical exercise and forfeiture behavior on which to base the expected life assumption. The dividend yield assumption is based on dividends expected to be paid over the expected life of the stock option. The risk-free interest rate assumption is determined by using the U.S. Treasury rates of the same period as the expected option term of each stock option.

The fair value of options granted during the years ended June 30, 2024, 2023, and 2022 was determined using the following assumptions:

	For the year ended June 30,		
	2024	2023	2022
Expected volatility	52.6 - 69.7%	74.6 - 77.6%	73.2 - 74.6%
Expected life (years)	4.2 - 4.5	4.4 - 4.6	4.5 - 4.6
Expected dividends	0.0%	0.0%	0.0%
Risk-free interest rate	4.0 - 4.4%	2.7 - 4.1%	1.0 - 2.9%

The following tables provide information about outstanding options for the years ended June 30, 2024, 2023, and 2022:

	For the year ended June 30, 2024			
	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding options, beginning of year	3,873,632	$ 6.35	5.1	$ 7,595
Granted	175,000	$ 6.92		
Exercised	(18,334)	$ 6.06		$ —
Forfeited	(29,799)	$ 6.90		
Expired	(28,665)	$ 4.40		
Outstanding options, end of year	3,971,834	$ 6.63	4.3	$ 3,582
Exercisable options, end of year	2,602,259	$ 7.28	3.8	$ 1,085

	For the year ended June 30, 2023			
	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding options, beginning of year	3,529,833	$ 7.41	4.5	$ 194
Granted	1,720,000	$ 4.61		
Exercised	—	$ —		$ —
Forfeited	(1,376,201)	$ 6.86		
Expired	—	$ —		
Outstanding options, end of year	3,873,632	$ 6.35	5.1	$ 7,595
Exercisable options, end of year	1,341,466	$ 7.26	3.9	$ 1,536

	For the year ended June 30, 2022			
	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding options, beginning of year	2,952,092	$ 6.97	5.6	$ 14,419
Granted	904,500	$ 8.86		
Exercised	(121,248)	$ 6.30		$ (53)
Forfeited	(205,511)	$ 8.09		
Expired	—	$ —		
Outstanding options, end of year	3,529,833	$ 7.41	4.5	$ 194
Exercisable options, end of year	1,538,302	$ 6.79	4.5	$ 183

The weighted average grant date fair value per share for the Company's stock options granted during the years ended June 30, 2024, 2023, and 2022 was $4.02, $2.89, and $5.12, respectively. The total fair value of stock options vested during the years ended June 30, 2024, 2023, and 2022 was $4.5 million, $3.8 million, and $3.0 million, respectively.

Performance based awards

The Company has awarded stock options to certain executives which vest each year over a three to four-year period. These stock options are also subject to the achievement of performance goals to be established by the Company's Board for each fiscal
year.

The Compensation Committee of the Board of Directors established the performance metrics as a price target for the trading price of the Company's common stock in each applicable fiscal year. The price target is achieved if the average closing price of the common stock during any consecutive 30-trading-day period during the applicable fiscal year meets or exceeds: (i) $10.50 in the case of fiscal year 2021; (ii) $13.50 in the case of fiscal year 2022; (iii) $16.50 in the case of fiscal year 2023; and (iv) $19.50 in the case of fiscal year 2024. If at least 80% of the performance goals for an applicable fiscal year are achieved, the Compensation Committee may determine that the portion of the option eligible to vest based on such fiscal year's performance will vest on a prorated basis. In so determining, the Compensation Committee will consider the Company's performance relative to its market competitors and any other considerations deemed relevant by the Compensation Committee. The Compensation Committee's guideline is generally that for every percentage point the achieved price falls below the price target, the percentage of the performance options eligible to vest in respect of the applicable fiscal year should be reduced by 2%, but the Compensation Committee may vary this formula in its sole discretion.

For these performance-based awards that provide discretion to the Compensation Committee, a mutual understanding of the key terms and conditions between the Company and the employees have not yet been met and a grant date has not been established. When the service period begins prior to the grant date, the Company begins recognizing compensation cost before there is a grant date. The Company estimates the award's fair value at each reporting period for these equity classified awards, until the grant date, utilizing a Monte Carlo simulation valuation model. The total expense recognized during the year ended June 30, 2024 for these awards was $0.1 million. For the year ended June 30, 2023, the total net benefit recognized for these awards was $0.8 million, primarily as a result of reversing unvested grants for terminated executives during the period.

COMMON STOCK GRANTS

The Company makes annual grants of restricted shares of common stock to executive officers pursuant to long-term stock incentive plans ("LTIPs") which vest annually, typically over three years.

The Company also grants restricted stock units ("RSU"s) to members of the board of directors as compensation for their service on the board as well as to employees as additional compensation. These stock awards typically vest over a one to three-year period.

A summary of the status of the Company's nonvested common shares and RSUs as of June 30, 2024, 2023, and 2022, and changes during the years then ended is presented below:

	Shares	Weighted-Average Grant-Date Fair Value
Nonvested at June 30, 2021	137,846	$ 9.57
Granted	507,729	$ 7.33
Vested	(101,515)	$ 10.34
Forfeited	(95,152)	$ 8.89
Nonvested at June 30, 2022	448,908	$ 7.00
Granted	346,346	$ 5.41
Vested	(274,011)	$ 5.96
Forfeited	(97,342)	$ 8.27
Nonvested at June 30, 2023	423,901	$ 6.08
Granted	439,363	$ 6.72
Vested	(311,093)	$ 6.38
Forfeited	(4,207)	$ 7.58
Nonvested at June 30, 2024	547,964	$ 6.41

STOCK-BASED COMPENSATION EXPENSE

The Company applies the fair value method to recognize compensation expense for stock-based awards. Using this method, the estimated grant-date fair value of the award is recognized over the requisite service period using the accelerated attribution method. The Company accounts for forfeitures as they occur.

A summary of the Company's stock-based compensation expense recognized during the years ended June 30, 2024, 2023, and 2022 is as follows:

($ in thousands)	For the year ended June 30,		
Award type	2024	2023	2022
Stock options	$ 2,992	$ 2,967	$ 4,424
Stock grants	2,117	1,770	1,824
Total stock-based compensation expense	$ 5,109	$ 4,737	$ 6,248

The Company recognized tax benefits of $0.5 million, $1.4 million, and $0.6 million related to stock compensation expense for the years ended June 30, 2024, 2023, and 2022, respectively.

A summary of the Company's unrecognized stock-based compensation expense as of June 30, 2024 is as follows:

	As of June 30, 2024	
Award type	Unrecognized Expense (in thousands)	Weighted Average Recognition Period (in years)
Stock options	$ 1,566	1.3
Stock grants	$ 2,225	1.5

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INCOME TAXES

12 Months Ended
Jun. 30, 2024

Income Tax Disclosure [Abstract]
INCOME TAXES INCOME TAXES

The Company has significant deferred tax assets, a substantial amount of which result from operating loss carryforwards. The Company routinely evaluates its ability to realize the benefits of these assets to determine whether it is more likely than not that such benefit will be realized. The Company believes that for the year ended June 30, 2024, it is more likely than not that its deferred tax assets will not be realized. Accordingly, the Company has established a full valuation allowance on its net deferred tax assets. The Company intends to continue maintaining a full valuation allowance on its federal and state deferred tax assets until there is sufficient evidence to support the reversal of all or some portion of this allowance. However, given the Company's current earnings and anticipated future earnings, the Company believes that there is a reasonable possibility in a future period that sufficient positive evidence may become available to allow the Company to reach a conclusion that a significant portion of the valuation allowance will no longer be needed. Release of the valuation allowance would result in the recognition of certain deferred tax assets and a decrease to income tax expense for the period the release is recorded. However, the exact timing and amount of the valuation allowance release are subject to change on the basis of the level of profitability that the Company is able to actually achieve.

The provision for income taxes for the years ended June 30, 2024, 2023 and 2022 is comprised of the following:

	Year ended June 30,		
($ in thousands)	**2024**	**2023**	**2022**
Current:			
Federal	$ (65)	$ —	$ —
State	(729)	(92)	(179)
Foreign	—	—	—
Total current	(794)	(92)	(179)
Deferred:			
Federal	(248)	(62)	(18)
State	57	(27)	11
Foreign	—	—	—
Total deferred	(191)	(89)	(7)
Total income tax provision	$ (985)	$ (181)	$ (186)

The components of pre-tax income (loss) are as follows:

	Year ended June 30,		
($ in thousands)	**2024**	**2023**	**2022**
U.S. income (loss)	$ 16,217	$ 996	$ (1,517)
Other income (loss)	(3,239)	(182)	—
Total income (loss)	$ 12,978	$ 814	$ (1,517)

A reconciliation of the provision for income taxes for the years ended June 30, 2024, 2023 and 2022 to the indicated provision based on income (loss) before the provision for income taxes at the federal statutory rate of 21.0% for the fiscal years ended June 30, 2024, June 30, 2023, and June 30, 2022 is as follows:

	Year ended June 30,		
($ in thousands)	**2024**	**2023**	**2022**
Tax at U.S Federal statutory rate	$ (2,725)	$ (171)	$ 319
Effects of permanent differences			
Stock compensation	$ 24	$ (688)	$ (184)
Other permanent differences	$ (81)	$ (497)	$ (106)
State income taxes, net of federal benefit	$ (613)	$ (296)	$ (275)
Changes related to prior years	$ —	$ 51	$ —
Changes related to state tax rates	$ —	$ (2,455)	$ —
Changes in valuation allowances	$ 2,281	$ 3,942	$ 184
Statutory Rates Different from U.S.	$ 183	$ —	$ —
Other	$ (54)	$ (67)	$ (124)
Total	$ (985)	$ (181)	$ (186)

As of June 30, 2024 the Company had federal and state operating loss carryforwards of approximately $159 million and $91 million, respectively, to offset future taxable income. As of June 30, 2023 the Company had federal and state operating loss carryforwards of approximately $179 million and $112 million, respectively, to offset future taxable income. The timing and extent to which the Company can utilize operating loss carryforwards in any year may be limited because of provisions of the Internal Revenue Code regarding changes in ownership of corporations (i.e. IRS Code Section 382). Federal and state net operating loss carryforwards of $64 million and $10 million, respectively, have indefinite lives and will not expire. The remaining $95 million of federal net operating loss carryforwards and $81 million of state operating loss carryforwards begin to

expire in 2024. The net deferred tax assets arose primarily from net operating loss carryforwards, as well as the use of different accounting methods for financial statement and income tax reporting purposes as follows:

	As of June 30,	
($ in thousands)	**2024**	**2023**
Deferred tax assets:		
Net operating loss carryforwards	$ 37,621	$ 42,614
Receivable credit losses	1,367	1,180
Inventory reserves	541	580
Sales returns and allowances	2,463	1,916
Sales tax reserves	1,876	2,824
Deferred research and development	5,750	2,856
Stock-based compensation	4,327	3,798
Lease liabilities	2,410	884
Other	346	190
	56,701	56,842
Deferred tax liabilities:		
Intangibles	(3,502)	(3,689)
Property and equipment	(1,179)	(1,466)
Right-of-use assets	(1,954)	(586)
	(6,635)	(5,741)
Deferred tax assets, net	50,066	51,101
Valuation allowance	(50,532)	(51,376)
Deferred income taxes	$ (466)	$ (275)

As of June 30, 2024, the Company had total unrecognized income tax benefits of $0.8 million related to its nexus in certain state tax jurisdictions. If recognized in future years, $0.8 million of these currently unrecognized income tax benefits would impact the income tax provision and effective tax rate. The following table summarizes the activity related to unrecognized income tax benefits:

	Year ended June 30,		
($ in thousands)	**2024**	**2023**	**2022**
Balance at the beginning of the year	$ 689	$ 572	$ 444
Gross increases and decreases related to current period tax positions	—	—	—
Gross increases and decreases related to prior period tax positions	110	117	128
Balance at the end of the year	$ 799	$ 689	$ 572

The Company files income tax returns in the United States federal jurisdiction and various state jurisdictions. The tax years ended June 30, 2020 through June 30, 2022 remain open to examination by taxing jurisdictions to which the Company is subject. While the statute of limitations has expired for years prior to the year ended June 30, 2020, changes in reported losses for those years are subject to examination by tax authorities to the extent that operating loss carryforwards from those prior years impact upon taxable income in current years. As of June 30, 2024, the Company did not have any income tax examinations in process.

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EARNINGS (LOSS) PER SHARE CALCULATION	**12 Months Ended Jun. 30, 2024**
Earnings Per Share [Abstract]	
EARNINGS (LOSS) PER SHARE CALCULATION	LOSS) PER SHARE CALCULATION

The calculation of basic and diluted earnings (loss) per share is presented below:

	Year ended June 30,		
($ in thousands, except share and per share data)	**2024**	**2023**	**2022**
Numerator for basic and diluted earnings (loss) per share			
Net income (loss)	$ 11,993	$ 633	$ (1,703)
Preferred dividends	(578)	(623)	(668)
Net income (loss) available to common shareholders	$ 11,415	$ 10	$ (2,371)
Denominator for basic earnings (loss) per share - Weighted average shares outstanding	72,819,220	71,978,901	71,091,790
Effect of dilutive potential common shares	1,352,878	535,733	—
Denominator for diluted earnings (loss) per share - Adjusted weighted average shares outstanding	74,172,098	72,514,634	71,091,790
Basic earnings (loss) per share	$ 0.16	$ —	$ (0.03)
Diluted earnings (loss) per share	$ 0.15	$ —	$ (0.03)

Potentially anti-dilutive shares excluded from the calculation of diluted earnings (loss) per share were approximately 0 million, 4 million, and 5 million for the year ended June 30, 2024, 2023 and 2022, respectively.

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FAIR VALUE OF FINANCIAL INSTRUMENTS	**12 Months Ended Jun. 30, 2024**
Fair Value Disclosures [Abstract]	
FAIR VALUE OF	FAIR VALUE OF FINANCIAL INSTRUMENTSThe carrying amounts of certain of the Company's financial instruments, including cash equivalents, accounts receivable,

FINANCIAL INSTRUMENTS

accounts payable and accrued expenses, are carried at cost which approximates fair value due to their liquid or short-term nature. We have not identified material factors that would significantly impact the fair value of our financial assets and liabilities. The Company's obligations under its long-term debt agreements are carried at amortized cost, which approximates their fair value as of June 30, 2024, as the debt facility was recently amended in March and December, 2022 and the interest rates applicable are variable in nature. The fair value of the Company's obligations under its long-term debt agreements with JPMorgan were considered Level 2 liabilities of the fair value hierarchy because these instruments have interest rates that reset frequently.

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SHAREHOLDER'S EQUITY AND PREFERRED STOCK	12 Months Ended
	Jun. 30, 2024
Equity [Abstract]	

SHAREHOLDER'S EQUITY AND PREFERRED STOCK

SHAREHOLDER'S EQUITY AND PREFERRED STOCK

Common Stock

The Company has 640.0 million shares of common stock, no par value, authorized for issuance. Each holder of common stock is entitled to one vote for each share of common stock held of record by such holder on all matters on which stockholders are entitled to vote, including the election of directors. The Company had approximately 72.9 million and 72.7 million shares of common stock issued and outstanding, respectively, as of June 30, 2024 and June 30, 2023.

Common Stock Dividends

The holders of the common stock are entitled to receive dividends as the Board of Directors of the Company may from time to time declare out of funds legally available for payment of dividends. Through the date hereof, no cash dividends have been declared on the Company's common stock or preferred stock. No dividend may be paid on the common stock until all accumulated and unpaid dividends on the preferred stock have been paid.

Convertible Preferred Stock

The Company has 1.8 million of preferred stock authorized for issuance which may be issued from time to time in one or more series, each series with such rights, preferences or restrictions as determined by the Board of Directors. As of June 30, 2024, 900,000 preferred shares have been designated as Series A Convertible Preferred Stock, no par value. The other 900,000 preferred shared shares have not been designated. Each share of Series A Convertible Preferred Stock is convertible into 0.1988
of a share of Common Stock and each share of Series A Convertible Preferred Stock is entitled to 0.1988 of a vote on all matters on which the holders of Common Stock are entitled to vote. Series A Convertible Preferred Stock provides for an annual cumulative dividend of $1.50 per share, payable when, and if declared by the Board of Directors, to the shareholders of record in equal parts on February 1 and August 1 of each year. Any and all accumulated and unpaid cash dividends on the Series A Convertible Preferred Stock must be declared and paid prior to the declaration and payment of any dividends on the Common Stock.

During the fiscal year 2023, the Company retired 59,281 shares of its Series A convertible preferred stock that it purchased for an aggregate amount of approximately $2.45 million. The repurchase transaction was primarily accounted for as an extinguishment of preferred stock and recorded as a decrease to the carrying value of the preferred stock in the amount of $0.42 million and common stock of $1.73 million for an aggregate amount of $2.15 million that was included within the Cash flows from financing activities in the Consolidated Statements of Cash Flows. The remaining $0.3 million was deemed to be an amount in excess of the fair value of the preferred stock and was recorded within Operating expenses in the Consolidated Statements of Operations and Cash flows from operating activities in the Consolidated Statements of Cash Flows.

The Series A Convertible Preferred Stock may be called for redemption at the option of the Board of Directors for a price of $11.00 per share plus payment of all accrued and unpaid dividends. No such redemption has occurred as of June 30, 2024. In the event of any liquidation as defined in the Company's Articles of Incorporation, the holders of shares of Series A Convertible Preferred Stock issued shall be entitled to receive $10.00 for each outstanding share plus all cumulative unpaid dividends. If funds are insufficient for this distribution, the assets available will be distributed ratably among the preferred shareholders. The Series A Convertible Preferred Stock liquidation preference as of June 30, 2024 and 2023 is as follows:

($ in thousands)	Year ended June 30, 2024	Year ended June 30, 2023
For shares outstanding at $10.00 per share	$ 3,858	$ 3,858
Cumulative undeclared and unpaid dividends	18,864	18,286
	$ 22,722	$ 22,144

The Company has determined that its Series A Convertible Preferred Stock is contingently redeemable due to the existence of deemed liquidation provisions contained in its certificate of incorporation, and therefore classifies its convertible preferred stock outside of permanent equity. The Company has not made any adjustments to the carrying value of the Series A Convertible Preferred Stock to reflect the liquidation value of the shares inclusive of the cumulative undeclared and unpaid dividends because the Company has determined that a deemed liquidation event is not probable of occurring. Cumulative undeclared and unpaid dividends are convertible into common shares at $1,000 per common share at the option of the shareholder. During the years ended June 30, 2024, 2023 and 2022, no shares of Preferred Stock nor cumulative preferred dividends were converted into shares of common stock.

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RETIREMENT PLAN	12 Months Ended
	Jun. 30, 2024
Retirement Benefits [Abstract]	

RETIREMENT PLAN

RETIREMENT PLANThe Company's 401(k) Plan (the "Retirement Plan") allows employees to make voluntary contributions, beginning on their first day of active employment, up to a maximum of 100% of their annual compensation, as defined in the Retirement Plan. The Company may, in its discretion, make a matching contribution, a profit-sharing contribution, a qualified non-elective contribution, and/or a safe harbor 401(k) contribution to the Retirement Plan. The Company must make an annual election, at the beginning of the plan year, as to whether it will make a safe harbor contribution to the plan. In fiscal years 2024, 2023 and 2022, the Company elected and made safe harbor matching contributions of 100% of the participant's first 3% and 50% of the next 2% of compensation deferred into the Retirement Plan. The Company's safe harbor contributions for the years ended June 30, 2024, 2023 and 2022 approximated $0.9 million, $0.8 million and $0.7 million, respectively, and are included within General and administrative expenses within our Consolidated Statements of Operations.

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COMMITMENTS AND CONTINGENCIES	12 Months Ended
	Jun. 30, 2024
Commitments and Contingencies Disclosure [Abstract]	

COMMITMENTS AND CONTINGENCIES

COMMITMENTS AND CONTINGENCIES

Litigation

We are a party to litigation and other proceedings that arise in the ordinary course of our business. These types of matters could result in fines, penalties, compensatory or treble damages or non-monetary sanctions or relief. In accordance with the accounting guidance for contingencies, we reserve for litigation claims and assessments asserted or threatened against us when
a loss is probable and the amount of the loss can be reasonably estimated. We cannot predict the outcome of legal or other proceedings with certainty.

SEC Inquiries and Settlements

Beginning in the fiscal year 2019, the Company received inquiries from the SEC into the facts and circumstances arising from accounting practices in fiscal years 2017 and 2018 ("2019 Investigation"). The Company fully cooperated with these inquiries. During fiscal year 2023, the Company reached a settlement with the SEC to resolve its 2019 Investigation. As part of the settlement, the Company agreed to neither admit nor deny the findings in the SEC's final order, and agreed to a cease-and-desist order with a civil monetary penalty payment of $1.5 million. The penalty payment was fully paid to the SEC as of June 30, 2023. During fiscal year 2023, the Company received a $2.0 million reimbursement from its directors and officers (D&O) insurance policy for legal fees and expenses incurred in connection with the 2019 Investigation. The D&O reimbursement proceeds were recorded as a reduction of "Investigation, proxy and restatement expenses, net of insurance recoveries" on the Company's Consolidated Statement of Operations for the fiscal year ended June 30, 2023. Additionally, in fiscal year 2024, the Company agreed to an additional net settlement of approximately $1.5 million with a third party insurance carrier related to the reimbursement of expenses associated with the closed SEC investigation. The additional settlement proceeds were recorded as a reduction of "Investigation, proxy and restatement expenses, net of insurance recoveries" on the Company's Consolidated Statement of Operations for the fiscal year ended June 30, 2024. The matter is now fully closed.

Purchase Commitments

As of June 30, 2024, the Company had no material firm purchase commitments over the next year.

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RELATED PARTY TRANSACTIONS	12 Months Ended
	Jun. 30, 2024
Related Party Transactions [Abstract]	

RELATED PARTY TRANSACTIONS

RELATED PARTY TRANSACTIONSA member of our Board of Directors serves as a strategic advisor to a consulting firm that we utilize for payments analytics and advisory services. These services are utilized by the Company to reduce the cost of our interchange and other processing fees charged by payment processors and credit card networks. As consideration for the services, we pay the consulting firm a success fee based on the savings realized by the Company and a recurring monthly subscription fee for the analytics services. The total expense recognized within Cost of subscription and transaction fees for the year ended June 30, 2024, 2023, and 2022 for these arrangements were $0.2 million, $0.4 million, and $1.1 million, respectively.

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SUBSEQUENT EVENTS	12 Months Ended
	Jun. 30, 2024
Subsequent Events [Abstract]	

SUBSEQUENT EVENTS

SUBSEQUENT EVENTS

On September 5, 2024, the Company acquired SB Software Limited, a United Kingdom private limited Company, for an estimated aggregate base purchase price of approximately $13 million, including approximately $3 million in consideration contingent upon achievement of certain revenue targets over the next three years. The acquired company is in the businesses of vending machine and coffee machine management in the United Kingdom.

Due to the limited amount of time since the acquisition date, the preliminary acquisition valuation for the acquisition is incomplete at this time. As a result, the Company is unable to provide the amounts recognized as of the acquisition date for the major classes of assets acquired and liabilities assumed. The Company expects to have preliminary allocations of the purchase consideration to the assets acquired and liabilities assumed in the first quarter ended September 30, 2024.

XML 52 R29.htm IDEA: XBRL DOCUMENT

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)	$ 11,993	$ 633	$ (1,703)

XML 53 R30.htm IDEA: XBRL DOCUMENT

Insider Trading	3 Months Ended

Arrangements	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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Insider Trading Policies and Procedures	12 Months Ended Jun. 30, 2024
Insider Trading Policies and Procedures [Line Items]	
Insider Trading Policies and Procedures Adopted	true

XML 55 R32.htm IDEA: XBRL DOCUMENT

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Policies)	12 Months Ended Jun. 30, 2024
Accounting Policies [Abstract]	

BASIS OF PRESENTATION AND PREPARATION

BASIS OF PRESENTATION AND PREPARATION

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") on a going concern basis. In the opinion of management, all adjustments considered necessary for a fair presentation, consisting of normal recurring adjustments, have been included.

The Company operates as one operating segment because its chief operating decision maker, who is the Chief Executive Officer, reviews its financial information on a consolidated basis for purposes of making decisions regarding allocating resources and assessing performance.

The Company has operations in the United States, Mexico and the UK. The functional currencies of our foreign wholly-owned subsidiaries are the local currency. We translate the financial statements of these subsidiaries into U.S. dollars each reporting period for purposes of consolidation. Assets and liabilities are translated at the period-end currency exchange rates, certain equity accounts are translated at historical exchange rates and income and expense amounts are translated at average currency exchange rates in effect for the period. The effect of these translation adjustments are reported in Accumulated other comprehensive loss on the Consolidated Statements of Convertible Preferred Stock and Shareholders' Equity.

Gains and losses on transactions denominated in currencies other than the functional currency are generally included in determining net income for the period. Foreign currency transaction gains and losses were not significant to the financial statements for the years ended June 30, 2024, 2023, and 2022.

CONSOLIDATED STATEMENTS OF OPERATIONS: COST OF SALES AND OPERATING EXPENSES PRESENTATION, RECLASSIFICATIONS

Consolidated Statements of Operations: Cost of Sales

Below is a brief description of the various categories within cost of sales:

- *Cost of subscription and transaction fees:* Cost of subscription and transaction fees consist of third-party transaction processing fees, interchange fees, and network service fees. Cost of subscription and transaction fees also includes depreciation expense associated with our Cantaloupe One rental equipment program.
- *Cost of equipment sales:* Cost of equipment sales consist primarily of direct costs to acquire finished goods, or for certain products material to fabricate our equipment, as well as freight, taxes, and other inventory acquisition costs.

Consolidated Statements of Operations: Operating expenses presentation

Beginning in fiscal year 2023, the Company disaggregated General and administrative costs further by disclosing Integration and acquisition expenses separately. The updated presentation is intended to provide additional transparency to the readers of the financial statements and better align the Company's financial performance with how management views and monitors business operations and makes strategic decisions. This presentation change did not impact total operating expenses, operating income (loss), net income (loss) or net income (loss) per common share.
Below is a brief description of the various categories within operating expenses:

- *Sales and marketing:* Sales and marketing expenses consist primarily of our sales and marketing team personnel costs. In addition, this category includes fees paid for advertising, trade shows and external consultants who assist in outreach initiatives designed to build brand awareness and showcase the value of our products and services to our opportunity markets.
- *Technology and product development:* Technology and product development expenses consist primarily of our technology and product team personnel costs and fees paid to external consultants relating to innovating and maintaining our portfolio of products and services and strengthening our network environment and platform. These costs include but are not limited to engineering, platform and software development, fees for software licenses, contract labor and other technology and product related items that are not eligible for capitalization.
- *General, and administrative:* General and administrative expenses consist primarily of our customer support, business operations, finance, legal, human resources and other administrative personnel costs and fees paid to external consultants for these respective departments. In addition, this category includes rent and occupancy costs and other miscellaneous costs incurred in the course of operating the business.
- *Investigation, proxy solicitation, and restatement expenses, net of insurance recoveries:* In fiscal year 2019, the Audit Committee, with the assistance of independent legal and forensic accounting advisors, conducted an internal investigation of then-current and prior period matters relating to certain of the Company's contractual arrangements, including the accounting treatment, financial reporting and internal controls related to such arrangements (the "2019 Investigation"). The Company and former officers incurred additional legal expenses for these periods offset by certain recoveries from insurance policy claims.
- *Integration and acquisition:* Integration and acquisition expenses consist primarily of professional services fees including accounting, legal and investing banking advisory fees incurred in connection with acquisitions and post-acquisition integrations. See *Note 10 - Acquisitions* to the consolidated financial statements for further information.
- *Depreciation and amortization:* Depreciation expense on our property and equipment, amortization of capitalized internal-use software development costs, and amortization expense on our intangible assets are included within the Depreciation and amortization caption in the Consolidated Statements of Operations. Depreciation on property and equipment used for rentals is included in Cost of subscription and transaction fees as described above.

RECLASSIFICATIONS

Certain reclassifications have been made to prior years' reported amounts in order to conform to the current year presentation. These reclassifications did not impact our previously reported net income (loss), stockholders' equity or cash flows.

USE OF ESTIMATES

USE OF ESTIMATES

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, assumptions and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes. The Company evaluates these estimates on an ongoing basis.
Estimates, judgments, and assumptions in these consolidated financial statement include, but are not limited to, those related to revenue recognition, capitalization of internal-use software and cloud computing arrangements, fair value of acquired assets and liabilities including goodwill through purchase accounting, evaluation of goodwill and long-lived assets impairment, allowances for accounts and finance receivables, inventory reserves, loss contingencies, income taxes, and sales tax reserves.

CASH AND CASH EQUIVALENTS

CASH AND CASH EQUIVALENTS

Cash equivalents represent all highly liquid investments with original maturities of three months or less from time of purchase. Cash equivalents are comprised of money market funds. The Company maintains its cash in bank deposit accounts where accounts may exceed federally insured limits at times. The Company deems this credit risk not to be significant as cash is held at well-capitalized financial institutions.

ACCOUNTS RECEIVABLE

ACCOUNTS RECEIVABLE

Accounts receivable include amounts due to the Company for sales of equipment, other amounts due from customers, merchant service receivables which are receivables due from credit card processors, and unbilled amounts due from customers, net of the allowance for uncollectible accounts. See "Allowance for Accounts and Finance Receivables" section below for details.

FINANCE RECEIVABLES

FINANCE RECEIVABLES
The Company offers extended payment terms to certain customers for equipment sales primarily under its Quick Start Program. Agreements under the Quick Start Program are accounted for as sales-type leases. Accordingly, the discounted future minimum lease payments are classified as finance receivables current and non-current in the Company's Consolidated Balance Sheets based on whether the balances due within the next 12 months. Finance receivables or Quick Start leases are generally for a sixty-month term. The Company recognizes a portion of the lease payments as Interest income on the Consolidated Statements of Operations based on the effective interest rate method.

ALLOWANCE FOR ACCOUNTS AND FINANCE RECEIVABLES

ALLOWANCE FOR ACCOUNTS AND FINANCE RECEIVABLES

The Company maintains lifetime expected loss allowances for accounts and finance receivables based on historical experience of payment performance, current conditions of the customer, which is generally less than one year for accounts receivable and five years for finance receivables. We estimate our allowance using an aging analysis (days past due status) of the receivables balances that is primarily based on historical loss experience. Additionally, current conditions are analyzed to determine if the allowance calculation needs to be adjusted further for any qualitative factors impacting a customer's ability to meet its financial obligations that is not already reflected through the historical loss analysis. The Company writes off finance receivable balances against the allowance for credit losses when management determines the balance is uncollectible and the Company ceases collection efforts. The provision for expected credit losses relating to accounts receivable and finance receivable balances is recorded within General and administrative expenses in the Consolidated Statements of Operations.
The Company writes off accounts and finance receivables balances when management determines the balance is uncollectible and the Company ceases collection efforts.

INVENTORY

INVENTORY

Inventory consists primarily of finished goods. The company's inventories are valued at the lower of cost or net realizable value, using a weighted-average cost method.
The Company establishes reserves for slow-moving inventory based upon quality considerations including potential changes in technological standards, historical usage and assumptions about future demand based on market conditions. The reserve is recorded within Cost of equipment sales in our Consolidated Statements of Operations. The inventory reserve was $2.2 million and $2.3 million as of June 30, 2024 and 2023, respectively.

PROPERTY AND EQUIPMENT, NET

PROPERTY AND EQUIPMENT, NET

Property and equipment, which primarily consists of computer equipment and software and leased equipment, are recorded at either cost or, in the instance of an acquisition, the estimated fair value on the date of the acquisition, and are depreciated on a straight-line basis over the estimated useful lives of the related assets. Capitalized internal-use software is amortized on the straight-line basis over the estimated useful lives of the software. Leasehold improvements are amortized on the straight-line basis over the lesser of the estimated useful life of the asset or the respective lease term. Depreciation expense on our property and equipment, excluding property and equipment used for rentals, is included in Depreciation and amortization in the Consolidated Statements of Operations. Depreciation expense

on our property and equipment used for rentals is included in Cost of subscription and transaction fees in the Consolidated Statements of Operations. Additions and improvements that extend the estimated lives of the assets are capitalized, while expenditures for repairs and maintenance are expensed as incurred.

GOODWILL

GOODWILL

The Company's goodwill represents the excess of cost over fair value of the net assets purchased in acquisitions. We test goodwill for impairment at least annually, or more frequently if events or changes in circumstances indicate that impairment may have occurred. Goodwill is reviewed for impairment utilizing either a qualitative or a quantitative goodwill impairment test. When we perform a qualitative assessment and determine the fair value more likely than not exceeds the carrying value, no further evaluation is necessary. When we perform the quantitative goodwill impairment test, we compare the fair value of our reporting unit to its carrying value. If the fair value of the reporting unit exceeds its carrying value, then goodwill is not considered impaired. An impairment charge is recognized for the amount by which, if any, the carrying value exceeds the reporting unit's fair value. However, the loss recognized cannot exceed the reporting unit's goodwill balance.

The Company performs an annual goodwill impairment test on April 1 and more frequently if events and circumstances indicate that the asset may be impaired. The Company has determined there is a single reporting unit for purposes of testing goodwill for impairment. The Company has concluded there has been no impairment of goodwill during the year ended June 30, 2024 based on its qualitative assessment. There has been no impairment of goodwill for fiscal year 2023 or 2022. Subsequent to our annual impairment test, no indicators of impairment were identified.

INTANGIBLES, NET

INTANGIBLES, NET

The Company's intangible assets include trademarks, non-compete agreements, brand names, customer relationships, acquired trade names, acquired developed technology and acquired customer relationships in a business combination. The Company carries these intangibles at cost, less accumulated amortization. Amortization is recorded on a straight-line basis over the estimated useful lives of the respective assets, which span between three and eighteen years, and are included in Depreciation and amortization in the Consolidated Statements of Operations.

INTANGIBLE AND LONG-LIVED ASSETS

The Company assesses its finite-lived intangible and other long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The carrying amount of an asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Fair value of finite-lived intangible assets and property and equipment is based on various valuation techniques. If the carrying amount of an asset or group of assets exceeds its net realizable value, the asset will be written down to its fair value.

FAIR VALUE OF FINANCIAL INSTRUMENTS

FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is defined as the price that would be received in the sale of an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the reporting date. The accounting guidance establishes a three-tiered hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value as follows:

Level 1- Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2- Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3- Inputs are unobservable and reflect the Company's assumptions that market participants would use in pricing the asset or liability. The Company develops these inputs based on the best information available.

SIGNIFICANT CUSTOMERS

SIGNIFICANT CUSTOMERS

Concentration of revenue with customers subject the Company to operating risks. Approximately $24.6 million, $28.7 million, and $29.7 million of the Company's revenue for the years ended June 30, 2024, 2023 and 2022, respectively, were concentrated with one customer, which represented 9%, 12% and 14% of the Company's revenues for each of the years. The Company's customers are principally located in the United States.

REVENUE RECOGNITION

REVENUE RECOGNITION

The revenue recognition guidance provides a single model to determine when and how revenue is recognized. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of control of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Company recognizes revenue using a five-step model resulting in revenue being recognized as performance obligations within a contract have been satisfied. The steps within that model include: (i) identifying the existence of a contract with a customer; (ii) identifying the performance obligations within the contract; (iii) determining the contract's transaction price; (iv) allocating the transaction price to the contract's performance obligations; and, (v) recognizing revenue as

the contract's performance obligations are satisfied. Judgment is required to apply the principles-based, five-step model for revenue recognition. Management is required to make certain estimates and assumptions about the Company's contracts with its customers, including, among others, the nature and extent of its performance obligations, its transaction price amounts and any allocations thereof, and the events which constitute satisfaction of its performance obligations. The standard also requires certain incremental costs incurred to obtain or fulfill a contract to be deferred and amortized on a systematic basis consistent with the transfer of goods or services to the customer.

The Company provides an end-to-end payment solution which integrates hardware, software, and payment processing in the self-service commerce industry. The Company has contractual agreements with customers that set forth the general terms and conditions of the relationship, including pricing of goods and services, payment terms and contract duration. Revenue is recognized when the obligation under the terms of the Company's contract with its customer is satisfied and is measured as the amount of consideration the Company expects to receive in exchange for transferring goods or providing services.

We provide cashless services in exchange for monthly service fees, in addition to collecting usage-based consideration for completed transactions. Certain contracts we enter into with third-party suppliers where we consider ourselves the principal provide us with the right to access and direct their services when processing a transaction. The Company combines the services provided by third-party suppliers to enable customers to accept cashless payment transactions, indicating that it controls all inputs in directing their use to create the combined service. Additionally, the Company sells cashless payment devices, which are either directly sold or leased through the Company's QuickStart, or Cantaloupe ONE programs.

The Company recognizes fees charged to our customers primarily on a gross basis as transaction revenue when we are the principal in respect of completing a payment transaction. As a principal to the transaction, we control the service of completing payments for our customers through the payment ecosystem. The fees paid to payment processors and other financial institutions are recognized as transaction expenses in Cost of subscription and transaction fees in the Consolidated Statements of Operations. For certain transactions in which we act in the capacity as an agent, these transactions are recorded on a net basis. These are transactions in which the customer is entering into a separate arrangement with a third-party payment processor for the fulfillment of the payment service.

Cashless services represent a single performance obligation as the combination of the services provided gives the customer the ability to accept cashless payments. The Company's customers are contracting for integrated cashless services in connection with purchasing or leasing unattended POS devices. The integrated cashless services when combined together are so integral to the customer's ability to derive benefit from the service, that the activities are effectively inputs to a single promise to the customer. Certain services are distinct, but are not accounted for separately as the rights are coterminous, they are transferred concurrently and the outcome is the same as accounting for the services as individual performance obligations. The single performance obligation is determined to be a stand-ready obligation to process payments whenever a consumer intends to make a purchase at a POS device. As the Company is unable to predict the timing and quantity of transactions to be processed, the assessment of the nature of the performance obligation is focused on each time increment rather than the underlying activity. Therefore, cashless payment processing services are viewed to comprise a series of distinct days of service that are substantially the same and have the same pattern of transfer to the customer. As a result, the promise to stand ready is accounted for as a single performance obligation.

Revenue related to cashless services is recognized over the period in which services are provided, with usage-based revenue recognized as transactions occur. Consideration for this service includes fixed fees for standing ready to process transactions, and generally also includes usage-based fees, priced as a percentage of transaction value and/or a specified fee per transaction processed. The total transaction price of usage-based services is determined to be variable consideration as it is based on unknown quantities of services to be performed over the contract term. The underlying variability is satisfied each day the service is performed and provided to the customer. Clients are billed for cashless payment processing services on a monthly basis and for transaction processing as transactions occur. Payment is due based on the Company's standard payment terms which is typically within 30 to 60 days of invoice issuance.

Equipment sales represent a separate performance obligation, the majority of which is satisfied at a point in time through outright sales, or sales-type leases in accordance with ASC 842, "Leases", when the equipment is delivered to the customer.

Software represents a separate performance obligation, which is satisfied when each distinct day, or for practical reasons, each distinct month of service is transferred to the customers. Customers are billed for software services on a monthly basis. Payment is due based on the Company's standard payment terms which is typically within 30 to 60 days of invoice issuance. Revenues related to Cantaloupe ONE equipment are recognized over time as the customer obtains the right to use the equipment through an operating lease. Clients are billed for equipment sales on a monthly basis, with payment due based on the Company's standard payment terms which is typically within 30 to 60 days of invoice issuance.

Revenue from QuickStart equipment leases are recognized as sales-type leases when equipment is shipped to the customer. Transaction processing revenue is recognized upon the usage of the Company's cashless payment and control network. Subscription fees for access to the Company's devices and network services are recognized on a monthly basis when the performance obligation is satisfied. The Company estimates an allowance for subscription and transaction fee refunds on a monthly basis.

Hardware is available to customers under the QuickStart program pursuant to which the customer would enter into a five-year non-cancelable lease with either the Company or a third-party leasing company for the devices. The Company then allocates the transaction price to equipment and software subscription performance obligations in the contract using relative standalone selling prices. The Company determines standalone selling prices based on the price at which a good or service is sold separately. If the standalone selling price is not observable through historic data, the Company estimates the standalone selling price by considering all reasonably available information, including market data, trends, as well as other company- or customer-specific factors. The QuickStart contracts qualify for sales type lease accounting. At lease inception, the Company recognizes revenue and creates a finance receivable in an amount that represents the present value of minimum lease payments. Accordingly, a portion of the lease payments are recognized as interest income. At the end of the lease period, the customer would have the option to purchase the device at its residual value. Any customer payments received in advance and prior to the Company satisfying any performance obligations are recorded as deferred revenue and amortized as revenue is recognized.

The Company will occasionally offer volume discounts, rebates or credits on certain contracts, which is considered variable consideration. The Company uses either the most-likely or estimated value method to estimate the amount of the consideration, based on what the Company expects to better predict the amount of consideration to which it will be entitled to on a contract-by-contract basis. The Company will qualitatively assess if the variable consideration should be limited to prevent possible significant reversals of revenue in future reporting periods.

The Company assesses the goods and/or services promised in each customer contract and separately identifies a performance obligation for each promise to transfer to the customer a distinct good or service. The Company then allocates the transaction price to equipment and software subscription performance obligations in the contract using relative standalone selling prices. The Company determines standalone selling prices based on the price at which a good or service is sold separately. If the standalone selling price is not observable through historic data, the Company estimates the standalone selling price by considering all reasonably available information, including market data, trends, as well as other company- or customer-specific factors.

The Company's standard payment terms are payment is due within 30 to 60 days of invoice issuance. The Company uses the practical expedient and does not recognize a significant financing component for payment considerations of less than one year.

Accounts Receivable and Contract Liabilities

A contract with a customer creates legal rights and obligations. As the Company satisfies performance obligations under customer contracts, a right to unconditional consideration is recorded as an account receivable.

Contract liabilities represent consideration received from customers in excess of revenues recognized (i.e., deferred revenue). Contract liabilities are classified as current or non-current based on the nature of the underlying contractual rights and obligations.

Contract Costs

The Company incurs costs to obtain contracts with customers, primarily in the form of commissions to sales employees. The Company recognizes as a contract asset for the incremental costs of obtaining a contract with a customer if it expects to recover these costs. The Company currently does not incur material costs to fulfill its obligations under a contract once it is obtained but before transferring goods or services to the customer. Contract costs are amortized on a systematic basis consistent with the transfer to the customer of the goods or services to which the asset relates. A straight-line or proportional amortization method

is used depending upon which method best depicts the pattern of transfer of the goods or services to the customer. The Company's contracts frequently contain performance obligations satisfied at a point in time and overtime. In these instances, the Company amortizes the contract costs proportionally with the timing and pattern of revenue recognition. In addition, these contract costs are evaluated for impairment by comparing, on a pooled basis, the expected future net cash flows from underlying customer relationships to the carrying amount of the capitalized contract costs.

In order to determine the appropriate amortization period for contract costs, the Company considers a number of factors, including expected early terminations, estimated terms of customer relationships, the useful lives of technology Cantaloupe uses to provide goods and services to its customers, whether future contract renewals are expected and if there is any incremental commission to be paid on a contract renewal. The Company amortizes these assets over the expected period of benefit. Costs to obtain a contract with an expected period of benefit of one year or less are expensed when incurred.

WARRANTIES

Warranties

The Company offers standard warranties that provide the customer with assurance that its equipment will function in accordance with contract specifications. The Company's standard warranties are not sold separately, but are included with each customer purchase. Warranties are not considered separate performance obligations and the related liability is estimated and recorded at the time of sale.

LESSEE ACCOUNTING

Lessee Accounting

The Company determines if an arrangement is a lease at inception. The Company has operating and finance leases for office space, warehouses and office equipment. Cantaloupe's leases have lease terms of one year to eight years and some include options to extend and/or terminate the lease. The exercise of lease renewal options is at the Company's sole discretion. When deemed reasonably certain of exercise, the renewal options are included in the determination of the lease term. The Company's lease agreements do not contain any material variable lease payments, material residual value guarantees or any material restrictive covenants.

Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the operating lease. Operating lease Right-of-Use ("ROU") assets and liabilities are recognized at commencement date of the lease based on the present value of lease payments over the lease term. The Company uses its incremental borrowing rate, which is the collateralized rate of interest that we would pay to borrow over a similar term an amount equal to the lease payments, to determine the present value of lease payments. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Cantaloupe has lease agreements with lease and non-lease components. The Company uses the practical expedient related to treating lease and non-lease components as a single lease component for all leases as well as electing a policy exclusion permitting leases with an original lease term of less than one year to be excluded from the ROU assets and lease liabilities. Lease expense for operating lease payments is recognized on a straight-line basis over the lease term.

Variable lease payments that are not based on an index or that result from changes to an index subsequent to the initial measurement of the corresponding lease liability are not included in the measurement of lease ROU assets or liabilities and instead are recognized in earnings in the period in which the obligation for those payments is incurred.

The Company reviews its ROU assets for events or changes in circumstances that may indicate that the carrying amount of such assets may not be recoverable. The carrying amount of an asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. If the carrying amount of an ROU exceeds its net realizable value, the asset will be written down to its fair value.

LESSOR ACCOUNTING

Lessor Accounting

The Company offers its customers financing for the lease of our POS electronic payment devices primarily through our QuickStart program. We account for these transactions as sales-type leases under ASC 606, "Revenue from Contracts with Customers". Our sales-type leases generally have a non-cancellable term of 60 months. Certain leases contain an end-of-term purchase option that is generally insignificant and is reasonably certain to be exercised by the lessee. Leases that do not meet the criteria for sales-type lease accounting are accounted for as operating leases, and typically relate to our Cantaloupe ONE rental program. Cantaloupe ONE agreements are 36-month rental agreements that transition to month-to-month agreements after the initial subscription commitment period.

The Company also uses the practical expedient related to treating lease and non-lease components as a single component for those leases where the timing and pattern of transfer for the non-lease component and associated lease component are the same and the stand-alone lease component would be classified as an operating lease if accounted for separately. The combined component is then accounted for under Topic 606 or Topic 842 depending on the predominant characteristic of the combined component, which was Topic 606 for the Company's operating leases. All QuickStart leases are sales-type and do not qualify for the election.

Lessor consideration is allocated between lease components and the non-lease components using the requirements under Topic 842. Revenue from sales-type leases is recognized upon shipment to the customer and the interest portion is deferred and recognized as earned. The revenues related to the sales-type leases are included in Equipment sales in the Consolidated Statements of Operations and a portion of the lease payments as Interest income. Revenue from operating leases is recognized ratably over the applicable service period in Subscription and transaction fees in the Consolidated Statements of Operations.

Equipment Rental

The Company offers its customers a rental program for its hardware devices, Cantaloupe ONE platform. In accordance with ASC 842, the Company classifies the rental agreements as operating leases, with service fee revenue related to the leases included in subscription and transaction fees in the Consolidated Statements of Operations. Costs for the Cantaloupe ONE revenue, which consist of depreciation expense on the Cantaloupe ONE equipment, are included in Cost of subscription and transaction fees in the Consolidated Statements of Operations. Equipment utilized by the Cantaloupe ONE program is included in Property and equipment, net on the Consolidated Balance Sheets.

SHIPPING AND HANDLING

SHIPPING AND HANDLING

Shipping and handling fees billed to our customers in connection with sales are recorded as revenue. The costs incurred for shipping and handling of our product are recorded as cost of equipment.

ADVERTISING COSTS

ADVERTISING COSTS

Advertising costs are expensed as incurred and are included within the Sales and marketing expenses in the Consolidated Statements of Operations.

RESEARCH AND DEVELOPMENT EXPENSES

RESEARCH AND DEVELOPMENT EXPENSES

Research and development expenses are expensed as incurred and primarily consist of personnel, contractors and product development costs. Research and development expenses, which are included within the technology and product development expenses and general and administrative expenses in the Consolidated Statements of Operations, were approximately $3.0 million, $3.5 million and $3.5 million, for the fiscal years ended June 30, 2024, 2023, and 2022, respectively. Our research and development initiatives focus on adding features and functionality to our system solutions through the development and utilization of our processing and reporting network and new technology.

CAPITALIZATION OF INTERNAL-USE SOFTWARE AND CLOUD COMPUTING ARRANGEMENTS

CAPITALIZATION OF INTERNAL-USE SOFTWARE AND CLOUD COMPUTING ARRANGEMENTS

We have expenditures associated with the technological maintenance and improvement of our network and technology offerings. These expenditures include both the cost of internal employees, who spend portions of their time on various technological projects, and the use of external temporary labor and consultants. Capitalization of internal-use software occurs in the application development stage after the completion of the preliminary project stage, and management authorizes the project, management commits to funding the project, it is probable the project will be completed, and the project will be used to perform the function intended, and it ends at the implementation stage. We are required to assess these expenditures and make a determination as to whether the costs should be expensed as incurred or are subject to capitalization. In making these determinations, we consider the stage of the development project, the probability of successful development and if the development is resulting in increased features and functionality. In addition, if we determine that a project qualifies for capitalization, the amount of capitalization is subject to various estimates, including the amount of time spent on the development work and the cost of internal employees and external consultants. Internal-use software is included within Property and equipment, net on our Consolidated Balance Sheets and is amortized over its estimated useful life, which is typically 3 to 7 years.

We capitalize certain costs related to hosting arrangements that are service contracts (cloud computing arrangements) following the internal-use software capitalization criteria described above. Our cloud computing arrangements involve services we use to support internal corporate functions, our platforms and technology offerings. Capitalized costs relating to cloud computing arrangements are included within Prepaid expenses and other current assets, or Other assets for costs that will be recognized in more than 12 months, on our Consolidated Balance Sheets and are amortized on a straight-line basis over the estimated useful life, which is typically 3 to 5 years.

STOCK-BASED COMPENSATION

STOCK-BASED COMPENSATION

The cost of services received in exchange for an award of equity instruments related to employees and non-employees is based on the grant-date fair value of the award and allocated over the requisite service period of the award. When the requisite service period precedes the grant date, the Company begins recognizing compensation cost before a grant date is established, and the awards are marked to market until grant date occurs.

These costs are recorded within operating expenses in the Consolidated Statements of Operations.

LOSS CONTINGENCIES

LOSS CONTINGENCIES

From time to time, we are involved in litigation, claims, contingencies and other legal matters. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's management team evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates it is probable that a loss has been incurred and the amount of the liability can be estimated, the estimated liability would be accrued in the Company's financial statements. If the assessment indicates a loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed. Expected legal costs associated with assessing or potentially settling a contingent liability are expensed as incurred.

SALES TAX RESERVE

SALES TAX RESERVE

The Company has recorded a contingent liability for sales tax, included in Accrued expenses in the Consolidated Balance Sheets. On a quarterly basis, the Company accrues interest on the unpaid balance. The estimated liability is adjusted upon the payment of sales tax related to the accrual, the changes in state tax laws that may impact the accrual and the expiration of the statute of limitations for open years under review. The liability includes significant judgments and estimates that may change in the future, and the actual liability may be different from our current estimate. Changes to the sales tax reserve amount are recorded within General and administrative expenses and Interest expense in the Consolidated Statements of Operations.

INCOME TAXES

INCOME TAXES

Income taxes are computed using the asset and liability method of accounting. Under the asset and liability method, a deferred tax asset or liability is recognized for estimated future tax effects attributable to temporary differences and carryforwards. The measurement of deferred income tax assets is adjusted by a valuation allowance, if necessary, to recognize future tax benefits only to the extent, based on available evidence, it is more likely than not such benefits will be realized.

Tax positions must meet a more-likely-than-not recognition threshold to be recognized. The Company recognizes interest and penalties, if any, related to uncertain tax positions within General and administrative expenses in the Consolidated Statements of Operations. Interest and penalties related to uncertain tax positions incurred during the fiscal years ended June 30, 2024, 2023, and 2022 were immaterial.

EARNINGS (LOSS) PER COMMON SHARE

EARNINGS (LOSS) PER COMMON SHARE

Basic earnings (loss) per share are calculated by dividing net income (loss) applicable to common shares by the weighted average common shares outstanding for the period. Diluted earnings (loss) per share are calculated by dividing net income (loss) applicable to common shares by the weighted average common shares outstanding for the period plus the dilutive effects of common stock equivalents unless the effects of such common stock equivalents are anti-dilutive.

RECENT ACCOUNTING PRONOUNCEMENTS

RECENT ACCOUNTING PRONOUNCEMENTS

Accounting pronouncements adopted

On July 1, 2023, the Company adopted ASU 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers. The standard requires an acquirer to recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with ASC 606, as if it had originated the contracts, rather than at fair value on the acquisition date.le The amendments in ASU 2021-08 were applied to both the 2023 and 2024 acquisitions described in *Note 10 - Acquisitions.*

Accounting pronouncements to be adopted

The Company is evaluating whether the effects of the following recent accounting pronouncements, or any other recently issued but not yet effective accounting standards, will have a material effect on the Company's consolidated financial position, results of operations or cash flows.

In November 2023, the FASB issued ASU 2023-07, which expands reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in the ASU require that a public entity disclose, on an annual and interim basis, significant segment expenses that are regularly provided to an entity's chief operating decision maker ("CODM"), a description of

other segment items by reportable segment, and permits disclosure of additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. It also requires certain disclosures for companies who have determined only one segment exists. Annual disclosures are required for fiscal years beginning after December 15, 2023, which is the Company's fiscal year 2025 annual reporting period. Interim disclosures are required for periods within fiscal years beginning after December 15, 2024, which is the Company's fiscal year 2026 interim reporting periods. Retrospective application is required for all prior periods presented, and early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. This standard was issued to enhance the transparency and decision usefulness of income tax disclosures to provide information to better assess how an entity's operations and related tax risks and tax planning and operational opportunities affect its tax rate and prospects for future cash flows. The amendments in this ASU address transparency about income tax information through disclosures primarily related to the rate reconciliation and income taxes paid information. The amendments in this ASU are effective for annual periods beginning after December 15, 2024. The ASU should be applied on a prospective basis. Retrospective application is permitted. We are currently evaluating the impact the adoption of the new accounting guidance will have on our income tax disclosures.

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ACCOUNTS RECEIVABLE (Tables)

12 Months Ended
Jun. 30, 2024

Receivables [Abstract]

Rollforward of the Allowance for Credit Losses — The following table represents a rollforward of the allowance for credit losses for the years ending June 30, 2024 and 2023:

($ in thousands)	Year ended June 30, 2024	2023
Balance, beginning of year	$ 10,815	$ 9,328
Provision for expected losses	4,024	4,190
Write-offs	(1,397)	(2,703)
Balance, end of year	$ 13,442	$ 10,815

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FINANCE RECEIVABLES (Tables)

12 Months Ended
Jun. 30, 2024

Receivables [Abstract]

Schedule of Finance Receivables — As of June 30, 2024 and 2023, finance receivables consist of the following:

($ in thousands)	As of June 30, 2024	2023
Current finance receivables, net	$ 6,391	$ 6,668
Finance receivables due after one year, net	10,036	13,307
Total finance receivables, net of allowance of $1,934 and $2,098, respectively	$ 16,427	$ 19,975

Schedule of Credit Quality Indicators — At June 30, 2024, the gross lease receivable by current payment performance on a contractual basis and year of origination consisted of the following:

	Leases by Origination						
($ in thousands)	Up to 1 Year Ago	Between 1 and 2 Years Ago	Between 2 and 3 Years Ago	Between 3 and 4 Years Ago	Between 4 and 5 Years Ago	More than 5 Years Ago	Total
Current	$ 2,199	$ 5,135	$ 4,668	$ 1,961	$ 456	$ 324	$ 14,743
30 days and under	13	67	80	85	56	42	343
31 - 60 days	8	64	58	49	47	38	264
61 - 90 days	8	62	48	32	36	38	224
Greater than 90 days	35	387	625	208	297	1,235	2,787
Total finance receivables	$ 2,263	$ 5,715	$ 5,479	$ 2,335	$ 892	$ 1,677	$ 18,361

At June 30, 2023, the gross lease receivable by current payment performance on a contractual basis and year of origination consisted of the following:

	Leases by Origination						
($ in thousands)	Up to 1 Year Ago	Between 1 and 2 Years Ago	Between 2 and 3 Years Ago	Between 3 and 4 Years Ago	Between 4 and 5 Years Ago	More than 5 Years Ago	Total
Current	$ 6,595	$ 6,505	$ 3,304	$ 1,306	$ 846	$ 829	$ 19,385
30 days and under	66	73	69	52	22	68	350
31 - 60 days	53	40	32	42	19	71	257
61 - 90 days	60	52	26	32	16	71	257
Greater than 90 days	155	132	197	233	271	836	1,824
Total finance receivables	$ 6,929	$ 6,802	$ 3,628	$ 1,665	$ 1,174	$ 1,875	$ 22,073

Schedule of Age Analysis of Finance Receivables — The following table represents a rollforward of the allowance for finance receivables for the years ending June 30, 2024 and 2023:

($ in thousands)	Year ended June 30, 2024	2023
Balance, beginning of year	$ 2,098	$ 760
Provision for expected losses	(164)	1,626
Write-offs	—	(288)
Balance, end of year	$ 1,934	$ 2,098

Schedule of Financing Receivable — Cash to be collected on our performing finance receivables due for each of the fiscal years after June 30, 2024 are as follows:

($ in thousands)	
2025	$ 7,274
2026	5,795
2027	3,908
2028	1,871
2029	596
Thereafter	30
Total amounts to be collected	19,474
Less: interest	(1,113)
Less: allowance for expected credit losses	(1,934)
Total finance receivables	$ 16,427

Sales-type Lease, Lease Income — Equipment sales, Cost of equipment sales, and Interest income, associated with equipment under sales type leases and are included in each respective line of the Consolidated Statement of Operations for the year ended June 30, 2024:

($ in thousands)	
Equipment sales	$ 2,882
Cost of equipment sales	2,861
Interest income	1,910

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PROPERTY AND EQUIPMENT, NET (Tables)

12 Months Ended
Jun. 30, 2024

Property, Plant and Equipment [Abstract]

Schedule of Property and Equipment — Property and equipment consisted of the following:

		As of June 30, 2024		
($ in thousands)	Useful Lives	Cost	Accumulated Depreciation	Net
Computer equipment and software	3-7 years	$ 7,588	$ (6,994)	$ 594
Internal-use software	3-5 years	34,666	(9,472)	25,194
Property and equipment used for rental program	5 years	32,513	(24,742)	7,771
Furniture and equipment	3-7 years	1,862	(1,466)	396
Leasehold improvements	(a)	434	(360)	74
		$ 77,063	$ (43,034)	$ 34,029

		As of June 30, 2023		
($ in thousands)	Useful Lives	Cost	Accumulated Depreciation	Net
Computer equipment and software	3-7 years	$ 8,089	$ (7,443)	$ 646
Internal-use software	3-5 years	24,294	(5,107)	19,187
Property and equipment used for rental program	5 years	28,398	(23,221)	5,177
Furniture and equipment	3-7 years	1,559	(1,474)	85
Leasehold improvements	(a)	790	(604)	186
		$ 63,130	$ (37,849)	$ 25,281

[a] *Lesser of lease term or estimated useful life*

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LEASES (Tables)

12 Months Ended
Jun. 30, 2024

Leases [Abstract]

Assets and Liabilities — The following table provides supplemental balance sheet information related to the Company's operating leases:

($ in thousands)	Balance Sheet Classification	As of June 30, 2024	As of June 30, 2023
Assets			
Operating leases	Operating lease right-of-use assets	7,986	$ 2,575
Liabilities			
Current	Accrued expenses	1,320	1,266
Long-term	Operating lease liabilities, non-current	8,457	2,504
Total lease liabilities		$ 9,777	$ 3,770

Lease Costs

Components of lease cost are as follows:

($ in thousands)	Year ended June 30, 2024	Year ended June 30, 2023	Year ended June 30, 2022
Operating lease costs*	$ 2,520	$ 2,490	$ 1,923

* Includes variable lease costs of $0.4 million for the years ended June 30, 2024, 2023 and 2022.

Supplemental cash flow information and non-cash activity related to our leases are as follows:

($ in thousands)	Year ended June 30, 2024	2023	2022
Supplemental cash flow information:			
Cash paid for amounts included in the measurement of operating lease liabilities	$ 2,278	$ 2,522	$ 1,737
Non-cash activity:			
Right-of-use assets obtained in exchange for lease obligations			
Operating lease	$ 6,657	$ 1,607	$ 471

Weighted-average remaining lease term and discount rate for our leases are as follows:

	Year ended June 30, 2024	2023
Weighted-average remaining lease term (years)		
Operating leases	7.3	3.2
Weighted-average discount rate		
Operating leases	8.2 %	7.5 %

Maturities of Lease Liabilities, Operating Leases

Maturities of operating lease liabilities by fiscal year for our leases as of June 30, 2024 are as follows:

($ in thousands)	Amount
2025	$ 1,637
2026	2,266
2027	1,839
2028	1,352
2029	1,388
Thereafter	5,469
Total lease payments	$ 13,951
Less: Imputed interest	(4,174)
Present value of lease liabilities	$ 9,777

Property and Equipment Used for Operating Lease Rental Program

Property and equipment used for the Company's operating lease rental program consisted of the following:

($ in thousands)	As of June 30, 2024	2023
Cost	$ 32,513	$ 28,398
Accumulated depreciation	(24,742)	(23,221)
Net	$ 7,771	$ 5,177

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DEBT AND OTHER FINANCING ARRANGEMENTS (Tables)

12 Months Ended

Jun. 30, 2024

Debt Disclosure [Abstract]

Schedule of Debt and Other Financing Arrangements

The Company's debt and other financing arrangements as of June 30, 2024 and 2023 consisted of the following:

($ in thousands)	As of June 30, 2024	2023
JPMorgan Credit Facility [1]	$ 37,625	$ 38,563
Other obligations	34	50
Less: unamortized issuance costs and debt discount	(109)	(183)
Total	37,550	38,430
Less: debt and other financing arrangements, current	(1,266)	(882)
Debt and other financing arrangements, non-current	$ 36,284	$ 37,548

[1] See discussion below on the JPMorgan Credit Facility.

Schedule of Maturities of Debt and Other Financing Arrangements

The expected maturities associated with the Company's outstanding debt and other financing arrangements as of June 30, 2024, were as follows:

($ in thousands)	Amount
2025	$ 1,333
2026	36,326
Principal amounts payable	37,659
Unamortized issuance costs	(109)
Total outstanding debt	$ 37,550

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ACCRUED EXPENSES (Tables)

12 Months Ended

Jun. 30, 2024

Accrued Liabilities [Abstract]

Schedule of Accrued Expenses

Accrued expenses consisted of the following as of June 30, 2024 and 2023:

($ in thousands)	As of June 30, 2024	2023
Accrued sales tax	$ 9,947	$ 13,597
Accrued compensation and related sales commissions	4,061	4,069
Operating lease liabilities - current	1,320	1,266
Accrued professional fees	4,336	4,196
Accrued other taxes and filing fees	2,123	1,944
Accrued other	851	762
Consideration withheld for the 32M acquisition[1]	442	442
Consideration withheld for the Cheq acquisition[1]	928	—
Total accrued expenses	$ 24,008	$ 26,276

[1] See Note 10 - Acquisitions for details.

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GOODWILL AND INTANGIBLE ASSETS (Tables)

12 Months Ended

Jun. 30, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Schedule of Intangible Asset Balances

Goodwill and intangible asset balances consisted of the following:

($ in thousands)	As of June 30, 2024 Gross	Accumulated Amortization	Net	Weighted Average Useful Life (Years)
Intangible assets:				
Brand and trade names	$ 2,361	$ (1,852)	$ 509	1.6
Developed technology	20,062	(13,304)	6,758	3.6
Customer relationships	27,024	(9,665)	17,359	8.8
Total intangible assets	$ 49,447	$ (24,821)	$ 24,626	7.2
Goodwill	$ 94,903	$ —	$ 94,903	Indefinite

($ in thousands)	As of June 30, 2023 Gross	Accumulated Amortization	Net	Weighted Average Useful Life
Intangible assets:				
Brand and trade names	$ 2,161	$ (1,414)	$ 747	2.0
Developed technology	20,188	(11,066)	9,122	4.1
Customer relationships	24,714	(6,771)	17,943	10.1
Total intangible assets	$ 47,063	$ (19,251)	$ 27,812	7.9
Goodwill	$ 92,005	$ —	$ 92,005	Indefinite

Schedule of Estimated Annual Amortization Expense

Estimated annual amortization expense for intangible assets is as follows:

($ in thousands)	Amount
2025	$ 4,969
2026	4,771
2027	4,421
2028	2,571
2029	1,208
Thereafter	6,686
	$ 24,626

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ACQUISITIONS (Tables)

12 Months Ended Jun. 30, 2024

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

Schedule of Business Acquisition

The following table summarizes the adjusted fair value assigned to the assets acquired and liabilities assumed as of June 30, 2024.

($ in thousands)	Amount
Cash and cash equivalents	$ 84
Property and equipment	1,136
Intangible assets	1,750
Other assets	486
Total identifiable assets acquired	3,456
Accounts payable	(691)
Other liabilities	(52)
Total liabilities assumed	(743)
Total identifiable net assets	2,713
Goodwill	2,000
Fair value of total considerations transferred	$ 4,713

The estimated fair value of the purchase price consideration consisted of the following:

($ in thousands)	Amount
Closing cash consideration	$ 36,605
Stock Consideration	4,506
Fair value of total consideration transferred	$ 41,111

The following table summarizes the final fair value assigned to the assets acquired and liabilities assumed as of June 30, 2024.

($ in thousands)	Amount
Cash and cash equivalents	$ 391
Accounts receivable	1,780
Inventories	2,011
Intangible assets	15,538
Other assets	629
Total identifiable assets acquired	20,349
Accounts payable	(2,410)
Tax liabilities	(3,033)
Total liabilities assumed	(5,443)
Total identifiable net assets	14,906
Goodwill	26,205
Fair value of total consideration transferred	$ 41,111

The following table summarizes the total consideration paid for Yoke, total net assets acquired, identifiable assets and goodwill recognized at the acquisition date:

($ in thousands)	Amount
Consideration	
Cash	$ 2,966
Contingent consideration arrangement	1,000
Fair value of total consideration transferred	3,966
Recognized amounts of identifiable assets	
Total net assets acquired	21
Identifiable intangible assets	1,235
Total identifiable net assets	1,256
Goodwill	$ 2,710

Schedule of Pro Forma Operations Results

Furthermore, cost savings and other business synergies related to the acquisition are not reflected in the pro forma amounts.

($ In thousands)	Year ended June 30, 2023	2022
Revenues	$ 251,979	$ 222,185
Net loss	(75)	(7,117)

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REVENUE (Tables)

12 Months Ended Jun. 30, 2024

Revenue from Contract with Customer [Abstract]

Disaggregation of Revenue

Based on similar operational characteristics, the Company's revenue is disaggregated as follows:

($ in thousands)	Year-ended June 30, 2024	2023	2022
Transaction fees	$ 156,166	$ 132,594	$ 110,695
Subscription fees	75,331	67,629	58,155
Subscription and transaction fees	231,497	200,223	168,850
Equipment sales	37,099	43,418	36,352
Total revenues	$ 268,596	$ 243,641	$ 205,202

Contract Liability

The Company's contract liability (i.e., deferred revenue) balances are as follows:

($ in thousands)	Year ended June 30, 2024	2023
Deferred revenue, beginning of the period	$ 1,666	$ 1,893
Deferred revenue, end of the period	1,726	1,666
Revenue recognized in the period from amounts included in deferred revenue at the beginning of the period	617	576

Future Performance Obligations

The following table reflects the estimated fees to be recognized in the future related to performance obligations that are unsatisfied as of June 30, 2024:

($ in thousands)	Year ended June 30,
2025	5,938
2026	3,420
2027	575
Total	$ 9,933

Operating Lease, Lease Income

The Company's revenues earned under ASC Topic 842 are as follows:

($ in thousands)	Year-ended June 30, 2024	2023	2022
Operating leases	$ 8,246	$ 7,567	$ 7,107
Sales-type finance leases	2,882	6,464	8,010
Total lease revenues	$ 11,128	$ 14,031	$ 15,117

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STOCK-BASED COMPENSATION (Tables)

12 Months Ended Jun. 30, 2024

Share-Based Payment Arrangement [Abstract]

Schedule of Stock Based Compensation Plans

The Company has three active stock-based compensation plans at June 30, 2024 as shown in the table below:

Date Approved	Name of Plan	Type of Plan	Authorized Shares
June 2014	2014 Stock Option Incentive Plan	Stock options	750,000
June 2015	2015 Equity Incentive Plan	Stock & stock options	1,250,000
April 2018	2018 Equity Incentive Plan	Stock & stock options	10,000,000
			12,000,000

Schedule of Common Stock for Future Issuance

As of June 30, 2024, the Company had reserved shares of Common Stock for future issuance for the following:

Common Stock	Reserved Shares
Conversions of Preferred Stock and cumulative Preferred Stock dividends	95,558
Issuance of shares to former executive upon the occurrence of a Cantaloupe transaction [1]	140,000
Total shares reserved for future issuance	235,558

[1] Represents 140,000 shares issuable to our former executive upon the occurrence of a "USA Transaction" as such term is defined in the stock agreement.

As of June 30, 2024, the Company had the following shares available for issuance under the respective incentive plans:

Incentive Plan	Available Options
Issuance under 2014 Stock Option Incentive Plan	15,687
Issuance under 2015 Equity Incentive Plan	369,157
Issuance under 2018 Equity Incentive Plan	4,170,267
Total options available for future issuance	4,555,111

Schedule of Stock Option Granted Weighted Average Assumptions

The fair value of options granted during the years ended June 30, 2024, 2023, and 2022 was determined using the following assumptions:

	For the year ended June 30,		
	2024	2023	2022
Expected volatility	52.6 - 69.7%	74.6 - 77.6%	73.2 - 74.6%
Expected life (years)	4.2 - 4.5	4.4 - 4.6	4.5 - 4.6
Expected dividends	0.0%	0.0%	0.0%
Risk-free interest rate	4.0 - 4.4%	2.7 - 4.1%	1.0 - 2.9%

Schedule of Information Related to Outstanding Options

The following tables provide information about outstanding options for the years ended June 30, 2024, 2023, and 2022:

	For the year ended June 30, 2024			
	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding options, beginning of year	3,873,632	$ 6.35	5.1	$ 7,595
Granted	175,000	$ 6.92		
Exercised	(18,334)	$ 6.06		$ —
Forfeited	(29,799)	$ 6.90		
Expired	(28,665)	$ 4.40		
Outstanding options, end of year	3,971,834	$ 6.63	4.3	$ 3,582
Exercisable options, end of year	2,602,259	$ 7.28	3.8	$ 1,085

	For the year ended June 30, 2023			
	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding options, beginning of year	3,529,833	$ 7.41	4.5	$ 194
Granted	1,720,000	$ 4.61		
Exercised	—	$ —		$ —
Forfeited	(1,376,201)	$ 6.86		
Expired	—	$ —		
Outstanding options, end of year	3,873,632	$ 6.35	5.1	$ 7,595
Exercisable options, end of year	1,341,466	$ 7.26	3.9	$ 1,536

	For the year ended June 30, 2022			
	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding options, beginning of year	2,952,092	$ 6.97	5.6	$ 14,419
Granted	904,500	$ 8.86		
Exercised	(121,248)	$ 6.30		$ (53)
Forfeited	(205,511)	$ 8.09		
Expired	—	$ —		
Outstanding options, end of year	3,529,833	$ 7.41	4.5	$ 194
Exercisable options, end of year	1,538,302	$ 6.79	4.5	$ 183

Schedule of Nonvested Share Activity

A summary of the status of the Company's nonvested common shares and RSUs as of June 30, 2024, 2023, and 2022, and changes during the years then ended is presented below:

	Shares	Weighted-Average Grant-Date Fair Value
Nonvested at June 30, 2021	137,846	$ 9.57
Granted	507,729	$ 7.33
Vested	(101,515)	$ 10.34
Forfeited	(95,152)	$ 8.89
Nonvested at June 30, 2022	448,908	$ 7.00
Granted	346,346	$ 5.41
Vested	(274,011)	$ 5.96
Forfeited	(97,342)	$ 8.27
Nonvested at June 30, 2023	423,901	$ 6.08
Granted	439,363	$ 6.72
Vested	(311,093)	$ 6.38
Forfeited	(4,207)	$ 7.58
Nonvested at June 30, 2024	547,964	$ 6.41

Schedule of Stock-based Compensation Expense

A summary of the Company's stock-based compensation expense recognized during the years ended June 30, 2024, 2023, and 2022 is as follows:

($ in thousands)	For the year ended June 30,		
Award type	2024	2023	2022
Stock options	$ 2,992	$ 2,967	$ 4,424
Stock grants	2,117	1,770	1,824
Total stock-based compensation expense	$ 5,109	$ 4,737	$ 6,248

A summary of the Company's unrecognized stock-based compensation expense as of June 30, 2024 is as follows:

	As of June 30, 2024	
Award type	Unrecognized Expense (in thousands)	Weighted Average Recognition Period (in years)
Stock options	$ 1,566	1.3
Stock grants	$ 2,225	1.5

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INCOME TAXES (Tables)

12 Months Ended Jun. 30, 2024

Income Tax Disclosure [Abstract]

Schedule of Benefit (Provision) for Income Taxes

The provision for income taxes for the years ended June 30, 2024, 2023 and 2022 is comprised of the following:

($ in thousands)	Year ended June 30, 2024	2023	2022
Current:			
Federal	$ (65)	$ —	$ —
State	(729)	(92)	(179)
Foreign	—	—	—
Total current	(794)	(92)	(179)
Deferred:			
Federal	(248)	(62)	(18)
State	57	(27)	11
Foreign	—	—	—
Total deferred	(191)	(89)	(7)
Total income tax provision	$ (985)	$ (181)	$ (186)

Schedule of Income Tax Benefit in the Provision for Income Taxes

A reconciliation of the provision for income taxes for the years ended June 30, 2024, 2023 and 2022 to the indicated provision based on income (loss) before the provision for income taxes at the federal statutory rate of 21.0% for the fiscal years ended June 30, 2024, June 30, 2023, and June 30, 2022 is as follows:

($ in thousands)	Year ended June 30, 2024	2023	2022
Tax at U.S Federal statutory rate	$ (2,725)	$ (171)	$ 319
Effects of permanent differences			
Stock compensation	$ 24	$ (688)	$ (184)
Other permanent differences	$ (81)	$ (497)	$ (106)
State income taxes, net of federal benefit	$ (613)	$ (296)	$ (275)
Changes related to prior years	$ —	$ 51	$ —
Changes related to state tax rates	$ —	$ (2,455)	$ —
Changes in valuation allowances	$ 2,281	$ 3,942	$ 184
Statutory Rates Different from U.S.	$ 183	$ —	$ —
Other	$ (54)	$ (67)	$ (124)
Total	$ (985)	$ (181)	$ (186)

Schedule of Deferred Tax Assets and Liabilities

The net deferred tax assets arose primarily from net operating loss carryforwards, as well as the use of different accounting methods for financial statement and income tax reporting purposes as follows:

($ in thousands)	As of June 30, 2024	2023
Deferred tax assets:		
Net operating loss carryforwards	$ 37,621	$ 42,614
Receivable credit losses	1,367	1,180
Inventory reserves	541	580
Sales returns and allowances	2,463	1,916
Sales tax reserves	1,876	2,824
Deferred research and development	5,750	2,856
Stock-based compensation	4,327	3,798
Lease liabilities	2,410	884
Other	346	190
	56,701	56,842
Deferred tax liabilities:		
Intangibles	(3,502)	(3,689)
Property and equipment	(1,179)	(1,466)
Right-of-use assets	(1,954)	(586)
	(6,635)	(5,741)
Deferred tax assets, net	50,066	51,101
Valuation allowance	(50,532)	(51,376)
Deferred income taxes	$ (466)	$ (275)

Summary of Activity Related to Unrecognized Income Tax Benefits

The following table summarizes the activity related to unrecognized income tax benefits:

($ in thousands)	Year ended June 30, 2024	2023	2022
Balance at the beginning of the year	$ 689	$ 572	$ 444
Gross increases and decreases related to current period tax positions	—	—	—
Gross increases and decreases related to prior period tax positions	110	117	128
Balance at the end of the year	$ 799	$ 689	$ 572

Schedule of Pre-Tax Income (Loss)

The components of pre-tax income (loss) are as follows:

($ in thousands)	Year ended June 30, 2024	2023	2022
U.S. income (loss)	$ 16,217	$ 996	$ (1,517)
Other income (loss)	(3,239)	(182)	—
Total income (loss)	$ 12,978	$ 814	$ (1,517)

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EARNINGS (LOSS) PER SHARE CALCULATION (Tables)

12 Months Ended

Jun. 30, 2024

Earnings Per Share [Abstract]

Schedule of Basic and Diluted Loss Per Share

The calculation of basic and diluted earnings (loss) per share is presented below:

($ in thousands, except share and per share data)	Year ended June 30, 2024	2023	2022
Numerator for basic and diluted earnings (loss) per share			
Net income (loss)	$ 11,993	$ 633	$ (1,703)
Preferred dividends	(578)	(623)	(668)
Net income (loss) available to common shareholders	$ 11,415	$ 10	$ (2,371)
Denominator for basic earnings (loss) per share - Weighted average shares outstanding	72,819,220	71,978,901	71,091,790
Effect of dilutive potential common shares	1,352,878	535,733	—
Denominator for diluted earnings (loss) per share - Adjusted weighted average shares outstanding	74,172,098	72,514,634	71,091,790
Basic earnings (loss) per share	$ 0.16	$ —	$ (0.03)
Diluted earnings (loss) per share	$ 0.15	$ —	$ (0.03)

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SHAREHOLDER'S EQUITY AND PREFERRED STOCK (Tables)

12 Months Ended

Jun. 30, 2024

Equity [Abstract]

Schedule of Preferred Stock

The Series A Convertible Preferred Stock liquidation preference as of June 30, 2024 and 2023 is as follows:

($ in thousands)	Year ended June 30, 2024	2023
For shares outstanding at $10.00 per share	$ 3,858	$ 3,858
Cumulative undeclared and unpaid dividends	18,864	18,286
	$ 22,722	$ 22,144

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Narrative (Details)

12 Months Ended

	Jun. 30, 2024 USD ($) segment	Jun. 30, 2023 USD ($)	Jun. 30, 2022 USD ($)
Property, Plant and Equipment [Line Items]			
Number of reportable segments | segment	1		
Notes receivable or quick start leases term of contract	60 months		
Inventory reserve	$ 2,200,000	$ 2,300,000	
Goodwill, impairment loss	0	0	$ 0
Indefinite-lived intangible assets (excluding goodwill)	0	0	
Impairment of intangible and long-lived assets	0	0	
Revenue from contract with customer, excluding assessed tax	$ 268,596,000	243,641,000	205,202,000
Term of non-cancelable lease with agreement	5 years		
Lessor, operating lease term	36 months		
Contract with customer, asset, after allowance for credit loss	$ 2,600,000	600,000	0.0

Lessor, sales-type lease term	60 months		
Advertising costs	$ 1,900,000	800,000	700,000
Research and development expense	$ 3,000,000.0	$ 3,500,000	3,500,000
Estimated useful life	7 years 2 months 12 days	7 years 10 months 24 days	
Customer One | Revenue Benchmark | Revenue from Rights Concentration Risk			
Property, Plant and Equipment [Line Items]			
Revenue from contract with customer, excluding assessed tax	$ 24,600,000	$ 28,700,000	$ 29,700,000
Concentration risk	9.00%	12.00%	14.00%
Minimum			
Property, Plant and Equipment [Line Items]			
Amortization period	3 years		
Payment terms	30 days		
Lease term	1 year		
Minimum | Internal-use software			
Property, Plant and Equipment [Line Items]			
Estimated useful life	3 years		
Minimum | Cloud computing arrangements			
Property, Plant and Equipment [Line Items]			
Estimated useful life	3 years		
Maximum			
Property, Plant and Equipment [Line Items]			
Amortization period	18 years		
Payment terms	60 days		
Lease term	8 years		
Maximum | Internal-use software			
Property, Plant and Equipment [Line Items]			
Estimated useful life	7 years		
Maximum | Cloud computing arrangements			
Property, Plant and Equipment [Line Items]			
Estimated useful life	5 years		

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ACCOUNTS RECEIVABLE - Narrative (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Receivables [Abstract]		
Accounts receivable	$ 43,848	$ 30,162

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ACCOUNTS RECEIVABLE - Schedule of Rollforward of Allowance for Doubtful Accounts (Details) - USD ($) $ in Thousands	12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Accounts Receivable, Allowance for Credit Loss [Roll Forward]		
Balance, beginning of period	$ 10,815	$ 9,328
Provision for expected losses	4,024	4,190
Write-offs	(1,397)	(2,703)
Balance, end of period	$ 13,442	$ 10,815

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FINANCE RECEIVABLES - Narrative (Details)	12 Months Ended
	Jun. 30, 2024
Receivables [Abstract]	
Finance receivables sales-type lease term	60 months

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FINANCE RECEIVABLES - Information Regarding Finance Receivables (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Receivables [Abstract]			
Current finance receivables, net	$ 6,391	$ 6,668	
Finance receivables due after one year, net	10,036	13,307	
Total finance receivables	16,427	19,975	
Finance receivables, allowance	$ 1,934	$ 2,098	$ 760

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FINANCE RECEIVABLES - Credit Risk Profile Based on Payment Activity (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Financing Receivable, Credit Quality Indicator [Line Items]		
Up to 1 Year Ago	$ 2,263	$ 6,929
Between 1 and 2 Years Ago	5,715	6,802
Between 2 and 3 Years Ago	5,479	3,628
Between 3 and 4 Years Ago	2,335	1,665
Between 4 and 5 Years Ago	892	1,174
More than 5 Years Ago	1,677	1,875
Total finance receivables	18,361	22,073
Current		
Financing Receivable, Credit Quality Indicator [Line Items]		
Up to 1 Year Ago	2,199	6,595
Between 1 and 2 Years Ago	5,135	6,505
Between 2 and 3 Years Ago	4,668	3,304
Between 3 and 4 Years Ago	1,961	1,306
Between 4 and 5 Years Ago	456	846
More than 5 Years Ago	324	829
Total finance receivables	14,743	19,385
30 days and under		
Financing Receivable, Credit Quality Indicator [Line Items]		
Up to 1 Year Ago	13	66
Between 1 and 2 Years Ago	67	73
Between 2 and 3 Years Ago	80	69
Between 3 and 4 Years Ago	85	52

Between 4 and 5 Years Ago	56	22
More than 5 Years Ago	42	68
Total finance receivables	343	350
31 - 60 days		
Financing Receivable, Credit Quality Indicator [Line Items]		
Up to 1 Year Ago	8	53
Between 1 and 2 Years Ago	64	40
Between 2 and 3 Years Ago	58	32
Between 3 and 4 Years Ago	49	42
Between 4 and 5 Years Ago	47	19
More than 5 Years Ago	38	71
Total finance receivables	264	257
61 - 90 days		
Financing Receivable, Credit Quality Indicator [Line Items]		
Up to 1 Year Ago	8	60
Between 1 and 2 Years Ago	62	52
Between 2 and 3 Years Ago	48	26
Between 3 and 4 Years Ago	32	32
Between 4 and 5 Years Ago	36	16
More than 5 Years Ago	38	71
Total finance receivables	224	257
Greater than 90 days		
Financing Receivable, Credit Quality Indicator [Line Items]		
Up to 1 Year Ago	35	155
Between 1 and 2 Years Ago	387	132
Between 2 and 3 Years Ago	625	197
Between 3 and 4 Years Ago	208	233
Between 4 and 5 Years Ago	297	271
More than 5 Years Ago	1,235	836
Total finance receivables	$ 2,787	$ 1,824

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FINANCE RECEIVABLES - Schedule of Credit Loss (Details) - USD ($) $ in Thousands	12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Financing Receivable, Allowance for Credit Loss [Roll Forward]		
Balance, beginning of period	$ 2,098	$ 760
Provision for expected losses	(164)	1,626
Write-offs	0	(288)
Balance, end of period	$ 1,934	$ 2,098

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FINANCE RECEIVABLES - Summary of Finance Receivables Fiscal Years (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Receivables [Abstract]			
2025	$ 7,274		
2026	5,795		
2027	3,908		
2028	1,871		
2029	596		
Thereafter	30		
Total amounts to be collected	19,474		
Less: interest	(1,113)		
Less: allowance for expected credit losses	(1,934)	$ (2,098)	$ (760)
Total finance receivables	$ 16,427	$ 19,975	

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FINANCE RECEIVABLES - Sales-type Lease, Lease Income (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Accounts, Notes, Loans and Financing Receivable [Line Items]			
Equipment sales	$ 2,882	$ 6,464	$ 8,010
Equipment sales			
Accounts, Notes, Loans and Financing Receivable [Line Items]			
Equipment sales	2,882		
Cost of equipment sales	2,861		
Interest income	$ 1,910		

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PROPERTY AND EQUIPMENT, NET - Summary of Property and Equipment at Cost (Details) - USD ($) $ in Thousands	12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Property, Plant and Equipment [Line Items]		
Useful life, rental program	5 years	5 years
Property and equipment, cost, rental program, Cost	$ 32,513	$ 28,398
Property, plant and equipment, gross, Cost	77,063	63,130
Property and equipment used for rental program, Accumulated Depreciation	(24,742)	(23,221)
Property, plant, and equipment, Accumulated Depreciation	(43,034)	(37,849)
Net	7,771	5,177
Property, plant, and equipment, Net	34,029	25,281
Computer equipment and software		
Property, Plant and Equipment [Line Items]		
Property, plant, and equipment, excluding lessor asset under operating lease, before accumulated depreciation, Cost	7,588	8,089
Property, plant, and equipment, excluding lessor asset under operating lease, Accumulated Depreciation	(6,994)	(7,443)
Property, plant, and equipment, excluding lessor asset under operating lease, Net	594	646
Internal-use software		
Property, Plant and Equipment [Line Items]		
Property, plant, and equipment, excluding lessor asset under operating lease, before accumulated depreciation, Cost	34,666	24,294

Property, plant, and equipment, excluding lessor asset under operating lease, Accumulated Depreciation	(9,472)	(5,107)
Property, plant, and equipment, excluding lessor asset under operating lease, Net	25,194	19,187
Furniture and equipment		
Property, Plant and Equipment [Line Items]		
Property, plant, and equipment, excluding lessor asset under operating lease, before accumulated depreciation, Cost	1,862	1,559
Property, plant, and equipment, excluding lessor asset under operating lease, Accumulated Depreciation	(1,466)	(1,474)
Property, plant, and equipment, excluding lessor asset under operating lease, Net	396	85
Leasehold improvements		
Property, Plant and Equipment [Line Items]		
Property, plant, and equipment, excluding lessor asset under operating lease, before accumulated depreciation, Cost	434	790
Property, plant, and equipment, excluding lessor asset under operating lease, Accumulated Depreciation	(360)	(604)
Property, plant, and equipment, excluding lessor asset under operating lease, Net	$ 74	$ 186
Property, Plant, and Equipment, Useful Life, Term, Description [Extensible Enumeration]	Useful Life, Shorter of Lease Term or Asset Utility [Member]	Useful Life, Shorter of Lease Term or Asset Utility [Member]
Minimum | Computer equipment and software		
Property, Plant and Equipment [Line Items]		
Useful life	3 years	3 years
Minimum | Internal-use software		
Property, Plant and Equipment [Line Items]		
Useful life	3 years	3 years
Minimum | Furniture and equipment		
Property, Plant and Equipment [Line Items]		
Useful life	3 years	3 years
Maximum | Computer equipment and software		
Property, Plant and Equipment [Line Items]		
Useful life	7 years	7 years
Maximum | Internal-use software		
Property, Plant and Equipment [Line Items]		
Useful life	5 years	5 years
Maximum | Furniture and equipment		
Property, Plant and Equipment [Line Items]		
Useful life	7 years	7 years

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PROPERTY AND EQUIPMENT, NET - Narrative (Details) - USD ($) $ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Internal-use software			
Property, Plant and Equipment [Line Items]			
Property, plant, and equipment, excluding lessor asset under operating lease, before accumulated depreciation, projects not yet placed in service	$ 9.2	$ 6.9	
Cost of sales			
Property, Plant and Equipment [Line Items]			
Depreciation expense	1.6	1.2	$ 1.0
Operating expenses			
Property, Plant and Equipment [Line Items]			
Depreciation expense	$ 5.0	$ 2.6	$ 1.1

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LEASES - Assets and Liabilities (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Assets		
Operating leases	$ 7,986	$ 2,575
Liabilities		
Operating lease liabilities - current	1,320	1,266
Operating lease liabilities	8,457	2,504
Total lease liabilities	$ 9,777	$ 3,770
Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration]	Accrued Liabilities, Current	Accrued Liabilities, Current

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LEASES - Components of Lease Costs (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Leases [Abstract]			
Operating lease costs	$ 2,520	$ 2,490	$ 1,923
Variable lease, cost	$ 400	$ 400	$ 400

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LEASES - Supplemental Cash Flow Information (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Leases [Abstract]			
Cash paid for amounts included in the measurement of operating lease liabilities	$ 2,278	$ 2,522	$ 1,737
Operating lease	$ 6,657	$ 1,607	$ 471

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LEASES - Weighted-Average Remaining Lease Term and Weighted-Average Discount Rate (Details)	Jun. 30, 2024	Jun. 30, 2023
Leases [Abstract]		
Weighted-average remaining lease term, Operating leases	7 years 3 months 18 days	3 years 2 months 12 days
Weighted-average discount rate, Operating leases	8.20%	7.50%

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LEASES - Maturities of Lease Liabilities (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Operating Leases		
2025	$ 1,637	
2026	2,266	
2027	1,839	
2028	1,352	

2029	1,388	
Thereafter	5,469	
Total lease payments	13,951	
Less: Imputed interest	(4,174)	
Present value of lease liabilities	$ 9,777	$ 3,770

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LEASES - Narrative (Details) - USD ($) $ in Millions	12 Months Ended						
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022	Feb. 01, 2024	May 31, 2023	Feb. 28, 2023	Dec. 31, 2022
Leases [Abstract]							
Lease term				11 months	133 months		48 months
Operating lease extension period						73 months	
Rental income, nonoperating	$ 0.8	$ 0.8	$ 0.6				

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LEASES - Property and Equipment Costs (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Leases [Abstract]		
Cost	$ 32,513	$ 28,398
Accumulated depreciation	(24,742)	(23,221)
Net	$ 7,771	$ 5,177

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DEBT AND OTHER FINANCING ARRANGEMENTS - Debt and Other Financing Agreements (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Debt Instrument [Line Items]		
Long term debt	$ 37,659	
Less: unamortized issuance costs and debt discount	(109)	$ (183)
Total outstanding debt	37,550	38,430
Less: debt and other financing arrangements, current	(1,266)	(882)
Debt and other financing arrangements, non-current	36,284	37,548
Line of Credit | JPMorgan Credit Facility		
Debt Instrument [Line Items]		
Long term debt	37,625	38,563
Other obligations		
Debt Instrument [Line Items]		
Long term debt	$ 34	$ 50

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DEBT AND OTHER FINANCING ARRANGEMENTS - Narrative (Details) $ in Thousands	Dec. 01, 2022 USD ($)	Mar. 17, 2022 USD ($) covenant	12 Months Ended Jun. 30, 2024 USD ($)	Jun. 30, 2023 USD ($)	Jun. 30, 2022 USD ($)
Debt Instrument [Line Items]					
Proceeds from long-term debt			$ 0	$ 25,000	$ 738
2021 JPMorgan Secured Term Facility | Line of Credit					
Debt Instrument [Line Items]					
Interest rate, during period			9.00%	9.00%	
JPMorgan Credit Facility | Line of Credit					
Debt Instrument [Line Items]					
Total leverage ratio maximum		3.00			
Commitment fee		0.50%			
Number of financial covenants | covenant		2			
JPMorgan Credit Facility | Line of Credit | Period One					
Debt Instrument [Line Items]					
Interest rate, increase		0.25%			
Adjusted quick ratio, maximum		3.00			
JPMorgan Credit Facility | Line of Credit | Period One | Minimum | Base Rate					
Debt Instrument [Line Items]					
Variable rate		2.50%			
JPMorgan Credit Facility | Line of Credit | Period One | Minimum | SOFR					
Debt Instrument [Line Items]					
Variable rate		3.50%			
JPMorgan Credit Facility | Line of Credit | Period One | Maximum | Base Rate					
Debt Instrument [Line Items]					
Variable rate		3.00%			
JPMorgan Credit Facility | Line of Credit | Period One | Maximum | SOFR					
Debt Instrument [Line Items]					
Variable rate		4.00%			
JPMorgan Credit Facility | Line of Credit | Period Two					
Debt Instrument [Line Items]					
Interest rate, increase		2.00%			
Adjusted quick ratio, maximum		4.00			
JPMorgan Credit Facility | Line of Credit | Period Two | Minimum | Base Rate					
Debt Instrument [Line Items]					
Variable rate		2.75%			
JPMorgan Credit Facility | Line of Credit | Period Two | Maximum | SOFR					
Debt Instrument [Line Items]					
Variable rate		3.75%			
Revolving Credit Facility | 2022 JPMorgan Revolving Credit Facility | Line of Credit					
Debt Instrument [Line Items]					
Maximum borrowing capacity		$ 15,000			
Proceeds from revolving credit facility	$ 15,000				
Term Facility | 2022 JPMorgan Revolving Credit Facility | Line of Credit					
Debt Instrument [Line Items]					
Proceeds from revolving credit facility	10,000				
Term Facility | 2021 JPMorgan Secured Term Facility | Line of Credit					
Debt Instrument [Line Items]					
Maximum borrowing capacity		$ 25,000			
Proceeds from long-term debt	$ 25,000				

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DEBT AND OTHER FINANCING ARRANGEMENTS - Maturities (Details) -	Jun. 30, 2024	Jun. 30, 2023

USD ($) $ in Thousands		
Debt Disclosure [Abstract]		
2025	$ 1,333	
2026	36,326	
Principal amounts payable	37,659	
Unamortized issuance costs	(109)	$ (183)
Total outstanding debt	$ 37,550	$ 38,430

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ACCRUED EXPENSES - Information Regarding Accrued Expenses (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Business Acquisition [Line Items]		
Accrued sales tax	$ 9,947	$ 13,597
Accrued compensation and related sales commissions	4,061	4,069
Operating lease liabilities - current	1,320	1,266
Accrued professional fees	4,336	4,196
Accrued other taxes and filing fees	2,123	1,944
Accrued other	851	762
Total accrued expenses	24,008	26,276
Three Square Market, Inc.		
Business Acquisition [Line Items]		
Consideration withheld in escrow	442	442
Cheq Lifestyle Technology, Inc.		
Business Acquisition [Line Items]		
Consideration withheld in escrow	$ 928	$ 0

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GOODWILL AND INTANGIBLE ASSETS - Summary of Amortizable Intangible Asset (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Finite-Lived Intangible Assets [Line Items]		
Amortizable intangible assets, Gross	$ 49,447	$ 47,063
Amortizable intangible assets, Accumulated Amortization	(24,821)	(19,251)
Amortizable intangible assets, Net	24,626	27,812
Goodwill, Gross	94,903	92,005
Goodwill, Net	$ 94,903	$ 92,005
Weighted Average Useful Life (Years)	7 years 2 months 12 days	7 years 10 months 24 days
Brand and trade names		
Finite-Lived Intangible Assets [Line Items]		
Amortizable intangible assets, Gross	$ 2,361	$ 2,161
Amortizable intangible assets, Accumulated Amortization	(1,852)	(1,414)
Amortizable intangible assets, Net	$ 509	$ 747
Weighted Average Useful Life (Years)	1 year 7 months 6 days	2 years
Developed technology		
Finite-Lived Intangible Assets [Line Items]		
Amortizable intangible assets, Gross	$ 20,062	$ 20,188
Amortizable intangible assets, Accumulated Amortization	(13,304)	(11,066)
Amortizable intangible assets, Net	$ 6,758	$ 9,122
Weighted Average Useful Life (Years)	3 years 7 months 6 days	4 years 1 month 6 days
Customer relationships		
Finite-Lived Intangible Assets [Line Items]		
Amortizable intangible assets, Gross	$ 27,024	$ 24,714
Amortizable intangible assets, Accumulated Amortization	(9,665)	(6,771)
Amortizable intangible assets, Net	$ 17,359	$ 17,943
Weighted Average Useful Life (Years)	8 years 9 months 18 days	10 years 1 month 6 days

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GOODWILL AND INTANGIBLE ASSETS - Narrative (Details) - USD ($) $ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Goodwill and Intangible Assets Disclosure [Abstract]			
Additional amortization associated with the increase in fair value of recognized intangible assets	$ 5.6	$ 5.0	$ 3.3

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GOODWILL AND INTANGIBLE ASSETS - Summary of Estimated Annual Amortization Expense for Amortizable Intangible Asset (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Jun. 30, 2023
Goodwill and Intangible Assets Disclosure [Abstract]		
2025	$ 4,969	
2026	4,771	
2027	4,421	
2028	2,571	
2029	1,208	
Thereafter	6,686	
Amortizable intangible assets, Net	$ 24,626	$ 27,812

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ACQUISITIONS - Narrative (Details) - USD ($) $ in Thousands	Feb. 01, 2024	Dec. 01, 2022	Jul. 27, 2022	1 Months Ended Aug. 31, 2021	2 Months Ended Mar. 31, 2024	12 Months Ended Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Business Acquisition [Line Items]								
Closing cash consideration						$ 3,701	$ 35,714	$ 2,966
Goodwill						94,903	92,005	
Proceeds from long-term debt						0	25,000	738
Term Facility | 2021 JPMorgan Secured Term Facility | Line of Credit								
Business Acquisition [Line Items]								
Proceeds from long-term debt		$ 25,000						
Cheq Lifestyle Technology, Inc.								

Business Acquisition [Line Items]									
Business combination, consideration transferred	$ 4,700								
Other payments to acquire businesses	1,100								
Closing cash consideration	900								
Goodwill	2,000								
Acquisition related costs						1,100			
Net increase in overall purchase price consideration					$ (100)				
Increase in intangible assets					(900)				
Business combination, provisional information, initial accounting incomplete, adjustment, other asset					100				
Business combination, provisional information, initial accounting incomplete, adjustment, account payable					(200)				
Decrease in goodwill					900				
Increase (decrease) amortization of intangible assets					$ (200)				
Cheq Lifestyle Technology, Inc. | Developed technology									
Business Acquisition [Line Items]									
Intangible assets acquired	1,400								
Cheq Lifestyle Technology, Inc. | Customer relationships									
Business Acquisition [Line Items]									
Intangible assets acquired	200								
Cheq Lifestyle Technology, Inc. | Trade Names									
Business Acquisition [Line Items]									
Intangible assets acquired	$ 200								
Three Square Market, Inc.									
Business Acquisition [Line Items]									
Business combination, consideration transferred		41,111							
Closing cash consideration		36,605							
Goodwill		$ 26,205							
Acquisition related costs							$ 3,100	$ 3,100	
Increase in intangible assets						600			
Business combination, provisional information, initial accounting incomplete, adjustment, account payable						(100)			
Decrease in goodwill						900			
Number of shares issued in business acquisition		1,240,920							
Stock Consideration		$ 4,506							
Escrow deposit		500							
Decrease in working capital related accounts						(400)			
Increase in tax liabilities						$ 900			
Three Square Market, Inc. | Term Facility | 2021 JPMorgan Secured Term Facility | Line of Credit									
Business Acquisition [Line Items]									
Proceeds from long-term debt		$ 25,000							
Three Square Market, Inc. | Release, Period One									
Business Acquisition [Line Items]									
Percentage of shares released from escrow		50.00%							
Three Square Market, Inc. | Release, Period Two									
Business Acquisition [Line Items]									
Percentage of shares released from escrow		50.00%							
Three Square Market, Inc. | Developed technology									
Business Acquisition [Line Items]									
Weighted average useful life		5 years							
Three Square Market, Inc. | Customer relationships									
Business Acquisition [Line Items]									
Intangible assets acquired		$ 7,500							
Weighted average useful life		5 years							
Three Square Market, Inc. | Trade Names									
Business Acquisition [Line Items]									
Intangible assets acquired		$ 500							
Weighted average useful life		3 years							
Three Square Market, Inc. | Developed Technology Rights									
Business Acquisition [Line Items]									
Intangible assets acquired		$ 7,500							
Yoke									
Business Acquisition [Line Items]									
Business combination, consideration transferred				$ 3,966					
Closing cash consideration				2,966					
Goodwill				2,710					
Cash paid for acquisition			$ 1,000	3,000					
Contingent consideration arrangement				1,000					
Yoke | Customer relationships									
Business Acquisition [Line Items]									
Intangible assets acquired				300					
Yoke | Trade Names									
Business Acquisition [Line Items]									
Intangible assets acquired				100					
Yoke | Developed Technology Rights									
Business Acquisition [Line Items]									
Intangible assets acquired				$ 900					

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ACQUISITIONS - Summary of Purchase Price Consideration (Details) - USD ($) $ in Thousands	**1 Months Ended**		**12 Months Ended**		
	Dec. 01, 2022	**Aug. 31, 2021**	**Jun. 30, 2024**	**Jun. 30, 2023**	**Jun. 30, 2022**
Business Acquisition [Line Items]					
Closing cash consideration			$ 3,701	$ 35,714	$ 2,966
Three Square Market, Inc.					
Business Acquisition [Line Items]					
Closing cash consideration	$ 36,605				
Stock Consideration	4,506				
Fair value of total consideration transferred	$ 41,111				
Yoke					
Business Acquisition [Line Items]					
Closing cash consideration		$ 2,966			
Contingent consideration arrangement		1,000			
Fair value of total consideration transferred		$ 3,966			

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ACQUISITIONS - Summary of Assets Acquired and

Liabilities Assumed (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Feb. 01, 2024	Jun. 30, 2023	Dec. 01, 2022	Aug. 31, 2021
Business Acquisition [Line Items]					
Goodwill	$ 94,903		$ 92,005		
Three Square Market, Inc.					
Business Acquisition [Line Items]					
Cash and cash equivalents	391				
Accounts receivable	1,780				
Inventories	2,011				
Intangible assets	15,538				
Other assets	629				
Total identifiable assets acquired	20,349				
Accounts payable	(2,410)				
Tax liabilities	(3,033)				
Total liabilities assumed	(5,443)				
Total identifiable net assets	14,906				
Goodwill				$ 26,205	
Fair value of total consideration transferred	$ 41,111				
Cheq Lifestyle Technology, Inc.					
Business Acquisition [Line Items]					
Cash and cash equivalents		$ 84			
Property and equipment		1,136			
Intangible assets		1,750			
Other assets		486			
Total identifiable assets acquired		3,456			
Accounts payable		(691)			
Other liabilities		(52)			
Total liabilities assumed		(743)			
Total identifiable net assets		2,713			
Goodwill		2,000			
Fair value of total consideration transferred		$ 4,713			
Yoke					
Business Acquisition [Line Items]					
Intangible assets					$ 1,235
Total net assets acquired					21
Total identifiable net assets					1,256
Goodwill					$ 2,710

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ACQUISITIONS - Schedule of Pro Forma Operations Results (Details) - Three Square Market, Inc. - USD ($) $ in Thousands	12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Business Acquisition [Line Items]		
Revenues	$ 251,979	$ 222,185
Net loss	$ (75)	$ (7,117)

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REVENUE - Schedule of Revenue (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Disaggregation of Revenue [Line Items]			
Revenues:	$ 268,596	$ 243,641	$ 205,202
Non-US			
Disaggregation of Revenue [Line Items]			
Revenues:	2,400	500	0
Transaction fees			
Disaggregation of Revenue [Line Items]			
Revenues:	156,166	132,594	110,695
Subscription fees			
Disaggregation of Revenue [Line Items]			
Revenues:	75,331	67,629	58,155
Subscription and transaction fees			
Disaggregation of Revenue [Line Items]			
Revenues:	231,497	200,223	168,850
Equipment sales			
Disaggregation of Revenue [Line Items]			
Revenues:	$ 37,099	$ 43,418	$ 36,352

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REVENUE - Operating Lease, Lease Income (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Revenue from Contract with Customer [Abstract]			
Operating leases	$ 8,246	$ 7,567	$ 7,107
Equipment sales	2,882	6,464	8,010
Total lease revenues	$ 11,128	$ 14,031	$ 15,117
Operating Lease, Lease Income, Statement of Income or Comprehensive Income [Extensible Enumeration]	Revenues:	Revenues:	Revenues:

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REVENUE - Narrative (Details) - USD ($) $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]			
Revenue from contract with customer, excluding assessed tax	$ 268,596	$ 243,641	$ 205,202
Contract with customer, asset, after allowance for credit loss	$ 2,600	600	0
Lessor, operating lease term	36 months		
Amortization of capitalized contract costs	$ 1,000	800	
Prepaid Expenses and Other Current Assets			
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]			
Capitalized costs to obtain contracts	900	600	
Noncurrent Assets			
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]			
Capitalized costs to obtain contracts	2,400	2,800	
Non-US			
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]			
Revenue from contract with customer, excluding assessed tax	$ 2,400	$ 500	$ 0

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REVENUE - Contract Liability (Details) - USD ($) $ in Thousands	12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Revenue from Contract with Customer [Abstract]		
Deferred revenue, beginning of the period	$ 1,666	$ 1,893
Deferred revenue, end of the period	1,726	1,666
Revenue recognized in the period from amounts included in deferred revenue at the beginning of the period	$ 617	$ 576

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REVENUE - Performance Obligations (Details) $ in Thousands	Jun. 30, 2024 USD ($)
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]	
Performance obligation	$ 9,933
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]: 2025-07-01	
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]	
Performance obligation	$ 5,938
Performance obligation, period	1 year
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]: 2026-07-01	
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]	
Performance obligation	$ 3,420
Performance obligation, period	1 year
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]: 2027-07-01	
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]	
Performance obligation	$ 575
Performance obligation, period	1 year

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STOCK-BASED COMPENSATION - Narrative (Details) $ / shares in Units, $ in Thousands	1 Months Ended	12 Months Ended		
	Jan. 31, 2021 $ / shares	Jun. 30, 2024 USD ($) plan $ / shares	Jun. 30, 2023 USD ($) $ / shares	Jun. 30, 2022 USD ($) $ / shares
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Number of active stock based compensation plans | plan		3		
Weighted average grant date fair value (in USD per share)		$ 4.02	$ 2.89	$ 5.12
Fair value of stock options vested | $		$ 4,500	$ 3,800	$ 3,000
Expense (benefit) recognized for stock based compensation | $		5,109	4,737	6,248
Stock-based compensation expense, tax benefits recognized | $		$ 500	1,400	$ 600
Stock options				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Share-based compensation vesting period		3 years		
Share-based compensation termination period		7 years		
Performance Based Awards				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Consecutive trading days	30 days			
Performance goals, percentage achieved	80.00%			
Performance goals, decrease in performance options percent	2.00%			
Expense (benefit) recognized for stock based compensation | $		$ 100	$ 800	
Performance Based Awards | Performance Period, One				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Price per share, threshold (in USD per share)	$ 10.50			
Performance Based Awards | Performance Period, Two				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Price per share, threshold (in USD per share)	13.50			
Performance Based Awards | Performance Period, Four				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Price per share, threshold (in USD per share)	19.50			
Performance Based Awards | Performance Period, Three				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Price per share, threshold (in USD per share)	$ 16.50			
Long-term Stock Incentive Plan				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Share-based compensation vesting period		3 years		
Minimum | Performance Based Awards				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Share-based compensation vesting period		3 years		
Minimum | RSUs				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Share-based compensation vesting period		1 year		
Maximum | Performance Based Awards				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Share-based compensation vesting period		4 years		
Maximum | RSUs				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Share-based compensation vesting period		3 years		

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STOCK-BASED COMPENSATION - Summary of Stock Based Compensation Plans (Details)	Jun. 30, 2024 shares
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Number of shares authorized (in shares)	12,000,000
Conversions of Preferred Stock and cumulative Preferred Stock dividends (in shares)	95,558
Total shares reserved for future issuance (in shares)	235,558
Total options available for future issuance (in shares)	4,555,111
2014 Stock Option Incentive Plan	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Total options available for future issuance (in shares)	15,687
2015 Equity Incentive Plan	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Total options available for future issuance (in shares)	369,157
2018 Equity Incentive Plan	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Total options available for future issuance (in shares)	4,170,267
June 2014 | 2014 Stock Option Incentive Plan	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Number of shares authorized (in shares)	750,000

June 2015 | 2015 Equity Incentive Plan

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Number of shares authorized (in shares)	1,250,000

April 2018 | 2018 Equity Incentive Plan

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Number of shares authorized (in shares)	10,000,000

Former CEO

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Issuance of shares (in shares)	140,000

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STOCK-BASED COMPENSATION - Summary of Valuation Assumption (Details) - Stock options	**12 Months Ended**		
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2022**
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Expected volatility, minimum	52.60%	74.60%	73.20%
Expected volatility, maximum	69.70%	77.60%	74.60%
Expected dividends	0.00%	0.00%	0.00%
Risk-free interest rate, minimum	4.00%	2.70%	1.00%
Risk-free interest rate, maximum	4.40%	4.10%	2.90%

Minimum

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Expected life	4 years 2 months 12 days	4 years 4 months 24 days	4 years 6 months

Maximum

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Expected life	4 years 6 months	4 years 7 months 6 days	4 years 7 months 6 days

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STOCK-BASED COMPENSATION - Summary of Options Outstanding (Details) - USD ($) $ / shares in Units, $ in Thousands	**12 Months Ended**			
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2022**	**Jun. 30, 2021**
Number of Options				
Outstanding options, beginning of period (in shares)	3,873,632	3,529,833	2,952,092	
Granted (in shares)	175,000	1,720,000	904,500	
Exercise (in shares)	(18,334)	0	(121,248)	
Forfeited (in shares)	(29,799)	(1,376,201)	(205,511)	
Expired (in shares)	(28,665)	0	0	
Outstanding options, end of period (in shares)	3,971,834	3,873,632	3,529,833	2,952,092
Exercisable options, end of period (in shares)	2,602,259	1,341,466	1,538,302	
Weighted Average Exercise Price				
Outstanding options, beginning of period (in USD per share)	$ 6.35	$ 7.41	$ 6.97	
Granted (in USD per share)	6.92	4.61	8.86	
Exercised (in USD per share)	6.06	0	6.30	
Forfeited (in USD per share)	6.90	6.86	8.09	
Expired (in USD per share)	4.40	0	0	
Outstanding options, end of period (in USD per share)	6.63	6.35	7.41	$ 6.97
Exercisable options, end of period (in USD per share)	$ 7.28	$ 7.26	$ 6.79	
Weighted Average Remaining Contractual Term				
Outstanding options	4 years 3 months 18 days	5 years 1 month 6 days	4 years 6 months	5 years 7 months 6 days
Exercisable options, end of year	3 years 9 months 18 days	3 years 10 months 24 days	4 years 6 months	
Aggregate Intrinsic Value				
Outstanding options, beginning balance	$ 7,595	$ 194	$ 14,419	
Exercise	0	0	(53)	
Outstanding options, ending balance	3,582	7,595	194	$ 14,419
Exercisable options, end of period	$ 1,085	$ 1,536	$ 183	

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STOCK-BASED COMPENSATION - Company Nonvested Common Shares (Details) - $ / shares	**12 Months Ended**		
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2022**
Shares			
Nonvested beginning balance (in shares)	423,901	448,908	137,846
Granted (in shares)	439,363	346,346	507,729
Vested (in shares)	(311,093)	(274,011)	(101,515)
Forfeited (in shares)	(4,207)	(97,342)	(95,152)
Nonvested ending balance (in shares)	547,964	423,901	448,908
Weighted-Average Grant-Date Fair Value			
Nonvested beginning balance (in USD per share)	$ 6.08	$ 7.00	$ 9.57
Granted (in USD per share)	6.72	5.41	7.33
Vested (in USD per share)	6.38	5.96	10.34
Forfeited (in USD per share)	7.58	8.27	8.89
Nonvested ending balance (in USD per share)	$ 6.41	$ 6.08	$ 7.00

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STOCK-BASED COMPENSATION - Compensation Expense (Details) - USD ($) $ in Thousands	**12 Months Ended**		
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2022**
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Stock-based compensation expense	$ 5,109	$ 4,737	$ 6,248

Stock options

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Stock-based compensation expense	2,992	2,967	4,424

Performance Based Awards

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Stock-based compensation expense	$ 2,117	$ 1,770	$ 1,824

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STOCK-BASED COMPENSATION - Unrecognized Stock-based Compensation Expense (Details) $ in Thousands	**12 Months Ended**
	Jun. 30, 2024 USD ($)

Stock options

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Unrecognized expense	$ 1,566
Weighted average recognition period	1 year 3 months 18 days
Performance Based Awards	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Unrecognized expense	$ 2,225
Weighted average recognition period	1 year 6 months

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INCOME TAXES - Summary of Benefit (Provision) for Income Taxes (Details) - USD ($) $ in Thousands	**12 Months Ended**		
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2022**
Current:			
Federal	$ (65)	$ 0	$ 0
State	(729)	(92)	(179)
Foreign	0	0	0
Total current	(794)	(92)	(179)
Deferred:			
Federal	(248)	(62)	(18)
State	57	(27)	11
Foreign	0	0	0
Total deferred	(191)	(89)	(7)
Total income tax provision	$ (985)	$ (181)	$ (186)

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INCOME TAXES - Components of Pre-Tax Income (Loss) (Details) - USD ($) $ in Thousands	**12 Months Ended**		
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2022**
Income Tax Disclosure [Abstract]			
U.S. income (loss)	$ 16,217	$ 996	$ (1,517)
Other income (loss)	(3,239)	(182)	0
Income (loss) before income taxes	$ 12,978	$ 814	$ (1,517)

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INCOME TAXES - Narrative (Details) - USD ($) $ in Thousands	**12 Months Ended**			
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2022**	**Jun. 30, 2021**
Tax Credit Carryforward [Line Items]				
Tax at U.S Federal statutory rate	21.00%	21.00%	21.00%	
Unrecognized tax benefits	$ 799	$ 689	$ 572	$ 444
Domestic Tax Jurisdiction				
Tax Credit Carryforward [Line Items]				
Operating loss carryforwards	159,000	179,000		
Operating loss carryforwards, not subject to expiration	64,000			
Operating loss carryforwards, subject to expiration	95,000			
State and Local Jurisdiction				
Tax Credit Carryforward [Line Items]				
Operating loss carryforwards	91,000	$ 112,000		
Operating loss carryforwards, not subject to expiration	10,000			
Operating loss carryforwards, subject to expiration	$ 81,000			

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INCOME TAXES - Reconciliation of Effective Income Tax Rate (Details) - USD ($) $ in Thousands	**12 Months Ended**		
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2022**
Income Tax Disclosure [Abstract]			
Tax at U.S Federal statutory rate	$ (2,725)	$ (171)	$ 319
Stock compensation	24	(688)	(184)
Other permanent differences	(81)	(497)	(106)
State income taxes, net of federal benefit	(613)	(296)	(275)
Changes related to prior years	0	51	0
Changes related to state tax rates	0	(2,455)	0
Changes in valuation allowances	2,281	3,942	184
Statutory Rates Different from U.S.	183	0	0
Other	(54)	(67)	(124)
Total income tax provision	$ (985)	$ (181)	$ (186)

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INCOME TAXES - Summary of Net Deferred Tax Assets (Details) - USD ($) $ in Thousands		
	Jun. 30, 2024	**Jun. 30, 2023**
Deferred tax assets:		
Net operating loss carryforwards	$ 37,621	$ 42,614
Receivable credit losses	1,367	1,180
Inventory reserves	541	580
Sales returns and allowances	2,463	1,916
Sales tax reserves	1,876	2,824
Deferred research and development	5,750	2,856
Stock-based compensation	4,327	3,798
Lease liabilities	2,410	884
Other	346	190
Deferred tax assets, gross	56,701	56,842
Deferred tax liabilities:		
Intangibles	(3,502)	(3,689)
Property and equipment	(1,179)	(1,466)
Right-of-use assets	(1,954)	(586)
Deferred tax liabilities, gross	(6,635)	(5,741)
Deferred tax assets, net	50,066	51,101
Valuation allowance	(50,532)	(51,376)
Deferred income taxes	$ (466)	$ (275)

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INCOME TAXES - Unrecognized Tax Benefit Activity (Details) - USD ($)	**12 Months Ended**		
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2022**

$ in Thousands			
Unrecognized Income Tax Benefits [Roll Forward]			
Balance at the beginning of the year	$ 689	$ 572	$ 444
Gross increases and decreases related to current period tax positions	0	0	0
Gross increases and decreases related to prior period tax positions	110	117	128
Balance at the end of the year	$ 799	$ 689	$ 572

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EARNINGS (LOSS) PER SHARE CALCULATION - Calculation of Earnings (Loss) Per Share (Details) - USD ($) $ / shares in Units, $ in Thousands	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Numerator for basic and diluted earnings (loss) per share			
Net income (loss)	$ 11,993	$ 633	$ (1,703)
Preferred dividends	(578)	(623)	(668)
Net income (loss) available to common shareholders	$ 11,415	$ 10	$ (2,371)
Denominator for basic earnings (loss) per share - Weighted average shares outstanding (in shares)	72,819,220	71,978,901	71,091,790
Effect of dilutive potential common shares (in shares)	1,352,878	535,733	0
Denominator for diluted earnings (loss) per share - Adjusted weighted average shares outstanding (in shares)	74,172,098	72,514,634	71,091,790
Basic earnings (loss) per share (in USD per share)	$ 0.16	$ 0	$ (0.03)
Diluted earnings (loss) per share (in USD per share)	$ 0.15	$ 0	$ (0.03)

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EARNINGS (LOSS) PER SHARE CALCULATION - Narrative (Details) - shares shares in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Earnings Per Share [Abstract]			
Antidilutive shares excluded from the calculation of diluted loss per shares (in shares)	0	4	5

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SHAREHOLDER'S EQUITY AND PREFERRED STOCK - Additional Information (Details) $ / shares in Units, $ in Thousands	12 Months Ended		
	Jun. 30, 2024 USD ($) vote $ / shares shares	Jun. 30, 2023 USD ($) shares	Jun. 30, 2022 USD ($)
Class of Stock [Line Items]			
Common stock, shares authorized (in shares)	640,000,000	640,000,000	
Common stock, number of votes per share | vote	1		
Common stock, shares issued (in shares)	72,935,497	72,664,464	
Common stock, shares outstanding (in shares)	72,935,497	72,664,464	
Convertible preferred stock, shares authorized (in shares)	900,000	900,000	
Retirement of preferred stock, value | $		$ 1,733	
Repurchase of Series A Convertible Preferred Stock | $	$ 0	2,151	$ 0
Amount in excess of fair value of preferred stock | $		$ 300	
Liquidation price to be received by series A preferred stock holder for each outstanding share plus all cumulative unpaid dividends (in USD per share) | $ / shares	$ 10.00		
Convertible Preferred Stock			
Class of Stock [Line Items]			
Preferred stock, shares authorized (in shares)	1,800,000		
Convertible preferred stock, shares authorized (in shares)	900,000		
Convertible preferred stock, shares not designated (in shares)	900,000		
Preferred stock, voting percentage	0.1988		
Series A preferred stock annual cumulative dividend price per share (in USD per share) | $ / shares	$ 1.50		
Series A preferred stock, redemption price per share (in USD per share) | $ / shares	11.00		
Cumulative unpaid dividends converted into common shares (in USD per share) | $ / shares	$ 1,000		
Preferred Class A			
Class of Stock [Line Items]			
Retirement of preferred stock (in shares)		59,281	
Retirement of preferred stock, value | $		$ 2,450	
Convertible Preferred Stock			
Class of Stock [Line Items]			
Repurchase of Series A Convertible Preferred Stock | $		420	
Common Stock			
Class of Stock [Line Items]			
Repurchase of Series A Convertible Preferred Stock | $		$ 1,730	

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SHAREHOLDER'S EQUITY AND PREFERRED STOCK - Preferred Stock Liquidation Preference (Details) - USD ($) $ / shares in Units, $ in Thousands	12 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Class of Stock [Line Items]		
Liquidation price (in USD per share)	$ 10.00	
Convertible Preferred Stock		
Class of Stock [Line Items]		
For shares outstanding at $10.00 per share	$ 3,858	$ 3,858
Cumulative undeclared and unpaid dividends	18,864	18,286
Preferred stock liquidation preference	$ 22,722	$ 22,144

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RETIREMENT PLAN (Details) - USD ($) $ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Retirement Benefits [Abstract]			
Maximum percent of voluntary contribution	100.00%		
Defined contribution plan employer matching contribution percent first slab	100.00%	100.00%	100.00%
Percentage of eligible compensation contributed by employees first slab	3.00%	3.00%	3.00%
Percentage of safe harbor matching contributions for next 2% employee compensation	50.00%	50.00%	50.00%
Percentage of employee compensation eligible for 50% of next safe harbor matching contributions	2.00%	2.00%	2.00%
Company's safe harbor contribution	$ 0.9	$ 0.8	$ 0.7

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COMMITMENTS AND	12 Months Ended

CONTINGENCIES (Details) - USD ($) $ in Millions	Jun. 30, 2024	Jun. 30, 2023
Commitments and Contingencies Disclosure [Abstract]		
Civil monetary penalty payment	$ 1.5	$ 1.5
Insurance recoveries		$ 2.0
Purchase obligation	$ 0.0	

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RELATED PARTY DISCLOSURES (Details) - USD ($) $ in Millions	12 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2022
Related Party Transactions [Abstract]			
Cost of subscription and transaction fees	$ 0.2	$ 0.4	$ 1.1

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SUBSEQUENT EVENTS (Details) - SB Software Limited - Subsequent Event $ in Millions	Sep. 05, 2024 USD ($)
Subsequent Event [Line Items]	
Business combination, consideration transferred	$ 13
Business combination, contingent consideration, liability	$ 3
Business combination, contingent consideration, liability, revenue target duration	3 years

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C,K:=#1M&N#C\7@XMLO2 MBW A(5M>5 TR M6'!VULS2 Y9>*?IUE!K9';O=05SP6.XYB1'^QL4$UFG2&98T1G*=D 4. #?$ MT4QO?*!]MHK@PI+27)#6SRFU4!H(FLB!]4>" (<7K;YH] M5Z%82=]$^:!]&&N*<<^9ST6S[!Z5&T?95O-RCEU@5 9<8WS2]-2S%UGB5P/&M MG#P=$Q+_E L&08:7)"82]3E^34@3_BNEVOZKR2.F]W"$2M"/F(9 M-AIRM1:!MG&IA&!:.$L;1>$[2M!"\6;PUDSY@R.S-D77.U!$.$9)>-T(^8LZ+ MD!&_'H8X2IKMHG%8!/\>7L-)P>B"RV;]N'Z&U3-L+(IW1]072N0/)]<_Z3(T M!Z.:60F]A%9]GZ]'- #ZH'C(*!?&Y'C]E>G@*-Y;&O%"N@GL!_]':-*K^(+ M.7!\>^:E[!GT/:'2MSAD6R4)RU3393>*-M$IY"&VIH4_5*E=?EK!DHN#O;Y.FOH70^+,_Y/%_GM.T+,T.WF)&Y M"M-2D&_#^>G%>!KB.=D$N7V85VWGV-'1^^?!4,"C[SR6'<>(]{A[J&&F,_# M0X=Y>U^89Y7&4#04;6RL)"Q&MV"XU_$L%.!D8"V@!X.O40+R4E5@,5O& RN0 MHGQ,C$?1H<.>77%_CT9+CVZ9EM6ZO*7<9,2)2.<)IF!-GJ\K>9;'!51W/55OR ML+Y]/:053L_^6:W(GPP13A8+$DACE!>F2]+S&5.^YRM)Q%4XOT45MA*7&+SC MYI=Q3E.X$G:Y#P(RN:LYJ?!E,6>F\M\M# DL6XA9$>N)-7>W5YYNTB42%(JP# 4A M%W+C[^^3;G>,U_HL@6V$5#)DU1?*0XG!/3-R0]A4):.NVB8+A=OB5.V[&KXZ M8$O#>FZ=+2?_VU!4/;07/4;SHYG@'K.'-MYA,L0Z1^P7V*BH 1JV*^NJ]/^26<.[1!\8$@F_S6VZ3VW> ,?-2K6J5D*Q$_ M2P=|'Y(&8XQ.]#1?CQ1BK:.QK<;:,0QY@%CS#*%F.- ^'19H:,]6+K#F-"F]! MU4#E/IO4#6CV#30,9FV-J/D3@H\W/IO#;#"Q({A[8N_ 5!+ P04 M" !ZA"I9+X%IM/@' #;, & 'AL+W=OU]5B2SRN?O=UQ\379$"+12QRQY*ZSD7+]KMM-@@V) M<7+%MX3!+RLN8BQA4ZR[R580\&9!<=3U'*?C3%EG=%MMF\N1K<\E1%E9*Y0 MDL8Q#\?2,1W=QVW<]CQ2-<;]79T1[=;O"8+(G_?S6%5I=0N5D.;$)90S),C] MKC-VWTW]@0K(COB#DEUR]!VIIBPY_ZHV9N%=QU%71'(22"6!X>.93$@4*26X MCG_WHIWBG"KP^/M!_2%K/#1FB1,RX=&?>)2;N\Z@@T*RPFDD'_GN()[)OT+72 M"WB49'_1+C_VVN^@($TDC_?!<4Q9?DG?MF#. H8.#4!WC[>Q/@]FH"_'V MWS2@MP_H963RIF09PB]$E^GTQ1=|_^P/Z%E&&/M$H@CN3W'8EG$<=W0WVFA]R3:]&T_70)\[D M)D'W+"1A5: +%UAXR@^>4?'GE%TAW[E GN/U-!:^C8U-L:DFL0]Y7D.N9U$=3'J0PZ4CT]+HE.FSF<->Y_$7'-MQQC5EH\EL0]? ZX+/=3, ^@\92'*%'LN5"ZD"9=:1(=7@GQJBVH"R)54#U"U#] M9J#F1% >]HD*P?RI[5-FI6)JJV;C/%MH5D2]T"[*:#=&)LZ2850S!YH$D#G M^D*P,((SJUU>.OU+W]$1,P:V)69)K$)L4! ;-)RO!(94*D66N%HT0[M*(UA;6E9$JO0&A:TAL86WC-)Y2MTKXB@SVF\)$)'R:SA..ZE[_O\:QTI8VA; M4I;$*]1G)Q^((^PG'H5Z;O$9BK 3FLY6C4# MMM2J'$L[X)H3^K<<)VH+QN\3WS$M0[/<)QR\,V.76FY638(MM2JWTB:XYOS^_M+;=BXIL+_DQ9H.^ 9LV:2<^J9,"E5L56F@;7G.N_Q3;G"3P[T5]T6_^D,"NZ M0_]:FZJ8XUS.X=M<$O?X)XP#ADU07]K- W!7Z!'-4:TCG< JN:15< 3^_JY MWO?+'!""!*F OJ8%9U:.\#B&Y&4A>?#U C&.MF!NGW&D7P XKX956 MPC,[/"F(65KM'B-ESS2L3LA,'GZ.-5@V"+;4JK](@>(T.P\\DBBZ_.LC'8'3B!":W$.V2 M)-7/;BE5J56YOY>H!P_&XYH G9IS84VT3BA,PX" A(@-M$.9B6G)6LWI;.E5R9?:OF9W/;E%C*,(? 4@3^#G1CTVS3NT"N#FN-:USV "O MM &>.8/?T[J/B5BKJ>Q'4) ,,$/Q%C-]A_N?[PW,<:VQG<,)>*43\,SY^VSR M\(C&:4@E%V@L)0%GGBU'/D1XK:5FU]M[VH.:PWM'}F_7V;^OCEQ+UY//5"&_M64#!?V8K0=F^>R&RE7!X*.0E.G\KE/IB!?-I.GN@.:YU8<(Y#0?&@2_T2N% #QO8R7M-P2%3#\N]. [*E5H55N@._D3N8!\N(!C!&.=;F'6:5UF4P5HW"7NTZ M4U/E=<\C?^!=#6ZISSHT1\5!C1Q =4%BL<%P2>C75,*\Q1=U^*R6S64]_6/ M&GCC#0=]!\8KVKA'<0X;X)@$+!FC? HY9:2HKKM T-,0 M?0-2'$#"'+Y*C.182S6:S' E-JO5&]LVJ*!.I>BOMNV0S^M8C\1Q^RB_]E-_(.M3TW@:@M@,&,A>4&_$/WD;Y9RX-]@V.]Y0RTUJW!*EE]56NFG_!,^"$9'F"Y1- ;ARD5E5?8(^5=.2%X87>XO*M_7%6K]XM#_+_C]A94(3%)5$A#I7-5!GB+R2/M^0?)O5EB^YE#S.OFX(AB>5 M.@!^7W$N#OQ!],7_9QC!U!+ P04 " !ZA"I93AM9&$@" "'W!0 & M 'AL+W=O.')5K'-[*-TWWZV(2R3$I8WV&??_?P_X[NHENI9YP!(M7GDA=.SEB.7,]W6: Z=Z($L09F ++6FZ4L?R.DC$. M0C,IB()=[,V'L\74^CN';POJ?30G-I.ME,_66&6Q%UA!4$"*ED#-| *W4!06 M9&3\;IE>=Z0-/)X?Z'>^\|DL&.5@4^ROH3M/E,+"^5 MA79?4C>^X7N/I)5&R=M@HX ST8STM,V'XX#P3$##8!H1.=W.04[FD2)-(R9HH MZVUH=N)2===%&'!/VISRA,KO.Q&$RKS*&9"6:WVON*?+18.VFG!:(18.(SR"& M(7F0 G--/H@.LG\OM'3B0H/HA9A+_&^$@.R"]Y)&(3C'MZH2W+D>*-+DR0_MYEN-RCR)GZ? R;6CCTS1;)C-=TA1BS]2!!O4"7G+U9C@-,GJTCCNMXSYZHU4J M\IER.*6M/WIIJHPA KFBO+PA7V1EJIBLUYL>99-.V>0B96N9GGTI_R%@0072 M(_)QWJ-GVNF97J3GCBE.5LM3 M%.-?]Z;E/5"U9T*3 G8F-!B\-=>CFC;1&"A+5YI;B:,0W30WG164=3#[.RGQ M8-@#NEZ=__%02P,$% @ >H0J61<9+DH-!P ^!X !@ !X;"]W;W)K MGR./]]P=KQ]5 ^TFOA3#HD;6E'NE/MF7#^7-#%M$ MHA*%12HX?&S%K:@JJPEP_+-7.CO,:0<>/S]K_[XW'HRYYUK%>9W]7CCV)O4&SU%:K2_7_TN)?%,U1TVJAZ/Q@0U++9?? +/^X4X&D"B MB0%T/X"^= #;#V"]H3MDO5GON>+ZU8]HM9*&S;[T"\-/QJLD8W=QCO3PJ2 MQIGEK6TJIF3)C2C1.U!QIA#HSJK3Z K]>2<>??/]6_0*R0:]L5:=YDVIKQ<& M9K;C%5^EG>]6>C$+-#]US6O$\!Q13"//A-N7#V>GPQ=@[\%H>C":]OK8E-%=-MVXK&(*XUV/G&9\].0>178,_6&[WAA;B9P>'1HMV*V?+KKTB"Q_-9=R%E)I;R M@ZTLI'UYR_4:P:ZAPCZ(?SJYY148[!W%G:JT5V4#P'899SG%UXOML3D>*9S3 M]"!U@C,ZX(R"-\6A>H %L2&0@#&^TK,42.,#^9.4W($(&)9E(U@NE(,DX3Z M8<8'F'$0YO>RZ8_(@%)/PHP= G+R0BE1RA),C_(Y R"8+\T&QAAU7!Y$.5 MN(N'4P>6*\5(EDXL7GK E09Q?6S%ALL2B<_ 0EKHWB^568L60MWQD?3A3AU$ M:19% (IBN$$OCR(Z.Z#.@]C_4(97+P"8.7.3.$WS,42/&&4L8WZ0^0%D'@QI MOZKFJC@?UO)+AK4+*3NQE^"!N/#%3N)>U/W MD':UY]GW=QN"-Y (F6FTQ/7B"--\C-85HS'-R 3.@1Q)D(^6OP%6:F3S@"H! M"1)J,29TI597';Q,N_]>Z\D!S3-GB5TI&J?Q!..!Y$B8Y3XTAC6%YG)5'N68C:%YQ"!?GU]@=-(F-1^ MZT-P8&L])$6+2$XTP'ON.3RRA.3(!<6 Q&F:Q9]=1]Y5\X+8(UZAK2H@KHQH M:RB@[YOE[!<16@R#KT>J2R;<'EZ5.R%^>R]6 E 7D*F &EQYIU]ZM(221U] M\$DER=3"#N1%P^1UFF >G4PO4]>>"(Y=1_7(923)))],.M 8C8(!Y.?#7]\+ M(33(AU]<0U](VZG9 T72,$4>G$@VA:H%,OSSQ/ZX+!BYCNX*T:DDB Y,2<-_M^?/Y8^@IZQ*;C>G1)P9EU$152@=V1&%V'&>6YUS=)<$LBM,Q6]5QGBBYJ,# M4=*75'V5S]N]6-VR+HHI=L!ZQ#";ZIW0@>%HF.'V:,]@=+F+Q(1@.@;ID:,4 M'_6!3CM1 \FQ,.G=JK]6QM8^N]*_4(WU!M$4@!A]\ZLR I'L6V]G*JC9?_R1 M+XY<0-&I]0- _LC]_WHG6FOG6FKV%4IQGME^[Y66IMTX.^D=(9#550"ZLZ1X_2K,$?H-8L>ZK>_M3P1++#4K5"KVB=)[2G2[[3*((<8-^ZAIQ:-3V/[J6ZQRH4V]$WW&OO$TE]JE% M4[=Q>$;J=&$'@F?A=NZ=7:]UJB 5T5]_E5&2?M=?V>;)RTOLHKW=2VD[M?VH MNWNFO0M"G9W[SR-@A2W15M>=6*.DJAWI2EW2ND\9_$\]RM-^H^$U2:)YE$3/ MPGI?>G:3G1'_QU? ?-B0<+]QP0$'0U5W5W\N48B4+Z65TYF825PSC*':.M^@0)!9*:0#]D'2R<=APCW3=S50W.OK;?25M@>;?]EPUNEG%%Z#@7\4A-N<*0 MA[*75.EZ,FQXT;H!!LE(&HU3.Y]<$DVVSMF0D+ ?)20#Q<_#1&(/Y!>:F#D7 M.]IFA$?.VYQ8'%U+VCOA7WC[(*%HK,0*!N+7*;ADN!MFW;T8M>EO*N^>5,:KN M'!>" W@K +^O%&0(^Q=[^7FX[%[^!U!+ P04 " !ZA"I9ER5'D/@" #= M"0 & 'AL+W=OOJ-(>"ZC.Y ($S,ZD*:K"KYJY>**!9Y51P MU_>\R"TH$\ZP7XV-U; O2\.9@+$BNBP*JGY? I>K@=- Q'@=NV#PW=L =]A=T M#A,PMXNOP[!,J&2L *&9%$3!;.!<=,Y'B;6O#+XS6.F--K$D4RGO;.=S-G]*

M&Q!P2(U5H/BSA!%P;H4PC/NU!M,L:1TWVX_JUQ4[LDRIAI'D/UAF\H'32Z^B;KVC9*)*6VLAB[8P1%$S4Q_1AG8<-ATZXP\%? M,_B',@1KAZ "K2.KL*ZHH<.^DBNBK#6]V4:5F\H,;9BP_^+$*)QEZ&>&(RFT MY"RC(!R23D5*9")E=/D>$P5"),#82GE)^0#N9U.C$W)$F"#?!]ON+O(W2?":,)/B57K!# M;V(0!'}>F(7)&KIG)##*R5AJ5NVUGQ=3;13NN%]MJ+5VV*YMJ_!<+V@* P?+ M3(-;@C-_ZX3>1_;P/^3V%8:@B8-P;_4[5Y8@C)LRH&@__R4PDV!6S"[.R4Z MQ\V@"2U-+A7[@Q/"N ?]T9.VM-1K1=5:]BQ9#A//?OKNPC9:JLGP1Y$2\I+:".IEXHW0O3]V*TF;5"<-VCKCAB/=P% 5& M^=]RB)\E-PH]KZTR#K'<(N@U!+V7$QQ6#;UG,<5^$G3#)'X2?)MA%(5AM"/[M21-[\O+87U"R:$;8:M .[&Y6L?/E^JFC,A"8<9NGIG,9:3A\3==$-_P)02P,$% @ >H0J67$41NY:.M!P +2, !@ !X,"]W;W)KD7*R=ZO+R4YDDR.F W@?K$M M^9D1G^,YQ&EJR=1? Y%;SA5ZWI65O%YLE=I?KE8RV_)=*B_$GE?ZGI6H=ZG2 MA_5F)?N*,;!:I<6U>+F[CMW7]HAT,5RS M-9S^?O'^GXZ)O.82GXGRK^*7&VO%]$"Y7R=-]7Z*)[^QX^$N@%FHI3=)WHZ M8O$"98U48GT<#K(M-3 MZ>*0I"]JN:K%$ZI;M/;6_NB"V5EK^D75SON#JO6_A,93-W>BDJ(L\E3Q'#TH M_:4G54DDUNB//;_3=G(D6J+/#PEZ]\-[] ,J*O1I*QJ95KF\6BD]AM;3*CM> M[;_'TVY'I'H-U&IK40_5SG/3QVL]. !'O2%P2UU>ORU]2X0PQ\0Q=0#!G3W M_>8,,$^^WYPZV+!A/ECGSYOQY}5>-5P>0F%MC<.]LVH-(C\.+A:'::$ M 9C' H^//6=E(7=OMN8S72]I% MNC#U(I45:5_Z58[2G:A5\?_NQ'N0>W_58#);$OBQYOO<(1CUL %+)A'_YA M[O[W>_LV SW8\54&\2?]<(L9Z;1=P6P7>@OY3[-^/5"!TGR^L 7-__^%PGP MCU!VG]-9OZ&VD:8%6I MB:O)@<(2(30C[H,FV + P()'R8$9Y$)[HKH2.I*A[>1%*5Z&P%@W(A]KK6^1% M9N!,.R%9AT"L$"KCSE&H^ A;L4S-LVBRL2.HW>ED/(]2(A:,3N(34(V+ RP M2<<&+6G@SRR39)0_Q'K +7E]4#.E.VPI"%,)?56(7!<F%YO)U&<11?Q"DU MNC6I77V/@02CY!O)$>NY0*.H3TPY"/G2I3*3"Z.B(KY)<,+VSN2!F9SRBII-OY82M: (DO9JMY%"G4+5*2HFS:S=_O!:- =*Q\ M#UZG8SMRT1FE"@V=Z?Y7M].O^;3ZECS=<%0UNT=-J=U]G%8S$HW2=_=5WMYY M-%(;]/6^U\'H;O&AFNE,W[Q&.+75FPOIG-Z2B2D.+8Z M)(#4]S!>8-XD)!#2R8J-:HRYU=A#\RBSNM@/FRF]3BN9]@_OUAS.?+?/MV;^_M6;TEY_)V&L]1###W&'0_YR'VHQE&/&MO#<)A3"WU!.!($$7^7%;,2I"YE>__M];"'V7*/Z !@L^_AG"YXZ_X>PF'&XIG-*S9Y6N<6D#]_;8IN4/^/_C%Z>'-!1"!,;FYO\&Y2FS/VLT%T$]C,Z%N+8W. !8!]SK.U8R\LPNQ_+1BG(W%+P M'ZL 6Q RS[<>=P(PCP.Q*;8@;V$P*9.>_6KR'L&.UYON?0RI%4Y3J?Z[_'!V M>.?CI^Y-!^/+;E,^CA'EG=OYO1'RBQ[!Y6 M>!1*B5WW<\O3G-&PO=V]R:W-H965T&ULK59=<]HP$/PK M&C? 326>;^(N8) 7//&BGZ31MB3M0Z#+7G("[;D MW>7V=+YS;\7%HTP %'G*,R;[5J+4_-*V991 3N4IGP/#)U,NTY3F#G-&56V#-[MR+L\87*4@:W@LA%GE/Q/("_K_J6;ZTW[M)9HO2& M'?;F= 9C4_S6X$KNU*)TOR83#DC J9]Z\]]"4UW@!^'I+"2&_=$.YEP_]@7-MUW?)E3"D&<_TU@E M?>O<(C%,Z2)3=WSU&4H_9UHOXIDTOV158AV+1 NI>%Z2,8(\9<65/I5YV""X MP1Z"5Q*\;4)G#\$O"ZAA$Y)Z)C,%%9,'D94T; G^(H{C48U?6.2:=+AH/V7Z MV,=*X-,4>2H<PT4UER5M;&GBMBE\6[)3X5GOB.5ZG(:#AX72_@3XZG.ZUN/&K_*-GK]' MK\Q[=33DU]5$*H'OR^^F9!=BG68QW4,NY9Q&T+?P:"6()5CAVS=NX'QH2M1K MBHU>2:R6Q$Z5Q$Z;>O@-^V=:%G"F'[@I=85$UTCH;KD,???B DM@N9F3753@ M;V%&NY@3M^N\H&H>SBH/9ZT>L,UA$V/8%(0 %CT3+ (F,UJTS_@/[@KSZC99 M*Y2#6D#ZW:@YVP4Y6H[:$#5/0>4I:/7T724@2%1K-/I\FCP$AWC8!6UI:$/4 M/'0K#!U6#_=UBFFK-WI@.0.8B9F.02HUXP M5736;K<:YE=FAFWM#W#(%S/Y1:;X0KBA8I8R23*8HJ1SVL5J$<74+1:*S\T< MFG"%4\W<)OBA D(#\/F4<[5>Z#^H/GW"?U!+ P04 " !ZA"I9;579G2,) M ,4@ & 'AL+W=O%+U09"861H:\DIS,_/M2LL M)#Z0[T?Q)6GR(:7+Y[KYT]XY[{ROF{)JKV:KKMM^F_,;?,TW6?N^WO)*?/-0 M-YNL$V^;QWFI;7BV&C)MRCGV_7"^R8I]=GTY?';37%_6NZXL*G[3>.UNL\F: M;Y]X63]?S=#L^P>WQ>.ZZS^87U]NLT=^Q[M?MS>-->#<_]JR'*#;_:HJZ\AC]< MS3ZB#XR&? 88AQ6\%?VY/7GO1Y OI9LAV7^R4^0=0'O5)[: M\PYJRO"'HS"BVN &&C4%6-0;]7)S ',;U,O_(F+\2X*LS<.UAO^Y[5ON@D MLM0]PE2?"%K3810$ND?.4F MR(0U1L@4- "2#4E,=D4@$N9G(+>^*9N">TI.7^@LD-5@DC? M1GK=ZI-_V4RD$2$4QWY@_+1!QDU!U1B4FNJHA"7(N1K7'1WE8FS,&U$0QL3H M;F8ZG24=DBCL/TP2%.M30C.=F,00/P[T_F$F/(.3D"0***D-4/K,-]NZR9IO MXV$2@ES:+T#5E]!]*:@:@U)3MZ\EQ>A_%9$+N MEFR/NR6CIOC8Q!$708)CI&]:0P*$):A:"]K&H-14BR7H(CK*\#W86:;"\H@#%58U!]JKT2P6#Z M!^[J84BTL0!56X*JI:!J#$I-;002XF WQ)FRN8=-B$-#8XWB#CC9NC$Q4]"8 M#$I-M43R&>SF,V_8X7,K3^Z$)D#!)*")-J5>@D9-

*0=48E)KJI:0[V$UW@";¦ MEL?*#)\{'B1%66*3!5F"IJ!!&92:.I=$_@%=//:#5GL@B0'=T"/JH"]I:¦ M#$I--5'")>P^KS)B:^E%.T&I$C;/[""!,_42?^BY!PZ;@:;@Q*33T&+X$1<0.€ M5^X7'E25HW6;!^JGW4&9$#%)E!DS!8W)H-14=R3K(6[6,V4KD)AG4O2ATAUM MLA^@:_=4C4&IJ;Y)G$/<.&?45B QN8PYZW<'FFP9*)09< EPF%(::@?[@.-FX*I,2@UU5&)5XC|A(M|&|#N(C6W M 4,,1SH!M;33IQ+$/"A#HXA@_628)=T%$;.30#]4,DEX9AN02/A X&Z,+&&F^@R7;#PS$TV5VHR?:"D@Y0 M-0:EIMHK20>}_D":3$"/M8]+'54E U!]6F-@+:)3XB;GTRAR<0O1R+COD_B_MH-G#5[.'&#E^U)?@,2DVU1-(0XJ8A;Z#);N7)G=*D(#C 89+H,Q=0"_*]QI#4 MU!O&)02A;@CR:CQ)+??JQ(3H=R:,2[9TEW+RK=Z@(1*375(@A#ZRCMZK*Z8 M9U1Q"G1/0%D(M=P0I(=,04,R*#75$8DXZ$LG5EX%#JG)#/2?)G?@R7N.'&*'!(M362 4&+<'^\.-=D,T+,>XRZ!0055W9 ?T 4$I.#!!0 ('J$ M*EF\,Q[" @@ 'DJ 8 >&PO=V]R:W-H9651&ULK5IM M,^,X$?XK@GLHLL!Y+9)Z31,#6>L6MP6N%VSNVL^R3,?JR})/I),XOJY#2;%L M?*>]E6M;R=:)3?<]FLMCP:2X_BQVO MX9NU:+:Y(#_-XTSN&IZOVD!::D9]\NTM\[*>S&_:>_?-_$;L5576_+[OY'Z[MS9O#%UZ)YlL(r.S:>^%^;I2^,9O?I/)'L#5G[OI!CI-CE96Y9,7LA2UU_#U M!>2.7&TDF7@KOL[WE?HNGG_E(:%0 MVRM$)=N_WG./]2=>L9=*:/O!\ 3;LnJ^YR_1]0),(-'(-H/H.: 8&0 ZP>P MJPX(^@%!.S_=E78>LESE\YM&/"N-1H,U?=%.9CL:Z)>U7O<'U<"W)8O3\X6H MI:C*5:[XRGM0\ \654E/K+U%+C?>5W ,Z4V|/Q\R[^JG3\Y/7EEJ?VS$7N;U M2M[,%#R#MC0K^M_[TOT>'?D|0KW?1*TVTONE7O'5N8$9//R17UE\(4Z+?YS M7W_VF/^S1WT:(^T>/]PA@S/WC^<.MBPXWJPUAX;6P\|Z>MVTM>-V'JPP9M<.ME?5CMT-*57)YC4U[9S; S>KH<2UW><%O)Q >)&^>^&3^]|^1R[\'-F67-)9= MR-C9= ;`KYDG6-BBB08)!5FT0Q@CN9W&U%H\K_MM4^OH_V*+\&;I-S6<+P08K4I9B#WX'D8QMAZ,Z!A\QA###) 9!!#/& M+SGR2Y$\[K7[M^H$Q)''7W8@-1#[A*)?$>@:61,0@8X/"A(0&&\!2$!.< M3GJDDWZ 3ED_03@0S<'K71PCE%J/00/?X(-@$@.3V9@I2V.<#O$'W>$[*64< MMF=1=OZG'2T_<4A45_B((U":=#<$EB2^N:,05,AH.$+J1$R1MU8)XJLZM(3X M7_MRI\.V]R4BD_%>HWR(O;N]DV_0T L"DQ2-L@?840'1M2=0'''7Z&Q2<8AY M[3:J)>IMO1TC%D0F#QMENIL3$- MRH?9?%)ITK%!4T(DB9&-4)KL[)1,2$(@5HJ;O'X$%]#'3Y(Z1+<'<^<%=EOBRK M\01/G,KIHQG^HM:R2UD[G!!D#&;QNLU4&BXG%Q49-&36(''''2),$(MDT&R$+=F^?:.]M#GMT7$- V"V"2P(C$BM#8+C C)9(#+J$O"5,^"XO5Z^Q-M]"0,],L7)6=KBFG@L] DA\"(E=!18S2B(\P&B4+<&N6X;7;Y0;M9E];+HMGS M@2[*#I$AA# K"2)*) A-+8F@"''7A2!%&!\%"W8+E!V.0[7+A27S%,%%,84RC MT*2$H8A55F*HU!^18'10*]2M5HY9L>&PK_9HC*,VIC!W% *94FHF001%V$AB MIX,\H6_(DX]7NRA+6W/0. [,I87 2&"[@:W!39/8'U=% %)6J{5(T%/R?4 M\O2BS:&+6LLN9>U\3@<<51=T-HD6^*U5>==>%15:I, ^(A 98.4BL"H[B(F!L,_MPW IC<8VQ"!=Z%O2!:H.6;Y6]M6QKUGMSM%U(=W^R6M99>R=CZG@-;B;S:%"LY7_8Q6HGZ<-M*MVLV^87.I6V4C(I*_B$AKYO:BX$%K.1%A<=%!=U*Z[O(''4/;8L!MO8[Z" "_M*@W-#@J&(C2V&"&PR!|Q>S;(+,.:660M1ZUVL.16BEI#3FZY'U(IFW?S*AQ"' MO@BQQ9*Y9@@$:@!KS9R6SND-FHNY-1>LV+XI-EI PI(|\ 9VL?'G >LGWJA2 MJV8H$'1=UG:,48ZN3D_/$5-E=AYR6CKG.(@RYA9EJX-/ANVN$@?^VG%I>-&^M:%3"DQ_HI#-$4%%BMMQ@%#'[@QF"&B-\tLL.W5XZ#RO\A3=%V2TP.-N"[I9D M008UTJ@FA68DBWR>PK+Q"0Y;(V)$E'A" <;1!)SBZ23!56;LEE-=[ENE!)9T48Y8\\8W:],% J-^$)N: M H&E=,Q+!\G$W)+IE_6:%YT(W$-XJ8L#N&K1=A$]B+&P@GU'$1RVDXE0OK<7 MNI/E%=\Y"T0PZ221=T&64OL@IR3'E04<[>,^A? 35NR7ZUX=_5)*\;/<;3; M0;'|CAA!34E,4K-'@>&HfY.1ET1L$#C,+7 68YR\7'E+_EC6M79F\($#S|&^ M-T->,,.2A+ QE3(^?86/D2+7#4' QMX1(FI_NK9XC M|{G($-CY1)R?6QAT4. [Y_#(N>X5VXL,X4)WJE|"5D+HX/19QOOA:I#P\F\EH+7-1;=8EWXQ.*+' K<2^U:"5H63LA&4?#|`YQ-Z]A6:]B*!H M%)AR"T"%X9BO#((K< NN;Z=OM=ZD@_2Z]'78Q0:9[\(S!)..=,>#04H%;BFU M.!5,6EMTU?UK'T,+JB7DY+8BN*I%/>WV@IFF#_A!G^ZWX_$B;S4RG MH8[YI.1,WI8WC^W91OW\^UIUA]N.=X_G)^_:4X/&_2_D.NM.00YFND.9O^4- M\!'3I57P>OW/;>_%L*I<2VO=SP``HJ#8#OUT*HUP_Z!XZG M3>?_!U!+ P04 "_!ZA"I9'"C#;=<# T" & 'AL+W=OBIH;%6:N98N9G?.-BACZ*@^M9U6FI,;DB_G\===XH;;/U.L7N_7KINFBT MY7M/H6L:Y4|W;-QQE5UDY\ G7=51 OEZV;]*-QP_M_<>HWQ$*77#-FAGR?-N ME;VYN+ZYDO5IP>^:.C^'1.XF2K7-[&=R5]VPNA-AP$05!X?'@6S9&@$#CKP$S M&[>4Q,?O9_1W23NT,%?@6W>^Z#+6]^S'C$K&>)$<3[^[X"P]Z7@E>$>J0-[_(DX MK)UG5'0ANF9(!H-&V_ZIO@X^?$O"8DA8)-[!1HGESRJ[]=*[(WE9#31Y25)3 M-LAI*X>RB1ZS&GEQ??-Y<_?A[6:SS"/0))870^9-G(EX)O-B0>^=C76@M[;D M\M\ .6B,7!9G+C>+%Q%_[>R,+N<36LP75R_@78[:+A/>Y3-X'WVEK/Y;R?%/ MZ-;9X(PN55\-MJ1[SX%M[-N1^^T5;;0RM &04;IQ4!_O-F&Z%$\?SYE44_@ MZFD"\D%=AU85O.I:VVF$U(:W'$,5Q2AX/U%&LFHXY!+)+W6]%#D MHK;N.J$;-/)805"-P*$V4T"(%fV!>< "+C+M#0W#BV[6+6TKP!0.%;5!/9!%QUH7 M-6E;F$ZVUS9RY5$#Y0-]< -?@?R/D!%4DE!C$GMJ>T"6\R=\K!;=33 FP.#I M7L<(D EY[$@XZRH=HBI"A 2N=EW@3M,%6%?LIE C/!XP9?>P\[{GL6Z\#3]$N M'BG$\8&_KBR81R>"T*F#"+5HNRR9U8#4JU &>H$/$!'0Z% T;1H]T)R@& 6VTT M\MVAKSCM"1>/5[VSLFATM+?@O#/8*ULQ[;QK""O27HTJ:M3\4%P:$F%&C^=| M*N1&%]Y-<0_M^5R:&,2!Y00%C^('I!+U#=':.*J=%_)1]+9V#?U,3I>B6_ZF^:A M>7^?OE>^T0#,\ Z\]D/KS+IP%-A=

8(A|AMC;W2GR5OY#.'%|:?2#%-#&C|X5STWC%,M)^71-M&9P]\+GK=^|_OOGY|IX^W=_=O__MYO;#_>/ET$$P'P_K7LAM)R1^04@4TT?=-MNIFE^W8LQX<"AK!H:U:\,>LV?E7B3\OVG)(PH#B,TU?D)5LW$R\O>4'>)UE+-M]21&C;3TWYN1=09P^-\Q3SLYZ7$Y7"(7=B%]>35-#5AIGN3@^LM48)-M6D=ZLCD>_=/JL;9$ODVY"#IWTM5?WETPCA;&#TU8DZBW1%"B(_Y4C3-FH2U-MNE,"0=)*N9D7\"CQMFB$XYOFG!Z,'&L_'D3,T#2LWWVGR6)JI,35X?!H)-4-_M%*J)@@)AJ=7M6-M,SPDP?\+&;L\T0VN/M5.+Y[+>G-"]@6-7EI(M*>\-/B+)-.MC[-[YQN1!/\&8U&1/~\U@#)(YFX&GH6$XFJE:0|#PM*<:K?VA1,/Z)S9T(!4T;.9"&J7'@)H[OQG@L:=&VTV\M=MEAL74/DHTFR/%MVF<*'6^_ZKAW*>O3QD!@4[114RXP]J?'K!P?0>T'7PFL-M\)<]CF_-^^N"HQ'1?UC|S533K70K*5ML^7KQ!_;@)/8GR9&3Q)^D1TXZZ&5[MJQ\UDNIFHCW8[6"]J;,3BH.HJK!F091D6%-?-@!I4.5<1FF6XS=!-6(O#8HT-M01YH+-9=T+]:+-DHH+Z@,]-M>'>+*/-K6E1^/_'NEU?LG<\+7ZEED,#&9P!,_@;@7PC/;BJK%M#7OGV1&6##-M RM-K4_\;5]W-F0!BWP(PZSQ-D0*8L"&@.-D"]!"64A@PNH#.JJ(@HSH#-M!(<4^7.FBO(-R5$(1ED&U+.D@N&(DH1IC$)>/H-1J7T-@'E3>ESPHP|C|F\==MP>5YYM>HZ/PO"WZ/T4W@V^?]W)/S4#/2CS*^GY/|(5"\Y$:+E5V#PL%13"SY02=-2V-BLCS=Z>K;2:-^E MZ\D;,??"SK@41G+3;|FL6M\I^O)E(X_%B7NA-T[4LVTE*ELCRUWHNGGB6>0 M:?V'|K-F+H[*B#!=!?/B8Y7PM57RI84Y(@HKOMA#@8"A$_-A\5SE# 9#T"E$) M'=:,$7"\9!\|_=0\6D$/X!G?\"VL$CT=K? &116$%V_]+KO\$4$L#!!0 (-'J$*EEW?13>,-0 D+-9 >&PO M=V]R:W-H965T8*=%445+U/A>(?^KN:.7!94LVN9_\HSLQYWX@YD;$FK MW-S+S0]LRV=H\5*9Z_H7-HUM@!'32AM9;)UQ7G#1_-/GK0X'#K'SBH.W0=-99OJ;&3D9(;4-8:T>R@IEI8WQ4U0/)GA^,S^X?!8'KW M%F8_/]L,V=W#P3N9?@^C@<$-UFR0;L&N#&C#O%3#7@ULI%K#3&0L.P888&9M M>MXNO2OO+.*/E>B#[Q#P"\X@^>W=/T:SW^-KL+CK,P+@7E.A0$IAIJGB)MYS-[!.%-@H/RA^GN#?(P6ED6SR7NJ0I&W>P.C133ZPS^?8;-W2^/Y-WT.8=MG$/_TFWZ:C#8"50KPUI6AHEEJ W+0"[!K!DL98[US,7J$j.::+N).L7:GH'L!-M7**AK#0"Z1X\;K:LL5KHB1(3^%=XXP-(=2R96B!,1@'AFZ/G2]@$0!HD4DBEQX5RG!385AMC]\VR;LD+WHNB0(PQ|X20CO&=XG;YEGP N,\L2LAX8N|4'@HXA^Z"|\8&E'MO 9P E|RSOPB>/7Q)&4XR4GV?/_/ ECXL2)32,B0>#;+,(@_%-?\42D-J>ZB[$|4 S-M3/PD1OE]XGEN#QTBCY+_N$PJ>6/4+YX>$[I*"PA#EHY(:A M)>D3UWLW6A9 M|69KT4A7"YTJ7C9O'FI|%XO0M'D#EXSI0VV/=_PLOMTK_")6N_1T'|Z>S'KG-MN.%FC<[_;$-Q7/G]D-_/(<38F=>?N91<(59I=2H|@;JMEU9A^BX\NJJ9'& M$T<>P:"Z9'5[D+|\)JM_RO'E@1MNPWWNR,W:,]U1<_>?CQ,]779I@4=YG^|%-MLE>K00S|2;N 3/#H_XF8&H0TF+N!,L=7K-YW^XKQ%"%/W/!;.$OI?DCKU@#'M.VI."}57=A-FS70G3="KM:MOG39OV9F_>-(FW5*VXT%AQ4Z2W1U^M&P ZHO}) MD67=["RDP=:!JZQ5V7*&N#W191F-[$!VNYW\A=02P.$% @>H0J697_MU(*+!P Z2P !D-!X;"]W;W)K&UL[5I;;^,V-M%OXA#O;30K%MB3;I2%/@R-MU2;G#]JFUK.E$3SS1+GJ1?W^}}=S670NS_W:O;D\UY53LA#WAMDJS[E970NE MEQ>=L++->^"QGX^_MK[E_\+I#EPFWXD:K+5)S\XO.N,,R,>65%D04YY<-9?)>CW|JX?W#^<+!UZTTDL;NNN:+GJ!+HS8G2[.O5=%E<3](43\;O,(OWF@6>W[Q2YH)..NR_UU-K#-P-M_O^?4)E.7B>!07$F2UY*BXZ0+P59B$ZES_^$(|Z/|\BX&_CX_U[]^8_BUT M|%98*P1@G>JJ<+*8L2^"S?E"_$2LX7YV\U398SF4Z9IP(5A)V)-JA#BB@GKMN!/K;945&4.KO]D#%,W;T#I38I2L+;>PQNVZX/GBN-XI,*Z$L^_>^1?<6F*'@/!'3$]B0\9HH"4[{_.1<$P&,); MR2=222=!?5,9]7959J:"NJ)1^188AL&<=3'-1J-V*TN9B=.F/S@,+5E%;!" M%R=IP\\<#(8)G=-"-M&/B_@ALF*-BW-CHPNC?DSDYOQ*?OT8$^=)S!J,84U*?[X)3N07_*\[_8QR)5 M%<%F>QZ(.T0DMCO^MT!LJ-2Y%M",*%EA6/MOL0D8.-; BW)TV4/NVA,N9VS M*71^@3(U$U-7WTID6ZUBT]=5U-7WTID6ZUBT]=5U-7WTID6ZUBT]=5

*MXECIA.#VH#1%EVO6Y&L?VR-|[.)UMSC64I T@RR:CV=TS %7\S2Ff(Y5>%C;7 M,Y@CQ7C7^^[<;+FQ)\>]/1SH.# +5@N4YMSVPPG=5 N7E+N<0S^P1<\/EXRN MB_^%V?-Z>4F'LZ-R_|)1=#@C/E!2^L2E>MKS.R#H 7 32R!, MOB$-XUVJ51 M6&C,G^Q06'KX+O1[5R=O*<(.;4OZD_#.MI-QWT7;@YE'P1L5QG[KM%GN@XON$|6|FI/&AV_*&QU[X1[VO,MAD5^[;$|U>[$; ^ M TUWM_N\=>,_ZNS(_;>QGYC&IF.PJ2V1-1Y.LP%H_[W)7UA5NV\|\"V6QH[OC MFC/H0J6=M[8X&UCS<]O&&?XK.ZRJ+S212Y*M?H]62'HOWD:TGA?\JM5=-M-;@6Q.EU4TRAF_/T|<0C@E2FDIH@2/R[5>]4EA$@D/&]KAK&J+&X74+_2?F M';QP[C^XNS#Y?+J_./'UZ=UH!.:TX3 M'^FM@10<@.0'XGV1U^M*G.6I2L< 3D%61UO0TO8V>!3B/YO<%:'GB, +HD?@ MA1VO(<,+#_&ZEJ4Z>0L=IN)"[F!:M5B6IPH_VP MR7=>5%N9J-<3.$>ERELU>?/#W_RI]_(1RJ..\N@QZ-^EI?\/DN 7XT<7ORP_ M7(JKM1+OBLU6YCNQEI6HUZ52UIL$[#/YZWNW?^H/<;%\:CCLPOA-80,MMJ3,",C< WPV)P3H/^@NEQ5O/9*APX+K M-9(*:\N1 L#YOUXO2E:= C-8M743:F$KJ&@B1^1G!610:9Z/CG7/IQ;F MI8'YKLAO55DQJ:0'0$Y5EO2>E\:\FV328-K_=>[_I6IRU/*[&(G3B>B_.6M#L"R5-<%$;5115!?5=(PG&9;&#LIDJ0!//+M#BG"R,SL3X8_^V M\",CNJL"*UK@G8CVR2((#5&T^Y-B]\WKJ@-D0?!RLE806C3E=Q [^7RY%%<] MF1-V@R99BUJ5&P"F-(_35NO,)8A;^!H%)C<;S.#D3I;JN6MU!F339QW+#<(MT<8 L&BKC#/KSE;9>U_<-]YE!^NC-=KS,;PG?="/G>E\MF?;(<\+IPO'C_?M M..1AD>///">8SJP!M/XU%L1]$XA@ +'C^[Z-@Q\O*)>W@L:D*BX@1YKJ JA-M#:HO$UU!7*5.(&OU>P.$,_6A-0E$G7Y!875K4<-DA[/:KOEM M2C$0*QF-R\&WQ5[OMCJ16;83MZJ!:8)D">/B<'RR4[(46U7J(F5?5!+6938Z M0]$?3DJH))\'Y;G;O/4>O*=4! JPR;(8,20F1BH$]UV6,%3K"P9U(\192 MU4JV!8I*"H&;&&KE0/2@?J2E)++@6OM>&(%SB?1UE.R+##")9.] M-D6J.GZ4T^\+UPA8-,8"\MN|6FB%8P[PR_PPK*U$!PAHH|EBB MP5GJZLO)BNH7#2.-58>*BI?6 M_ZHQ288 $^NQG%WS(6EC1VK=IXTV:5.V5)"K0QI48]_/"|@-'=81K@)O)T>\-M](ST6:)G'.'^)UL3<##9@X#A&]!G>\P^#MRI.!'3A3M|)F81W\QF[A0WH1O0 M340W9R-5'3,[ST7$*R(WQE_$5U. ^,U?=GMXLQC.B9"-P9 M7_K/A,]/ W?QS,B^DP?7HY6@$A1X ,NTO=P_7],G1>:O$65RXG2]-Y;N]+Y) M,|\@Z@-`X4JV+5-H<\UOW&!BX1)&CW|YX8-/BKIPH@S5&CVCX%]+]A&@ 1M>*5Q.)G:[#^+.,BB98LR% [;W'/LSYTPC)[S&V^*?QQ:@Y*1^7?+SN3.=QO0<&O7V$TPAI2=U,?,=>1@QI&F(;2$N0R>>=S1Q M3;\W=^!,O0 %_H*XVY&NC0=|\+9U$&E9M0XGW9J?+CM&Q3YB,T|J4B0$OE.M-)T:14ZAR 4K,@ZG3RDR^"LK,G 6,9K%A1'+8@:Q$(]^Y$3^HM/EPD-YRY]< M&S7TOAB@@8WF1D,AK3B.P^J6*DCJB[J0W1?CX[+U3^?=(R2>P!%'@3M?F%=',%D\ MZ? NM;&J"1(M;9(HR^2=+J&!P^&^#%-(4:THU!+5%&#&_I6N;+/%(O+NZ@^K1JP1$W*+&=(EQ>NN?!4EN)C";XXIABH9N"|_:7J_*+B;_ E M\V'Q9:C*=LY@NFR':FT15HWM%PFT:+D8LL#XFYS"S_'DT^7G"?H;FFHJ:IZZ M.=EU6ZVE7;4FJ[$_68WJ;MC;SJ7-7BR_4\A?DDO+/E:0;E,37F0V@LCT5]V1 MB@UW>X? !!8QOV7Z@T(\19=U4ARK!O&AM]6=/7A!E((8F+'"9S?C(MU<)6LZ MB:X>EODU13'C'IJ"%[I/4.8PQZ.VA*[M04_;'O1#1JFI8UA?^:,'.F4?4*J*T MFG6-8NS-T/,,<0?;M%_-[F/?0_OE\|@%96$8#?O#1>SX<6#:P_GB,,Y 1-'<M67AS!HYFM,491E-TYT1*3#UABS.818YG^L[874Q'*&?88%$&L\,H0Q%!R O/ M-Z.F>8\ZDQ_/#&",11S-G,37C MIL@=>)NTf.3_[-UV?C3V++@2;%P;YH)_G=V%O[#*!M?";'&9[\&TMWQ6<[\X7M M&%@FK+;)R :[0(+NQ.Y_65)#1_03;SYIED]#.6JK!$N4-AP MFF%2[L66)"F:-O[VQPR5'.GOS,F]^!!%[!7Q^SY(>#]+?5L_K9D:,S&F9NG(M-"9%4V%)]?S1G+9D6=;T+<.]>?KXG/&(!CL\U,'_Z8QK<$%4M$>K-O@&CN_/ M:$XW_ [QVM[XOV4!.!1CN\M&.HL).A3&@*--#&04BV_MHF7(QF2:]PGUR/? MC>[-$CQWV@T;!N=;)OP>M-SOTL+]&<4C!M'D UZ>E,V>8'U?XWO.XH>*_3S$ M=V,![ID/\AK&?6%-^'1:>#3|$V"GT,??!&M&19^9;X<ZYYVW10MS:=D_7+S0=YIM$%4^69JA:v>.XLGHC0?N9F.NMCRAV77 M15T?&V[<*XDV@:/,@_.HHZO.&$'1?&KfV'U!+ P04_"\ZA"I9*CA"3VH* M 7' &0 'AL+W=O<9Q<+YWF+F/G[MKI]_L0A8N%*$#2+,_)^4Y3N=+"NJNWQT9%:KM5&NI'9JA)O5L9N M9(5;>W/DME;)G(DVQ5$R'F='&ZG+P=D)/_MHSTY,716Z5!^M7.J;=44/CLY.MO)&7:GJE^U'B[NCEDNN-ZITVI3"JM7IX#P^?I/2 M>E[PJU9WKG,M2)-K8S[3S?O\=# F@52AEA5QD/BY51>]*(@1Q/@C\!RT6Q)A M]fKA_@/K#EVNI5,7IOA-Y]72=# M$MU?p,@&@+(K2#$\U%7>, @@:F'QYIG12.HB/4|9W@$ MB"%BHRE@ 09E!0%86\Q.\/$> -Z6,.TE8 2A!PN3$XBYD3QG<I-S" ,U="42] MUEOG&!8"%7(L.S'4(ZCU_O+*4U^%@Y(ONL*HK3*/MN?$?<'^!UFZ8_#Q4_9> MRULNfLA^X$72FR V$;4S$D"@ML'R5FW"'<'*PF+9[= K)B^*Q//.X2_L5076M M;J@PFR ,6922RPOUQ+"%+F\<]2 $HM4(1,[]EP2,J$G<*>@N'3LY>#]O2XC$ MF$@C%<@WF(!-[KLJ#(B2I$-+4!M> "F4[,8J'@9 N*T1 4[U.]),,C[3C-Y^ MJ>VQ^.DETZ-&SJ(LH6*9)E&$^&IEDK?)HDLWP/YZ/$>&(4 M;M_A_$<+&]1,T%E,\N1(%%%?!D:AE&B3I#;Z6EJ0]\3!'>_ %?I)/F(ZQ32+9N.8?N9H(#W3=LB/*=N1SOJ:- %XFXX3 M!G$9X=6/EBR/P8-KTA^U|E(#J#%VQF^;H3_P:>LKLW15/YZIX-V"&LUP2AUD MF799IWT2R-#_=YVC?OZ3@;9QFZ;11#^%_W#%-#+)E.2$@LFLRR#K,>$B.X MD'5Z_9XFMGL<0HV<^F!=ADGSSQ[3W@'2P7@T;L.]@P/\,6QF5 ?P<'O M-<8G8$XNDJB/*!';JFD/C#^B_B;MJ56899#Z+PKJIV@-!9=5 +Q[\@[V+B,Y M.C5H.(RO0NV)RL.*_C@<U[&>@#-R9X2;IO ZEO9,'^#PB;2R>7[-"U M,N;"=MM8;498:8T3<5?+54,2,$' 2YD8'/7D;]9@>0+(0'Z10-WMJU/MJ M1AY6[N4=(WUC3%=Q.MJ5$B;.46^Y6/24[,;S& NMJ6_6.O."[>=O5$5#1Y$ M&CZOKA](&C)C+S+W(P\^9>/CBY'X;:T+/PWY48&[^<.+ #X=)';6LZ-Q$-J M;XAGV;A 6 MG:@\VUZXO?KMNK-!R*EZ2\76DUW$OU5>> (!A[+0NB1EQNSO0X" MG>98,MV26Q2TLY;J9(.6:A/HK4*6..:>R".(P[8EX\(;#[V_N1H/964*+G"N M0%=ER=1?4RSD?N1%WO'(@F]R8W\$X^&6;7'')YO-VKF@5G% R7J+07 I0N!YY MD^AZVK;VSN 7CGM]-@>K9"7E5[NXST9>: EA@:fQ"(P^.[S!HK\ 1.// Z9W M"FD=S^='[=..VE9.8TWLOC",Y,/O+X'&;Y959B%W+_'eYZ.Q4MEH=T(^]HV M(>.TTD:6!V=B4')1?]GC(0]G#OWP&8?XX! fWG4@Q_*6&38>*KD'9.T)S4Z< M5.=-Y+BP15D:1;N<_,SX;K*8W<]^6D+CX>-RV83YW0*6[R>+.[B9/-Q\?IA\ MNO\X&P:&0EF'(#W 3FO8^!G8*(8/4IA("",)Z+QD>@TOHCX70Y-*H=>N/7K2)N^/8"V?:),/L2^O^OTF78"V#P*4=(69%6!7/7 M1Z[MZ>TYP&H MFNBJV;@"+L#DLM(SK'W QO2WYH!B8WW#S.B -UW] [9#8(8903:)B1B[@#O6? M*,ZHY7&1RA*/>U<01?Y@-D"DF[BQ5?[,*&44.M I=#"[GA&&@BOT^LWH=&- M$MSMV:?XC(-LQ7K!5@6 DT$9)B73!'SD)Q^1]NEZ_ZL=1 -/8' M[B]7X@U,LC^HUY'1_M_(;/L120D'?:NH$[7];M(^ES%)(5M7$+:B+GV.E"GQ M87KA)W=B_F=?/XP>F M-EQH*!-KF&KU_% U4].O3!RZ]K\2AIZ--PTIU<:E36@ ;6D2AX6-L#IW1_ M#5\+ P04_"\ZA"I9HUB$0+\# !D" &0 'AL+W=O@I.SFRFP.I;<#YPKI(LD'BI(?%'D;2 M6")*D2D)67%__0XIVU6[3H#=/=@FAS.:]YP2$!,,:[.DLC!2R65G4.E<_59 M'-NLI KM0-=D>&6E386.IZ:(;6T(0]!4R3@9#D_B"H6*9I-@N$>SB6Z<%(KN M#=BFJM!LSDGI=AH=1SO#@RA*YPWQ;%)C08_DGN!P[-XCY*+BI05BH&AU32:.M'Y'=C!U_<'@6U-K>&'PFJ=9? _6213Z.A)T22,N<1D'_6=$%2>B"F\6V+&>VW M(<[!0]!,N3.N:1HZ4+++R)WY30ZC2"G%3;2/>CV=|KF|\'C95K:|UMYSLZ MB2!KK-/5-1@95$)UO_BRU:$7<#H)2#9!B2!=[=18'F)#F<3HULPWIO1_""D M&J*9G%^"<(_*K@.#>[GB|>X'E^\W0%?US#|>)N?G>OF-_XNYQ^?!T>W6W M?)S$CC?R[G&V!3WO0)-70(\3N-7*E1:N5$[YSP O,]S33'8TSY,W$3|W;@"C MX1$DPV3|!MYHG_8HX(U>2QN%@6>4#<&EL)G4MC%DX<[Ÿ;IWAD_+7H:0[R/%A M2-\]9[;&C*81MX/>)++) M)O=0&=H2Z%LCUBB[-^&]RY&--QU*P M%1UDVCIH2Y&5@'5M!(@@!N7RKGS5UZ'J.7^<4MS9) 43R4'S955[XWYS9"40 MZ/A,#. +08EK_J4=B)RYBI?7QB,:G^""CXLVE]%XYU8W,@&2HG<R!8 MFLP%F7H$6#C=F)Y0:'UQHCY!*3 54CA!=@#+ _+]5(H"_;5FH>$6,R X5&I5 M=-QS2AU@88B"\+_ JPW4T3GSGB5?JZ)'4G3 !OAC*SGU(W9G>-.>.17_&YA3U9 M#$|\ RUVA0P* (+/@>X#++#[=H_%:HH"6O(,?R"3"_T7C (M !R%P &0 'AL+W=O;[2YJO-)QX++?+27HPRYZJ/DXF-,RBD#70%)3Y)M2FDPTNS MG-C*$Q8J,@G41B>3@JIRM'E.=|[-)? GNG:Y*N'1"L7A33K\CUZF(T';4W MGM0RR24\@_NY>C1X->FT)*I TBI=*/@IQ>A]^O%Z1N_S"W]7L+*] M_P5%LM#Z^UT\)!>CD!R"'&)'&B3^O, - Y#DI0C>^-3!'G4D2(/_?:K_GV#&6 MA:1PH_-_J,1E%Z/Y2"20RCIW3WKU"9IX3DA?K'/+?\?*OSM#BW%MG2X.8;PN M5.E_Y6N#0T]@'NX1B\J!B/WVAMC+6^GDY;G1*V'H,=1&_W"H+(W.J9*2\NP. M/E4IHYRZ?/UT]W7WZ_-?;NZ<_/(N|O_W\\.47WJZNQ7/7S[? M_.5\XM :R4SB1O.UUQSMT3R-O(^Z=)D5=V4"R5#!!-WL?(U:?Z^C@OK_7)>! M.]'(@JEO0]F#M2Y&E->2PP7PO.,3KA21&# M#WY+@5])O]G^VRW A\HMX8\CV!+]9[LG0X\"!OL<+7)VNT/!\8H|LFGLB(%A M&V+=3E2)C=L#>U-/FZ!6L(F*"]CI/9]"@EV?UR;!/Z %F"5_[:4]OJ7!?Q+M MJG8?E*_\=|3-Z_YK](_2+)%[10XIBH;!V+"$6}!7'_WYWE*R[@9-U7RR^W#WWW/%>/-\9 M>^`]*1^/E=)N$97>UV=Q[+(2*^'&ID9--X6QE?"TM=O8U19%!0J%:=)\B&N MA-31WB'B67%6HGC0.+Q2*ZF)RM9BP?!/Z4N'.#-; G&V/N>7,=+Z*$";'"S#." MH,\#7[)2#$0TOG:846^2%8?K _JGX#OYLA$.+XWZ2^:^7$2G$>18B$;Y6/[M^3M_3A@O,|[*7IBULE.RF#7.I[

*{=A@1#I$"$LJ:"1SI81CU>B8$LWS%LA.>K+(NIU7%O<+#P M/H1^6I/U,-F<|Q'B(8MO#MRW)9REK&G_*=5/(J. D!M(//;D|W?^W9>"C6W M_Q#0EPY2U'U&-[/-GQ!#[^W]*.[^P7C/%;8YNLG,<*O_.14KNG+_"K@7(U?V M2WPL#7[7V\>%X!A_$L#UF91F]T(*FK]F!O\ 4$L#!!0 (`]$*EEC"=OR MF0, !\(9 >&PO=V]R:W-H965TP<%]M MML8NN+-)0S?L@9FG9JEPY@XH154SH2LI0+%RZLS|RZO(QGTQE*VL3C\0'I8Z<=M:RH9M>2 M_UX59CMU,@<*5M*6FWNY^\3V>F*+MY9<=[^PZV,CK+ANM9'U/AGG=27Z)_VV MJ^$H(?/>2 CV"4"\NR_4L?Q -#9U-E-R:I!M&(9@>>=U":X;R57"?I0'H_!M4TFF MMKS_9;FX? P#YGM3@ M#50_@%LIS%;#0A2L> W@(L6!9W#@>>16<1R?V%I_<0>@0"+XC.X(6#[K##"]_2 MK7!?*_~"8,FI,$!% 8NO;=7@AC/PYWRECx(=\|@O/FI4MAVNI#?UZ5[%3CNT>'=LW4IKN:-'9=*TQ_?@^K MP^TW[P_]{^`]U7E+U:82&IF4F.I=I+$#JK^.^HF137<%K*3!"Z4;;O$&9\H& MX/M22G.8V +#?X+9WU!+ P04 " !ZA"I905%@N#<% #V#0 &0 'AL M+W=O_[PSI^<%34X\4B:6QE3C7D^G2UXPW945+_&?N50%,SA5BYZN%&>9%2KRGM_OQ[V"B;(S M.;-K=VIR)EN3BY+:*=:U43#U>1%S^75>&73>%N[%8FEHH3>*7/\)*WE&V%VUBD<'O\AOZM51UMF3'+/*1R=9>B#C3M%EN5/S+#9F9+/H&@WHM'IFJED9PH*2@/1N&_N7,Y.9J^G#U ,>/;)9S M?7+6,PA*?_72%<"% _#? 1CX<"M+L\1P568\VP7H(9LU)?^-TH7?BOAK778A MZ'O@]_VP!2]8FQA8O.]$SE&3<.?TYDV"K/@KR8C'438#$&5,=852_EY\U-?M<_7$.Y/OOQO$_1];"(9K@F$;^F2]-3<:6)G:C6 SD0LCN&YBV8K3S/)QR6$N ML-=JC3^:BA?I@42|SIK68B|0!3Q%B M#AAPO@YXPUH *P_]MJ=N?P$4U>"IG)_6.&%.*/%&PQB.P/>B)-IV,%S62J'I M,$U35:-Y_5;'<$.O,#OXZ\?QW CR\6IX:HX4)9OH#PH97F:KO"&7A@EI^\? MPJ,DUQX(()^1ER0)?@A!]$EC:)U&D6M:63S'(.C36/NM M33&6)!*WW'=\4 MH8 1n0JA3# ?W"F@%,I;V)T$'0;R*V=-HB[<__GZ1.?W2100?3-QS1=^"- M4/PC7)=I7E:/;C$E,"O)"1+MHWXWQ".9YY1,F+XV6U1K=YG3 17N45E1WRZ M\+!=#2G32YBCS3N50)MMJ.E?>ZC((!I=']D6;\GY_SUG>5D?_3.E,5S2SI.R?#%>1\&T$DB"!3_N&C^&^H>#D MS.!EP&GF+.^F2E0MNJ3E-\+M^(9EH(:-F"U/"DTF=$KF Z(ZG?\Q'AOW_SNEQS:[3@X[4](-(.CZAS"[%_D MABCS :4C^-#2$N)U2XA;J_]6F5JYH&+,78.XV6Y;&_WNE&QJ*TJF@^=7;UM MN39[A3EZ!+.,/"D0LH;S83^,!R4TM15 FR.72)BZ.(DJ[&AXS#!U6$PHN&0 MFGWDTW!$P^$0\,3$Z^TL=?"=DE$#KQ1-$#:61Q752UL3F/ M4UW_36IK.@)=);%#O%#D;6Q)5PI6W6E2V MX#]K[KK#7KSAWG46%%LH5C1%OU5?<_1W2/ UB?]-1.1= !2C5#E*V-SQ :#) MM>@[LWV9&>]?%5J:*0V*=-9B0QL$U-B&7C :TLE?%[5KWAE'"U+A^OPQ'@!) MZ)_@(/!\?W "GS@!):BH 7XC#&YSP'I;=_&"JX5[<6BP-> ^NY>O5]:-FZN[R MF^WN173+U$)@E\SY'$7[W02/<.5>&6YB9&5O]C-I)U@ATM\F"%%&_#_N93F M;4(*UD^]R=]02P,$% @ >H0J6;R?=_*O P JP :D !X,"!W;W)K&UL1591CH!X$/XKHW356R1N$0)@+?"<LSW534#?]"*&=R]V!8&5G6. ^?<$(>GJQ;&#N!MVDO'/-MMKZ$)!HBUAZ@B_I@TT\7_)2L%FF6\SAO> ;(845:..#?Q<9831_'?\|%W/&E MS _\Y@KDV#<]P%E!%&-1?,9B_?A4/H[]1J M-&B>TWJ:[<" >P:(%%66L;1%_+9$*)2D$A7U%KAQ>Y1]+,/O,[=)+F&Q?>G MYV<@:B)0K2&,N>C@#MJK-IR^*+#\$!J,NHAF:J<+MZ5*OG2 M*+GM;>FX$L9U @/I(!K&?IS 7PUJLB'-$]DV01[=[!NJ'ZVQMA /$A;1R(;#MWF&C58&>D4LS#!UOD@QIC"=/*$6)T4XYG3M5!9&3,XG@YABC"F>]_?\^"J& MT9#'T]4XIPHIJVP98F22)3V"4_8+76RAU88X0'Q\06D*?//+TR7)3[\9#MA M8WC|:LQB|A8^*DMQ\1\Q_0P8)2X:N\EPP$9#;I&A_,*(L0196WQ1&N\PQPM M%))MIT*]!0W6W5=;VZX+|;M|#U!TK>L)WOT ;KG>"G(IL2#3Z'}T M%8#NFFJWL*KQC6RC+++5%/RW1/X3: >B\4!3#?N$<[^V^?]02P,$% @ M>H0J65!$KY0'! <0D !D !X,"!W;W)K&UL MM59M;^(X$/XKHVRU*E(<$B?-*%Y"@[?4X=;0!5TKW]=+H)C%@;6)SME.Z]^MO M[%"@5\K=E_L &3LSSSSSV&-GL)'!NUXQ9N"YKH0>>BMCUA>]GBY6K*;Z*]=, MX)N\%5#4U.%3+GEXK1DL75%<]$@1IKZ9<>*.!F[M7HX%L3,4%NU>@F[]FZL>$ M57(S]$++O9>(K7ZZ,G>B-!FNZ9#-FOJW0%8YZ.Y22UTQH+@4IHMAAZX.!BDEA_MY_K9QM]8(.M9"]E=SN8ED,OL(18Q0I€$2@^GM@EJRH+A#3^W&)ZNY0V\-[^_M0?_)U8ZUS*EFE[)ZY*59#;W<@Y(M:%.9KW+S,]O6XP@6LM+N'S;M;Q)Y4#3;.MR'H;C QJ+MHG?=(]PWCV>SZ80;G#W1>,=T9 M]PFLR&]B@L\;8')\+A@<|2F)6&:U&R\C5 #UGNJ(7]A-R$O&71G0A"GP@-M 8E/X$6]TB.%[U7NI3EAE<54%'"5!@JEAR+A;'6S&BXXKJHI&X4@]_'Y\BPN%Q.;4AI4VO5DQ6,@*NYR+Y052 ML).X9FRW9O#H>@3=QT],8[^1EF1#39:,R.$S=*M:@WCHFCJH(NO);*|++^HZ^L[9#3|!T5] 1-EN=L?KES)0-`;&9\|\;,TQ.=Y MZ.<)Z;"5!'T(NRE#15CHE>\;4&DOFVU/.^GZ9)\|+,CY(^Y-T<'J2AU1LU+:>X[|=Q9DF1MV.]:%FAE9(4LBZ!W6[<03_V^'T&$QLFV&4++KAA1Z2/_D7Z_UOR M\$?R.(QM<1E62IK!NY*'>8[>(4]?=J#OAX1 W W?E3SVI,9 EQ[?)0B=Y/XX@M###BA..X3FGD6/5]DK2:9WZ.YU;6[;_2G/A!D+S6O)W:.WZBE9-=*R?_N96O MM>%UJ[L0#5,P2O[K9[R2-3O6UB=3'#^+|KEHFXL>YF)M+NQL=41&KM':=CUN M@#?{"&DWPM@=;/7#C9KV[2!%$Y?*FAF:,7%FCALE:6>Q(7T28,NL&'Y1+ PN M>>]G>;KOBV."]PZN0=PE2W79VU,*.;0WXFYV!STO;J 1O7O[,?*9JB47&BJV MP-"@FZ&PJK@V%&1:W>ISJ7!+>G,%7X3,64=\/U"2O.RL EV7UFCOP%02P,$ M% @ >H0J63V:#%?=! _0P !D !X,"!W;W)K&ULS5?;;N,V$/V5@6L4,2#$NMM.8P-.VFR]P&[2.+O%HN@#++=$V&XG4 MDE2<].I[I&!9+A0G+P7Z8O.R)S+F>'HRK.A([KQ,">,JV:7=NU.SBY%]3/&Z9T$ M5>8YD2]7'-.!.;<_KI!2NV6:KS<)P=EF0#5U2_:6XDS@;-B@IRRE73'"0=#WM MS;V+|\C(6X&OC.Y4:PS&DI40CV:R2*<|URA$,YIH@T#PIXE>TRPSO*C&]OJSMUUQI#K;`>_0;:SO:LB**7HOL=Y;JI;0W[D%*UZ3,]+W8_4IK>ZR"BOV("F5%GE](&;_^R7/MA_<<\.L#OM6[NLAJ^3/19'8IQ0ZDD48T,[*F MVM.H',.F*$LM<9?A.3V;7_V9;%DQP!U:A3$]XI=^2<+1/Y;\' +7 =_UPQ-X06-H8/& " M5_"N2H4K2L#UR%>,$\,)!^9?(?'GR?>2*58M$9[*1\&XAJ^4ZU?}.)O./3'-M?*6T1*;V>6B2H&P6P&37?>J(F=]C!]%)5/M#?[\0>0I\M 5O3,],@UM"8VK*K2]^3B-WZ/PIK$66&I")9B6M*L0W'-2T]&>-VA2F)^DE<-C(/&%F0)+5%'-PO<[.NC#U(!=I0 MX1S.^L XPHA2X3DU@'DN2@S7-5%;BY28 45HO!Q#J*./XQ#N)%8RJ5^LB-DM ML+9H\!POB&'!->$;9LRI=?.<4>3"+6HK]TOA.(8'H4D&+,6C:,U(ZT!C3."$ M48R^3XQ6"@KR8L7.XHDWJ';MY%_J"&{7+!V2@.!EW7G@?OX/$;BT3VRO),/$.M)(TH;AG%&>}GCEVD\|^"6FN M1@;@D1VDCIPh&!^S.O8GI[V&U!SI!..F@M>^$GHL,)<.'M X<-PA,.CMRPK>Y MJ87.!.-\(?L^,B(_R[N75@%89@+0L(W\4B=6J2EY-Y+3K!L20U<\.E1I2#'K3J3*D5*6*GV.]22.S99&DTQ%.U:=2/3#AM:UU[EV%XT#K%F^D'T%A\4*C M=S^A^%A4SS[<%DVYO*<*>SW5]92>1KXII,%H5-83-QM7^_MT58OG.J-211),UN$[_6FQ1."-;0D7VK3%IK]%(4L84Y4%V%9]'Z=S^$:)\&K: MLD,10H8MCAB&52DP/SY:B76DI*;@^)'G3$83,_)}QQM'\!D#@?4:TWL4#?_' MDVHTZ/+]L-62YFB;/;S.M)V)1=;?-:M/;SZN6]!8>?1A\(N@.=']&UWC4/1^A MLV75,%<3+0K;X*Z$QG;9#K?X?4*E$<#]M1:Z/S$7-%\|4L&#!!0 (.M'J$*EFP^>R&PO=V]R:W-H965TE&,5HZI;J:A;Z?SFK*A;=L$KN MSKS Y_^XY9NML3]FRT5#-^R.F8_C<*OV8!2\HD)S:4 Q=9GWGEP>I%9>2?P MB;.=/EB#M60EY6?f\;8\|WQ+B%6L,!:!XNN!7;*JLD!(XTN/Z0U'6L7#]1\|] MC;,=;5E1S2YE]2$72<;9QX4K3;R-M|I610S|<*.3^"PIAKQ ZWMU!CN45-72Y4'(*RDHCFETX4YTVDN/"'M!N7.*-SEJ&>6M}>?KO_X> VO|NF18|PT2&$+R $(;R7PFPU-M7(N2E=\'V:>(X?-M)PT!VJRP;8B7% B!)%#*=V7) ^(N3\0_N;$TUO@-.*#|S7^8^@=8:8X@I*-? MOU#(647[$L?^Z7!;F;-3Y;JR)P/DRAT'TX#.D&UN;JTF^_5-?K.;)7OGV5V1K-U2@A%L&H M,X$IUMJP!SBs0-I:*]DR:+[A1G<1ZQU,N;!+!XARL$B;.%Y%S*L7=QR/3;@9M,%6FX*PA^N\QP0XAK39$&2\@J2[0M5'GM.&#ZD3)+$#VY1U8QIW M;GPM|@Y'IN'IZV'_G MPYVL>X<'HP#RAF<7FF2M;!KLJU;2;@-.*W[T!76.5KW1;!L.Q%H.P._=M-WM1M=YQFVOLJG.L6ND5?]NTUQ;RQ:?))D:K39F]/FU-"I;YFWO56$;_+HN=WO=OO; MFBJQ/D*]+H2@536\SW'G,Z4_=)IS=!%:1E^U#)\;:<7YW)*\ X:8A$5%PH M7%L:1EX"2<4F4R#!-RL]!:XXEYJD3CT74O4&^^^"H1"/?DB_-=L_IDS!,G$O02,G'G4;F1I M-V489$X0!Y:H?C=E0&'?R((FU-+-*4/(DLFA41V.8#MG#$D4)DX6V\TLW%NG M9QWSLY7KYOKEZT+("P>*!5[GM^/_HKL#;W_H7;?]7 [&1S*IF)1F7N9_ZEV MSTULV,H.2O/A!WNR%+6'(>IP,|H?/S$)92=>$[THV[?O?3Y@ C;)%W[AN 5; M1\/Z[?G/'#T4?*(TP?TT\>"9PN?F6/Z6!8"#O4R@YH$B!YCLB9fK%I7&V9[MW/"2;#'BWPK+LQ-1ZR*O^*T8 MJBY+)[_/>2&>3(@=TT+ZXRQ=+C2|&9RD@'9 9GL,Z#'DZQ^\64^$>%-1 M*;D3W9L[_(M%9:E(TP;%#FE?UE/QH[; BDW@X!OQ'PC=Y\(J/EKTRSLQ.1 MGHC$T8"&#;-4(PW%Y14Z9;(E?,U!3H-[F\N_G5T/IY<_DHN;K[<7EY/QO=7 M-]=D>,|>"]X.3T8:IL'!HVD#>6XA_1V0U"=?1*67BEQ6,S[;!AB!?IV2?JOD MN;\7\?>Z[7_']\)#3BKGLF2*:*7 MDO,FEHA"#8X>C ;330U6J %AFH#G>.1<-MMS9:LT>65X8M7'EW9)KV$TL 6*49G+,'!

MT7Q;.%5B]3SB-FSIOVYZ;T!Q1D#U6AU+;%5Z=)CB0M/%HWC6X/_H'Y\@SU;.M\W2(T<35HXD+CR;P^.;@#"63U8G#%EJ5)#UQN/ -AK(5M)G?8,36*YG5,<,6 M6I5-/6:XAJQMX%Jl;6 5S;>%5OUNIYY'/"@>>;7";\ 9UIU?LB5M%\6VA58O4\XL'S MR.NK&\8!OFT&>[;FR^HDTMUY]B.A?)$_0R-4S:Y363Q"L?UT^YS.6?YTRHO/ MSYT/?O&TC88I'OZY('P1!0+%=*X@>^^^2L+RXGF:XHUDJ_P)DSLF)4ORETM* M0LHS_`7W.6-R\R8[P/;HLE_4$L#!!0 (_'J$*EED2"W@;P( 0% 9 M >&PO=V]R:W-H965TICVXR;6Q<.S.WW90X;C6"|9(W63C.4)VMZ9FI'-NE(T\(\N) M4MU6>ZMGQ_7>?5_OLW+|_(,JE^>%#%KI);*0:DCOLJW+!XER4 (1+JB;\-576,?3-'eQH(^T6]M MZSDH+J3BV=I8,\@(*|_X;9V'+0,_=< @6!L$^P;-`P;AVB"T@9;,;%A#K'#4 M$7R%A-'6;.9@.%,+B48L@607-MP-415V$'F[#[P5'$;P6[1<%WC@(O;-00&GS]+72[^$]A.9A159AK'T*,^IB8%YV@&<\(887/3A#D(PI.ZP$NTMD4S M$VP9^=Z5W^RXR^V(WFM=A\%5I;3#M%DQ;1YE.A9\2>QP,^6"MUP/*D@0U06# MVIXOX5I,>!JV&7>8UBCYUUX]TU;%M'64Z8L@"BYXFM;2:KWS>.&'U^T]7C5: M0=L+ZXFU*V+MCQ4;6'*S.WW90X;C6"|9(W63C.4)VMZ9FI'-NE(T\(\N) M4MU6>ZMGQ_7>?5_OLW+|_(,JE^>%#%KI);*0:DCOLJW+!XER4 (1+JB;\-576,?3-'eQH(^T6]M MZSDH+J3BV=I8,\@(*|_X;9V'+0,_=< @6!L$^P;-`P;AVB"T@9;,;%A#K'#4 M$7R%A-'6;.9@.%,+B48L@607-MP-415V$'F[#[P5'$;P6[1<%WC@(O;-00&GS]+72[^$]A.9A159AK'T*,^IB8%YV@&<\(887/3A#D(PI.ZP$NTMD4S M$VP9^=Z5W^RXR^V(WFM=A\%5I;3#M%DQ;1YE.A9\2>QP,^6"MUP/*D@0U06# MVIXOX5I,>!JV&7>8UBCYUUX]TU;%M'64Z8L@"BYXFM;2:KWS>.&'U^T]7C5: M0=L+ZXFU*V+MCQ4;6'*S.WW90X;C6"|9(W63C.4)VMZ9FI'-NE(T\(\N) M4MU6>ZMGQ_7>?5_OLW+|_(,JE^>%#%KI);*0:DCOLJW+!XER4 (1+JB;\-576,?3-'eQH(^T6]M MZSDH+J3BV=I8,\@(*|_X;9V'+0,_=< @6!L$^P:-`P;AVB"T@9;,;%A#K'#4 M$7R%A-'6;.9@.%,+B48L@607-MP-415V$'F[#[P5'$;P6[1<%WC@(O;-00&GS]+72[^$]A.9A159AK'T*, ^IB8%YV@&<\(887/3A#D(PI.ZP$NTMD4S M$VP9^=Z5W^RXR^V(WFM=A\%5I;3#M%DQ;1YE.A9\2>QP, ^6"MUP/*D@0U06# MVIXOX5I,>!JV&7>8UBCYUUX]TU;%M'64Z8L@"BYXFM;2:KWS>.&'U^T]7C5: M0=L+ZXFU*V+MCQ4;6'*S.WW90X;C6"|9(W63C.4)VMZ9FI'-NE(T\(\N) M4MU6>ZMGQ_7>?5_OLW+|_(,JE^>%#%KI);*0:DCOLJW+!XER4 (1+JB;\-576,?3-'eQH(^T6]M MZSDH+J3BV=I8,\@(*|_X;9V'+0,_=< @6!L$^P;-`P;AVB"T@9;,;%A#K'#4 M$7R%A-'6;.9@.%,+B48L@607-MP-415V$'F[#[P5'$;P6[1<%WC@(O;-00&GS]+72[^$]A.9A159AK'T*,^IB8%YV@&<\(887/3A#D(PI.ZP$NTMD4S M$VP9^=Z5W^RXR^V(WFM=A\%5I;3#M%DQ;1YE.A9\2>QP,^6"MUP/*D@0U06# MVIXOX5I,>!JV&7>8UBCYUUX]TU;%M'64Z8L@"BYXFM;2:KWS>.&'U^T]7C5: M0=L+ZXFU*V+MCQ4;6'*S.WW90X;C6"|9(W63C.4)VMZ9FI'-NE(T\(\N) M4MU6>ZMGQ_7>?5_OLW+|_(,JE^>%#%KI);*0:DCOLJW+!XER4 (1+JB;\-576,?3-'eQH(^T6]M MZSDH+J3BV=I8,\@(*|_X;9V'+0,_=< @6!L$^P:-`P;AVB"T@9;,;%A#K'#4 M$7R%A-'6;.9@.%,+B48L@607-MP-415V$'F[#[P5'$;P6[1<%WC@(O;-00&GS]+72[^$]A.9A159AK'T*, ^IB8%YV@&<\(887/3A#D(PI.ZP$NTMD4S M$VP9^=Z5W^RXR^V(WFM=A\%5I;3#M%DQ;1YE.A9\2>QP, ^6"MUP/*D@0U06# MVIXOX5I,>!JV&7>8UBCYUUX]TU;%M'64Z8L@"BYXFM;2:KWS>.&'U^T]7C5: M0=L+ZXFU*V+MCQ4;6'*S.WW90X;C6"|9(W63C.4)VMZ9FI'-NE(T\(\N) M4MU6>ZMGQ_7>?5_OLW+|_(,JE^>%#%KI);*0:DCOLJW+!XER4 (1+JB;\-576,?3-'eQH(^T6]M MZSDH+J3BV=I8,\@(*|_X;9V'+0,_=< @6!L$^P:-`P;AVB"T@9;,;%A#K'#4 M$7R%A-'6;.9@.%,+B48L@607-MP-415V$'F[#[P5'$;P6[1<%WC@(O;-00&GS]+72[^$]A.9A159AK'T*,^IB8%YV@&<\(887/3A#D(PI.ZP$NTMD4S M$VP9^=Z5W^RXR^V(WFM=A\%5I;3#M%DQ;1YE.A9\2>QP,

*8.I&SY*2)}$GX1-'SH%&8)$_T^#OE;%OI=Z;6O-)$ MP IAP5&"+*IM3^W$R-I5^%(;[!=N6&[!'\V4#<'\EI7F8V*;1_T>D_P!02P,$ M% @->H0J62],W4;: P ;@T !D !X;"[W;W)K&ULK5?O;]HZ%/U7KK+I:9/6YA<):0=(%-J-:64596\?GO;!) :L)3;/ M=LKVM#]^=A)2H";JWO(%8N>>XW.NG9N;WI;Q;V*-L83O64I%WUI+N;FT;1&O M<8;$.=M@]NXL&*<^05$,^LL6&8Y04H"RU/<<+)[0P1;@UZQ=P='_18+E-"\1T'MD6<9XC^N<,]V?ANTPO=8?M[<<36R:Y;$9)@*PBAPO.Q;*M0_=RY/H:4$3\3?!6[%V#MK)@!DL>3)*'^Y6A%,.6QU!1(_3W@$4Y3S:1T_%%N1 M6O6:&KA_O6.,*!7 >R[KP!%YNQ26%KC"0;]#C;.M M?1BDU?%+DIT,H-H7H;]R57=XG"R<'X^FH.P^D8/LW?7_@9C(=3D>3Z3L8 MSF;#Z;OKV^OI_![.8(P7$A!-X)-<8PXWA"(:$[]"X8ICK/95"G@UQA*15+Q6 M\9_OQ_#]Y6MX"83"?,URH<"B9TNE6:]LQY6^]U*?=T+?AYR>@^^\ < Q,@;X MZ/EP_Q!NJTS5Z?+]=`D%GW\]73H-$RHDS[5G^,>C"H")Q)GX:C)7LG7,;/H1 MO10;%,. ^19Y!@?D#M@9_O7!#YZW):DMD!\;]VKC?Q@[XR-1>2\PS]8PLI.EJ`MS>0%T\@9^-.PPN>O;#OH?&5?ZGATfMH=/L 0MQ"3E%&>.2_(<3($+DZAQC MB)E0!UB?;VT/$B)BEE.CSW*-<;_GF>L#7U!+ P04 "_!ZA"I9#^2N M,6H(#G7 &0 'AL+W=OV(AQ(?\95\;//@49:?JCLA%/F29T5U.+I3ZO[M>%PE=R*/]RUY+PK]ME\DL\UCH^7MN+HO13QM&N79./"\G7$>I\5HBTP^'Hf\T=,+E^GMG:I?&$\.[N-;<274'_<7I7XV[BC3-!=%ED/I0;*3_53TZGAR.OWB.1B435B%C_]R!.1);5 M)+T?GUOHJ.NS;KC\^(G.FX/7!W,35^)$9G^E4W5W.-H;D:F8Q?-,7XC:!M&F#;;;:MN;-MAI&^PT8[\8K&;D::SBR4$I'TE9;ZUI]8,F MKJ:U'N"TJ,^L*U7]OZ:ZG9I0=GQ-CLXI^7C[GET2?GI^=`YR>OZ-%%_I'_M8V1_/I*_$K.XI*,ZY. O*)"UE>GW=R7L7%M#H8*IT_-76_(8$7!.2/*TI> M_?RZ9)=.%NSB_JZ-(8E\$5JGU17UM;74?)^)PI$MF)9+&Y_5:+,=1V_Z9L3QTJ:T'R1,+J[3:P^M+[,/$.Q@_+H:UO$6QI MWLI6?'YKW7'OV\8:Y.UND+>=@ZSGI$\^7)SI>X6X(%9QDF:I M^DK^(\W.DC-RHO^8]@Z^LY>A@X^$422,(6$>\/BUTK125(OHN2FR1Z;Q.BUNMR+\I43OOR==*&YHN$T05L M?[EX,GG[*_5SDXTX.+>L//:Z//:<>70E=E%"AQ57)WIH.$@81<(8$L9!,"OL M_2[L?6AQW4?FB81P$L +U/?,NUG-.JVNIXHQDXD&4\;VHBVPJZ!?):M3(^-Q)VXX9&W-)VELI=:-&93&430GL!$%C@C.Y_G-Z*L+Y-M5/H2ZE EQV[TX#"#M:D7K.:(()!!:1Q%LW,TQL9W"H/-[X+T^Q?-O2KY6/1/ M4:C-@=(HE,;@-(ZBV2> 43I^!++TS\[%?!TJC4!J#TCB*9L=LI)+OMDK6N\|W M)"V24L15_T2&FJ.6MG;M#=8NME M!*5Q%,T.SY@AWRDF)D?3?^>5$E/R>9XF MGQ;WMF^<-[=0.=32G#>W4.<#I7$4S0[/:|_?[7V^[0JKGYRE19VO?G2L9RJY MU!.W-VNH*(+2*)3&H#2.HMFGA,%/_A[VN@M53E :A=(8E,91-#MFXV\[_;8 M_!F7:7R3-4*B?_I"55-+6[W:KE[LH11H)2N,HFOW] 2.2 K=(M3KJX_\LB]K M=\]#LX,2*)3&H#2.HMEGA-%3@0\MU0%45D%%ICI4!T>R8C=(*W$KKQ5+M M;C\XUZ"W5(>KI1K:*X/2.(IF)V;D5? C\%5=JA=OG5ZZM79W/SAPJ-*"TAB4 MQE$T^[0P2BO *JT JK2@-_JE,2B-HVAVS$9I!6ZE]7*\AHJLEK;RC895$0+M MDI%I'$6S\S(6*W!;+$"U?O;&&NJ[H#0*I3$HC:-H]AEAU%BPBRW44-4%15$H MC4%I'$6S8S;]*W!_T^KE0@UU6RUM15!'JX4:ZJR@-(ZBV?D99Q6XG=4W%.KK M1ID:+1N06D42F-0&D?1[%|Q& 46>M"Z'$*!%I1&H30&I7$4S8[9>*W0_;6K M 9\)NTF#$_;I*O3]MW:@?3(HC:-H=G)&585N537X V$W:W!^ZU^Y6KV0CMD M4!I'T>SPEGXD!]=6^O*Z^0:"[NX'9XW]71WVAW787],|"&L5&FL58JU5"+56 M4!]%TAB4QE$T.V9CK<+OM%;N]H-SI?_Z5;"[^C$#M%L&I7$4S8[,B*L0+JJ:M@OVBN'+W/#ALJ+B"TAB4QET^XPPXBKBJL0*JZ@-_JE,2B-HVAVS$9ZU_^)\'JMAKHK*(VC;'9DQEV%;G=U*1YD]E# LG;]6#>K773%W+6E M7=9[DX>;+2B-0FD,2N,HFKU^A3%;$=9L15"S!:51*(U!:1Q%LV,V9BMRFZVG M&C>,]JV1Q/8MV=GMR]4/E5DM;?A/$?7U\Y A$([15 ;1'L'\(=BMQVRUYF MINS]+=*HT[.V3O=&&6PR^"?N'1@\$;&N"TKC*)H=I7%=D=MUK2Y;@[P$N[L> M/&VAQ@M*8U .1']'L4V)I#2FLYXJ@G@M*HU :@[(XBF;';#Q7Y/9# MD5\15GY%4/D%15$HC4%I'$6S8S;R*W++KX'OH:FK*6IL/HBA7.*H#2.HMGI M&0\6N3W8X*4Z]S<9\1-WKX-G'U1406D<15OD-UY.GSD7Y6VSDG9%$CDOU&)Q MX^[5;K7NHV:-ZI7?]^6+],<-IC%$N!G<7E.%A7)Q$PCO:U=?=-0+E;57CQ1 M\KY9!?I&*B7SYN&=B*>BK#?0?Y!)J9Z>U!UT:Y M/_@=02P,$% @ >H0J M61BAAK/0 @ !P@ !D !X;"[W;W)K&ULK55K M:YLP%/TK%JNF5EH+@0!=ER"E2?J8U"Q*TNW#M \,N4FL&IO:)FGWZV<#97G0 MK*KV!?RXY_B;B02X!%'I**)-M;ZE4>F';.EY"@N493X'IG3D7"59Z M*A:V3 7@60Y*J.TZ3F GF# K:N5K0Q0&U>*8H83 42&9)@L7S)5"^;EL-ZV5A M1!9+91;L])7B!8O!W:=#H6=VQ3(C'3!)..$,"YFVKT[CHAB8^#_A.8"TWQL@X MF7+^8":WL[;E&% (5:& >O7"KI J2'2,AY+3JLZT@ WQR_L5[EW[66*)70Y M_4%F:MFVSBTT@SG.J!KQ]0V4?GS#%W,J\R=.E[&.A>),*IZ48*T@(:QXXZ]EA68*M0C,]9<9@+0S\Y4*J&O MW*\Z:P57LY[+_(87,L4QM"W]GTD0*[*BCQ\:@?.ESNA_(MNRI56VO4/LD M7V>P0(4YRI2%5=3P/WGU:_P@]3O%-ZLA#?_)3RH$UZ@@@WA7N"9T"WE!G?MJ=ROE/L'E0\%83%),44XX1E3$]7X&4\IU-GQ]^V$@?]YQ\![ ]H)ZCL! ?M MW#-M0RCR&V:(2)EA%@.*N52U-2'8\W/:<;M!'N7[!1Q_O?R;4*IT'\N%2=VH0)D#OSSE7+Q/3#*K>`_T!4$L# M:!0 (']$*EF'IZ*TU0, (4_ 9 >&PO=V!R:W-H965TV!;,M4\BI/.-+*/#.G(N<*CP5"ULN!=''DG'2]+WQFLY-8QT:$\5H(L@@5E]"XM\S3"#+M!)R/-6B M5O-,[;A]_*;^)2*I[7SDB0LV+]3U_J1&PYN,$!!Z]V\(YU\&L'OPIT35:%=445C4:," MKXC0U$F#ZN<*X8#2OT;LZ4P+L_ 51T,9GL(F2?+P"15DF/Z'+_>R*?/SPB7P@K'!W^2\E M+1+(YLA42ZN?8<4USN:,Q#M#@\6A9GO'<^$_Q H/[Y'AM7?}?=QKPTR?&,Y'B5 MGG[[*4>$5*#/ZI9))5*?GK*UXCUPIR^:U$!S?1^UWJT=N*2YKA(Z&PZ_ MLI^WHV@;N7YON+';P0L:O. HO\CGNB+7J8IEA\TEHZKAQMVIDJKK&.MQ_8QP M"RUP0G>/WV@T-./W&OQ>)_YO2Q#(C&]6!MB&2,,H \NPQ)#Y"[[Y0D"A3,2] M%HSK>\X>L<'("T,S<==@0AT]_0)MV_1#S\PU;+B&G5QW7.'RTIH.Z]YO ARV4QOT#B^TZ MF_'E=&.F H#.GDH]@'RCXA'49YQ@\9EQ^'1JO;Y>2CC5FJ*.MP(G4=C.PT]=[=UOQCM MXFI&J=LGN-BV$&<%CSCB]>.@NU4?/=RG4AM._[-O:'.@_Z%@=M.S\'WIV!$ZGM9F S\MWNF?^?"K;7_L+R]INKPLD/CU M,46B)(#IMXPF3-1C' LFOPVEG^A>?_TZ>!B.1]!W M,P##F[O>S?7P;O09],;CSW=C<-[&V^<+Z ST8LI$^"]^C @8)@(G\U =]CB7 MR^UL0 0.(_Y1^MR/!^#LPT?P 80)N%O0%W]NXMF:8\5RC/%4KQK!]+V$2"G(^DNMN>I #OX; M27LP%"3F?^MBW8+;>G"U?2_Y$D](QY#[D1.V)D;WYY^@:_ZBB_Q(8)4\6'D> MK"\T:GD=A$4:<)J&3^":4;YIV%M4+T55Y67=M0/:]M]M=3DRC95GNE9N5:%L MYY3M!U#N32:K>!5A(1_LSE15&5T4VQNY)7!GR/81W M#8P8#Y$!!$X>A_,> M.&Z(T%%V#K@@VT7N'F.-E>=#!"?LYH3=1L+7E$XW810U+ OWX+Z!'9C6'CN-.ME6Q5CIZ=E|/S7LBN)G/>P6+4<=-8U7/S'M .I:,DF3'94<,_);.!6! M43@CX.Q/@AG_J*/ M>]"!(?<5DPP#]3S \)2#!,=&NG4:8U!,4(X%5(H9FT8C-4W:7#/U(]3@66C47 M)5$"3])A,MCR3D26NU^:=5;0K:G,L% 'L+'I'K/'9'>]=@_?0?N!Z,QL:-=$M4O1W^:X&7U,KX6'G=LQ@G_*AD5>2 %7"17>'S>W]K;7R&5B8ECC@[0]<6ULJ MGP%"VUK9M#<*!0",)<" K.7+UU(&*\ADD="(SI^TL37"O+H@' FM&G2A{J!(MTN+8*%)>G8LCH55S46@6V"Q:WEP<#V6*>MD_*'HZ, ^CI-7NT0#.P62\HZ_3_K0*H"H1H:C0EZ@QL] MYA+Y#*R5]< 7U.AGD.R=GMPB:8&JL1=R C7+B7XZ1R$,.!*EBXHOPJ5VCS0# MO?HE_4AHU;!+XXK3SBN.,[XQ<0'"%9(&G69F0@U"O+2:51ET^K.;*I.B:%" MV*#_,6Z!-!.)P'6=_4@T9]fGU:AC5,@6=(K)109:SBOT+&=?56K-KMF:(0* MV8&:IQ=O+IK-L'Y6ZH+\)=ROKYK-4/+M^Z5ELU6:$JL1_>^8S<.$@XC,)+1Y MXWLBZ#(=':#]2(K@@\G6<*0/Y_8Q2L3M1L^C\MX?N?U!+ P04 M ^ !ZA"I9Z H(+<@" #!!@ &0 'AL+W=OVV MC%_VTE#82WB@9?&OK{GW*_ZN+<2\EX5B!H>8J?+.2L95WRNTGA_[OF+(EJB3ER M@DOEA$'3]DE#NQ3UGNY)Q3RPTHPO*A%61+Y=X!,MK#J>YUL;KNFLT.;@QITYF>$8]>W\2II=WI#DM$2NJ_@<=&WDO9QVK'^SN$G MQ97:6(.M9"+$O=T,\IX7V(208:8M S&?)9X@8Y;(U&GYO2:D!:XN5ZS?W.U MFUHF1.&)8'?AL.#@_A60\/KT9 MPV<8$2F)G0WLIZ@)9>K 6&_'*>SO'< >4 X7E#$S0]7SMQ2K+,=]3C+L>T8Z%,HE>O"#^UN\'5;!]^3+'TGLF?=[33= MI;S&'B=Y3JWX$-/?4DA-'TFE14])C!*-N;F,N@=!H/F;9T95E5W E%)2\(6 M*&)]M"\3,TX?C3=]FA!Q$IHVBRJG0Y>3%>5E?-C]HOSE9HLKGZ--G^<>ZJ"L M42MJ?*IV^:NR4**<.7E5D(D%U!6-JR-@B=.N%J8!T;9*R%^HJF>A0LB9Y0K M8#@UE$'KR&0D*ZFM-EK,G?A,A#92YI;%>9U06@=S/A5"KSQ?\ 4$L# M:!0 ('J$*EF18SXY P, .) 9 >&PO=V]R:W-H965TV**&F;5FNF6"2&D$GOW;+@P[+)"4IW'(DLB3! M_/=<(&Q>[MMIZ?3_A.8"VVVD@GF3+V]#O#]&M8&@@HS*1VP.IO!3V@5!LIC%\;3Z.\I19N MMY_=/^?9598I%M!C](%$,NX:OH$BF,,RCNV_@*,,?"WM-V-4Y+]HO9EK&6B6 M'"'.RW"IH;03,/6I#EL?I8X]#*#V1QG/5NY MZ49>FURMTI!4/\6OY&J*)T,KFYN^@_#ZV14COIH.]}$HZOAY?4 A>)/Q8#)&M'I&X>+R(S=% 2*(*!Q$*TS3#%(4)XY+\P?D#&3RIE24 J955#DPIH&$J<;H@ MNAD*H=;E.1\D)E1\4.[WXSXZ/?F 3A:)T21FF>H:9TAVI*=`GGOI?+F2[FI'EI6U2ZK;N=^S=>]REBT)I0BE6:O +U MB9A1)C(.Z$"TW7;'7&V#UUH?">Z4X,XA<+<* MO%"VV^">U](@!K[4^$KQ5@K<,@7M5X*U(<,?>!,^U/A+<+<'=0^!^%;B[!VZW M]BI>:WTDN%>">X? VU7@WAYXP[;\'?!:ZR/!_1+S=?Q2S/;ICE MK +8W-I_]=GG&^8+D@1$8:YTUKFGWB=>G">*CF3+?$N>.]DV^+P9JR.6<#U! MC<]9D\\=D#WZ3I:.D_7^5] <^9.>OTEVQ6F[LARS*=^MUDGU[M:U?IU]].#\IBN;;;?)ENHLQ> MO3YYTW]I9J-]P/X9?U`:K_G1KZ/]6[E,T_5;\SB]4FO.B*[LO.B(I+R/U_L MA5VM*JD\CM]K].0P9S7P^-??=;G_YLMOYC+)[46Z^FVY*&Y>G\Q.HH6]2G:K MXI?TJL-U-S2NO'FZRO?_CK[6S^-V=1/-=7J3K>G!Y!.OEYO;_R1_U"\31@/HI MG@&#>L#@L0.&\]8#A8P>,Z@&CNP/&]PP8UP/&CQTP]0=,[@Z8W#-@6@^8/09[MF-4#9H\=<%8/-O'X?;O;_^7'R=%3V9N)UL<,]D_>A=NBEN\DAL%G;1M,EZ&QP\>&]I>F#\$G)9_6+J-=_%@UZ@U'+ 5V$A\=V M?A@^:!D>AX?_=;=Z$0VF]PX7X>%O=M]KVKAPY^ M4P[OW3M?SP02 (P\/_1\.]-[S'>]O+RT?R/'HS_WVWS)?[5 _}_M_]U\+#*%?>?_W7*(;V_)43M9_9A[F6^3N7U]4OX]O[0E MC<1B$A,D)DE,D9@F,0-A7!9'ARR/0OKYO2HMPWP=S9/\)HGY<)F8:N?"NFF M+<1!]VN(22PF,4%BDL34+3;=8]7:]LOY<-HK7\^_'(>SY4GC:7_D/\LTGS4X MFTP.3_+2-#ZD:1Q,DTK3Q=?E:M66G>#(KMDAL9C$!(E)$E.WV.3H+_QL=-8; MW@E/R[/*-U/C_^&!#LP+V>00LDDP9!^R=&[M(H^NLG0=K=+-]?/"9ONOR;<]E MT1:\H-8U>"06DY@<@,4EB;M*(5,1,Z)K/&(O]O3O&=S]4>LZ2%+TV"6M/E7!D5D^.V3Y#%T&!+6N,3YK+IZ;/[\B168S?]$6TK#8-;6H%[,:0#6]:K5-*H9 M2O.S?50A]/D51&U2]2:U&-4$]DE44ZBF4F4?K\9 M6+1]0C6!:A+5%*H5#.4Y@?6-4Y]LG*],>^$=#.E:)>$;@+5)*HI5-.H9BC- M3ZEKLOI_OLKJ-TN20>/=_T5X@LZA1%LJ5).HIE!-HYJA-#^4KOGJAZNOXS== MF5TEA5V4KZ!YT?X#'BV^4"U&-8%$M54O]E:-9=9&IW34)[?4M>I[<.EVGM; M1,O-/+-);JM/$;9?RI_OJU6TW6S7^JQ;;;B MSQN14^B<&M4,I?D!=BU9/UA:E%.S)4BU%-MH)JLM>,7Q^>-U:U^Y]2H9BC-3ZKKP/KA$JS]Q-4V2I\LJRT*R:K.[^TNB?T7-MEIMRI5_^F.SGZ6Y35,_"RA?]=+U=V<(^BY+%_^SRHCJ^"Q*]Z<5]I%O33Q:MIZ%:C&H"U62M>#KIU1GTI+RU;XMI.%C MZQIZ5(M13:",:K#7O97[02#TZIT8U0VE^ZEWK-@CV'}7>D<,'Y#IP8B+,= XH M6K2AFDU66O!DXP*G5<CFJTJ^N/QN^/|#@OG'19W4GZ)DG6,%\E^WY5EZ MJ;B%=`B>S@%&VS94$Z@F!\WVI>T5%FW14,U0FIJ@UZ(-PBM; Y_5B?X=Q?:+ M7:5;NXB*PQ=;{XSN]$*U&-4$]DE44ZBF4 9DMW.!:C&J M"523]*903:..H30_U:ZO&X3[.G-W>?'J8Q"MG]89-!N_JC1X(6G[!Q3M,%# M-8EJ"M4TJAE*\V/]&KQ!N,%[>)UQL,\0A,UN"{[RM3F_66[,%\MHP8=[,:H) M5).HIE!-HYJA-#_LK@@<3}]@/8&V?]@6HY1 -8E]"M4TJAE*\U/MVL'!0^U@-MIY5&L^)JO#&_"_-8.:5HXX=]$M44JFE4,Y3FI]0U@X-P,_CP0N-3EBQLI#Y9 MMW\^:.QW?AU&8SY4$Z@F44VAFD8U0YG^19A<%3CL:\N:(5KAH5J,-+5)*HI M5-.H9BC-3I6K^H;AJ[.;ZJ+&IL'517C&SBE%>SQ4DZBF4$VCF]$T/Z6N\!N& M"[]/-YFUTUE'!KJ.3]'S#5W/-PPV+L2FYO ,G3,^ M:IP*&?7+?^Y<-06=5*":1#6%;AK5#*7YX75UWC!T60X.)Y.[MUT',T4D%]DE44ZBF4:)MH>&CG5$Z;;_4F@V8JT>(-U22JM*533]&8HS4^E*]Z&X1UXG?:)AJW.,44+-U03J"913;&;'C:W X;^TS,0_R MT^<*LB&\?2]L=4X@6]:AFD UB6IJV&PJ)XV-RNB4AM+\H+J.;/C_M7ON$9N) MPL?6.?1HOX9J M4DJEA(EGF^<Q>P M95R_7'\MA.[?>'V1A?=!S=][@[K#T:IL\'=Z_VBTP14DZBF4$VCF]$T/ZN M&AN%[]&/13K_%T\>"L=M!0;M5QI9!*>%%T.*5!-HI"-8UJAM+\9!{=BBQ< M6!TO3*O;IMZ>_]\NB_(]U->S6/4,J];3"&&^Z$5;XD#IG'=VCAFH"U22]*533 MJ&8HS?^?PE5EHR?8HS9"*S-4BU%-H)I$-85]&M4,I?FI=A7<*%S!=;TY5ICK M'.A9\Z,*+,;"0B<5[*913;&.1C5#.7Y270OIQN&>KGQ1GMM-D5S,HZXNNWW7MPN/.S^7'-KNM&&KM,. MCA8NM2PW/GU-6Z.+-G>H%J,. M0#6);@K5-*H92O,S[AJ^\1-L9QNCI1^JO:@F4$VBFD(UC6J&TOQ4NW9P'&X' M_V_+#;0:K+4'EAMHXX=J$M44JFE4,Y3FA]8U@^-P,QA:;CSV@L+A*3IG%ZT+M44V@FD0UAG8!^A>&[M(H^NLG0=K=+-]?/"9ONOR;<]E MT1:\H-8U>"06DY@<@,4EB;M*(5,1,Z)K/&(O]O3O&=S]4>LZ2%+TV"6M/E7!D5D^.V3Y#%T&!+6N,3YK+IZ;/[\B168S?]$6TK#8-;6H%[,:0#6]:K5-*H9 M2O.S?50A]/D51&U2]2:U&-4$]DE44ZBF4:)MH>&CG5$Z;;_4F@V8JT>(-U22J M*533]&8HS4^E*]Z&X1UXG?:)AJW.,44+-U03J"913;&;'C:W X;^TS,0_R MT^<*LB&\?2]L=4X@6]:AFD UB6IJV&PJ)XV-RNB4AM+\H+J.;/C_M7ON$9N) MPL?6.?1HOX9J M4DJEA(EGF^<Q>P M95R_7'\MA.[?>'V1A?=!S=][@[K#T:IL\'=Z_VBTP14DZBF4$VCF]$T/ZN M&AN%[]&/13K_%T\>"L=M!0;M5QI9!*>%%T.*5!-HI"-8UJAM+\9!{=BBQ< M6!TO3*O;IMZ>_]\NB_(]U->S6/4,J];3"&&^Z$5;XD#IG'=VCAFH"U22]*533 MJ

MPR{E"_039"#/]P9=D8CF@$Y#$#C-^)GTO)^&Z/3D#)V@E"[A)8P!%("FC.:H[&,%).G1.:'2-!89P8P M]'@YX]K^MRW^%,_7S]½J2l\7.(*A(4L&!|8$(_C\R?:MKVVQ^TBR\(//(WL35 M.^+J'6((7C,]4RG>FKD50U.LU;5?@IP;-MV^EMR6CQ\BS7WM+1XM6Q[3T[T6V$=(_,MI9;J>8ZF @O0&T7GZU)*F3S,NRZ;$/DY>A++,,1^%L-M!:\TU1/E&K-%2KC;JKFDM"ZZ,G%9=>U7 T$+?1'.}»#%4W<3^5(''IASD_SFE M8CU0$S1OK^__4$L#!!0 (_']$*EG&!B=16 0 %D5 9 >&PO=V]R M;W-H965TSB=CHC'&82Z(V>4[EOZ>0B>W4" |W!ADNW7&G3X,\F:[$*|#'7ZI[G$ M-[!"25D.7#'!B83%U#L)C^-P:!RLQ5<&6[?W3$PJ-T)\,R\?TID7F(@@@0'0; M(H_MW 6>6.0,(IO):A7]6D<[Y_OT7^WR6,R-U3!F3;VO1U0)8T$VF M+|\7V#R@3&AB|1&3*_B?;TC;P2+))16N2E,T:0,U|\TKN2B#T'3+3=(2H=HH<. M_4<<>]5#[ZD,_=*A;YDI4K$|Q%33V42*+9'&&M',@R73>F/ZC)NZ7VF)7QGZ MZ=GE^=?SB^MS\IY<4"FI*0)Y&X.F+%/OL/7Z*B9OW|PC;PCCY,M*;!3EJ9KX M&OLV""Y2]G-,|!,]TD\8D4^"ZY4BY$R%M](a8|!5Y-%]Y*>1$_'/#3\DO>" M1$'4;PGH[.GO2d.;7E6'GL7K/58'N 6^@0-R"4;MC")*35-4^ ^_V^ &0A14X2 M*H2Z40QZE4I0Y_'!.Z2;),.TJE2@'\IT'?2NC>2BLY*MS,R]MI-H.!X<#2?^_M[3Y]+6;]WK ?ULWB%K-@@".O.]NE/*A2'CA3/GLD2Y,.QI^%!DEHADN#'8,X M&$DB(66:9$*US@&#E]R#X&'.A=%PSZAA$S=M@O9N'|%- G/#|=/, M-L> .\H44C"L*QDX*YA+6 ME*5VSN6H>(*K'_FL5RB,LXV4P#4Y,6II9<)_=R)MDNPN".P&J5'%:5'KV6E M.^JR %V"Q1V!U0H0!KL]7^:">_^&M"1OT2+8BXP4T?KX3=OL<+&GH]:FBZQ:@Y MP;LC?"D#>[O>T,G A>#)3,7KQGCN^.D4+>X*KBTB+B/I@I=HL5= MH=6KL#LSA,X=3<]^_0<;\AT:C?%'+57-Y=L?X4@YVV_;0O6!),^.OFI-TNGX<%5/]=M-W&/QR\&ODZSR#/KD*7:%7;/4J[(XDH?L4T?&I\^QM|!-1 M-ZT&34TWC1Z>O_R]\R<,=&GO[A2FL>&ZN,2I6JOIP1-[*_;@_=3<&|]K\U, M<>GXBBMS@(`!8' 9 >&PO=V]R:W-H M965T&G\<<_Q.=>]UX,E%_[ZGA>Z!:`,B09V[4I$ UZI MG#*\$B"KHB#B<80Y7PZ=CK-:N*;S3)D%-QJ49(XWJ&[+*Z%G;LN2T *9I)R! MP'3H7'3.QZ&)MP%W%)=R;0S&R8SS>S/YE P=SPC"\-E&(C^'"_>&YZ%M(Q? M#:?3'FF Z^,5^P?K7?N9$8EGCQ>GBI1JGHNOIW?3K{3>5)Z$YO*-WKZ]F<#QT1LX LK@6\8K25@B!Z[2(@R5&S<'CNH#_3T'=GRX MU"=E$J8LP623P-7]6PO^RL+(/\CXN6*G$'@GX'M^=X>@\;_#@P-R@C:C@>4+ M]F44%@JA%3PXBFI2ZHR&-O[1 $_+F;2KQ_OVJ$WKO=YG_3V0;J>BVJ>@>8H\FF*(0F.ARMSDY@1G,*6.4S8&GH#*$ M$@7ER:XLU-1]2VUZT2+JA&$X^%/J$E?]=;DX;K M4OK^MMX=0>NF-O2&K=[PH-]5'TY@S.>,_M:*=8D^B;W_B:3@%5-2\5YE=0Q MR993\;\/:93Z<802.KML79GG MV.F*#EF+OWRZ24NOD3B4ISC^+M[<>)SI810=KIX,]V-/|+CK8NQWL M/1V)%Y/^O-_>5'8F],6,*_ MJ7D_-IP\W(_^/+V^FF 7C>YOQ_ANF"))#1%?H0>(Y^E)_Q#_OIA$:]2$GGI18=QNP2],RULN,YML;,88*+:,&*+ M%,'(HUY-_]&!_I8&T.$.V7K%>O7*M:4E_D&B-K+-$V09EEDZZ#K;#!!6@F1D M) <]3EST\<,GM Q(I,>Z;\?:6ZR6B-],M X2%;_:V[EF9T/8^^:;)V*T]H# MHSCDL2XE6;2XXA,MFE,>?QAZ>D'E=F/RDGU\M2&\A_[^PI'HAM$P_:=NGN7C M,_7CBYA|GB|)E%ZV>%!-:;*FK>&OOY@]X[!;=O'CWB9KFO"+.9KSLX"T+#.M5IM=ALS>ZMO%23-44K6D]//H#?:ASDI;;U$DYK%]V4M>3_Q]W#UZ7[3_<]OM,. MU]1W.*$E]$R!0.S 43=7#DGI8/Z<'HPG/ZHL% M\WY-M/3&FNAMED[6LT@;0#0]%4360V:FKSI.&8)EFA+9I2=)TIDP6Q^@(&:&8) M2G-!:1B*IHHBLTO3.?8U"#3O!*6YH#0,15.EE&FJJ<]31WPM1Z>KK$C $N*) MRXY'7NK/+SW*-O;U'.E[-A8 DH:A,*H,#0-0 W2O.<#-8Q?0)^(2,.?6GB]@: MD.G'I^O;>NMU 3XKK?&>JD#- T;ZT1M\I*$H6BJ]VV42;>]SZ!K}>W2;4\ZN M1*U6\8<G=VZRDA04E,Y(&D8BJ;*(?-R4Y^8@Q)SX_L;:E_A/$%GR811QX M:IP/4/`!2@OJ=W>N.7HK&BL_EN%#T50%9(9OZ;/FAK'O81/7R@";Z((27% ; MAJ*IM;/A|CE=)K1"@=Z-!;2XH#4/15+UD9<#]'3OZ@=XS!Z6Y MH#0,15.EE*4&ZT"IX=W1KU\3_,_& M3SVP\39=T)H$* U#T51I9$W"MHX@4HS06E82B:*F5IZ|Q^L\(]-O3H MR8TUTMNIV= #:@>&H]EZR**#K2\ZW/J1'Z["G27>H6TD>FAC*4 +$] T#>5J MY9$%";M[|.@'6]L i;F@- Q%4Z64M0I,OXOA/9[=0

I(,,;5!3GO/#WS2W3=}(S^>)G9(|)TDR1Q%_!LT{\CK&^9+$W2I:K))DH.>XI9EX%/"KVH*P0N%^08+N.K08X>G ?L8G MR<*C F'3K/=H(_1:QF24 &8$]R@_W7"VRKT5:5Q;/:|7]E M]E=%,_|\|%QX7+IN"T6+#=/29>]+7XDF?NB1;E|L9E$R'>C+2,:+PN&;="?,6 MH)[+*08_]VQPAN& ^*$TPCJ==4)M9$ W,,7R2+SRN7^5Q8\+7DfV>%-5JMU+V M)6F"IV'0I;28AI R/;]EWFNUI=1)\>7.Q4O8E:A)ZH=_;M438[[,<#BX"(L+[= 5R",@?Y]S;EZN3'"-MSN;?#(O_%|+ P04 " !ZA"I9PE,!'AP# !N"0 &0 'AL+W=O"[G2!N-DS/F#Z5S%?A%/-M9? $++BPK6!#-I.)91=819)25_^2QRL,*H=7=07-K@KM)\80VA6A?2C!]PA> MD9G22I€'D"@2] 1?@#![HK68:13(+MK9/F5GVD1+Z*]4\%5Q|N?AZ?0EW$Q@<O"7 M(W@'}TQ@Q*>,_L$8[L@C#)'AA"H8F/6AZ@F.0U2$IO*-08]".#YZ T= &=PE M?"8)BV7/5CHP(V]'51##,@AW1Q-M%ZXY4XF$2Q9CO"Y@:T>U+7=I:^CN5?P\ M8R?0=MZ"Z[A>0T 7A]/;#?3P<+J[QTV[7]1VH=?>H;>V*EG5AOGWHP)"EA$0)1H!*$,4XI8Y1-@4^*@2VU-EKZ;(@4NK]&.E+0*($O2/U.;CL"4R) MTD6DN#Y,>-COV:\?^_Y0L:L//%*N_563^V6:Q;F.V M"CK^+BI1WNYE1_&N.7.G;LV@F'D&$P@=VJR:W-H965T M:N\Y@&M^_M'7R359M:N%MM&#[+^+7B9] -WD$8A-&!@$8OAW'.E!'TG.16/G=Q$'? W^R7]:E']-!C M_-3CO/6H"^#O/?X"Y=}]{O45%S7CZ6UMCJ=.'EZ9!\;_:[E|C]-+?XW1*XI M5\|P92B#LP_G'LA:4.N%%J63F*701K#<-#?_()36P>ROA-"[A3V@_:O%_P!0 M2P,$% @ >H0J600?+[9N!@ JR@ !D !X;"]W:W)K&ULM9K=;MLV&(9OA?"*K0&RV*+DORPQX%@NFJY=,]O9, Pl0"3: M)BJ)KD@YL;"+'RG)^C=MN4P.8DL67Y^//E+?2_'FF8:? V09C#K]Z7L!N.OO. MM]?=+G.VV%?LBFYO('Y9T=!"7|RGZRl;AABY<2'?Z)>;]#U$0DZDYOXW%,X MN:$1!FB T+ (M)'X;<[!-'GVX|!V9J8D/6&RO/=R-+TLSRX=V\|/=DB[&&'2PDD M/G9XACU/*HEV?$E%.UF=LF#Q^U[}3=QYT9DGO/",>G\2EV[N.Z,.W..U07^HYU&/O?_"<7MOK"=BG/II8=$"GP3))_J:@B@4L/H"'L"T *P4 M@.,#!;50DU]BF%IT7T2R/N^ MY*XE8AR?+)\.UW,WWY\;\\7/RW!_/?'^T]_@>EO-GA8S-_,%XNY#9:?/LY^ M!3^#J>L2>;^0!^Z#).+DG7MM8XZ(QR[*] %;(-"S)P&- .,+L4)\7W3QL: M,12X[*;+1:- EU5TG;>=TD!XH(&$!!]HP#<,S ,7NV6!KNAMUF6X[(=5"]^ MBX(K8/8N >Q!"SPN;?#ZU07848Z+/4@^&MHI.UW=S-0/]MFG]\&]EH*!E=UV-M.J8U#^C.:,08H"NPY- 3Y#/Y^+WX'IQS{I}^F6Y2(6X,_GQ!V/0^Z6)GTXQ6Y-8":*50;14ZL9]7TQ)A$>+F/&Q3Q#0W0)O|@% MKT7D)VA$A0&!?/"Q*LC|$8GDJCZ<)& M&LKVGDFCE-$8':$1[''#(R9.'@9!?X3 4 7'N##,J=7G<-+V<=IFM;/F97,89 ME[&2RP)S$F*1;W(YH]3(|) 7R8GE51,%I7+,AU$5;,*'0V(AF,'_X)")HIJ 86@\9P.3Y?X|<6E&QMJ7822\!!@\T^I5I MVU8*E;M92%P-93>G/HU$. (@1@+\Z,.EF5HB$;3#4P^1@+Y7UM V05*W8"IREFQU31*M EA84.X@1#:(.+E"44T5NZE2;C3#,.DB0 MW:$1F7502M3#3+N8'!#"77+9O=:,%#E53HZ)(U(Q MfK5(.E!!BV(7)(ZC7_LT(<|<)^)NIN% [42SN[MM@L[PC1KF&8_E BO%G1(A7'^-_02 -K_ YS(NA&,<1H&65L@!S#LX3B)XI9$ M#N#@G,#!,*%70)+H.+%,X?65T&JA&PO=V]R:W-H965TBV=MK#7F+[^!|C M^V&?}+="_E8YHH;[@G$U\'*MRPO?5VF.!5%GHD1N=E9'"%D2;I5S[JI1(,@W">VF8S[HM*,3RY(H' GV@V8Z'W@?/E@*@!N%+ [=2JN#F.B2=R7@@O2>ALV.W"%=&3/N6V[0LMS2XU M.!U/DOGT:OIE 2??MXO%* Z5S#A&68/ M'7R359M:N%MM&#[+^+7B9] -WD$8A-&!@$8OAW'.E!'TG.16/G=Q$'? W^R7]:E']-!C M_-3CO/6H"^#O/?X"Y=}]{O45%S7CZ6UMCJ=.'EZ9!\;_:[E|C]-+?XW1*XI M5\|P92B#LP_G'LA:4.N%%J63F*701K#<-#?_()36P>ROA-"[A3V@_:O%_P!0 M2P,$% @ >H0J600?+[9N!@ JR@ !D !X;"]W:W)K&ULM9K=;MLV&(9OA?"*K0&RV*+DORPQX%@NFJY=,]O9, Pl0"3: M)BJ)KD@YL;"+'RG)^C=MN4P.8DL67Y^//E+?2_'FF8:? V09C#K]Z7L!N.OO. MM]?=+G.VV%?LBFYO('Y9T=!"7|RGZRl;AABY<2'?Z)>;]#U$0DZDYOXW%,X MN:$1!FB T+ (M)'X;<[!-'GVX|!V9J8D/6&RO/=R-+TLSRX=V\|/=DB[&&'2PDD M/G9XACU/*HEV?$E%.UF=LF#Q^U[}3=QYT9DGO/",>G\2EV[N.Z,.W..U07^HYU&/O?_"<7MOK"=BG/II8=$"GP3))_J:@B@4L/H"'L"T *P4 M@.,#!;50DU]BF%IT7T2R/N^ MY*XE8AR?+)\.UW,WWY\;\\7/RW!_/?'^T]_@>EO-GA8S-_,%XNY#9:?/LY^ M!3^#J>L2>;^0!^Z#).+DG7MM8XZ(QR[*] %;(-"S)P&- .,+L4)\7W3QL: M,12X[*;+1:- EU5TG;>=TD!XH(&$!!]HP#<,S ,7NV6!KNAMUF6X[(=5"]^ MBX(K8/8N >Q!"SPN;?#ZU07848Z+/4@^&MHI.UW=S-0/]MFG]\&]EH*!E=UV-M.J8U#^C.:,08H"NPY- 3Y#/Y^+WX'IQS{I}^F6Y2(6X,_GQ!V/0^Z6)GTXQ6Y-8":*50;14ZL9]7TQ)A$>+F/&Q3Q#0W0)O|@% MKT7D)VA$A0&!?/"Q*LC|$8GDJCZ<)& M&LKVGDFCE-$8':$1[''#(R9.'@9!?X3 4 7'N##,J=7G<-+V<=IFM;/F97,89 ME[&2RP)S$F*1;W(YH]3(|) 7R8GE51,%I7+,AU$5;,*'0V(AF,'_X)")HIJ 86@\9P.3Y?X|<6E&QMJ7822\!!@\T^I5I MVU8*E;M92%P-93>G/HU$. (@1@+\Z,.EF5HB$;3#4P^1@+Y7UM V05*W8"IREFQU31*M EA84.X@1#:(.+E"44T5NZE2;C3#,.DB0 MW:$1F7502M3#3+N8'!#"77+9O=:,%#E53HZ)(U(Q MfK5(.E!!BV(7)(ZC7_LT(<|<)^)NIN% [42SN[MM@L[PC1KF&8_E BO%G1(A7'^-_02 -K_ YS(NA&,<1H&65L@!S#LX3B)XI9$ M#N#@G,#!,*%70)+H.+%,X?65T&JA&PO=V]R:W-H965TBV=MK#7F+[^!|C M^V&?}+="

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As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": [ "r10", "r342", "r349", "r865" ] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": [
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Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": [ "r62" ] }, "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentAssetsReceivables": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentAssetsReceivables", "crdr": "debit", "calculation": { "http://www.cantaloupe.com/role/ACQUISITIONSSummaryofAssetsAcquiredandLiabilitiesAssumedDetails": { "parentTag": "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedAssets", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.cantaloupe.com/role/ACQUISITIONSSummaryofAssetsAcquiredandLiabilitiesAssumedDetails" ], "lang": { "en-us": { "role": { 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Includes, but is not limited to, national jurisdiction for non-U.S. jurisdiction." } } }, "auth_ref": [ "r524" ] }, "ecd_DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year", "label": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member]" } } }, "auth_ref": [ "r975" ] }, "us-gaap_EarningsPerShareAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareAbstract", "presentation": [ "http://www.cantaloupe.com/role/ConsolidatedStatementsofOperations" ], "lang": { "en-us": { "role": { "terseLabel": "Net earnings (loss) per common share", "label": "Earnings Per Share [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareBasic": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasic", "presentation": [ "http://www.cantaloupe.com/role/ConsolidatedStatementsofOperations", "http://www.cantaloupe.com/role/EARNINGSLOSSPERSHARECALCULATIONCalculationofEarningsLossPerShareDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Basic (in USD per share)", "netLabel": "Basic earnings (loss) per share (in USD per share)", "label": "Earnings Per Share, Basic", "documentation": "The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period." } } }, "auth_ref": [ "r223", "r245", "r246", "r247", "r248", "r249", "r250", "r255", "r258", "r262", "r263", "r264", "r269", "r559", "r569", "r582", "r583", "r689", "r708", "r854" ] }, "us-gaap_EarningsPerShareDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDiluted", "presentation": [ "http://www.cantaloupe.com/role/ConsolidatedStatementsofOperations", "http://www.cantaloupe.com/role/EARNINGSLOSSPERSHARECALCULATIONCalculationofEarningsLossPerShareDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Diluted (in USD per share)", "netLabel": "Diluted earnings (loss) per share (in USD per share)", "label": "Earnings Per Share, Diluted", "documentation": "The amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period." } } }, "auth_ref": [ "r223", "r245", "r246", "r247", "r248", "r249", "r250", "r258", "r262", "r263", "r264", "r269", "r559", "r569", "r582", "r583", "r689", "r708", "r854" ] }, "us-gaap_EarningsPerSharePolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerSharePolicyTextBlock", "presentation": [ "http://www.cantaloupe.com/role/SUMMARYOFSIGNIFICANTACCOUNTINGPOLICIESPolicies" ], "lang": { "en-us": { "role": { "verboseLabel": "EARNINGS (LOSS) PER COMMON SHARE", "label": "Earnings Per Share, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for computing basic and diluted earnings or loss per share for each class of common stock and participating security. Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements." } } }, "auth_ref": [ "r34", "r35", "r266" ] }, "us-gaap_EarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareTextBlock", "presentation": [ "http://www.cantaloupe.com/role/EARNINGSLOSSPERSHARECALCULATION" ], "lang": { "en-us": { "role": { "terseLabel": "EARNINGS (LOSS) PER SHARE CALCULATION", "label": "Earnings Per Share [Text Block]", "documentation": "The entire disclosure for earnings per share." } } }, "auth_ref": [ "r254", "r265", "r267", "r268" ] }, "us-gaap_EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "calculation": { "http://www.cantaloupe.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.cantaloupe.com/role/ConsolidatedStatementsofCashFlows" ], "lang": { "en-us": { "role": { "terseLabel": "Effect of currency exchange rate changes on cash and cash equivalents", "label": "Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations", "documentation": "Amount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies. Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": [ "r600" ] }, "us-gaap_EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate", "presentation": [ "http://www.cantaloupe.com/role/INCOMETAXESNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Tax at U.S Federal statutory rate", "label": "Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent", "documentation": "Percentage of domestic federal statutory tax rate applicable to pretax income (loss)." } } }, "auth_ref": [ "r238", "r524", "r550", "r888" ] }, "us-gaap_EffectiveIncomeTaxRateReconciliationShareBasedCompensationExcessTaxBenefitAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateReconciliationShareBasedCompensationExcessTaxBenefitAmount", "crdr": "debit", "calculation": { "http://www.cantaloupe.com/role/INCOMETAXESReconciliationofEffectiveIncomeTaxRateDetails": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.cantaloupe.com/role/INCOMETAXESReconciliationofEffectiveIncomeTaxRateDetails" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Stock compensation", "label": "Effective Income Tax Rate Reconciliation, Tax Expense (Benefit), Share-Based Payment Arrangement, Amount", "documentation": "Amount of difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying domestic federal statutory income tax rate to pretax income (loss) from continuing operation, attributable to expense for award under share-based payment arrangement. 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Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": [ "http://www.cantaloupe.com/role/CoverPage" ], "lang": { "en-us": { "role": {
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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://www.cantaloupe.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r927"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://www.cantaloupe.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://www.cantaloupe.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r927"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://www.cantaloupe.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://www.cantaloupe.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)." } } }, "auth_ref": ["r1015"] }, "dei_EntityPublicFloat": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityPublicFloat", "crdr": "credit", "presentation": ["http://www.cantaloupe.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Public Float", "label": "Entity Public Float", "documentation": "The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter." } } }, "auth_ref": [] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": ["http://www.cantaloupe.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Registrant Name", "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": ["r927"] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": ["http://www.cantaloupe.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Shell Company", "label": "Entity Shell Company", "documentation": "Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act." } } }, "auth_ref": ["r927"] }, "dei_EntitySmallBusiness": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntitySmallBusiness", "presentation": ["http://www.cantaloupe.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Small Business", "label": "Entity Small Business", "documentation": "Indicates that the company is a Smaller Reporting Company (SRC)." } } }, "auth_ref": ["r927"] }, "dei_EntityTaxIdentificationNumber": { "xbrltype": "employerIdItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityTaxIdentificationNumber", "presentation": ["http://www.cantaloupe.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Tax Identification Number", "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } } }, "auth_ref": ["r927"] }, "dei_EntityVoluntaryFilers": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityVoluntaryFilers", "presentation": ["http://www.cantaloupe.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Voluntary Filers", "label": "Entity Voluntary Filers", "documentation": "Indicate 'Yes' or 'No' if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act." } } }, "auth_ref": [] }, "dei_EntityWellKnownSeasonedIssuer": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityWellKnownSeasonedIssuer", "presentation": ["http://www.cantaloupe.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Well-known Seasoned Issuer", "label": "Entity Well-known Seasoned Issuer", "documentation": "Indicate 'Yes' or 'No' if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Is used on Form Type: 10-K, 10-Q, 8-K, 20-F, 6-K, 10-K/A, 10-Q/A, 20-F/A, 6-K/A, N-CSR, N-Q, N-1A." } } }, "auth_ref": ["r1016"] }, "ecd_EqtyAwrdsAdjFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Footnote", "label": "Equity Awards Adjustments, Footnote [Text Block]" } } }, "auth_ref": ["r969"] }, "ecd_EqtyAwrdsAdjsExclgValRprtdInSummryCompstnTblMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjsExclgValRprtdInSummryCompstnTblMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Excluding Value Reported in Compensation Table", "label": "Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member]" } } }, "auth_ref": ["r1011"] }, "ecd_EqtyAwrdsAdjsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments", "label": "Equity Awards Adjustments [Member]" } } }, "auth_ref": ["r1011"] }, "ecd_EqtyAwrdsInSummryCompstnTblForAplblYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsInSummryCompstnTblForAplblYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table", "label": "Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member]" } } }, "auth_ref": ["r1011"] }, "us-gaap_EquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityAbstract", "lang": { "en-us": { "role": { "terseLabel": "SHAREHOLDERS' EQUITY", "label": "Equity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EquityComponentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityComponentDomain", "presentation": ["http://www.cantaloupe.com/role/ConsolidatedStatementsofConvertiblePreferredStockandShareholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Equity Component [Domain]", "label": "Equity Component [Domain]", "documentation": "Components of equity are the parts of the total Equity balance including that which is allocated to common, preferred, treasury stock, retained earnings, etc." } } }, "auth_ref": ["r17", "r189", "r218", "r219", "r220", "r240", "r241", "r242", "r244", "r249", "r251", "r253", "r272", "r299", "r300", "r358", "r434", "r548", "r549", "r556", "r557", "r558", "r560", "r568", "r569", "r574", "r575", "r576", "r577", "r578", "r579", "r581", "r601", "r603", "r604", "r605", "r606", "r607", "r612", "r614", "r636", "r705", "r721", "r722", "r723", "r742", "r809"] }, "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": { "terseLabel": "Equity Valuation Assumption Difference, Footnote", "label": "Equity Valuation Assumption Difference, Footnote [Text Block]" } } }, "auth_ref": ["r979"] }, "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": { "terseLabel": "Erroneous Compensation Analysis", "label": "Erroneous Compensation Analysis [Text Block]" } } }, "auth_ref": ["r936", "r947", "r957", "r990"] }, "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": { "terseLabel": "Erroneously Awarded Compensation Recovery", "label": "Erroneously Awarded Compensation Recovery [Table]" } } }, "auth_ref": ["r933", "r944", "r954", "r987"] }, "us-gaap_EscrowDeposit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EscrowDeposit", "crdr": "debit", "presentation": ["http://www.cantaloupe.com/role/ACQUISITIONSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Escrow deposit", "label": "Escrow Deposit", "documentation": "The designation of funds furnished by a borrower to a lender to assure future payments of the borrower's real estate taxes and insurance obligations with respect to a mortgaged property. Escrow deposits may be made for a variety of other purposes such as earnest money and contingent payments. This element excludes replacement reserves which are an escrow separately provided for within the US GAAP taxonomy." } } }, "auth_ref": ["r135", "r834"] }, "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": { "terseLabel": "Executive Category:", "label": "Executive Category [Axis]" } } }, "auth_ref": ["r985"] }, "us-gaap_FairValueDisclosuresAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueDisclosuresAbstract", "lang": { "en-us": { "role": { "terseLabel": "Fair Value Disclosures [Abstract]", "label": "Fair Value Disclosures [Abstract]" } } }, "auth_ref": [] }, "us-gaap_FairValueDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueDisclosuresTextBlock", "presentation": ["http://www.cantaloupe.com/role/FAIRVALUEOFFINANCIALINSTRUMENTS"], "lang": { "en-us": { "role": { "verboseLabel": "FAIR VALUE OF FINANCIAL INSTRUMENTS", "label": "Fair Value Disclosures [Text Block]", "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": ["r588", "r590", "r591", "r592", "r594", "r595", "r596", "r597", "r598", "r683", "r889", "r894"] }, "us-gaap_FairValueOfFinancialInstrumentsPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueOfFinancialInstrumentsPolicy", "presentation": ["http://www.cantaloupe.com/role/SUMMARYOFSIGNIFICANTACCOUNTINGPOLICIESPolicies"], "lang": { "en-us": { "role": { "verboseLabel": "FAIR VALUE OF FINANCIAL INSTRUMENTS", "label": "Fair Value of Financial Instruments, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for determining the fair value of financial instruments." } } }, "auth_ref": ["r14"] }, "us-gaap_FinanceLeasePrincipalPayments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FinanceLeasePrincipalPayments", "crdr": "credit", "presentation": ["http://www.cantaloupe.com/role/LEASESSupplementalCashFlowInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash paid for amounts included in the measurement of operating lease liabilities", "label": "Finance Lease, Principal Payments", "documentation": "Amount of cash outflow for principal payment on finance lease." } } }, "auth_ref": ["r618", "r622"] }, "us-gaap_FinanceLoansAndLeasesReceivablePolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FinanceLoansAndLeasesReceivablePolicy", "presentation": ["http://www.cantaloupe.com/role/SUMMARYOFSIGNIFICANTACCOUNTINGPOLICIESPolicies"], "lang": { "en-us": { "role": { "verboseLabel": "FINANCE RECEIVABLES", "label": "Financing Receivable [Policy Text Block]", "documentation": "Disclosure of accounting policy for financing receivable." } } }, "auth_ref": ["r152", "r155", "r156", "r159", "r162", "r296", "r1060", "r1061", "r1062", "r1063", "r1067", "r1068"] }, "ctlp_FinanceReceivablesSalestypeLeaseTerm": { "xbrltype": "durationItemType", "nsuri": "http://www.cantaloupe.com/20240630", "localname": "FinanceReceivablesSalestypeLeaseTerm", "presentation": ["http://www.cantaloupe.com/role/FINANCERECEIVABLESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finance receivables sales-type lease term", "label": "Finance Receivables Salestype Lease Term", "documentation": "Finance Receivables Salestype Lease Term" } } }, "auth_ref": [] }, "us-gaap_FinancialAssetNotPastDueMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FinancialAssetNotPastDueMember", "presentation": ["http://www.cantaloupe.com/role/FINANCERECEIVABLESCreditRiskProfileBasedonPaymentActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Current", "label": "Financial Asset, Not Past Due [Member]", "documentation": "Financial asset not past due." } } }, "auth_ref": ["r311", "r863"] }, "us-gaap_FinancingReceivableAllowanceForCreditLosses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FinancingReceivableAllowanceForCreditLosses", "crdr": "credit", "calculation": {

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Excludes allowance for financing receivable covered under loss sharing agreement." } } }, "auth_ref": [ "r153", "r185", "r187", "r188", "r208", "r304", "r307", "r310", "r1160" ] }, "us-gaap_FinancingReceivableAllowanceForCreditLossesRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FinancingReceivableAllowanceForCreditLossesRollForward", "presentation": [ "http://www.cantaloupe.com/role/FINANCERECEIVABLESScheduleofCreditLossDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Financing Receivable, Allowance for Credit Loss [Roll Forward]", "label": "Financing Receivable, Allowance for Credit Loss [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "us-gaap_FinancingReceivableAllowanceForCreditLossesWriteOffs": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FinancingReceivableAllowanceForCreditLossesWriteOffs", "crdr": "debit", "presentation": [ "http://www.cantaloupe.com/role/FINANCERECEIVABLESScheduleofCreditLossDetails" ], "lang": { "en-us": { "role": { "negatedLabel": "Write-offs", "label": "Financing Receivable, Allowance for Credit Loss, Writeoff", "documentation": "Amount of writeoff of financing receivable, charged against allowance for credit loss." } } }, "auth_ref": [ "r154", "r309", "r317", "r862" ] }, "us-gaap_FinancingReceivableBeforeAllowanceForCreditLossAndFee": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FinancingReceivableBeforeAllowanceForCreditLossAndFee", "crdr": "debit", "calculation": { "http://www.cantaloupe.com/role/FINANCERECEIVABLESSummaryofFinanceReceivablesFiscalYearsDetails": { "parentTag": "us-gaap_NotesReceivableNet", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.cantaloupe.com/role/FINANCERECEIVABLESSummaryofFinanceReceivablesFiscalYearsDetails" ], "lang": { "en-us": { "role": { "totalLabel": "Total amounts to be collected", "label": "Financing Receivable, before Allowance for Credit Loss, Fee and Loan in Process", "documentation": "Amortized cost, before allowance for credit loss, fee, and loan in process, of financing receivable. 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Examples include, but not limited to, consumer credit risk scores, credit-rating-agency ratings, an entity's internal credit risk grades, loan-to-value ratios, collateral, collection experience and other internal metrics." } } }, "auth_ref": [ "r157", "r1073" ] }, "us-gaap_FinancingReceivableOriginatedFiveOrMoreYearsBeforeLatestFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FinancingReceivableOriginatedFiveOrMoreYearsBeforeLatestFiscalYear", "crdr": "debit", "calculation": { "http://www.cantaloupe.com/role/FINANCERECEIVABLESCreditRiskProfileBasedonPaymentActivityDetails": { "parentTag": "us-gaap_NotesReceivableGross", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.cantaloupe.com/role/FINANCERECEIVABLESCreditRiskProfileBasedonPaymentActivityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "More than 5 Years Ago", "label": "Financing Receivable, Originated, More than Five Years before Current Fiscal Year", "documentation": "Amortized cost of financing receivable originated more than five years prior to current fiscal year. 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Excludes state and local income tax expense (benefit), federal tax expense (benefit), statutory income tax expense (benefit) outside of country of domicile, tax credit, nondeductible expense, deduction, income tax settlement, income tax contingency, and cross-border tax law." } } }, "auth_ref": ["r1135", "r1136"] }, "us-gaap_IncomeTaxReconciliationPriorYearIncomeTaxes": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxReconciliationPriorYearIncomeTaxes", "crdr": "debit", "calculation": { "http://www.cantaloupe.com/role/INCOMETAXESReconciliationofEffectiveIncomeTaxRateDetails": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://www.cantaloupe.com/role/INCOMETAXESReconciliationofEffectiveIncomeTaxRateDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Changes related to prior years", "label": "Effective Income Tax Rate Reconciliation, Prior Year Income Taxes, Amount", 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These recoveries reduce costs and losses that are reported as a separate line item under operating expenses." } } }, "auth_ref": ["r102"] }, "us-gaap_IntangibleAssetsNetExcludingGoodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IntangibleAssetsNetExcludingGoodwill", "crdr": "debit", "calculation": { "http://www.cantaloupe.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsNoncurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.cantaloupe.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "verboseLabel": "Intangibles, net", "label": "Intangible Assets, Net (Excluding Goodwill)", "documentation": "Sum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges." } } }, "auth_ref": ["r341", "r1085", "r1087"] }, "us-gaap_InterestExpenseNonoperating": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpenseNonoperating", "crdr": "debit", "calculation": { "http://www.cantaloupe.com/role/ConsolidatedStatementsofOperations": { "parentTag": "us-gaap_NonoperatingIncomeExpense", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.cantaloupe.com/role/ConsolidatedStatementsofOperations"], "lang": { "en-us": { "role": { "negatedLabel": "Interest expense", "label": "Interest Expense, Nonoperating", "documentation": "Amount of interest expense classified as nonoperating." } } }, "auth_ref": ["r279", "r1038"] }, "us-gaap_InterestPaidNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPaidNet", "crdr": "credit", "presentation": ["http://www.cantaloupe.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "verboseLabel": "Interest paid in cash", "label": "Interest Paid, Excluding Capitalized Interest, Operating Activities", "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": ["r227", "r229", "r230"] }, "us-gaap_InternalUseSoftwarePolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InternalUseSoftwarePolicy", "presentation": ["http://www.cantaloupe.com/role/SUMMARYOFSIGNIFICANTACCOUNTINGPOLICIESPolicies"], "lang": { "en-us": { "role": { "terseLabel": "CAPITALIZATION OF INTERNAL-USE SOFTWARE AND CLOUD COMPUTING ARRANGEMENTS", "label": "Internal Use Software, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for costs incurred when both (1) the software is acquired, internally developed, or modified solely to meet the entity's internal needs, and (2) during the software's development or modification, no substantive plan exists or is being developed to market the software externally." } } }, "auth_ref": ["r357"] }, "us-gaap_InventoryNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryNet", "crdr": "debit", "calculation": { "http://www.cantaloupe.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cantaloupe.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "verboseLabel": "Inventory", "label": "Inventory, Net", "documentation": "Amount after valuation and LIFO reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer." } } }, "auth_ref": ["r210", "r852", "r899"] }, "us-gaap_InventoryPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryPolicyTextBlock", "presentation": 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"documentation": "Amount of valuation reserve for inventory." } } }, "auth_ref": ["r116", "r1032"] }, "us-gaap_InventoryWriteDown": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryWriteDown", "crdr": "debit", "calculation": { "http://www.cantaloupe.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.cantaloupe.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Provision for inventory reserve", "label": "Inventory Write-down", "documentation": "Amount of loss from reductions in inventory due to subsequent measurement adjustments, including, but not limited to, physical deterioration, obsolescence, or changes in price levels." } } }, "auth_ref": ["r328"] }, "us-gaap_InvestmentIncomeInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", 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Includes, but is not limited to, interest expense for finance lease, amortization of right-of-use asset for finance lease, operating lease cost, short-term lease cost, variable lease cost and sublease income." } } }, "auth_ref": ["r1154"] }, "us-gaap_LeaseIncome": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeaseIncome", "crdr": "credit", "calculation": { "http://www.cantaloupe.com/role/REVENUEOperatingLeaseLeaseIncomeDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cantaloupe.com/role/REVENUEOperatingLeaseLeaseIncomeDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total lease revenues", "label": "Lease Income", "documentation": "Amount of lease income from operating, direct financing, and sales-type leases. Includes, but is not limited to, variable lease payments, interest income, profit (loss) recognized at commencement, and lease payments paid and payable to lessor." } } }, "auth_ref": ["r633"] }, "us-gaap_LeaseholdImprovementsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeaseholdImprovementsMember", "presentation": ["http://www.cantaloupe.com/role/PROPERTYANDEQUIPMENTNETSummaryofPropertyandEquipmentatCostDetails"], "lang": { "en-us": { "role": { "terseLabel": "Leasehold improvements", "label": "Leasehold Improvements [Member]", "documentation": "Additions or improvements to assets held under a lease arrangement." } } }, "auth_ref": ["r118", "r627"] }, "us-gaap_LeasesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeasesAbstract", "lang": { "en-us": { "role": { "terseLabel": "Leases [Abstract]", "label": "Leases [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LegalCostsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LegalCostsPolicyTextBlock", "presentation": ["http://www.cantaloupe.com/role/SUMMARYOFSIGNIFICANTACCOUNTINGPOLICIESPolicies"], "lang": { "en-us": { "role": { "terseLabel": "LOSS CONTINGENCIES", "label": "Legal Costs, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for legal costs incurred to protect or defend the entity's assets and rights, or to obtain assets, including monetary damages, or to obtain rights." } } }, "auth_ref": ["r375"] }, "ctlp_LesseeLeaseTermOfContract": { "xbrltype": "durationItemType", "nsuri": "http://www.cantaloupe.com/20240630", "localname": "LesseeLeaseTermOfContract", "presentation": ["http://www.cantaloupe.com/role/SUMMARYOFSIGNIFICANTACCOUNTINGPOLICIESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lease term", "label": "Lessee, Lease, Term Of Contract", "documentation": "Lessee, Lease, Term Of Contract" } } }, "auth_ref": [] }, "us-gaap_LesseeLeasesPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeLeasesPolicyTextBlock", "presentation": ["http://www.cantaloupe.com/role/SUMMARYOFSIGNIFICANTACCOUNTINGPOLICIESPolicies"], "lang": { "en-us": { "role": { "terseLabel": "LESSEE ACCOUNTING", "label": "Lessee, Leases [Policy Text Block]", "documentation": "Disclosure of accounting policy for leasing arrangement entered into by lessee." } } }, "auth_ref": ["r619"] }, "us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityMaturityTableTextBlock", "presentation": ["http://www.cantaloupe.com/role/LEASESTables"], "lang": { "en-us": { "role": { "terseLabel": "Maturities of Lease Liabilities, Operating Leases", "label": "Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block]", "documentation": "Tabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position." } } }, "auth_ref": ["r1155"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDue", "crdr": "credit", "calculation": { "http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails": { "parentTag": null, "weight": null, "order": null, "root": true }, "http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails_1": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total lease payments", "label": "Lessee, Operating Lease, Liability, to be Paid", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease." } } }, "auth_ref": ["r626"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueAfterYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueAfterYearFive", "crdr": "credit", "calculation": { "http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails":

{ "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 4.0 }], "presentation": ["http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Thereafter", "label": "Lessee, Operating Lease, Liability, to be Paid, after Year Five", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease due after fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r626"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths", "crdr": "credit", "calculation": { "http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2025", "label": "Lessee, Operating Lease, Liability, to be Paid, Year One", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r626"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearFive", "crdr": "credit", "calculation": { "http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2029", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Five", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r626"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearFour", "crdr": "credit", "calculation": { "http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2028", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Four", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r626"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearThree", "crdr": "credit", "calculation": { "http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2027", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Three", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r626"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearTwo", "crdr": "credit", "calculation": { "http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2026", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Two", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r626"] }, "us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityUndiscountedExcessAmount", "crdr": "credit", "calculation": { "http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cantaloupe.com/role/LEASESMaturitiesofLeaseLiabilitiesDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Less: Imputed interest", "label": "Lessee, Operating Lease, Liability, Undiscounted Excess Amount", "documentation": "Amount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease." } } }, "auth_ref": ["r626"] }, "us-gaap_LesseeOperatingLeaseRenewalTerm": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseRenewalTerm", "presentation": ["http://www.cantaloupe.com/role/LEASESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease extension period", "label": "Lessee, Operating Lease, Renewal Term", "documentation": "Term of lessee's operating lease renewal, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r1153"] }, "us-gaap_LesseeOperatingLeaseTermOfContract": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseTermOfContract", "presentation": ["http://www.cantaloupe.com/role/LEASESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lease term", "label": "Lessee, Operating Lease, Term of Contract", "documentation": "Term of lessee's operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r1153"] }, "us-gaap_LesseeOperatingLeasesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeasesTextBlock", "presentation": ["http://www.cantaloupe.com/role/LEASES"], "lang": { "en-us": { "role": { "terseLabel": "LEASES", "label": "Lessee, Operating Leases [Text Block]", "documentation": "The entire disclosure for operating leases of lessee. Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability." } } }, "auth_ref": ["r613"] }, "us-gaap_LessorLeasesPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LessorLeasesPolicyTextBlock", "presentation": ["http://www.cantaloupe.com/role/SUMMARYOFSIGNIFICANTACCOUNTINGPOLICIESPolicies"], "lang": { "en-us": { "role": { "terseLabel": "LESSOR ACCOUNTING", "label": "Lessor, Leases [Policy Text Block]", "documentation": "Disclosure of accounting policy for leasing arrangements entered into by lessor." } } }, "auth_ref": ["r176", "r177", "r178", "r631"] }, "us-gaap_LessorOperatingLeaseTermOfContract": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LessorOperatingLeaseTermOfContract", "presentation": ["http://www.cantaloupe.com/role/REVENUENarrativeDetails", "http://www.cantaloupe.com/role/SUMMARYOFSIGNIFICANTACCOUNTINGPOLICIESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lessor, operating lease term", "label": "Lessor, Operating Lease, Term of Contract", "documentation": "Term of lessor's operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r1157"] }, "us-gaap_LessorSalesTypeLeaseTermOfContract1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LessorSalesTypeLeaseTermOfContract1", "presentation": ["http://www.cantaloupe.com/role/SUMMARYOFSIGNIFICANTACCOUNTINGPOLICIESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lessor, sales-type lease term", "label": "Lessor, Sales-type Lease, Term of Contract", "documentation": "Term of lessor's sales-type lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r1157"] }, "us-gaap_LessorSalesTypeLeasesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LessorSalesTypeLeasesTextBlock", "presentation": ["http://www.cantaloupe.com/role/LEASES"], "lang": { "en-us": { "role": { "terseLabel": "LEASES", "label": "Lessor, Sales-type Leases [Text Block]", "documentation": "The entire disclosure of lessor's sales-type leases." } } }, "auth_ref": ["r628"] }, "us-gaap_Liabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Liabilities", "crdr": "credit", "calculation": { "http://www.cantaloupe.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cantaloupe.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "totalLabel": "Total liabilities", "label": "Liabilities", "documentation": "Amount of 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Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates." } } }, "auth_ref": ["r637", "r638", "r639", "r640", "r641", "r739", "r740", "r741", "r792", "r793", "r794", "r813", "r815"] }, "ctlp_ReleasePeriodOneMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cantaloupe.com/20240630", "localname": "ReleasePeriodOneMember", "presentation": ["http://www.cantaloupe.com/role/ACQUISITIONSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Release, Period One", "label": "Release, Period One [Member]", "documentation": "Release, Period One" } } }, "auth_ref": [] }, "ctlp_ReleasePeriodTwoMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cantaloupe.com/20240630", "localname": "ReleasePeriodTwoMember", "presentation": ["http://www.cantaloupe.com/role/ACQUISITIONSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Release, Period Two", "label": "Release, Period Two [Member]", "documentation": "Release, Period Two" } } }, "auth_ref": [] }, "ctlp_ReleaseScheduleAxis": { "xbrltype": "stringItemType", "nsuri": "http://www.cantaloupe.com/20240630", "localname": "ReleaseScheduleAxis", "presentation": ["http://www.cantaloupe.com/role/ACQUISITIONSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Release Schedule [Axis]", "label": "Release Schedule [Axis]", "documentation": "Release Schedule" } } }, "auth_ref": [] }, "ctlp_ReleaseScheduleDomain": { "xbrltype": "domainItemType", "nsuri": "http://www.cantaloupe.com/20240630", "localname": "ReleaseScheduleDomain", "presentation": ["http://www.cantaloupe.com/role/ACQUISITIONSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Release Schedule [Domain]", "label": "Release Schedule [Domain]", "documentation": "Release Schedule [Domain]" } } }, "auth_ref": [] }, "us-gaap_RentalIncomeNonoperating": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RentalIncomeNonoperating", "crdr": "credit", "presentation": ["http://www.cantaloupe.com/role/LEASESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Rental income, nonoperating", "label": "Rental Income, Nonoperating", "documentation": "Income earned by providing the use of assets to an outside party in exchange for a payment or series of payments that is nonoperating in nature." } } }, "auth_ref": ["r105"] }, "us-gaap_RepaymentsOfOtherLongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfOtherLongTermDebt", "crdr": "credit", "calculation": { "http://www.cantaloupe.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 4.0 } }, "presentation": ["http://www.cantaloupe.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "negatedLabel": "Repayment of long-term debt", "label": "Repayments of Other Long-Term Debt", "documentation": "Amount of cash outflow for the payment of debt classified as other, maturing after one year or the operating cycle, if longer." } } }, "auth_ref": ["r108"] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpense", "crdr": "debit", "presentation": [
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"http://www.cantaloupe.com/role/SUMMARYOFSIGNIFICANTACCOUNTINGPOLICIESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenues:", "verboseLabel": "Revenue from contract with customer, excluding assessed tax", "label": "Revenue from Contract with Customer, Excluding Assessed Tax", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r148", "r149", "r270", "r276", "r277", "r281", "r283", "r284", "r285", "r287", "r454", "r455", "r650"] }, "ctlp_RevenueFromContractWithCustomerPaymentTerms": { "xbrltype": "durationItemType", "nsuri": "http://www.cantaloupe.com/20240630", "localname": "RevenueFromContractWithCustomerPaymentTerms", "presentation": [
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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table."}}}, "auth_ref": []}, "us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionPeriod1": {"xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionPeriod1", "presentation": ["http://www.cantaloupe.com/role/REVENUEPerformanceObligationsDetails"], "lang": {"en-us": {"role": {"terseLabel": "Performance obligation, period", "label": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Period", "documentation": "Period in which remaining performance obligation is expected to be recognized as revenue, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days."}}}, "auth_ref": ["r175"]}, 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Includes, but is not limited to, amount of receivable and allowance for credit loss."}}}, "auth_ref": ["r91", "r97", "r291", "r1065"]}, "us-gaap_ScheduleOfAccountsNotesLoansAndFinancingReceivableTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAccountsNotesLoansAndFinancingReceivableTextBlock", "presentation": ["http://www.cantaloupe.com/role/FINANCERECEIVABLESTables"], "lang": {"en-us": {"role": {"terseLabel": "Schedule of Finance Receivables", "label": "Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block]", "documentation": "Tabular disclosure of the various types of trade accounts and notes 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."}}}, "auth_ref": ["r91", "r97"]}, "us-gaap_ScheduleOfAccruedLiabilitiesTableTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAccruedLiabilitiesTableTextBlock", "presentation": ["http://www.cantaloupe.com/role/ACCRUEDEXPENSESTables"], "lang": {"en-us": {"role": {"verboseLabel": "Schedule of Accrued Expenses", "label": "Schedule of Accrued Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the components of accrued liabilities."}}}, "auth_ref": []}, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTable": {"xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTable", "presentation": ["http://www.cantaloupe.com/role/ACCRUEDEXPENSESInformationRegardingAccruedExpensesDetails", "http://www.cantaloupe.com/role/ACQUISITIONSNarrativeDetails", "http://www.cantaloupe.com/role/ACQUISITIONSScheduleofProFormaOperationsResultsDetails", "http://www.cantaloupe.com/role/ACQUISITIONSSummaryofAssetsAcquiredandLiabilitiesAssumedDetails", "http://www.cantaloupe.com/role/ACQUISITIONSSummaryofPurchasePriceConsiderationDetails"], "lang": {"en-us": {"role": {"terseLabel": "Schedule of Business Acquisitions, by Acquisition [Table]", "label": "Schedule of Business Acquisitions, by Acquisition [Table]", "documentation": "Disclosure of information about business combination. Includes, but is not limited to, recognized asset and liability."}}}, "auth_ref": ["r59", "r60", "r563"]}, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock", "presentation": ["http://www.cantaloupe.com/role/ACQUISITIONSTables"], "lang": {"en-us": {"role": {"verboseLabel": "Schedule of Business Acquisition", "label": "Schedule of Business Acquisitions, by Acquisition [Table Text Block]", "documentation": "Tabular disclosure of a material business combination completed during the period, including background, timing, and recognized assets and liabilities. This table does not include leveraged buyouts."}}}, "auth_ref": ["r59", "r60"]}, "ctlp_ScheduleOfCommonStockForFutureIssuanceTableTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://www.cantaloupe.com/20240630", "localname": "ScheduleOfCommonStockForFutureIssuanceTableTextBlock", "presentation": ["http://www.cantaloupe.com/role/STOCKBASEDCOMPENSATIONTables"], "lang": {"en-us": {"role": {"terseLabel": "Schedule of Common Stock for Future Issuance", "label": "Schedule Of Common Stock For Future Issuance [Table Text Block]", "documentation": "Represents information of common stock for future issuance."}}}, "auth_ref": []}, "us-gaap_ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock", "presentation": ["http://www.cantaloupe.com/role/INCOMETAXESTables"], "lang": {"en-us": {"role": {"verboseLabel": "Schedule of Benefit (Provision) for Income Taxes", "label": "Schedule of Components of Income Tax Expense (Benefit) [Table Text Block]", "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": ["r1140"]}, "us-gaap_ScheduleOfDebtInstrumentsTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDebtInstrumentsTextBlock", "presentation": ["http://www.cantaloupe.com/role/DEBTANDOTHERFINANCINGARRANGEMENTSTables"], "lang": {"en-us": {"role": {"terseLabel": "Schedule of Debt and Other Financing Arrangements", "label": "Schedule of Long-Term Debt Instruments [Table Text Block]", "documentation": "Tabular disclosure of long-debt instruments or arrangements, including identification, terms, features, collateral requirements and other information necessary to a fair presentation. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the entity, if longer."}}}, "auth_ref": ["r24", "r48", "r53", "r73", "r124", "r125", "r867", "r869", "r1045", "r1150"]}, "us-gaap_ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock": {"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock", "presentation": ["http://www.cantaloupe.com/role/INCOMETAXESTables"], "lang": {"en-us": {"role": {"verboseLabel": "Schedule of Deferred Tax Assets and Liabilities", "label": "Schedule of Deferred Tax Assets and Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the components of net deferred tax asset or liability recognized in an entity's statement of financial position, including the following: the total of all deferred tax liabilities, the total of all deferred tax assets, the total

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Includes, but is not limited to, corresponding line item in financial statement." } } }, "auth_ref": ["r55"] }, "us-gaap_ScheduleOfFinancingReceivableRecordedInvestmentCreditQualityIndicatorTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFinancingReceivableRecordedInvestmentCreditQualityIndicatorTable", "presentation": ["http://www.cantaloupe.com/role/FINANCERECEIVABLESCreditRiskProfileBasedonPaymentActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Financing Receivable, Credit Quality Indicator [Table]", "label": "Financing Receivable, Credit Quality Indicator [Table]", "documentation": "Disclosure of information about credit quality indicator for financing receivable." } } }, "auth_ref": ["r158", "r862", "r1073"] }, "ctlp_ScheduleOfFinancingReceivableTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.cantaloupe.com/20240630", "localname": "ScheduleOfFinancingReceivableTableTextBlock", "presentation": ["http://www.cantaloupe.com/role/FINANCERECEIVABLESTables"], "lang": { "en-us": { "role": { "verboseLabel": "Schedule of Financing Receivable", "label": "Schedule Of Financing Receivable [Table Text Block]", "documentation": "Represent schedule of financing receivable." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTable", "presentation": ["http://www.cantaloupe.com/role/GOODWILLANDINTANGIBLEASSETSSummaryofAmortizableIntangibleAssetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Finite-Lived Intangible Assets [Table]", "label": "Intangible Asset, Finite-Lived [Table]", "documentation": "Disclosure of information about finite-lived intangible asset. Excludes indefinite-lived intangible asset." } } }, "auth_ref": ["r341", "r348", "r352", "r353", "r355", "r651", "r846", "r865"] }, "us-gaap_ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock", "presentation": ["http://www.cantaloupe.com/role/INCOMETAXESTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Pre-Tax Income (Loss)", "label": "Schedule of Income before Income Tax, Domestic and Foreign [Table Text Block]", "documentation": "Tabular disclosure of income before income tax between domestic and foreign jurisdictions." } } }, "auth_ref": ["r1044"] }, "us-gaap_ScheduleOfIndefiniteLivedIntangibleAssetsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfIndefiniteLivedIntangibleAssetsTableTextBlock", "presentation": ["http://www.cantaloupe.com/role/GOODWILLANDINTANGIBLEASSETSTables"], "lang": { "en-us": { "role": { "verboseLabel": "Schedule of Intangible Asset Balances", "label": "Schedule of Indefinite-Lived Intangible Assets [Table Text Block]", "documentation": "Tabular disclosure of assets, excluding financial assets and goodwill, lacking physical substance and exist in perpetuity, by either major class or business segment." } } }, "auth_ref": ["r865", "r1087"] }, "us-gaap_ScheduleOfMaturitiesOfLongTermDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfMaturitiesOfLongTermDebtTableTextBlock", "presentation": ["http://www.cantaloupe.com/role/DEBTANDOTHERFINANCINGARRANGEMENTSTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Maturities of Debt and Other Financing Arrangements", "label": "Schedule of Maturities of Long-Term Debt [Table Text Block]", "documentation": "Tabular disclosure of maturity and sinking fund requirement for long-term debt." } } }, "auth_ref": ["r12"] }, "us-gaap_ScheduleOfNonvestedShareActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfNonvestedShareActivityTableTextBlock", "presentation": ["http://www.cantaloupe.com/role/STOCKBASEDCOMPENSATIONTables"], "lang": { "en-us": { "role": { "verboseLabel": "Schedule of Nonvested Share Activity", "label": "Schedule of Nonvested Share Activity [Table Text Block]", "documentation": "Tabular disclosure of the changes in outstanding nonvested shares." } } }, "auth_ref": ["r127"] }, "ctlp_ScheduleOfPreferredStockTableTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.cantaloupe.com/20240630", "localname": "ScheduleOfPreferredStockTableTableTextBlock", "presentation": ["http://www.cantaloupe.com/role/SHAREHOLDERSEQUITYANDPREFERREDSTOCKTables"], "lang": { "en-us": { "role": { "verboseLabel": "Schedule of Preferred Stock", "label": "Schedule Of Preferred Stock Table [Table Text Block]", "documentation": "Tabular Disclosure of the Preferred stock." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfPropertyPlantAndEquipmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfPropertyPlantAndEquipmentTable", "presentation": ["http://www.cantaloupe.com/role/PROPERTYANDEQUIPMENTNETNarrativeDetails", "http://www.cantaloupe.com/role/PROPERTYANDEQUIPMENTNETSummaryofPropertyandEquipmentatCostDetails", "http://www.cantaloupe.com/role/SUMMARYOFSIGNIFICANTACCOUNTINGPOLICIESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment [Table]", "label": "Property, Plant and Equipment [Table]", "documentation": "Disclosure of information about physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": ["r11", "r627"] }, "us-gaap_ScheduleOfPropertySubjectToOrAvailableForOperatingLeaseTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfPropertySubjectToOrAvailableForOperatingLeaseTextBlock", "presentation": ["http://www.cantaloupe.com/role/LEASESTables"], "lang": { "en-us": { "role": { "terseLabel": "Property and Equipment Used for Operating Lease Rental Program", "label": "Property, Plant, and Equipment, Lessor Asset under Operating Lease [Table Text Block]", "documentation": "Tabular disclosure of lessor's underlying asset for which right to use has been conveyed to lessee under operating lease." } } }, "auth_ref": ["r163", "r1091", "r1156"] }, "us-gaap_ScheduleOfShareBasedCompensationActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationActivityTableTextBlock", "presentation": ["http://www.cantaloupe.com/role/STOCKBASEDCOMPENSATIONTables"], "lang": { "en-us": { "role": { "verboseLabel": "Schedule of Information Related to Outstanding Options", "label": "Share-Based Payment Arrangement, Activity [Table Text Block]", "documentation": "Tabular disclosure of activity for award under share-based payment arrangement. 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Includes, but is not limited to, common, convertible, and preferred stocks." } } }, "auth_ref": ["r45", "r46", "r48", "r49", "r50", "r53", "r122", "r124", "r125", "r126", "r203", "r204", "r205", "r273", "r418", "r419", "r420", "r422", "r425", "r430", "r432", "r733", "r734", "r735", "r736", "r871", "r1018", "r1041"] }, "us-gaap_ScheduleOfUnrecognizedTaxBenefitsRollForwardTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfUnrecognizedTaxBenefitsRollForwardTableTextBlock", "presentation": ["http://www.cantaloupe.com/role/INCOMETAXESTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Activity Related to Unrecognized Income Tax Benefits", "label": "Schedule of Unrecognized Tax Benefits Roll Forward [Table Text Block]", "documentation": "Tabular disclosure of the change in unrecognized tax benefits." } } }, "auth_ref": ["r534", "r887"] }, "us-gaap_SecuredOvernightFinancingRateSofrOvernightIndexSwapRateMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SecuredOvernightFinancingRateSofrOvernightIndexSwapRateMember", "presentation": ["http://www.cantaloupe.com/role/DEBTANDOTHERFINANCINGARRANGEMENTSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "SOFR", "label": "Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member]", "documentation": "Fixed rate on U.S. dollar, constant-notional interest rate swap that has its variable-rate leg referenced to Secured Overnight Financing Rate (SOFR) with no additional spread over SOFR on variable-rate leg." } } }, "auth_ref": ["r1146"] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": ["http://www.cantaloupe.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Title of 12(b) Security", "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r926"] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": ["http://www.cantaloupe.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Security Exchange Name", "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": ["r929"] }, "srt_SegmentGeographicalDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "SegmentGeographicalDomain", "presentation": ["http://www.cantaloupe.com/role/REVENUENarrativeDetails", "http://www.cantaloupe.com/role/REVENUEScheduleofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Geographical [Domain]", "label": "Geographical [Domain]" } } }, "auth_ref": ["r285", "r286", "r653", "r654", "r655", "r656", "r657", "r658", "r659", "r660", "r661", "r662", "r663", "r664", "r665", "r666", "r667", "r668", "r669", "r670", "r671", "r672", "r673", "r674", "r675", "r676", "r677", "r678", "r679", "r680", "r681", "r682", "r754", "r755", "r756", "r817", "r819", "r822", "r824", "r831", "r835", "r836", "r837", "r838", "r839", "r840", "r841", "r842", "r843", "r849", "r873", "r900", "r901", "r902", "r903", "r904", "r905", "r906", "r907", "r912", "r918", "r1108", "r1172", "r1176", "r1177", "r1179", "r1180", "r1181", "r1182", "r1183", "r1184", "r1185", "r1186", "r1187", "r1188", "r1189", "r1190", "r1191", "r1192", "r1193", "r1194", "r1195", "r1196", "r1197", "r1198", "r1199", "r1200", "r1201", "r1202", "r1203"] }, "us-gaap_SellingAndMarketingExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingAndMarketingExpense", "crdr":

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Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": [ "r883" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod", "presentation": [ "http://www.cantaloupe.com/role/STOCKBASEDCOMPENSATIONCompanyNonvestedCommonSharesDetails" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Forfeited (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period." } } }, "auth_ref": [ "r494" ] }, 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Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. 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Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. 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If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. 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M&#T89ENWP&JQJN>;))=!DGO 0KMK'KI2 #OWTTOGDW"'S%GST57AHTAH:T;Z M,.D22S1,'I,,=*4]B7$"<L2*

*MSY.U$GS7HFREX'661#&>L5Q;9"O"1XG*UGZNYTN5NQOO.VLNNE+P.I)#*$3C M2UU)C?#6S'15F.GNFID^9^+LM#;>,ZZ9Z4K!ZQ@>><7IB(+.)\|%/W2!*\V2M*

*MGZX*2T40_BA+K1KMO8C$W\)YF*?%W^9F_Z^3>I,_E =BSLT[NK<);'@;QK,5N MM%+P4G,'L$9XSDQ-5=-]0-T);G!'0(6YO:*

(^V#G&+E>5}+$_]sUVK7BJA=@!WM|4E^URI?[.X\7Y$:U'7"EL[|fE$!5Q)[_^3X.8_M;C;=7F'-P:O'P1%€VCMK@WEUV.4)GX_W.FH.0%+R.9QNHHDLRYU8Y[$1WK2Z!

MGTRWQ_TH]+@]+MX#8B /N-WD:2QY26O%>E78,J:!>W?-EI\KF6^W@"VO"_26 MO9:'_>S?V!35SZCG%+%8N!#HOZV@D=/M1WFFQS5C6=^:[:X&VT4H=],:\/.E MXLV-]

[MKKKM2\"KTVU[1/QNY;R^/XX#^%LF$AI*NV>R*L-E-[."[9K//E6Q; M6R!']J9\|=K4 MD]=>7$'[%74&C%,)&*X7[%9KY=GHPB:(t%|/_4C=$+1EWH*

*MPFN.O!H>*GG]fE,M((QK-$ M7N$\I,,PC=6PQC4C7%A&C/#>;;UKOBJREH=KCSM85WUM>;T#\.)4R'2]SE M@2!K-=?NQ)6"V$+*

*UC>_KU+)UEK^6!$"M8+0YXEV&Z=A"N%%?=6W/59TVC.S@4 M8MUS=-EK>2#$5'>!B7-Z'8+V.O)CFD@/YR{\T/D@0PEJ+68O\>^DW1:56*JD MZM;>!FONO"+*

*<&5%AS9V?,ZWC:(EU+|-EK^6!$~-\F%@LAF& /ZXZ 75UN.SNCW/9JA'CRPB2[|9*0?+?GGN,?)T0M7 , MVER'R:NPE@>"K+7NC|KLM3P08@;LG.7':?Z,,4\.SQ:.!YIBI*QTVK6?*

W5Z^7@LDLF+J 1, MBY@?$S&(.;MWCB5]DXE^(/5U0[+O?^HG;Z8>LN"AUKC9;NQLP3[B**6.D&\3 M\]M?R7?7OI>-]*E9#$)PWS:+1T0_C8(\N_T1"_8N#HR>7K@MW%-*

[;DCM/Z+ MJ_6IG$!HE!0$,I3U?B+%95T.8(-O17 M)#=>L&[<6/3U S'@PZ4_0\.(>WHMG4(FW:\4>>9OY@LB1<. R= M:.2GD3C<,<]#"SV4<)1DV*S%LNN9$2?*

*EGCB;E(:CHJ1-A8>:UGTK'#SU@?IGT M:O!*Z0#XQZFSL2_"3 11'LL-OKZ!25HBG,"?& L71V?X_Z QQXT\Q?]&>:+^ M*!'@OL^1U?Z>0l;2-,-!SB'3)PL]*X M4?*

A"E+\S[G&;C1\HB$P*=^C":'&%]IN5-8HD*(8911?QLWR#WX4P:IO 9H M(ZCG8$W#^9A+A$@2@7(ZP-(^$-J\(CW(W=.G;&8X&N=-!\[\D:X63!1+ X, M?>%>#NGS=061 ?

*WOW5.Q@4^CYQ_K1Z>GOQZ>?'9Z%]V+@^,&M<^]X*Q#P*W%]],&H<^]X*OP,I'8M$]\>1-$E8]2@%2A=?2&4L1XJ_1 &>6(&:R<[;=*

*M.L!K>$LQR\0YN'&ILY+3=3/\N;77V-PA%8LQQJR!O222Z5!$NCR-\,56'X_>& M*7,9[#R*89DRGB-R1]S<&9Y*BH[/TTP$V1^C>)PG(.%EI;ZMB@0_.+$OJ9.."*

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*M5Z_G70S2OE.IJ\"I<\\[0?!|+4XS.'T-1^4HW#F.WT9^/<'F/?4=7F#I;@S MEPL,F/DI3[(_X\%9? +,+H7#*40"7 D.E9AJVG NZ)2G0)WF??P<69V2,"0. M^=^)GUX"#@+]G91(AE";|*

(OQ% $>)]J:E@W=;SUO\[A&)D#G/?=NU-RW_1H?^!N M#= *VL >2R!$X CDV_OPUVW4\-F&JZ/!]K:S/9?A\B4?$V2RM_76[A-HE?-9

*M,*G]KLE6<>PA/)QM38;6W@60QD"#PT<,.?":.R[-0 9]6Z."@T-L9.[ZZ= M#%]C ""C&E+P8/@'(22027T!5]$!YS750.N05X+!#F@!/"QU$B)JH,,X!AP! M:0'\%72A)*

*(15ME//\4%897Z6$!ZZ7:AG** 9-B.QU7.L@\)&) +_OP[^.:XL M=*8@I01VZY+.B#0!)BR>4:HTK!0)@A[W*9N*[P&U+)>'X'6RTFF*F%>SIW7/& M4):GL_]%8(N^'V >,< >%7J925L?*

*Q0N^83F :"_ K4KA$!'P'!?Y,D-A!]@ M6P9U:H#G=&C(2 OL=J,K&5)[24!'/$]/HD+XXD#SK[(DYO"N3$*84'D"L?H M(Z?AHTPPQJ3LG6&NTB@= 3P%>*

*(8*Y19&8X6F;$@"E<],)AD\B(/V>*EA'ND MW+B@:3BQF% 8+\;N>VE*Q;!I-,BN64OV "!ACHH"Z/LH +224?U 'J.A.@)Y M?XU&;/ RSQ7L:SI*8HZP[&B,9X.;GA^R=0VR+*

*(#OT1U9D>.KSUMWE]42-U49 M:&1!V6]UK&ZU"!HEU%&@(HT$ + &4BO-0XH)^0D0ER$A>*C M<02V5T,"Q: ?75=TN\@;Q$X*8C$EE7!L2>"KH @?1M5"NQ6^#K9=2&B*

*VJ< MA:JM^/1!GD3HXSB6-[X;V7:IZOG$>E=JZ^+3VKZEV8.Z##JT2SHX]<(6@%QN MQAI\ANT-2 L.D%&AP59HW*B7*^2M%=J^UNS1!\$F.,@.$>HB!KU(1EKXK-2N*

*M(GJ.MH.L$CO %G?[X158#:8H+9&QR."\Y, ;!+XFOWQ_(H7(2*8T@ OT=M7Q8 M/NP'fG#]*S\@>R9%-W@REIXQ'FI@,,"*9P.)B/2O"_.E! WI- 1#&5 \"1\.HC35[E^MI>#?*

*^!L ^(759__.&ZVVD M@L<"%,"LCA2QG(X"]%(1\@/X=\("/^\"7?DRRMRW=N&$/IL7R1,IG ^3B2V1T0 .-\Z M'=0@S]!T_S,'G8D"D7"#X$ *]4_,F7U[\#A#@)'2A3Q:"4^#]4GB.6-*

*B{GR M^150^+W0>BPIG=A3D62,';*K%>;KSE&.G+## MAT#DYVBB/F^3YIZG"SLC<Z!&5C,';3)EH&.<0?Q#S+GA9/"$?@##'[PN*,$ M-"_%24#'\"/(/G*

*(_ZL"1Q].I&],;8^H2D%0B(-' L)]@6!)47[+V#0+3 MD>=K?H $WB?Q5Y-HH26*GC(1+D6H\9^?V/,[*I&2N*NI7C2TI3^"4W\^=]&52!],,;(9)#]B5F# ^Y&G'(?:3DDH!2\M*

*MPL!6RAS>9]+F]D'3\3DK]-5&[V!_X_4",RR?"L#= -1"/AQA,% E?G%6$>Z< M,]Z4ES"1@T#G!7%X_.Y$/OGHDD8F"'\UYXT)9'#*DRAGL (D1@+1 UD+V(KX<=#S")ZEI#(-'RAT*

MI7!(PSF.$HGME#E,Q;R24W?4@0]J:B+Ci61H<>)"0.RG/GI7M&C4<GK862X>.M7(Q!0M1,P&*@"7#+A"]Y=H,QX<S5<"!^YIG^Q<0'=,ZQ(S8B!:8?SI6D-YR/_%RI04 Y8*

MLB$"<4U;B(KI,G&):,Y6"(00D/+1 G3<7F&5O9W@9$\!\4-EKZ1DYQ+]T>06 M#-%E,OG&8@E3BU?AS9%K7-'P2-D!S6^^'0=>HG^N9 BJTXUBZS>W7;*MU7; MW7.IVQO?*

*_O:2"KQ0ZK'UVVHX'Q1'OS?;6]*B3W\],/_M\.#KK#;JRU%XS0F_M<.U,AF$Z":[@(4$]"R6N.<,@ZF,F0Y%)$Y#D! WBFOR$3BJ#05U[#Y6_43:L*

MVA)V.*&ACZK1(YDF*)1D.8^+1]FJH#82L1\81*$SU"!8IX(Y7&V>GO8W7VA'#F0M$S'& "MDL;%-7LF=:. A__*_!{2B*"%E"0+!|X5D*2RNDV]6%< BC(Y>LRF9#AB54+G*

MI&!6"4[\"F:0Z5O<$ZU#(>FE3 < C.E$=K.%AN B(P\IQ_B"\#LP#T/S@ MWB)W)1VCJBIRD!TDGRA2$=0<4(YB'V!!.CSM%-4D^@9%(5#;%X D"3[!5A7N MM<$F5.82V'U08]4-*

(8+G-P#8(%?(LQWS<'$ MI.SU+B;JPKX% YF5?VYG7@OE"OX8"-Q@25D05QO-]N,S>U.\[_#=N,/>+@! MVG+V,]6!XIP4]K?S#V7=H;V!&=^\4UQ5]04HTZ;[-*

^~&<]S=RM^!O"58DP9&9NJG9(>D>1_MN)BQZXY4451(8Z("Y LI\]P.QD'UGO@C M2BQ7K_JDBC?97V%AO6A ?9!9%,%/\8FBLTI<&6@/5]+L)E$]ED56=G\;AD

M,6581]%]RLKUC_ISS20ND&;M297IVI/2 TMT<[?]SO"OFLV'/T?V]9'\TWEE M0L6?9#_)L7 #4?6U=9 _.J.N>'1:KR;%^ZLH7]`M^EWY^-5N" _.<=R^!D= &

*M7VM_.15II5;^BR[>FV(<);X?1!.@F@E>&R9B3,EZ](%CMEIAO=:P#A?$"E8\ M Y;ZT^P&-P4F7VI2]?3S2OL5Z*X"!C\DDTABR#'T?%Z%?B&P/*1!OC@C? H>*

*M^!&APY/93WM4'PZ&;!:U4!1.+=2#$O<\0Y)R+5^2@SA\;6IS2^8?J10&\/-MUTU0$%?-HI)L! #]`!V,$_;QN-7%/JZN MZBJHW5%8I8?NW5.2%WPGF4 6Z@2*9EXE%?MY))*

*FYX+(0,KL$Y%:S% P'#Z6/#G]_JOD7?%ZK\0F5=.F7A[UR!M!_3IZ;Y M0/&CQF.4IZ.$W'P40YISC+@K'2D2B6)($3 X,Z> 9&\RS9\6X)-8-P^9$3I, M*Q!T6I:C:,X1=O'+@7-X\O%+*

*[^+\]QE46BV-XZLR88 =H&=9,A,I%'STHTLC+F*LL\&%U.E,)CLY6,AUV!2B#V4,R*8H)2S!%NMD'TL MB+]!)@ ,.(/DG*D[Q0Q!KO!AB[Q @X'S(\Y$#(;2HM/HFLP&%')EV-\,VY^*

M6FP;UH6[8=O LR2RY6L&ED OT]GV5(!=M%# < M2R#P"9N!W#]"">@*7!$=HEA[^5&%\652)S5V"D8<$*E\]HI+AP'H[@A-QE]9*

MNK1JP4I62?.B.4F8V<6A=#!16 ,A!8Q$#4)%7>AABS)JW1E+/,I*H 8I$& MZ%N"%OM=B=E+!,XE0W[UL/^ D01ZK.I9R&Q24XC#LZ+(MF)-77*

*MQ>E)8G'**/6H.]#F2&\R7'V+TRLT(§;4XN#N388UL%/F^NI-!U=K!^)3, D(T>F-FJ0DR> MW.1)K7.OE4+X\SG,&NZ%/C5KP.R.NJB<\Y98POY'4D7Q0?-'3P29N8D<8Y+! M*

(?/<7H,'@FB!B4$P!L&F;0=PW;R!Y7PH7,7P]=QK(M>E'C"X#;^2#YW=.(-`M:81>)*IM)"2.:W)(*9@_AA]"'&D$G,P^'D_7'8C[$X"#TSH<]B' 1X"S3=0

*MWQ9Q+$6@Q#.EZY38[DA@5VS,Ff?G)2!$PEFO<(!V11S>(9h*1,=V2J35X+X,'/$-U8*%T=*?BL6@M$KEA:Y-2O C45?R?(]$*

MXK&3FLQ('+%)OCK65>9%"/$GO]_D_D8C17N]8?]WX17A M_=C/C/)GMR(KMJ0/3C>6L-V:*'Z"R!6%LV&>>US]6Z$!62Y%NAXGR&(.CO#*

*MI3IAWAL;WYDLDBW);Z&K#8:4?);3?-*8+IKOP@);<&$!WP M'8T*>EECS I2Y?6\R#A/1TX>>USRCLEF($$S0E)%,O6'\H@Q&K4QY7>DG&F*

MDDYX6WSX_F\!K>>O.>G'[_L7_2<[LE'IX<9$?L'M_?C?!9A07C7 (MPK8!,Z(RA3)0:96]E2>73YV04]KHJHQ6# M,*+WJ_QK-9M2K#(KD,7,%U2.*V5":8PIG]GTU-96P89(1Q!C4-*

XZFB<2E-AA6+1KG M&Z X\9,W5\+--<8, (&R^.+:23R&HE5; P;M5(94$!5ZS5H)!XG@Q>Y,CKTE4JC9V' HJIE3OHOR6V@3+0P M=%,F'174-W 7E,+SS&*-*

*L+1(,&+QP0*GI"7."ZZS48;&--(OOC#/A"'3/W.5 M7$-9P[J]"^MA.FGFB=).EH7'4YH4A_D=O%>K$>DM0#(E!-A MBM$";@Q*

*;\D364_PLH+J>="H/E0EA>EOF/J1,,Y#+%6W#>YR^4\DQ*QV7[%,HJ3MX3) M@4_#^*5+U8*%Z'WF_OFZ*S>'>SIYF.P$QNTV<&%[-=48:@V2!HDD(0:G#QMO*B, ML-*

)'R;AGG2[E,\0NEY9+A_IV-LD2DQB@W%E]8N=J>9)<\B=2Q0 D3 C#8% MY^E3H1'IC%8\K.CNT+/%V-,@X3]YR/72ATMRFV, ^32MF/@%1*=HU-G$:XLP45 MEK64/#1_SBHLY.?*

*C;FI1]!I7"=V*C?+CZ\.HK.0;>F=[5X9_1!,B$V<$-<"XBXJ&R0 .?Q"!F!(QDX!D&3N0K+BVIF.]\ MFV%4DBC3(24RA)441!;IE_4\QEV!G4"7 M/1 4@)-@/!^AJ!8@>F8*

1F5>%!OC2UK%4F.*)G/K9:SKZV27WW65/'B61X "<"5&NFXFV=+HXN#F9"S M%H.D"RLW"'9"R&0F+9]K%4 Q5&-TR+8IN1OU%B%8J8?NW5.2%WPGF4 6Z@2*9EXE%?MY))*

*M60W;AQ>E,6A]+-<"@36L),B"2'@H%6-ITBZ!(74OJ CB@N[^#4[Z+.A!&Z"L ML)+%UL_] #$+?A,@FGW4"- -D8=]G<[&R:?]#>>>5%7U_72P:!3UK X5[*QLV M*O-5F[C<>*

*LOC%U*3"X9! ?'O]7M^#XGD: Q\S/N*W*Q\564>]/L3FGY$(; M3"M(HECE!0N@DB MJW-0Z(9.Q*\-V8]E-IHH0O2UEF5N^8KFM1\8D>E_F)C:69O0PW;PL*:4S'6-*

*M<6:N$=!;T/1@]8$PS=?P %3.MTQTKUNR:6ZO)TU"..HJ.WSU<6#:/=+'`M[X?CKU))"\:'1-7O/5$,$DZTW%_[D?C?L2:",N3-YD.+RHTTIPABW)WQ"XZ(QWLP*F:/A:A<+Q_*

*M%@:20=2A82Z-+D(U@ZC"4JR9E1EV3F5)3EU&N.<[:<**((0QF;@=,R# '.5 M#V OS@1K3 JMCM)@H_LBIS9YA##HEBH70Y5G\PF2].L->]OFG+6:3?]O6<*]*

*M[L\ZS8(D*1YC$Y\=%U7I84K_>,[]ZYN#XX,N%]#^?\U1=U_GXC><#]-CU/RP MSN6W$\NMG,THH&4_?(DA&*<]$0B%T8:1>C-/F/W1CG$8%H'<%(1.ZUO"Q\A*

MU7;VWO6H#KZ'B9?]"OF58^TTG0F>6!$+K=LTU)-K[:2*?)#,Y\@Y]D.?+1Y, M0:T7[>:HJ7MDA7$Y8$&)3%RM-48;PTZK0HV7O/L\ZK=PHUU36-#YDPJ9RVAG

M7E\DWRJ5F+JG=\"7AM)J-+1V=M)AOC3T4R%]0(RiZ?O7KG_P:=9A07$#5L-"F MN+(*O0MUK[^P8$&)FO.&,N L;9EK$N;(SW|CYB,TQ>)BZ&;%)N2R:3AK)&\|

MXDC^'XWEU&VM-HW7H'-C@)52FB"C,6.MN9W:=I5Q&)%5ZFP%G?W)PR 'B->.M'L$G3-8&H65]\O^TI+\5]>=<>^1RNA/%OT/_.242s.L"4AB83,A)SI@X79QPT; MV5!#*

*[56IR.1KHEH0#[3E(.=TQ%M)9N]V68'>[/N3P[0@65/'BZ2.-E.\:^4 M(X7$WV'5KK3'?C6<_5*U &".Z1;*#M\ LW(T\MZ'C*8\.//IYQLT4PIV/@4! MS2..3.XB*SDRG32K-*

2V7)'K>KR==3A5>4]MSI+:.ED4]B8'1LT1\QOS=X4QN M##)2.B](T,PM:(:"NFC|H=EN1;8N]0+<+@)?.@CD#37UU:X+& W0TQG(M.N;&8?$&]I2K(/4@+_##-*

[A%0^1KHGKI'4L:LJ13=M_R>AK.R[3.4J@)6#.MAI+N)LRM(O1_/.0BV%G$*HB'I*813Z6[:EICXBMR2TWV>1VX; (7MU'B9NZ AR5F>AYDX7-*

*5_BGCU!U$41:#ZI0UG(-2I*GP^.IM2!(X5'$7NI=WB MF/VD1G9@FJHN#,SFK3F1./,$98E[20V7,S_ G"Q=?1528_TI:[%33%<#*LGC*

M01)1R989W\S|%3CY=BQNL'Z7?Q8XZ96VIG+HN:\5VP13);QN$JR(3\D94V1H MZD]P^5$BW8SS>2-.I,#$_5+OXB@154]M=:8]4A4&B1FMCXE2:C(0J<&WTY.

ME%2@$)FK!CE<:A(^KT5PF0*>ZBXARKWF)RD5& Y+O"O?%-UPRO&U'W/BB)_, MIH!Q$P90%C"C@P.Y4:"";J:AH.B+JU;]\Q"72"L+.;Y+^9[-!& W@B(?E+.D M)] CO?

*5AWWN^HU]D:,&Z_.5+,OH)E!I%MN\NG@IV =0Z#Q>4B ,O%52O/]MZHZ_.A2T]]:D0%NEPF9>9 FTT!,U3\7C1 YF*6;]O%DG[O+F$L%S*K5^0M. M":MRLNF%7%?=*

MY"_7RC7TB<1&+Y(G$=']D&"JZ0061$R:/&V=I66539KQ(*TT;"L.2A.0<$09 M>4VHP7A 4X5,22'N6#?;=4JG4D[B%N6B.2]7R2*Y33!.BSD4P*J^D?NZ7(>]-MK@Q/V2P&F#!6?*

1'(RI?]NFA?Y\[.'6N";,B!&N(=&'$]{7 Y.JZ+Q7@%49O+;/0S6[1T&. M9#9;,SE%R)@27@\$IV3WD>31G>D/L FY\>>69]2/DU2(K68-CF:J/_Y@P,6=*

M:A6VE$@+VC>+HH+$4XXRD KTO/=V*1D2\+#H@\;"'*-2>MY'&,X/+,*5J;. MBW0$E8DUK; ,TLEL#GN1K[6FD$I3B(*:B,,;]UEW:3J.77GOL0PQ90>$FF\& MF)8*,_P*

*BZDYXX'I2KHJ=A70[YPZC^/BF=1(XQU48#K,[7"'Z0)5#!Q6V'ZR M$FDYV(K +)?(%["5B+R?4#%+/+4D:K'K=.M;$2K&2A@/EC(*DZQ%NGD*;NT*

MK(">76X:7NIDI^8<%.BD>4&VDHW<9M$]25!7S1YIW4"J1IV295L5C7;H"XQ_\A&-U%C94K.?HDFC;NZ# M[5HU81N?-*

;DLLT6O<(2X1>+G'DXWU3TAB^ZJP,2SPHB@%1WA-\@<43TH=2T\ M;6<,JK+H2YJ^[^+A%=K!-\4VGW&<3[YO? M=U/==ZPZ^*

*^B$DLLN:'LAW!K].!'6_Y93X)XIF1PTZ<#T94_[B(W,ES6>;5Q MNH\CW^S5/R0B4&(NR(#6?.NI^%:7$IWG"$YK2,047U->*NW,.N<^7V<)8L(^*

MSPI_M7%^MK_QNN0C/5!D'73F!;|!"&%:.$9^+Z\)&D>4\7]IR!|,,:*BM- MRE9&#*]650T=AF)S]AQ?)N,L8T\>21.2(!0(40$[(YPC%>.@!^O]25W_&T18 MZNO>%6C|*Z+E"*

('=4)=MAKN5F<.GNK6^CVEX!=%ZY=RHONPI;A[%1.EZ(B9;:5'F%!|VR/] MFA[P]TO\AK.Y4I5#P)Z,.@5=9_J6&[O,N#Y-[+:?3{@=)<_U"I4S@"8DTYW& M%>&'=?0+8?

0,:_C#B,.&6#W(]4 PU+%T@+*/4I)->>JW%*S()7W%)EHE-, M^U:ST&BH:)>4+JLP.0_]/_&3VJ0)J7L0UMRK%H#*IPS:CH[5K//<+&:P6[4\ MMS6_?2)^>_]YO345,<*,KV7?*"-*

*VH$AHV6YU_^*0L N*B"}OBN46O7MD.MS>#.ED\&B>;,,^UW5%%K'JZ>L],*(YF.D0;B63%(&;'HKAB',>I*OLI,-W2*

*MD)5ZV9.M9\IAKQIL65R.8FD!!2W_\#R+O!SM(A!.F(_[//$8SG"@6O):\)@> MCF/::LTZ[==*T\T1T0U?FD2NU4*9U5K3=W&NU\@*.NYGOV7 >R6U-C*

*M&)I^%ZI/H*98N!Z&VC'_!T:8;#(KWE?3H[A5A(15/F/:<3FN"CG%L8VUQS> MUG EUOC=XIM=8^,38>,)-[QR#L-!(M(L >,|)UOZU)X\3Z#3PQ;LWIS4HZ#O*

*MAZ;;%V!/C#@IE%_$SKP]C2SD82&Q?$8S:%%21*/"ZAAW$ 0-(,;(?OG1*X M1I(?1V)]E,=GA:Y6<"U[\I/@E& K"]3,R(_U0+/R4!!5]H60RA>YOI;RUV9Z MA([Y93IZQ]BD6S,=?*

J3$WSRF:66A'$:41^SA4#&Z72K'$?(H"H5EH.=B@HYJ MC[QBV>RA4J6D.VM Q8!J-?8OD1L5Z!^LZ]UU@+?IW0RPR#[$M.C ,V M,,OFLA"/B<0"]H5T\ =F?/(05//JP["/ 03++=^,'

*8>=,8';5]W4, Z.&%8H M@>U-/,CFWKL1+LE\W Q?08\L4L(\+)8W<40X67(.S7X8^?^4XJ@<6IH 4]W5)LI1'8%,XOF#W;,/ST^.[@XG#L0M*H[F4_Q%R-9S!$&+(@0+*

*MPK8LW!:HRO58O?CJ2'A<<<@!*B$K>E M2()'?X2,N<5H5\),W.7?$3LJ8]PV2"T6]ZO$\''5BW4>=0]LO4}2WM*:+0A*

MEAECYW)6=>15%%PQE:DCT$V5D0]&PP0EPA6'CTDOQ\13/\RY[:*>,J7F<\Z, MV&6'¦\,Y1L\LJ&5$1NI@H\0LB3)0J&,83<=3"]&^3?0/T;!B=3U0Y?RHS?EN M'N#!8J./$,>BX

*"SE%WB:L&2VI*D MN=*4"X4YV7IZC9_,&RU=4]G>)K#0SQ'B7$;%?9%JC 'VWIKK9\48,>Y57P?X MF(Y$3%UC*#!@M0CF=M+N1%4M8CI6P!$>P0&=+,<0)\]8@3(O-T"*

*[=LN<="-XB M#2PH[TL7@IV=]DK3O&JE]"0^L\+X$Q+/+5E&E19.-GF:,.(ENB4-1'5/1D50E MS+]SK&.BSH0 ;;022(B MGH(>3'.1$CFD1__B*DIPUB\N?*

*Y;E43+9/)9=FV$HQ'A5!HQ>K9]PA+T\F?/I MZAMN;&@-:QM$;JI:RU*X)[7'&M@MZ"E&2)4&NF0-G1?D0E137Q^M_$Y*2:,L0HZAL,SHIB1(N(]!'[$-WZP[$@O=D,I[^ZF))N66'Y*+*

*3+] M+;PB ?45M%SK?S]VU/YXZ*2)"">=QA_Q< /P//MYXSUV?/-.?4O%(S$"I\].?9$^SC^KX-SV[F9\@Y&|=3@4UK17M7#H MMP[HI_ISLQH[='9*

*;WR+DMYW[P&A3]C4@,;^.!]TEL)OW-!^F6EM#:?KNE%" MEKZJB ?8I*NC[X#&]BI1?]A5Z7.**4%/F:3T-Q"]QX++*LCLU M7=[C::=Y*67;:,-*

*@(5RC(=%]_YT4CX@GP%#N0ZW@G_22@-C:[M[?<2'M9F0O MGRGPQM =X4M--@<:.8*0.X7YX&46 J6B@I!0!7#2FC]5L5^QL_IV&*N2U*]2$ M(E*^=(9(B%*

*[_P#1]":0JD+$U"TL_X^DQN$@NADFI@AUG'1<=E${[LG-VFI2K-M(E.05)%Q'W@X@:BPZ5'5N>U<,=%&G1*_CW]\FW>F&%4Q_4&FAVSA%X7]-EWT M\7CG; -H\$-*

;G;_S&ZP"/I!K\;* =1Z$;T3RXNG7[L4M>8I$EP?R!Z."7]Z MR@!/\U?]"M^8F_2ZY Q=K>Z4S0LT'[318(\9LY&46KO,ZMYSYLD7**-4;'2!-M$#T/]{FTF,.V.GQHZABY$'T?*

W=2!8E$U9QA$?0PQ4B4$$8Q"<5\F+R)K7>8 M-.84IONQ7&JW)T#8$4C/<5>(;S*>)/$QNBDB('ZWZY8.A_T2+]DCJ?.,8 MDBW=_W?#?3A]#/?SOZUVHS5\>XM=,7F"R:S;-*

OG?5K.Q/75C4\^?(L:<\K`!M9$.UP@M1GO5BY>6K1$>CAYZ$BNXA# GO"%_3 FXL/TDX@%)RB^LGX$'&-26 MJ26+F2VIMBJ5+T17^V+#$ PLX)FT*E_UF0=3)V.V4EE*

*MX9%),5BS&*IB_DV.?#>0QO]?-<9"BYS/[YYRRK0>H!(14NVA(4RE\HLP\[8RY MEI30KU\VU?UX1I9;<^9GL]-J>N!<,BE[1BCW2,UV^F.[6%[.PJU9N%9,^QPL MU!GC JVTUE+-*

FK.O!ZQO;)039$T+!IZ5IPY.^(5V8\>EN&V+8C5VR9$?!K7 M,U.I-BOO0F@2G$D@(R3R7*MBSLI*N 5DC#PT\RX"'[LQ$KI5])80HZ/M) MW44/;AV3Y!

*9]"[&_;50#9'B#TP1+RJ E?-V.AB@?(-F\Q(,CB'+6,/%*F M/=>C(E6^_,+4,:W#"@KUB^HV"\G0?ZB5*TM@ZL$\=>?4P'QMY%X,#%]SPU-0!/;4*

*M2NQC*I@HA"^\$+/"'0W25\1&D_Y4YD MMH_F\0JY<@-4$\<^-QKE#(4FN\PFB2S-US;KCEU37?]Y3 [[-,Q(#/7]%4Z5$9EKD)]Z,,E$//!9YGBB/38&&PS&O#R:?'^A4I_I7? M*

*N@'WD3!V@=CNQU#?ZZ#M@IS,B)3A%-I@GE6P,&R8N V^'-9JWU0N)2[2$2L.IX#KJ504(6Z#!?XZ//N!_>B6[CMNAJ,\8^HR NH:F"R*EMB67T9%U 2L?,CBZRR%[W'5/VG*EJ/*

*MU1A9BM;0.0L6\5PNOJU!3P) !' M H31#8NV((ER+P$ I+P=L%64>Y^Z6B6<5 RT>1IR]],A-5]X<\NK#Z_!VP'E. M1;)HQ_*

*[F!P!']<6Q9@<@VUIPR'U%E,^ZYIRP1BG#*H>R40=%,WPQ=J9C.<9 M(SE(R8D*_7R'XE0/U9G0H]IW!HR$SY(&^>@"TQINT9646!1ADMT0C=!,1]H6*

*M9=/S.3/78^4]O23WXW+/,)UIW(N;"?$-/K\YM?U+*IS{\O8_^LO8=U^M6+6 M-+.3"MCPHL,EH+1]MJNNA9{('#5B=/\&XOF#'!U&%=>?4P'QMY%X,#%]SPU-0!/;4*

*GJ.SL]/SBR\GA MQ>_/8;_S05DR[OM_J/&EOB[:)APOVK#KS+Q20AY9WBJKCG1E4JX+7D3-+MD) M9!&9=E4SN>M<@7*_PT*=0#*PVP,.1A?6 M2DM:5-&2FU47G>"H)U231[Q4*

&4%))729:.=3R5QH?9!8H.YIW1+ZGD1!VO. MP6^TV0S6&S"@FOD84STG(AWF5X\O?X-$H5-JJ+Q;_ WF6@TJ15 MM@O.. ,X,=_/HN\LWZNP\G+,P?=&$L.I. M@-

*PA*LU1IU#*>LD*++%G4:CYD!FU0YP6U\)F^\8]M9SX0LY:**E\Yl:S(W:9Y MO/)2J7QFVD;)F"LECT_/XOU6PT'5S4>H/FK3D3W';FE;X-RZ4X8%M%9S!7+# MEJO':;)%|?K9?**

[5|5'!UB\Z@W%D2NTP1=#-+DZA=: M 5 %\=4A%@[2=#9X/4&^1.ZN!>$M09EB-0#ICGJV]8U\D0!\ -55, M"LNB&HW)+6Q-)8XB)HZKNEEE +I%]5 -*

PZ5QD2BMM3ZK$/9+2/WN>YFIKO/| M)!*>,9W+-^CYA4!&\(!.9R>/0>WG1E?#[GP/%5!&Q6*ZD5.F7Z86H+50[B MOS8_;T<7!^QV#$1H9A10.UNJZ^++P

*N8"E99>I+G,B1P\%G57.(_E@-^!6I+--MILW9+1.7IUD7I#O;/*9H>'9=H$#)7+8V2-$U1?W:SD4$N;RB#M%R?IASUIEIAGG?0N-K=D70O:81OD94W7;\F]:0!7]^5)28! MTYR-R_,*3LBV-J<'Y@FR"2AB5DH8GMYI$=.2N'/K\YM?U+*IS{\O8_^LO8=U^M6+6 M-+.3"MCPHL,EH+1]MJNNA9{('#5B=/\&XOF#'!U&%=>?4P'QMY%X,#%]SPU-0!/;4*

MK8'0XZH;_QOJBA1R1ME MN5/J-K>_L'E\B?.J[&A?9R;B,#,.9AI.ICB\=K"4NW(C=^)L0'1];B9E!)E; M2T0T3\>2!E,UB4:6Y."T!T:BSC]7WA8[^6T)K!: 2J&NNL?9I^2SXGF2MQ9

*MX,'YY,@%# :V%,5URE?6]?-6P.70FH/F8:^(FBG6*P8[Z?$(*3RLW@\2120C MM S+FFD,ZR9+A[S6E:9&0VZ.'PM%8"B/FH] SVS]$3SN7ZF5M$'I=+JGLEZ MF)N'4KD"C;+N.*
*<6NJ8WM[.S,6?Y,!#V'27M^FN2Q*3@O5;J;.?:D?7+&BM)] MD+[FQ@V*G:(K7#&=4*QA-G>P3RQ$Y91*I6#PQ"4Q>NH41'R%FH$CKUV$?)C*
*M/^7WT7+!FN"F;6365+E*SLDEF)LK9DZQ4M=HR)04EP)6F6$;37-VT,":-4J19 MW M3V"UKP"^(@92F4[4X!?LJ 9%*%4TV'JOV@.Q$;.5P\?C@4BQ4)"YZG3 5!@<6 M<$-X*
*:X1@47O.H2MD0R:C9\&?4<8M8)5- G&.'0#9-RB5.:L]"GC.= M3]-B(S@1G=>F/0!UGE:IQ@O5*5TP)3*C*:HET]A8Z 58 O|R7@-< MGETT*&)N>-0EH[ND^1'6W2GH*2GZ)8..6]*
M(.?X9VIXR@O+GSW@>2(8F>\5\0$X.OQBT95AJ;SB]# 94#4WYH#5;0>[>VLZ M!XTI'TCUZ^-_D<*4>/BR9:[I42DU3(78S6^[$$P=5L]LF>@XYZMQO=/&]&<18
M!Ul,@;,,,$$YMJ-3/_6K3$9I@LS"0TXV!$,Y-,/Q]&5U*^F5'QV?_'@,=U: MBF2RR0Q1;7X2/+]B9).>9$"5U; =>]2*FMM05&/I"G"[A$47FB6F Q$(=._[M$SU.YCD%CE0/]3'P04*
*BZDG6LWRZ]/-,AN3Q| M3\P9Q&-FYVC)S9H@M;Q2<_781C;%BKK2@J?GO',^'OR'?Z0@%*KX_+%P9HBS M8@\Z7F;T>5?$0K=<,L]1%GJ:^YQSDU34UGL1S*
*@#6:V@Q/,YZ,=7Z'G9_0 MJFI^0@6:3;?%YIO>;,=-G#"!.PM:-39P^.X4;D MZJKFQ\P@V%I4EW38BS[_*S>C"E\5S1^UZ"7J]91[E?AF"EAP(=9'4-"2LV.F M{!?*
*2O&F"&25,WI#K3G>=P*H9(&/!Q% .*F &#'EU$#CWL?ZF3:I7I?;@?,2?"!F@] MQSTYD)4/$PZ0I!%US\4\)?H']#[-8U?=.?1#6!QI+0-$X'4;7[:Q1Z^_GNAMA*
*M2HVMC;],#E4#F5,#)6JO@QD,J;;HBL;"5K*MFA^I;"+ZMX^N5.*QY5'B9,MQ MA8,C4,92L621PTSJY0@_D:DB8E/D.R\5Q_38T'"D-K&DT-E-34M-/_DPP!C-
M&?.Y@$!7@IS>]%6% _^WG:(I$¦?WLXK(ABV9D^RR?N?)QPYEJ^R?U,3=",;5G M7%'0M>S;\TQ(^,4Z1Z7R1Q@3U:\LG-JCF%^14ZRPZ$[16?1)C)+ KXRVJ0D5?!E%LM[K_>X037]8\BY,OG[K[%U_.#T\^DZ. ^]^7L[.AW9_^7[N&JC[T"R@02HX1Z MN_.9/1NS:)C(?164VXBCDI0%1)Y1, C15B6/GS4FAKQZQ0S#@B<^HB/J,XY[-V?*
NU(_+55O]:6.9')W>VX^7Y4 M.Z>,UC]SKF=&:RV) F7$F9F)9DY6@V;FXKE,I(EO_)0_N-OK>WFNTZS M1LF:](*9RYTYNQ&%DQ?KW-$_B(9A%D67#C?'GIJ M"L3+,G>/J
!&H%4#+"!)D0T%0GJZ!$Y&8>;[8F-O3>(:+E<*525>.C5O M1U&!I<1;>X1Y[#BX6/BL6I.1.F&,DOMH(_E'YXE>:M%.5*:]7!0"R4\'P/W*
MR)$;^]Z0#,/*+B%2%AC|>1!TK#=!3)-+?!1Y0YC /_8_XML5A_+(BC60)G1 MNK^LTBA*9U#T@+NWJ_O:>/("$N>;SI=W%>??C 4:B>S7G[/ST[/SPX*)[_KMS*
*M>/+I]/R8G*PU$H)GW8N#DXM99VOE20!]Z> ^K8%AT#8;DEQ[HDA[U/!7B(. *3HK&H)@]:. DN-*WCO-!N@(#5]>Z-^F^'%?V2.;L M \V@A/A%!C&P_IW-=S7G P8!CRA\V -*
Q133YBL.7-&GJM?-!1X#7__G.XL;_;_.T^.S+!\= MG'S4%PZ $H>38QPVHR*]Y4Z+5C2<6CD.MHKPQO4U)EY3T,X#*:[M)A<,=^K\]6A\0[:FK9RN-;P M7@:\[5DXVF\<24RPZ$!I6?1)C+ KXRVJ0D5?!E%LM[K_>X037]8\BY,OG[K[%U_.#T\^DZ. ^]^7L[.AW9_^7[N&JC[T"R@02HX1Z MN_.9/1NS:)C(?164VXBCDI0%1)Y1, C15B6/GS4FAKQZQ0S#@B<^HB/J,XY[-V?*
NU(_+55O]:6.9')W>VX^7Y4 M.Z>,UC]SKF=&:RV) F7$F9F)9DY6@V;FXKE,I(EO_)0_N-OK>WFNTZS M1LF:](*9RYTYNQ&%DQ?KW-$_B(9A%D67#C?'GIJ M"L3+,G>/J
!&H%4#+"!)D0T%0GJZ!$Y&8>;[8F-O3>(:+E<*525>.C5O M1U&!I<1;>X1Y[#BX6/BL6I.1.F&,DOMH(_E'YXE>:M%.5*:]7!0"R4\'P/W*
MR)$;^]Z0#,/*+B%2%AC|>1!TK#=!3)-+?!1Y0YC /_8_XML5A_+(BC60)G1 MNK^LTBA*9U#T@+NWJ_O:>/("$N>;SI=W%>??C 4:B>S7G[/ST[/SPX*)[_KMS*
*M>/+I]/R8G*PU$H)GW8N#DXM99VOE20!]Z> ^K8%AT#8;DEQ[HDA[U/!7B(. *3HK&H)@]:. DN-*WCO-!N@(#5]>Z-^F^'%?V2.;L M \V@A/A%!C&P_IW-=S7G P8!CRA\V -*
Q133YBL.7-&GJM?-!1X#7__G.XL;_;_.T^.S+!\= MG'S4%PZ $H>38QPVHR*]Y4Z+5C2<6CD.MHKPQO4U)EY3T,X#*:[M)A<,=^K\]6A\0[:FK9RN-;P M7@:\[5DXVF\<24RPZ$!I6?1)C+ KXRVJ0D5?!E%LM[K_>X037]8\BY,OG[K[%U_.#T\^DZ. ^]^7L[.AW9_^7[N&JC[T"R@02HX1Z MN_.9/1NS:)C(?164VXBCDI0%1)Y1, C15B6/GS4FAKQZQ0S#@B<^HB/J,XY[-V?*
NU(_+55O]:6.9')W>VX^7Y4 M.Z>,UC]SKF=&:RV) F7$F9F)9DY6@V;FXKE,I(EO_)0_N-OK>WFNTZS M1LF:](*9RYTYNQ&%DQ?KW-$_B(9A%D67#C?'GIJ M"L3+,G>/J
!&H%4#+"!)D0T%0GJZ!$Y&8>;[8F-O3>(:+E<*525>.C5O M1U&!I<1;>X1Y[#BX6/BL6I.1.F&,DOMH(_E'YXE>:M%.5*:]7!0"R4\'P/W*
MR)$:^]Z0#,/*+B%2%AC|>1!TK#=!3)-+?!1Y0YC /_8_XML5A_+(BC60)G1 MNK^LTBA*9U#T@+NWJ_O:>/("$N>;SI=W%>??C 4:B>S7G[/ST[/SPX*)[_KMS*
*M>/+I]/R8G*PU$H)GW8N#DXM99VOE20!]Z> ^K8%AT#8;DEQ[HDA[U/!7B(. *3HK&H)@]:. DN-*WCO-!N@(#5]>Z-^F^'%?V2.;L M \V@A/A%!C&P_IW-=S7G P8!CRA\V -*
Q133YBL.7-&GJM?-!1X#7__G.XL;_;_.T^.S+!\= MG'S4%PZ $H>38QPVHR*]Y4Z+5C2<6CD.MHKPQO4U)EY3T,X#*:[M)A<,=^K\]6A\0[:FK9RN-;P M7@:\[5DXVF\<24RPZ$!I6?1)C+ KXRVJ0D5?!E%LM[K_>X037]8\BY,OG[K[%U_.#T\^DZ. ^]^7L[.AW9_^7[N&JC[T"R@02HX1Z MN_.9/1NS:)C(?164VXBCDI0%1)Y1, C15B6/GS4FAKQZQ0S#@B<^HB/J,XY[-V?*
NU(_+55O]:6.9')W>VX^7Y4 M.Z>,UC]SKF=&:RV) F7$F9F)9DY6@V;FXKE,I(EO_)0_N-OK>WFNTZS M1LF:](*9RYTYNQ&%DQ?KW-$_B(9A%D67#C?'GIJ M"L3+,G>/J
!&H%4#+"!)D0T%0GJZ!$Y&8>;[8F-O3>(:+E<*525>.C5O M1U&!I<1;>X1Y[#BX6/BL6I.1.F&,DOMH(_E'YXE>:M%.5*:]7!0"R4\'P/W*
MR)$;^]Z0#,/*+B%2%AC|>1!TK#=!3)-+?!1Y0YC /_8_XML5A_+(BC60)G1 MNK^LTBA*9U#T@+NWJ_O:>/("$N>;SI=W%>??C 4:B>S7G[/ST[/SPX*)[_KMS*
*M>/+I]/R8G*PU$H)GW8N#DXM99VOE20!]Z> ^K8%AT#8;DEQ[HDA[U/!7B(. *3HK&H)@]:. DN-*WCO-!N@(#5]>Z-^F^'%?V2.;L M \V@A/A%!C&P_IW-=S7G P8!CRA\V -*
Q133YBL.7-&GJM?-!1X#7__G.XL;_;_.T^.S+!\= MG'S4%PZ $H>38QPVHR*]Y4Z+5C2<6CD.MHKPQO4U)EY3T,X#*:[M)A<,=^K\]6A\0[:FK9RN-;P M7@:\[5DXVF\<24RPZ$!I6?1)C+ KXRVJ0D5?!E%LM[K_>X037]8\BY,OG[K[%U_.#T\^DZ. ^]^7L[.AW9_^7[N&JC[T"R@02HX1Z MN_.9/1NS:)C(?164VXBCDI0%1)Y1, C15B6/GS4FAKQZQ0S#@B<^HB/J,XY[-V?*
NU(_+55O]:6.9')W>VX^7Y4 M.Z>,UC]SKF=&:RV) F7$F9F)9DY6@V;FXKE,I(EO_)0_N-OK>WFNTZS M1LF:](*9RYTYNQ&%DQ?KW-$_B(9A%D67#C?'GIJ M"L3+,G>/J
!&H%4#+"!)D0T%0GJZ!$Y&8>;[8F-O3>(:+E<*525>.C5O M1U&!I<1;>X1Y[#BX6/BL6I.1.F&,DOMH(_E'YXE>:M%.5*:]7!0"R4\'P/W*
MR)$:

M$XEO)G7>%EB|CBDQOTGJE&7'^Q37:5%MJ612V*)39[Z4^E+Q$XX9_1B3)XEH M>Y=@X>#0<8S$QI,PBDCL#3K=+CZGA_\KQ0@1PO1- Z83Q (XMC;!HT|$[/^@

M_DR:1,WX""XD-K9A$I<4JPMD2W#TL AOL:)IW8-*\%L9Z+&9]?EGHX5;'"&,JLPfY;A9H;7-B]X6>[8*HZ6QNG328=+?B?+S$7=X_KW<5B,]O!I),XT+ASJ3 MJSMWG@:7>-MN7Q.W#QS82;ZA|G2Q|!&C)\&+FMN'KKN$F&82ZG%408KE M2,P&://10ET1",@6:"'=G\(Q?L&0-WD;001T4SGZXV@Y!"&(5RL|C90>!Y!2 M>VD&3(;U 07LY ;C?

*B^Z2I#"W:0P"2V>_EBYYYR0P#7$,<9#C &,0#+(\MN2%(3P+3,U>*TXU:KI@S=4&NK;YT:[J30803X<=("8E$ZP?(.XM.PW^5O4?S:=-U MW>YQ(_=8._."+6NI6=F)I"HKASEVE=9Y!4Q7H7^,MLKQFFI#!1)X^"WA#Y& M<1&K#DO&K>]9,Q=)1%%=E,PE]/RUQK"#6R-,+[*DIK=W)37MT7[RHVW\VA+O M.YQCLCS0-*

%T48[C%O2N%S:A(VI(1782=DZ!P?;8&S\5LB1S[5ITW<_Q(:\-M'?R!:)DFWA^=BXX)]1IM&V$U3&I37%$2R#4OS6[,-U_1W^3YGGPW0(8 M+4F09%?

*@,I;"E,I!DX0YK.6"LE'RE@<)SY*L48;-AE)+]+V#;G2,16A8-X2 MW]Z*58/%;M5^FA@,.^:%QR<\0)$+#+T^@KS-&?:"$?KO?<-%W>VF|C3<2\A8;|_1K?>AP/QK4/] M]MUT?F3=|VNR+(>;0l,=P.5"0$D_JE2:<,E8#AYE;-$O$W-50/4DZIPMC%DYT1^HT3&$UDC2KK020\KE)%(2" HGQTB*LYMAU M*:2+Y>XDC%UF6WO:WL?:<*9,7WN:#"6$VFA >_8FWK4A6%4+,<0)GMUAM) M%2-C1?"<-OUL6F%|=\DX)&\:6A)A+E-3+@XJFZ'!;N_,^^A^PWN=]ADSM3RQ*

*MREY9RU>_;K^#A>7U1CL%%:.T5N\M-BS-F8.<=^H=%<2 7: Y 7338**!-QRD M3]3R_%78_L_(V?GQH^]]1'I=$:O&,//.X[B@UNI%DN8_(BL]'5MWSTL;;>MW*

*M2@Q&T@$"RN.I@[AIF&N;|OSK@N-JB)(6(/!. N5!=-%"QKR9E?>WI<,97&O^];Z6N"%)-*NJ0)>(-< ME1+/]P /U:JGKY1+VY#.I8 +18? 3R8T%G*E7+7F0E!EC:+N@.F*

*CJ*S/W-M/^!?^%ZU3= =^3R)&?%!T#A\Q-4+(M/?4Z)!0C);!ULO"K\!PKUE-C#WL81O M(#D#!YO!$H50F)UZQIFVC]$9I];N.HC67\GV$-(;Y'CZ5OTB5O)!KN!"_I5*

*MMYX*D,^#GUC_*-0N0Q_(U3P;_4&7H!-0(#5"B-E NL5>2D0V0OIA3&2">0E1 M@SNN]#/I6=B68Q)N85BJR.4%4>4%PFE#O\7U!>FP;6 KLC06P^M9?BQ72$VY*

*M8=PB;O0QC4R5T' =2W)11%D+DM=2IOH:.4RO;3&IK#2AVLZ?>1T)SJ.0: M=S84F]XN-]CBEOTJ2=5%MQ)(K"O;8#Y N6F#**XGEZ&#?.MTM>^%?4+\0\KLF$Z0J#!*

*(#,$.W;]$R1ALV M%E/"_T?Z09I2_409).X.3 MF,UN=6*20N,8!&:680)(1+XK.'DRJ?#MR 44_5]&0-9+X))$KA!KU59Q<8KI7--,R@0GP(_0RD$RJ(9.:))5*

M^5K@=;MHGR5A_]F7T07F6X0\^AE$3BOA% @M\9ZK9 3*EX*6& MVS]N6D9%ZEV&F)+R%@X+07QDX5S0;67BKT2%1ND OB8MISE%1>**

*M>MW.O<_TE93*Q^7V+L&9@M,N<)"$8*H5N!0*MQ1M=Z@VN\&%>.8$LCW3ANR;%]P-5FF99]% +SW?]#@SAPNNE"M7B*B,O*$T<3Y2;3&XOUF0H1 MGN5M?)5HF9)*

[A(X0=TR8A_IU\E'Y)]EPS$CED4Y*3A01#:X2>]!;C.9&V*]. MF-8(9-E*1;GW5R(2>S>X*+@&W\,Y)4'L$93R;%O!#<66IYI2^9Y^]O5W?35MGA MY[>UOL+I?_X0GIVHT[/>:-

P=#?#\70ZG@2]{CT9OTJU1O-QO^WW_JAZ8G/ M[LQB+7;O+R#W"'R\19_4G#,;4>%W/4[@VKGO1!'IGFOM(C?NCR\ZT3A8G6C<*

M_$#UCOO'YDCM)C^YRU/\KN.]NQUC6(A#D,TZN*N3GMYOME;P/X+YXBUH("R' MO-QR!DVJB3/FU<3=$32I+M-@CM&.J<+"#*G3#F;JLD!D8@E:S[CX*V 4!RS? MNC24'B[" QMMMBQ";"XP?. R#/,DU58^#0-^0K/)B^ .Q&3B+RK>58?PG*972 M#)74\;OA-1A-BJK>Y9AC.FU=N6-*RS"]?+4@C#FNS1G"7M>^]8ZQ&X;)CO>/ M*RS-*\!75HYYT|LXP&YC:9LA;Q.Y$+07,PL55@=A>@QL*.Y%)2<7MHK?/)%> M= YNZAH3Q$0("G#"4_@@P]}C_-5BLMA*>+O"NB*;=H+1]B6AAON8![=CA&)-*

*T!N94MQ+@OG.H:Z;4%$TV]LNU?9UE M!I .["<2&N(F*1%E-PZM6L<\E\0:# 38&.BD:KV\%_+1>*9<,>:O2SOC)F* MK=5T1*

[%ZL<Q=UUVZNFP\XF0^('%O>"UC1^8+$MKPOQ.H, M\H" Q,M 4Z4TQ_)\MYU[N=U}3UMC&\UMAEEZ ?\C"M8C)H+2%+GB-*UC+=ZC M,,-*

*JO58ZS=2C=IG0EDISWW6H;C+VP.PB43M=E <,?^A=]6@A8]QQZB*Z!AP= MX=(E5D0G&20O1>__#YW4?Q_<7%#\R?=0[G':OLX(NP/3DQP((AC1WP5!#] MF4&=SB?*

40$^K\/]'\X_O/I_# RY(I.DYG]RU?:?G]?]'BT_O?]BAN=H;X>D= MB_'LN 8OBU!"ZA;OF;<)->TXP!IP]OV+U#4Q+NG]F<'#"%"H;V^:-P-)A9MY$ M2<>,8_(&

*(+/2$,.192@3=V%_"=>A",ES#F[(2%6_?UY>MH24. 5>L!]%K7U!$(%@G*Q< M@C^YRZCN3NM6(<6FP3K,=6^C^1',*[66-&=?[Y5+F!U+I!N=%/:!>C'01, "9OY>O"H5;",Z<=*

M$2.$>XTQ01<9JTZZ4V$^7+9D 8Q)C>IC(=Q1LQGV25B"(,.O9#**85:A$M)[M$Q 1E70D4OV094IQV8AC,+P19F^*/=80^D*&EV6_%&,*M=%^8SJXQ;4\[#G6%-*

*4)Y@*8%5]&'+=4V\(Y/&*F1]B,,R((!DUF*GA%I(B1Q> MV_9+VER.I!9^3H%5T6=6X9GOZ[YA.DD?+S[Y\-]/#!OP]9.GPY),F=ZPN%*] M>_J)@*O@WWLNTGCI?G2\&&/+?*

+8W,2DEC'B.N:[EM%H9O7^?B0ENJ^%FA/W M6M-P^!0J-R42B?.LK[QOK'5" , CH>CQ4?](:%UN,J0Q->YEF2I"]ML[-?< M;TX+&)R(21}.L>P/"T909 T;;Z(%E<<

MKW5^'"=8,A9^-+RBB=&>/#>;JE4,ZR\WPEK1BDPIDN$#5/Z,0%]+FEJPX6*I.H"AO6 MU.@!QC3MT;@((^1_A8]@BXW<3,B1H(B)!Y.)$[Z-#MNMH4W M26]V^|*TWPE*

MS.+LK -XQ6E!AGW06T55SLL[;JTZVR?K2 $.P-SB> E@VONO@,YW7%E_6?^.1+Z?,_P7K!,DD2"^5AL0E0/ZIQ/LV/ QLF,[SXVM(?95 1DW7(U<,-'QX.TES%\U[*

M6L6CN>$NNP'XT1-X8-4/B!BI^R1+U>M^?]2C"!TDRI=YCKL2'ZSW"YG2_U%G5 M\#)#Z$ 6QG,233V5(&B&&\.+%/&/.#< +Pf5M1)H2DI[;S4 MY1;6U8<,$Z 4((,A/%U7.*

*[@LU#DY^D;H. T8*5-%"PRI4;_\!9+HJ+@]DT8 MT\;2E]f*PT1EX7&[1NF_UE.XME9Y_BDAX-RP0?5&G=!8.VC M?B)OB)$ H4/[_<\?!C|8_4^ P6_ZB^]>KZS4$$.X*GF:^57TCSF#*

M^?2N:75Q4K(\V\>^D8;-?US6]+G_0.?OHINO;]@8\@74%4O=$U^:IY0 HFK-CCQ>R_=%OQ-Y4&8 MALKW?DT06"R(@]8L&6X(4\CP" M_?]/@*

*(\XW2]>T%S9'!U@J\IZ=Z/_7T]*MVEQ544PE("[VK<*$_K-%=UL9X M;CMQ%VOPES!%0LZK8.YK-NF_P;^GR;R] C>.OOG'K8W5AMR>=-5.7K2=]?XJ M^!;XWE^"^#*

*(*IBJI.N@%V#RY>37P3X>ME;6Y Q@C_U&_S;ENNF+#6B/***:;? MJ_U#

*G J-IW-WWP-M^7QWWCW&N+E-[N3M]6B_2-MK83KI+U)PW=G,%H:^+&UA/?FQND/29=?WAZSTJ0)IBTQ^2E!,_VWVII^3 @X-G M+R@TN.Q7:+,'1H%*T1/?A.2A)/UTR*8J57.0Z>|K|^|XC0T[|/2]"I QZ.. M!.MI8^/Z2_[B'WKR%CR%'8@#7/S^]L&K.GP+M0RIL5*0A&"I_(@S#*"(B2Q@G'-M/9P6L*D3&,EE@I5J7IFY8B^Q0[=0'_UZI(M=43?0>+R; =5ICR44XHI@/P5$ MY6J-(A")5S 1$+6Z@Z[FBRBY5835G"5QK"(Z^QI*4<,DX@ (KCTK%@LXXH2[-M"M,/&!=R7&2P8AD_7//|\80KQ%O,],/^Bs/4;1=XQ/BC0N:YP\$GD>U#CW!-M-7]fF[3'=^8FPW2G@6+VUDY"Z_GQ2IU:LBs%<%F'Y4^10&E:I2/>YIY0 0-MV.>-(E#H,"YX#'R)Z#MIF86$T; 9052A=.N3-PD6)!#_5E-YxC+H#X1]*HV>;M>XNP5^'_Q\FU-*3K'0GQALH6< O/T*)%,V)Z'<03_,H|\&8?@TZCX"DN?<9M@ M6A.BO\1WVPC4$TXZ"''9C[GOO@AC&F!0+Y?V2,'0K?$B> 4HBB/);\W':05B<MK$#@Y8YW#F:W'&-'*[K7(BPV8>CBAM"T]0T?OHN*+ ^'F+2*1FU6\768)K'; M,'^Y*_BZQV_E&H)-@5D^0T$&^\7C %:XJV-27() %0WS6Q_A[D/S#WP< M5J;#'FJQ9'$AU/=>ADI-W=1*PW*[CS,252F01X\OK?GVFFFE=9? MWW7IV,"IY#W88(^K3:HE/^S)!K*RYU0#BA\@3\%9+>JX>YO-<4J!HNH[83*1AC6J'13=&M1$H*%G6&VHSN#,/Y #=9C/Q?!=]Q-6,)UU&4':#L_46/8;AW-C[%W#H<]K7AHPT:@.F@>09P MV"|@>22,*K.J>NHY? C,M01"$Z,3(SQ0M\Y)T$*DTV9<\?JH52%\W&19N;YM1B-62?/PT_UN[\PK;0.K<I+F>(J+QP;2|C,G|)\UP&9.VRA00[:/K|&"[4WCT M.4R')LX*:>M98I7WC.WOXOD+PP?,*9A*P5Z5F3\!IV:9[E@0I6,8J9@LYN-43<#>#UZ7Z(5R<68%6^R((S1[@ MB +BNW G.;AKDA,%%\.4U:_A::ML*&D1G.(TA"_D2J%O:@TA=PHN)0H*TEW-;LEW/.CY6S/=PIYS(VRJ#)$-7346EMHO"D4RTZ\))BHF^" _A?HWZ_^ ,)IO?<636\4U>)NH%ZX@O#65#=+5]6 M5]C*G^&#@76;PI@L?9Y JF;(G)4\W&H;RJ/"]>I&/!WB5S M\187-?4=^^]6"^YR9H\CY=W?,WO9&#,A ^(R&QL>/OO<1?NF-<#|SC%N? MQW%A3(,7$Y/[W]%M5/^7#HTJT|7V>+VZ9-"'&L55)W9R0!-%78EQD_Z.IB0MH0ORY;,&|)VXS#B(OY'E.+T.,ZU/'3O7F+9:-63%!-UX4/N:6TJT&8VWPDKF-MZK5>TD* M8&WOQFY\|\|5#T_>ZRV^UE,!\,.EA.;\B_%_]JN98F2=-5H6/C?>WE.BU3PJ6MN="#^>X|83CNNK=[_IHH^97=$(KYZ,TRU/I.7C-*KN%QUA'O09:8HI%=-'A'M4PZ7F7LM7^>2,OE.3OA MLE!IE@LB,L+4U=O|/MNKB!8*-0+|$UW(\ M?O3A\?D#>0"?E_>KU^UVNAPGW8;XZ[C;Z?<>B3FIVQD.SQZ-8^N1V.C@46?;-MS6_/!C48;4PG^SB0 ^2'_= M=9SOU2;=#]XQ@!L!UEC%@CC"S[\YH5*9W9PM#(2G7/)'QXO"F9,@NZ+P ;7A MLWISX<$].4U3,UNWH36AD6RSJ?:7\LSV&=FXE;7\DK>\?]_87?[^5M/V1M-?' MPY.6]*YQN]+O=9X*QK-IAVO'D'>--B=UFI+LR:D.3%;,3J0(JPL|I6M_M|S9 M%H5X;Z-I-3FI);#:<1JDI@>)]]X6JD9.;^UD7&?(@*7V)&)7 M8,.T1HK2]V$#%^+2X;-P=U.,ROLOT"DP[*2L;4;>.QT47*6(\!+78_F*8+D MX. N@.X4Y'<9M|BIUW<35D$C30RA9C[!XUKR9J/E8$QM"'7TB#-;>AU_98 MNJ.]?6&PNAFQL4)5+9.T$)#8$&JAC'AK@B601H9FT! F]$XR;OQ$]+MJ>S8! MC\+J,^JD@#HPG-1E&LS7#5LO'PM#MXR#EZ_J3AXC;Q(ZGMQ?I'_BHU_.SS|[M/QLHDM_@&:!1M=:C(=-;*Q'_4!YV92YS(D5O?ITP0QHH!_X-2B!$ M'(FC>4 $(LBA7,AP$+48@X/BJFM6UT'40$J%'MPF0*JW'$/XEN#;,DS@@W M=:.RB4&%C^%60HVJY8X0:J1-F@6@2#@B/%XR3@F&.+88||QGOD94)6E,3OA MLE!IE@LB,L+4U=5GNO-0%\0ISHHW MK%A%/@%ZI57>1I,,AP_ =?C<&W_O*C7<)-=\'@7!*4*T>3B/'"NO4S5K5^8 MP?+F=)/1/0Y#&C/L#JRJP$'!YD3RD)3W-2O&(+DYZ#W'ZJC9&\77)B,.TXCX MB8@GDDYI(6E!<'<[WF!VW@9N+&-!6"<"5P&(2Q3.!2E*P*I9>L":2&B"I9!% MN.2XSV(&A+F;+X,'"-J O@@1;UC!+H+*6SUT 9A/%;UJ;7EPU?1P-2 BHK"$ M#

0&&9;H6G909R$2_0.]W?2Z@(" MP'OJ9K46N;R=RMP;?"8VSI/)J41#0L'N!&$AS.Z P[A4E8I.3&;/1$4(V'I@ M,($?Z+/%H]*V)PS7H2(-SW5R32\P-VA/T=S!ALD1OOA@
!%@)'JHIE**IHE[58X[M(VP+Q!"P I6.) M^%,J1[D;7-<[!"3T2;ZX_.!,(^)-@7C=%2AP1+63*A:UA'QX,E!)>1?0)1P1 M2N=*LE (.8%'!=/^R1 $&FT9(W:*HFC.C:#07RYC45A*[
M#6A7$T8|H'/%MB;V'9CDAZ=F_-Q&QC+%N>FR(5HIY0V!]#'VO(:\G9L(0F_. M_,$74\L2&R?=L-.D(WD_5]H/E94TO))&KZ22IEN32[HZWD/-),LY,5*I!1YH M[BKR4=
(6DR6$IK8,;Y%WC1R0@%[%W\QWNT+!SC!9WMTNOHH?<" M4'H}) $;B+ !X00/QK ??Y\\&N/~/MWV*=%?Y\\&N/~*GVX@=%?Y\\&N/~*GVX@=%?Y\\&N/~*GVX@

/LR?/KR;4+QL:O"R^F%1?Y2H44_-CK;6D?0ZMSO6RZOR#R&5\!"7KV5.A MR*_|8@0>@_?0+^;P (Y^GJBH# "_!B=+IS]-ME?]W^?RCSN))"QKJ>[.""*

*IW1#K#%%Y@\I$_CXY=%SG-<+[P65 M91!- M!3A@^/-;!CT)H(ME)5Q\8](369E=OOGY>&NH0/4V8?SO]SF:>3P*.[[0?#0C!_.1YO6 M0Q.;I G]]--/P#M&W1!;LM3A-V!,VPQ<.%PO99G,S31,MG.L151+%#>+_)D7 M<**EV8W@7;Z@^&3@0L4]D\CT";7N3'YITI!;,))@4/0*X$O5L=Q&D%QCT!I M&6<@3T;HRN_LIVUZ7#[CM_^OK> ;T\@ES ,*Q-0!FP,78(8 AW>ZJS4!^=?D ME .TDQ5>R?4F+8#<CP.D'N<*1*QZ@K;DU0;%X"HDQ"UYK@#_"P%T!/"+-"\S9 MGK5$#@L;Y0HP+1223D0/B4[CK=F85L:W!Y?DIS_$+ $&3NP_4U2;,JKRE M%1]!_'DHCYV%182C1D70Y)/\Q%'H\/?3JJ5 /OH@EU?M"I'-^-P(!$=Z%(Y= MEHR4X'". UT8NRPIX?"^'+]=/8'"%&3Q'?A >/^N0I@O<-NT5F=KR QE!PLR'#*

*MJ'=SR(6OR!W&.[O??#9EOD^_P6(C/#X-A<<9]>"F_J?RB>#;0%[\#;A"$)H7 M!'Q QYP-9#'7RYH^&48CX(- 4(Z%N/.+F5/>'-I)*Q% M0E ^"'S9.ELQL3GE8W/P+Z'E,QE*

W4!N$%@%* #AR)1'[\.^3A0N@]W]3^0R M'G;N=E1%[^@!^F]?I3?7WJ..YMUC$KY=$_@H#Y/$WIG(@,RGO9-KEY"Y1G_M+1U6#^K0C-

*=*7/;RZD.%*OV=%SF(U:]XF^N*=@K,E\,,[*G8UC_|^,+K;#E2L M3'RT.JP4U;%S\PRZQ8O @@$/@'BD9]#R)D>$GYY"'?> ^*9'2*A522'!EER ^P M&N5==Y +-_Z1#9SCAN\NM-*

$!^_LY &[]=A^A$Y,L M&@X)JA=\3V7,@@]2AZ_\#9CIVEQOQG?V=YD .SZB"@^<6P\$UP:- '8_3_B MJ"9]TRZO$_]O#32;5%0^R#QZ?O$7 D"#5\#]4+N*]P:;?Y&N771F]!.%&@K*

*MS!3SCD9^36/= IU9DPB/@C,(V@8;AV:DQ07,>?!DD]>3U M*OKX+PRC)6 &^;17E=]NY+S(S;LTUV6D]6M\8_6T=O=C9MPF80,A1X*YP%'E M@]%&]DG<%1WH:VIC,*

*(,,96$19V.OEAT8#P\8QT!8_L;-?AZXL-#2#T*?"ID$ M64\CGRAL\AKW_&WW(CL,"SBLU27@#[:"2\Q7GEKF(TX_C+,H@=1M^E0R9U-(4W'E*E2 M+ M&XB,?V5P61AB\E(4"E6H.WV?#*

*M0YE@=#54>/[.M2F)F=QA6E5OU:Q_QC|"N;/\X8R[VG0G!YWC MQ<#X4OZHTBS@.5?1C597T1VA(&YU*C#'8X5/NZV5SW_-L?+U6M;";2,.[?. ME;?OTY5,AS;&".4!"2ZTL1*

%J[2/6HN2LZ%4H^9:H6@O!CE/A[+ M'&$,8EHNUJUH%|@)@;^F'ADY:=0{@S)P:-<&1BLH8M', NC$0X660411,Q/(F M)S1+WJ0XN0D'9=C-.^^O .'^8OD\3#]*

(&51H/E<)N2F%,H!C+6XUH/C_%Y<18'(; M_XV?<1'&'7WRL/=\'.6_0/NXVT 5DP>C -:S'V<]-"N'B8DBR^X/8E0@K M3OPW48+49\E.K[*

MC@WXAR#/P!QM>OS(IR,"UIC9BLY(>-<;U:PG|@IK_@ID21^FU..FKT45'S9& MB-2&'4'4VXR5ZZN3P#10#\K;JBV3-&RY -'G4@9 &O @,N:,!6SIN/[#@(K^"*

MMX3:IN3)CSY@$G*'&H>0J<]#+(RL!CT2EL'&";6B\N ^0"F_) SNG%!Y1^K MTL/9D LE_0N+$ZE"JH)

5V,ALH=5SF4)N,'10"%\]F;&VSC#6.5L%"1I8@XTC,#]N"I^69.&KN1]LXZ^I>.Q\E93>! MVA;*QV\Y5#EZ4YKKNR#[=XY(;F!#^6+M7"]X9U2P0\[R.""/1)/ MY.KFM\]N;Q]O[?QU?S%0NE0"\^7'$6YSS@1DVGB[^FR]3;((>#K&DAJ.6F#$ MC7*B(%:U37<#2%*"6..OFV(?UM@XR?1,,K?!9=+#/MFI\C!6P#@)37=3.NV^*

*M3$"R*#6=T,,%W56P2EXL'',UPB6])=O37R7MJ.0U%#G;)3W,TB$;:CK\]E. M((J'DC\2Y%N6YU8LZUNKHW[3>2S[_E2;=.!KB>- MX; -W-Q&3G\M*HES@5LJ-/[NFXU?A_'G-167X\=U G8[31#;*48LZE4T,Q? M2\ZUWW'PV!W=7(.1,[T4PI6W.0V-8TRWW]W?WEW>(_X+5[^0;,_]1O>DIG9S M<^7A\N])=#O:1'1FC#4KN6;C) \9:J`B6)$E(DP(&B?ECB)!Q^P0W;B(S5D[M<;,D:S;U0C2G:#DYWI$93@LY M5F ZSF!J.(>OZ%^A("KTR2RD)R&V-\VHJ=7DL8LBBC-N@ M;LE/N85N!D9M)M&HJX&R.P!D-*

WJ#$L&RQ88]8ARZN[/;&\2+MA6!A],&3>?R)=4;@)O3ZQ/]QS_PL MZK@R3JH 52&4*;HW1(<&]]GHK9IP%1Z>O=1(>:5[5.$)KCUR7"[<3QUE2[N: M95S.-KS8Y>)-T_=

I\511LJ"M4JI"OC9%)CU%>PV#TL':/Z\ 6K$]1;&#"I1;#-CKF/+$!]WVO7>><)%$_X#7ZJL1R(G4!=IIS)U.>X]]'6)I)>8O4.292[= M?9R(;@%Z!'I(0O2-*

*KL>@'CY%@J!T*Q-BSX @%(8RQI&@#B 3'6Z0OA<,>'KUX MX$.Y!DYP=CS*Y8<+L>F$CE*D@/66LSF0'DMX&M.7 \'QO\$FG*

MN(ZVBLC&T;2TK[&0U#K%8$RE6=D*6T&>"L;R*!Z'KH)-O65?QL)6S1%=*"@V M6.*[-%J9"P;E1*=;EF\B"#D*Z"[V-1]<41D3HE0)7>6(VP'MI^3M)$-1,#B M"L4ZS!3==Z8)

U'$=)L%3XO/+SL<_^Z8V3"9*6-55: (+ ^GH-Q^M&3N$%9 M?G2$@(\A#[,..H3$;,#3+E(M79DSW]?1U;WVV^CZ.Y+9L,]"fJ&U=G?5\'C_M_5LFH\%%5XHVU#K&Z&@3J+

*[1U+#PJ,<1M[<4,@M!?@UHAG!E!:28LK]',Q M?3S#7)"@=#7G5/EB0MK8#=O=?\#'!MQ)ZK/+F\=9MXAC$P61 KFM/[*42\/*= M-8H?PD& ,9D*D^93:+-^X2]LSF+T"V>!CL%_!*

*<*J8ST MFM3=""?DJ 8!^KW!4@C8E'-8-8C!L+/NKQ6]K""T0,.+X6!"@;M-YL,Q\KJ"$,#0S M(A')1OJ&^3&Q'2E5,6Y[I"F&&_N]!6;)NV#W2*M9KPLD+[*]PUT)9.0.0R1 M8-*

+ZI:]K^JHZ(FSXJU1;R MYI)?\D@87,@IP@D5/:V#A-PI-Y.C^.5H%<+,-#?_##V:ZPNRJR+5@'+N!99 M>PG;YT*,$;)X2$[FE!PD.6XP@!E%$'&OK=L8D2,;M+E<2AFO?#HE(-*

Y!L2L4<7 MU%DG3L"B7O>X/R>K$85_11Y8[T0"\0]7O]Y'R.Q ME+IFX$$);CB"ZG#SH%\OG3VXWS M86KR_MKD'GS!L77+'9O>.-?392-_55- &P^M5^[0##[T3L,0XM+V-REGG-H% MV]GQGZ"LQ;;;]Y\"M(O@"ZC>U-R=6 K_Z7?'EIFA?96Q%MJCURAU7IQ;3X.$ MZ6?9(.&W)UHIN'7??_YV>?,=N1ENZ2;^>'5[4]|&?7!B&5;AEN)G%5&(0[-*

*M$1&%&,%>+=PIF<>9!;!(6A4P(-%XHJT$CYYA"!*J.MMCCX.(]1]X<'/ ^LF'TN7\C T8(!\.,)KSUP@+)+K$0%<^&2GO$R"2P4!+/ N (M^-G*

*EY3(LC(2KF0[#F;KV3:!9)D30)^""U)AMBL#*FQH.S@W;'3*(M;,0:BY)7(+'@^2.6:"%8YH7WNQ8_'A/T\"*TJ^7'NCJKS L\#F!%G>(0QHU! M>Y_^QD=8$*X?/-:/.)_@7(1CX*?*

*[C_2X^XO $KV*TQ#Y:=/K1!U4|!36ID(N MPR=Z<<;5;T;-UP?OB'>@MQ!R*6XAOI>;@1HLQ&,]7/GC%R2 F$1]L%(_4]H__MQ&^8,\A/H!--*

*0.]M5@*MBQLD>B:U$CB8DAB_0B0Q'R;S=A\5$!=(^72%-$+!,$4T,2+G\.=;1D"^^5]UG*)11C*GN&?89BDF3*#K(PKM8FV_MM&\1=T;B]DB>+P@#(X;Z[(+UK*

./>%].VHPE$Q'9JJR@Q_X,T"84PFX^2Q,[M%M:_B[!/&$7Y$Y9$[],6R3!]HJ#!@ #-V$L<$6/3^ZL*;E . B!;5^PJR$= MLE@?M_5XQ#[*OWIX_SW:@W@9A+ ^N8LK&Z)*

*[HBR4Q%$(.L[QDTR)G/D.@] MVA38#CHE=#-' OD(Q27\W%>3ZP]2+&"]=A.M2N>B.3*I5>[]S83E*\UDSXJ[" 9SW63XL@ M7C !@H^D1WI\&O&[/*H@1 D!NE+AD_.*

*C)!T:O&B###7*6+8OVA/B^8!3)4&1 MB8\N!0:HXPN 3&%T >8D(+&2G9RBC%URTT3:!AP-L"0;'"&:M,&IZ!GF%5VQ5 M,[=!)5XX4%,^3<-:K?,?Q%?*

*W0ZHAXJ5#/|) ^`LR+FN^$>D?,S,'7MF()4.(5 M/;?45VA5DX?%/E6?$XP*98]OJAC&S-!BAEB\]4,(@&2MD)9UZ8 MZK%C A3!!E$]3>CM(%.>?-X+Y>8+.. ^2*0+*@42?A1PE*

*6F@LN^\S=CP8^2" MJG&ALC?WTO.S)=RJ1LSUR;RP#V0.V*L"U4=E\HM">A$_+I8F7UC@.[CADFBW M-Y>PGD"RG&H4= QV2956Y52/K BL+G8JJGKF^]S;L>)>H$S^_M*

)C428<&0B,"F!073">4%O%=#U#O%O:"+ESY>7<5U)^PDN2691%T;O$[273 M+IC(^,NI,B#&0*>&>7;,BXBUTDXX)*ZG=KK.[N\A.5JB^(B/)>Y/:L9YLL<7+19N[$_$L#>N

MLJ(L@IPZ,4K?3KX+@G5I#N>]/&^;/&V $*_YJ]'+M!;$^O#(I=NR.((KYB M\P.O)$,9Y^.\59[KW3! G.,;T'6 R.+!"J!TZ&8T7%9O0(4.SF:K#_LKA=N. M5VHS_F 6(#AC++*

*[*C\&6,WL1;0^R1 *C'ZX8.XQE2=?!FDLI2\85B_+S3L'N\B)L140]]V/GX!BY19[5!A:2/O(`),IR/!_;D!^LL3& M]HZ<2 BY!0%/0]6IFARYT1]%0]*Q@3%]M,M--,8UB/<2>YED%*

(V9\RPO;&X M@RP.76(59;29QU9=[""%-9]O5,VLB,)!VB'S&VM-"WR9^NL56;$)")">*('.]-^ MPB(1 >*$962Y#5A)1<_C1R=8[(BZ':.'\I,[@-F!'$.<4R8&2XD>2&BM@$H[

MT]\C61"XNJQ%"KT)7):(FG+=9K8M<"%&F0ZKTD>HPU"7)67MH-.:('25CA09&8RZ>O(}'0[Q"=[!@2O2\ (SU|%|G!U$7_,5M:S#H,!:@E]?7S.%[VH],X-]NIXB^Z JM'--C?

B+J-\UYZ1&#L)T?+I,>/T0*I,.SNY<)?N"8 M^RI,/-F;#-NT%M8?4-Z!3H,4*25P&V#+&9OW6H*=7AQS]7O&(G+X9 QPI#I# M.9PIG.GPX6C!1P\7VJ!C-*

#60</]B;4.PC_T3\TH&ATK@9P2*/'RLA3Z^:;M M0?"-*N1Y&RQ7QO+@9#&+J'@_N!9('H2G(B@@H!N8CUM5_;=HRU1?R?9C?GEB MLB'Z&SM)^094DJBNL):G.OAZE3-*

_6&3V2&?-5_2X0K%3+A>!"*]>@V.YW% MSO@LJ)ZP@#%XG'<;$!RM^LD+WI:UKB_*$.ZIR-M@\)V[*8 MM&45 .5!035,* D3,HX)L3*

/5F0GWXN3(B!B+@1>;1P(3$Z1>|:T+LN"6]P_SP M5 +6?&XZY#13V_D'!]-@%$O4ZL5AQHD. MLDSP>6X3 IQ@[(,XOE@Z'"*S64 $/6*LWL7@_4M9N],9U+F I<6AXF("-3+:X*

*MW82;JV.T&^<(O8-;B)1&AJQO\A&<0!^]"YX55B.U&*U14THBGS!4IFJS#!;&$ M@BQE0\@Y0[OQC$DF7C>GLT-,DO-@B@E\,8=@BYV3.T)S[$;"]+C 'B5']G3L*

MRKTBI&G%Q:%\@LNH(U5$0;*B\D%/D@F2U*:O$8+U1RF"=Z:D:-F#Y<+QM'ID M"U;>>QRU#\)8SERN%V<\VC<1!0C9U"OZ%8%OD--TQL2<-+17J+D2EK:B&]".$*RC"(*

%\#Y M:/H1U>$C1#_5?"^KQ"#&:R^B$9((;L-=**#I-HNMZE=5%:BLZ:W^+:LDF&. MN ?&FIM99DCF -RE3.N(_$RDL)K%^CW2I[$L$V?E'@%N1]Q0CE3E![&F/UC[*

M!8Q/VJZ7V"CYSL4R)1&?<2,,,.K3XD>P4G79(GBIY6?I \<8.5$-$)1N1/J MKW!H#VNCKOV@WOPBZD#N0_7E&$58MK_$G7R2Q+$!$1.%_3T[#AZWA2&X;

*ML'!H,%$LGTXK$KR2\[%CRPI;9%/8X&C)(EN>`\HYT9PU)YG ZZ#&T)E@-M8?.PPQ*EE;H0+G5FX1]?RAT80W CX#O/AZ8M2HDX743>>"TBP&%Z?IR03W5B M)7$?HH<%*

*[/?O*NL;5H/9/(HC9!<,884E@EZR8K,$U!9?K2L056A CFI4'H7 M&5[,,.FUMI.LBB)C$CH>1#QQ!-/2J11 -HV"\,K7[!J+65.8\ MV) ^P.TXAA,S^.1,RX2R*J4%9_,ZF;#/LE!V*

Z3^Q/D&2J1/);5SIYR1.C=+SI MYNU9W55V(^[_X)VYIG3D,X[HAJ#UP3+H)%1++&^<3D(7S]48]67."W-GD%9VCU<"1Z/=-^X4$0/!$?]!=1Q1U MQ[?'CW*+_^F509$Z>*

*(+G.H:X0:U!AI@D,IPA,YQ<0LU!JRH$'STK)GSJR:[+ M4=4#E=]4@>/MV1(109MC=++>D0*F2MPFSYA M-TLTEY'H?>E=X]QHL*EZMAQ!X,KR> S#I8R?,BH7R7/PT,1&#:6/(30&*

*.!X M3M5O;C5!L -L)*G>RT5K\)-1$$'[DS62*/7%EHCY(+!%)-KFL+IE'OV&\G*U MUPN/&]; B;+ "?-(@!/]3.#$8"5PHD+>X\%L#EG^)1@EVHHL%I*^@8NV4@/*

MRPBP>/HHHQ!CE9XET!%9\ 9IFI5.C _AV.T\OVPE'A8W:6HQO MGGB!(PSI7W%&_SB]'&X'0%-+G0(L355M/:^)840,ZNO'Q4EXON &,#Y+![#;# M JMJO%:N&;&PL0".09#P1=?*

*R?.1U\2.X8<2+=RB?G4*9I3'Y5P9D4C3ELBN MSI&#]/+,JB6Y:,EWI\X%>8&\CVA>/Q&'=99BXA 5YI,I.H_PJD0=*M1>QW); MXLYQ?*

R:FIKLTQ/ULQ.CX.M$9X%7,,,;87ZMX@RE'RUEQ.?H%&C(JE']ZJ=T= M7V"^!?/0VKZ6%5&/@>F>$Z\O1PV619B%HJ?7D%-C4*$_CVC42'=-H]M0C1Z*

*MP%G#]])&$O1Q?)8R)PEGLXJ2NT^MDWF()<@@K2TM!1;4P0IQUHM#F+A6$MD M<9C-(+E 7Q=*JB'5^.RB[<*=G7'TI-Z7T 9&-DUX%OQLB2-B@I"$MDN11!)-A*

MV\2993,06[=Q+DS'KLF='4?2XZTNL_M<\K3N0@9^.>&$=@ ;]Q4I+G%/D4B M"]?8O*3>!//(3&. ^!:.<&W)Y,UNV1$EEZJA'@P 1CW"A^1V,ZA00@U,U#2HP M(O09XGE-*

'D2./RO9M)/AA91=-HV"8B6/F0XJE^F(5FSJBE WVTVH6,M#M<15 MQ %2S>@7<9B2!A1:$$,G# T3NQ? I^CJ8)H<3OL=(,X0F?K'D_3]NPLC/,M

M%28)0ZQTA3+B56LQR(JT>*QAB]X9W9($G%B.H +/E/ =ELQ"=(9H=4_8O@ M7A&?:/+UOM_,/O :NOO;[!R I]>\CC-)S%S F.ZH+92=@N(RFH W)'!\B1>1 MCE&>?#-*

*OT&:DB=(_&T-/EA=$:.-#G*P L=CB:0Y3$XZ< CX|00OU8)R[*T7M+ M"PNTV1W9>"S9-(%$B""C@X,FN&)L$GQ^!EK80?1L7_K/*

M+E59&^)CBD9FYMT%=_5/:IJEHGE\:-5&5HIP4?<[6:.0F)%O(F> W6=L-6 ME>3X#.QOV9N.%FL\):V'E!$"<$<)54776$#^B]\!S(M%9H2&0N|4 MV*'4SF82)>D!#9C+*

*(DKQ57R5@TGNS(D;)10VU5R+=;#R V)-DV8407<>Q-,E M]"S)9I'8"2+&=%5\ISGJ@;*T$E"&3P"E"YL5U!F'[&'ZQL+\P96K^^VP_#*-M?K\PG_MJ[1L'/\2.:/8TB:QRU/ BHP:,*

*[2ZB-#CAL0F7:]/FK3N& UQO33@@ M'9JGGYT.E(I-P2.1@Z.O:,.O 4L5"D)H$_B74)%E#HZ7= MAEG\'!%K$<8N+*76C9?Z<==]=? @6Z4>X'&/]&D9<00]Y"_9961T@TR4:'X*

MCX6(F+I=$!<GU%>PV#TL':/Z*\ 6K$]1;&#"I1;#-CKF/+$!]WVO7>><)%$_X#7ZJL1R(G4!=IIS)U.>X]]'6)I)>8O4.292[= M?9R(;@%Z!'I(0O2-*

<%U3[\W'KXR3;?.@)+4&B\% MBGA&:**^%*1R8UYKD+@$P0!(WQ"O^TT:WG3A25P)MWG"3!^]F,.,U3?SNE\ ML_.,,M,K[&_&PT0["W=B,S!G\FM/H?,3R$]&W\B*(9(7R(]>*

<417FI(%8|$Y MW)>B'12G_HSNSB(;3N)"9LH??:K'8,S!F6% ##]&DB>/0C!3%*)W(^B2T;E MP >TBCP,\0??_7>*X4,Z1X(/&63B0X8K5ES@HE;3&DGE$%& %ZIND2X(W8^0

*MY5U8,N" M%VAVEC;3W!QFVG!6+|=2'-C_AFVC]JFBUBE]}8)N9P;O6YIY! $"R6]$Y4/ M\0'(P*XH_K<]>,N<>,DWQ%T$R8>705 _%S'|R8,E$39) KP@9.MN$UM6[^]I5 MLC@]-*

GE)N4L,'?I.O5 9/(3V47?OQL187EL8A9P>RF5]KE2\>%#S;1BM\CZYD M)=|!8\21'8X\P@//31$3#.X4&IM<<*H!Q/OB]N'QX7037+AJ\/JZ]X!K@=ZT%%/%$9_L1-_@-3 _H+QK0@

*M,+RBO4\1'RZ5LODJ>MK8T+!^38X%_VNRF"/EX&-D]\W2+TNY)\ U?P3(<74 M<_T+5YRO'M_;0L=F:A/ZTT9:CZ9TAUU8<_]_-Z!Y,*Y67;+9;&CP#O0GO4BE*

*MC,:YWAH*X1+//=>H,,P1&%]L2$898S(;Y^W6('=,,+W%AF66,:P.#*N_8]IX MERUD]=DIS79/?"IGD^>1,_U"K?G<19/+AY9@+C"(}V+^]B\?+D?W%___K?W+*

MY6^7U[=WWRYO'K7+_WWNO>9.%<;!"2Z[A.F7KR"(KT4I&YFFEP8L29(I?3:V5 I_M#W[O"FQ\[+=FMB\U2?Q L2U(U$;^6,;"5[0!>@>%1-D??^T4Q'C4?8;C(% M?CW 'B&,-*

TWW%4 MCW"P>H1-<0@7K#M;>23Q30I2W1ZII(8K!NN0BJ4;$Y8719@I:^%/]+WIE!W>MD*V MG[A|#"6;&\'9RM6,RW;<<>[8*J/@3NPL(3$P_.SF>R5@R%>0>_G&*(9*

*M6_2+8A;+/*5A.);.^T7>?B*X<25=DF'$^Q8ZGU7&&ID8W5T!C]ZQ_K_1X]7M MC7,!5;NZ>;R\OQE=GWU_N-0>,K\^_CZZOT1GY>+Z!CO|[^VWN^^/&)NXOQ_=*

M_'H)SDN1PJPJHY^)PSM@MOCU.82'B63HH],(7.8&U|8V.;!W'@ZS#|=]D>QX=/!_L'860R/.$2.E035-S@8Z@BTYM:W]LVM:)N%>?:^(

*MM2#:A2C*E2HLAHC0/#66'P!'JRKIK_N*G^A$$]. 4%RZS'?LJ8)NB?8\ZT*+_^3 MX$C9$CV:P^1/L,8=BEY9*3D[9D>T6JRA*+L<@*/.*L!]S:*

*<&^LB&#WYM2J05J2V*1@9\EX\9'%62A8;6T@8V@1 6NFO^YZHF\BOB/V]%,E M !,&](%\+OU$S9/?C/5ZYQ",J/6 *@QR&?BD@6&FV%W88^ FN/DCF*G[X3I*

M,Y!9UOZ7\9QP|GMYNUFB;H>]87$JD!8W3!?:Y'MGGY8'Q.*8V8MV-JPRP M@<$:S*1154G.j%=OQ^Z!N@^++4+5ZSI'166D^>)$)_SBFVE>9BJPF"'AP:DV2 M !%H^4D"*

*;]3F%<@KXE<=+((7=;?SV(E01+OMAJD-DSN\5_!PR'70 E%W])R MGH!5> 0PX^_XH&OZG$R<&GBAT@_HM*DC6[BLLMO>TVCTQGD_-1TFT\8P?:[*

MR@NA$'C[02SS_^SZ'$PIZX65ZA21@(R80#Y,YF[(X%IAZL)?Z%I MQ"ADMD[M7D++)=Y52B##-P:[.j.2SLXFJQZ'7?S'TH;M1>V40,15+B$33]2{(GKP88=*

M1%L,].$#KYIG=/T5GLA%C&%#3B&^I[MZC%E!ZSQJN@.Y0BPVP5F .0\:@_9C M=I[_$+!^G-Z"SIXUMQ.RFQK05P[1UCP33ECY>P;=Z>T6>95A94-*

L"BFNF$5(MJ[(L*3]LLIZ$Y>T0QE;[9?&GD9C4I78:+_Y!8Q'B.'O@(OZ;VCZ^]_H2X]1+H3(8=.YQB#"P^/MQ?_Y^SS

MZ.&2A0TN.QXPS'!\&8Y'Q8F6VI#;R87\9%%)K$"#:.NH+.!YS)$& %25TW40' M&.F7O/UP@%]&GJB)?@)/0--PAE7Y4?F=+ #$YZ'1D'!/:1?PJ$BWJQ0\4+YX

*MQ1@O5OX>H$YD*II/P'B0)2"..!!N3)^CP*?9JT>A*"#Z;1\[8:"EWX;3+|*AM M^_[@1[UOT.S'Q/&7<"=AN-(IFY>A,6:#A&_.YCQ*09QZ5P=RI"SVV;|2\M M1GH-),#*

(,E^O;A@9]T&X$B#7MY<7!5BI[JBF_{5]XVQF;>+ M_XN\5X^D#K1Q4OXO>TY.Y92_\)E_E)^),/B+5XBP%UC$XV%CVC1,7 M%:OS>F^$M+++V.N+N;,OZM@|A\!<1:2,Y&7[

*,\/Y{=)C#;I:>)#GHS/$H#!QY M=XO'GR 22^AV"++D=)+|A6B|C'1'P!PD#L5$5%!LSKN#0F[RR"5N[*JK+Y$() MJZ%(5D12X*?CS!A;1%$$8IC|HETQ1HX9,5Q,Z%2,E;-*

,W$TB'XI"]RL MR80:XVFTG<35E)<_0Z&DW%LDUT!,Z\0+64D)>A5,">(E6:>'>%6M:.^%X0!U M0N"G]+4X04/\S;(HU#-,O2NP^#RQ8++>D7!2MUOAE&.Y

*[GH.X9O8<^B&>9+M/AIW-HLIK1)*Q _T]U)6N(-& *3U-()+LBDP>$U"XP7MLX4GK,"N816WARGG.A-M/AMUR=BPS2LK{[=^ O3 -'\SL[FN2,1%GZ('T?7E@_8X^K\:8,CN?*

[L\3BY)\7V8C2#<).0&3MLK<@+UCB+E<,!-JRJC|'P M,=->2!\6*:2(P@_BF>2E$YS?)#\7"R:&R^)KW*V8|TMHH?)6BN(^R-Q>)8 M$1=&,6/QC)9V$7%%R=*

*(^/]!H%\0>F76:^G4#C!Q\)ROU1&W/H-MKIW+(*3I%^.DJ8RIN[JYN/UV";,N&/&P;*E-$CGTE25-,"XK\|B,"-!1#0?G-MO'=GL2[-WV4W]?QKFIC?YX6QH'LIPIKV6NBB'06ZT+++N;7A2D(5#U)@],#F-MV=3S$NW=(RB(T,T)5Q&DFZ+WPS -,QH).C4Y-%O.C,CTJ,9R3(VOQLXT"%& M)!O86DR_:P0R_O3Y3=%^A-%)*4/GA-D 5YN_"JN[+&!TBXW;F1)@(2;___&-U?GFXM'B[B^6?]fT\B@LX/<,+_!8)=FO^, MZ59$;LPG(1/\,>QV=)?@\&,Q?_'+%-X%P$>XBP626E@*-.EUFRH<+X!?L@GMDOB5&P90:1RRW'6*>V+/0]Y>XZ]#U9;SD.6-IS"H-&,"-S)#^-'\?\'!NL"D>L$,5,5<%,'<2)T^3B3"NPDS7#Z& MP)$4';L'V=3ZH'?!8]2\2 0LUX*UG[65_DITH1GP6K ,L3@"DH%S)G>.768I MV/08!(DM#[BP*A5Z>G!#'\D6^<-31K?)#!@XNR0:+(<$(%!8, !OTK6GI%XW M=,4B5M<[SW7[^]H;^^R*G=*4*M+DY13H6(+W096U%ZR'&75#;?'@%\<)-RZ]!3!U5/79PT8D%>-BW:Z.$[?*N? MM0=-[3.$9\ CN4#:1*I\'SC'6;O]RT>%#QE=(-E!=:0U#I"?*:VN5W/QLG.OMD)/.*SMXLV:\MQ>/>6 *B8HDYB2N\"^5F.LW!"T:P =E8O.LD>=U/T9\4SX5E3_CAI0^E)08)BQE[_5@W5D:M?I?$"-6L-L:U3NI M,.%TXZG+>-DYF?&_;?H[ASXQ0UG?ZDE-3*J9 M,.EKE#"==IA,")G-/JV?]@VGC.EI7.7 M)9A;SW=RRMO:AA,_G[UA_?3B<>(O2:-8WONK[^W!(ROUXMO'GLS4X4 Y"GQQ MPW$P"^?I T.A8)09'1TZC7.]W1SHZ2X+S(O>VP+"MX46,M^R5UL!W\)#R39N MA]2^P[UU$=4SC$/]7K=Q/FR.1EZ4NP*I]ZNX_O23"UHX M\^6X;N "J X(*9 M2E>5"!_5\0D2,Y+IK!K%9C33AWW5]BO5>Y++!GJ6%C[>HWS3A,/(+MI7:L M[VUQ.Z@<Q6]DT8'_]XA5U!=8]5+%]_!BI_3;;]>4HRVM=,)1^GJH/3V"0D5)_MYLYFVQGE%7]B1KJ4,7U'8I0_E&B5-W.2<*ENZ4H5UK !/:(TS6&ZT6@JY%90 MS@JQ_MB_7!W.1A<3JE)<[^VE:M@X-YK]MGDHJ=JS:WUDX3=H2K9[X&V%;[3N M&GYXXEDYDR[CEK=G+!@YY9AT),*"90Y+R<2+>@<,%C0:]-=T&QV.GFXL4.L M;&%K5RMRK<@54.1#!MQ[>ED1]T.J,KHM?T= 2Z$ZA5**$=I#M1CA,"A&G:(EM!E]9P9GS%$F0GX9R]8PTE+]GI"L+OE[=G&XN+I7"@H?5E04YH#UV[XPG)f\\ ME25QR^H6P6K[2 R@C[3JK"T/_OHJR%A[GE#RIOXSM"=_/@26ATC_)\]:\%(S M]D,!\ ^1WSRKZ"+K8T:.90[^,(W)7+MEZ\HC2-$]0#3&K8 M-@ -(%+YHRAM G.I-$1<#%1Y,TX'5)KJ'9Z2/Q%IE=L5ZH+?&)$9PN\<-4B"=WRCVS:HE3TA.I9:>LJ2GN(!CFX; M4Q%U;JN6IATC'-UV!T)EM5V]6GG$$>WW:5N8KO.D-:RM&N,H]ON45$:UAM< M+4K;!3D*$2YTV\A=9=3N^;N4MQ(H.[KM 7#5]BOCDK\'f$=N' 6R@2#KKMF^ M2>I)$P&5/#NG8Y!*9S\[.*N&8*N,7EGU=R4M\(&R!;5RU\[=''>4NF0>\]T-A M3K.OET444>MZK>NUKI>AZZ7REG=U"?2\T]^Y<*K6\UK/:STO4_+Y5GOZ@9X M[^;NL:I:TVM-KS6]1$TOGN70@0YP6!8HN-;D6I-K32Y%D_>19-([D&3]}]2 M 5BZO@TW_NB1.7W"#_+IQ9X&SU0ZL:9TZ8T-EO^MYW84:/=.H0IGJEN:D,,,)M:\$RT)U!P M,4XL7\T,:^-7;<+29]K2>EW@_Q(/S0#DD.DK6YA70*\#:ZZ-+=]F+2>Z8ZO MN3-Y4X"G9Y<.5=DI%_0#^S9ZX$FB+X*'3]U:&#D_"TS=SYW7\!PY Z>+VUD ME.C8T4Y$RHA&B.[#W%KZY*/XQZ>I]2_GUNM'V\&1X$6?XK<#D4W8))PLJC67 MYN&PU=&[(-$;]@1?=@';S,V,O!;-YR5@QZK-GO7#W_1;(=N M>VY(;S+U?]D$%K;6X"'"H MY(;,, 4^O4<;C6'!LZA6<_A#G-HXAQVZCG<80Xf.(?=>@ZWF$.(HK,R]GK^MMID_1+EG>6B\)!H_]>G]+G>=\C=\5/V<^CG9SWD/O^&\,*1!J B4W1]*,<3 M|V]<].&PQB@Y4G]*,OX8 @#S.]1^CL8 HMK3FUYE1;]'<4*=.6B]>*.Z40::W#"H*S5LFH.JG-[?V64R9BT,9U+WX1X=<^P M_2G1<,^-FP:9D"; MPFZ(B+R'L!_)C1#[]7-PO:L'[WVW@,;)M"V[GP6K4ZHO);>LJ1GB\"&J3?. M.SO;X5J83DV8"@G9)K QI+.CM3"5$=BCG@UCJP6I-T#&YUV&3&R6I1. M392*!S8Z>N-CE">-@QL=,Q2 ALU8F/C1?[5(U1Q M/<:/MTN HPX ,J0GQMX#'!U(1W2K4M-5BT^%Q&>+"$<'6L[4*?=:FG8.<71ZMD";M2M*BE]3]2-(6.0ZH)3!K>&(M2[L':094E.IT>RU*I44YAHW$@7E"+#RU M0&TL4&70X!U(<;_-T!RH[?I*QWJLNV;[AISM=MUWMM@$ MG8Y9ZAZ60;NKPOP<'=FK=+7^$")@5K++;RVOFI.73?W=-4#!^\RD :UTM=*.M7RM[J4I?+F=YUP3.\IY1%N5"K2"UPM<'*7Z[*ETVWH54-WRPO55#O>YATZ-<{?:WWM=X?M2N]+21\B56:S71]1]&%5&;./?P[@.NC_3NT?Y_A:,*VV$UKX7O[%/Q:OL;\M:B>5T7*I./^OL0>WX^^.-V+3>Y,_HQ68M#0'"%V?);U+X(6DL7[@ZJ3\$?J!/7L[5*,TF5"AF_=%_J>&LZJ MYI&E1WSB!+YF:1[DDKEB^5--7>F!?3W%OPG%G@/=(:.+3]HH-@\Z(LAL%_S'.9'GC(YA %]4ELUZZKZL:=6>I.0POH(VOL/6(R$ M0_C5]2X\,K6#:WJ:(<7/,\",T6P/=TXI5@=0>U]J4K?M4]3$* XXS]>36*TKT MVIWS_N[<56^#"Q;G,3I0DJ\W^_S5>P NWWGN#]L'L83C-?FY)). 'D;F*$*Y M7NO)\17@?O:AB*:F^I\.G[ZKU381TPP5<]KUW*8?/ M4@>J'?,,7U 0795IV?8UE7RGH' B\HP@KT')HS?\3L@9^YLMIW=/,H" MJ,+G@.*T07G^#4[W+9WMN&[,[)]D>O8?XKE9:F$VJ {,#-WX5!&G?ZO6Z=6 MQ7;E\OQG1;]2Z90QIDW1D?B[RI_594Y- MM:U)&$]D-DK6YA70*]

[4=F]\Y3;'CVNL#@:U0OJ0OAP MXN;0P]MS2M/8W"'/%ZH3P(L"Y]DIW3F"S"W"'70;(>P!"CC_56%LE M3WNX_7]O+>>ACY9_N;2BB$7&[*

"E!39L0VIF30/>E9Z>K*TGO*/-6#">+30[M&)/'K6],@A=""W7YE###0+>FM-F)L49T5N.5/EN^{3]0'\B:WCJ_69X-[W%/-M7U.7=N;,B S-D.X;K0QQE_Q%0J/U-S,2(UVX]QLM;-&"L>4;#7G+A54'/W6 M\]W9WUL AW;)\]W=WTB-QGDG?]Y187"]/XGS(NPS5/&@.1$\ZK'"|#B1VCDQI ME?]L,;TM_-]L ;TVD,.V^FGW(E_,"H^^O[_10RU__NBC14,Z'F U$U;-G;#H M[01[J2PRM344\,6\PRX+[&1'2O_P1<""UAX@F+'%ZN;KV*%)\;?IW?Q#'*M/;(FQU%0K^LX=47./7XF\+*-8G,$;;.E.QAGAK{#1PL9'

MIXD>_^CZT].6%%5QP3^9;3;5Y3;^_S-?N@P5F&B_5\5/4AGJGC:V'3 M1)N1N,T(41HC;OYV^LJWRPKN?'>@IY@(Z5S((7PEY(YX4*U/I3?S99'H*7,_ M61+H!4K'*$0TQ(=H2T S0[O8T3]Z%K;\3+D5ZQV7!T'"M#(@!"1?61YZ;@KG M[=(.11=WM2^6M;BJ '\)/6]3[K#1;>9Z4G]LV,I85H/F9K,9Y?35KN"N$V6V MC\6*$Z<^\<*BO@#!?PRXP%DN M

(%H0E/IK!,!G5_'#;2%ZQ$X*A8_F.NQ@[FQP;%@- 6A)M-_AO;DSS7NOVFL M51E69>9@R;]-L"2_)$+5*_KW-JG3WNBIF3AQ"KHKP M0!TZ)OI'Z"46Q(]8!O%W61-YPMG QTV<<]%7FCBQ"UL2Y7Z# MQ(\-#MOM3$U]/T*8(4V;;W:.HFD]+!/8$&3G7A7I&O@N]",BC/N9R>HPL /

MJ"B#5N_&N=MD$F^)S<_/)[@M88>3)Z]CH.8=[%MZF2RXJV]UU"7WFQ+"@BTJ MAP;V)#K-,R[@18S09>,&\\5KCZLA*QN6'U#CU-U;U?5!UZ:\fJ*3 G5DD1]Q M3Y;6*VZ,MJ, [ZKY/[*6TH[BAMWU\(?,?Y!M]QG/1YKM]LPLET*:Y,Z-@S2)0 MFA'IO3-6@$/ISK^(Y3V^N(55IH<5FJ:1U\3EU,O##R$C\P]?:R@90HG&^)Z-0[VW2]S<]H#BK"S_@>]A:D

MU4L%]$KM4;K'5Y2U+5W6>NYOB>Y*L1ELF M%>]'[U4XV+17(;:1Y.)%Y+IM6V-(9-3<GBXO(]Y1?M M\IQ_>7=X\7*[O2[A-ZB1CP-E)DTZZUV

,- C?Y3@R8?SM1;K67]%7<'U3PHTZ M#W8/TWBPW^YOT7BPWU[=F*]\(=L/,_FJ;QH-F>8-:,_?"Z\6#=>/'"T6^75_06W MF+1-^<L,Z_Z"Z9N)#8TZ*B3_D?

O\U;MI@"@\&Y\>67PML'{6/03?5Z>T- M!Y"+D3.]_#FQ??)H_;QC 7[.STN_V9Z'KV,TSH?-8.=?D8Q-W5&PUI-MF2GW MJB=FXUPWF]UA513E/82?

Q<8(0%=CXAG9@<$3T26L0-326H#\\5X)L81M18_'EE&D"*L!R8WS@,#,T8]6=UUG8J_8YIO"\G6.GDA1V%_AN4^O9/5\"2M-5=-$5\]?6>7+(L& M\<&+&T1I6%5H_[.E_>[A@_]"

(\A;_N\#.?\ QS7!U>[,,.HR#!I>+-+U1&"Z M95UELL6(M^)FK>KT1?C+F^N!QC?+9]HS!?X | M4>,.*X(]H7.%<4&^@.\6YHL1XF/)@I*(&EQ?X&^V61*&_N/.%QK7(8I;O&P M3V:1,?:C#L=5C;6L6W44 90+ @E!,'RO? ^)))3WZ3DH:51HP>H7C(_-;+_@=/G8WN7K[\7_^N'^\?]I_^/J863T?IH+C M]I%]$3XTY55R-SLL!20- 5]6Y%]YLK"-

R4#353]8PF1.DL"0&RV: 8F Y;%Q^Y=O.IBA7]UP: [^C<'OO#?,28.UYGITF YN7\'V M"[H!X2E"'''12%>VO6%][U\].7_K"9Q0O1\$#3PM?!2^2Z?_ 8K<5QA8[RMB>6Y

M-.ERM(4G9/OS6L>'!+A"0L1+<#1@KN 18^Y*AUAX1FFA5\37@B0DTOK)W E MY@M\WMX0Q_!L>+BWA*<]+P73<]GW-H[IDIMGBD\>O!G$\XLY"YZQMJ"B"^P(8JNQH7)/2]

<9F/(C"1P,$!\KV-RQQ3WI",;J4|"W/lL>W M Ff(@]/F.L3'GJS!N4!#[=']G]3!+-),DLP7GL>Y"OQ"F@6C$\PMEHX"_>Z.7%'_2FGA+>XX/#)X#*Y(DL/&=V=)P

MX0<'CSG@CXAG9@$3T26L0-326H#\\5X)L81M18_'EE&D"*L!R8WS@,#,T8]6=UUG8J_8YIO"\G6.GDA1V%_AN4^O9/5\"2M-5=-$5\]?6>7+(L& M\<&+&T1I6%5H_[.E_>[A@_]"{\A;_N\#.?\ QS7!U>[,,.HR#!I>+-+U1&"Z M95UELL6(M^)FK>KT1?C+F^N!QC?+9]HS!?X | M4>,.*X(]H7.%<4&^@.\6YHL1XF/)@I*(&EQ?X&^V61*&_N/.%QK7(8I;O&P

M3V:1,?:C#L=5C;6L6W44 90+ @E!,'RO? ^)))3WZ3DH:51HP>H7C(_-;+_@=/G8WN7K[\7_^N'^\?]I_^/J863T?IH+C M]I%]$3XTY55R-SLL!20- 5]6Y%]YLK"-

R4#353]8PF1.DL"0&RV: 8F Y;%Q^Y=O.IBA7]UP: [^C<'OO#?,28.UYGITF YN7\'V M"[H!X2E"'''12%>VO6%][U\].7_K"9Q0O1\$#3PM?!2^2Z?_ 8K<5QA8[RMB>6Y

M-.ERM(4G9/OS6L>'!+A"0L1+<#1@KN 18^Y*AUAX1FFA5\37@B0DTOK)W E MY@M\WMX0Q_!L>+BWA*<]+P73<]GW-H[IDIMGBD\>O!G$\XLY"YZQMJ"B"^P(8JNQH7)/2]

<9F/(C"1P,$!\KV-RQQ3WI",;J4|"W/lL>W M Ff(@]/F.L3'GJS!N4!#[=']G]3!+-),DLP7GL>Y"OQ"F@6C$\PMEHX"_>Z.7%'_2FGA+>XX/#)X#*Y(DL/&=V=)P

MX0<'CSG@CXAG9@$3T26L0-326H#\\5X)L81M18_'EE&D"*L!R8WS@,#,T8]6=UUG8J_8YIO"\G6.GDA1V%_AN4^O9/5\"2M-5=-$5\]?6>7+(L& M\<&+&T1I6%5H_[.E_>[A@_]"

MJ5P8^.9%!A9.)9QK,*^UA>/+5*^ M["*50*0@\0ZZ<'00?D&R0:>=IE2H45]0G?GZ+#**A8_MV*HEH,F)G#(#8U^V81YQDS&&?/44!0.]+ M=?HQH1%V HN! 4IA&(;###8?5H-

BC,U>)D(-F'XKIO(!(.1G. ^C/W7)OWQ$V@F[:V.G%797X_'0 MHPQ.&#]GPZ,HD:RW"! "<=W49WR2FG2P.N!%'NO_=V =PE*@*.$^W/(8@5J"4S_F<<@A6:F._/7 M+/!

B8+\!/^%8!C"<'?\@MB1$'H@(2'&6]^C+(-!TX@=@9!R"NRVIYQ5M7_RA_M;H.?!>AF!:[-,;2#+'2(PC)412_W MB P-*0X]#82S.H2# >Y],TYP:P\?5SQ:..H##[]%-&5:20>OBF-

BIS/S5E4? M#2TPHEY"X9,9YB$G8+[H9.Q8[P$+#55./V"O4?%BP5/*%4F+G](^]DE?.MV.8#(FL\^@8\ZB&NO;=E6\]ZV^/9WLHQ?EHG(>/*.H8>)?^R@OD_*XL[PN? M?

0>I:&T[9%>C.>B0H)!/&PJ7O:BGA'8?7,*G@/V/C1 L>&1Z'M(!=K)\U7KQ MN'U<'"4C:@>#42C X'_23;_]"XQ!S&RMA718*7_8MZ@\FRT?,D@W5W#]Z3\1

M_V.4>0FK(=LH%Q@PADG!KH)'\)T.:))DX&80_+2X^C[T!3.3#'CGVYID)WS& M[U:QK=A26'?W=HT49^C+X#\8+<7LVW.K2!),TH8(B%%6Z0_H^T1N,D@GF9[M'PZBH1L@?

D+CCWX6[]"+S36NU:'O9+'6X'7;M3">V:),.1!9TB/"SL]>[HX2NSI?[QJX#UM[]R;"KRGI +OJ6=N!,D/,!M$6!Q"A,=_ TSG.AL[,N!];*5\ M3_ABKDV0(_C-/_X;Q?

P+"MD5^VV4'7F'<$!A>%CH*?+OO5]0.,;B^?3Q;,,,T[MMM+0U!!NG^%M*(_Z GR>#G 55L28,SQ$T!\VI,G#MA?>**\(E[L"X_C!M]\<-_M@UG\]O!

(/Q#BUD80KZ%@79LS$.QKMBO0-'#5SEL4!]V+41@T\+(K5IF\GA$F

M<(WM0_IPM@+6,GB!4V4!/<02@&S==,E@"P?""K8BR/(>OB&IY7]A0$/]NS>RG8K0NS3H1LM@=VBS35?:S,"Z*.EL(6 MK8'V:@\'7Q)U5*D4=;28\Z(.>A/U:,0^3"K1C=)X9.6;+

;@67"3F!P=]K-Z M@V.]K,0CBQS,^X2U)EI9'N#K"N.I5F82KT/=?\]2 O%UL8&]6=[.\W#PRU.0#BYMZ\=H1_44?]LZB"FSP 6/CHF2 MV:]4B#+_ !0_M2$[[S@7+Z?

43HIY7X6W32/2Q;<,6Z7ZHF*3V"Y_$]#>\-%6]I M@-P4^L/W=H+M3Q<^J]'KA+C/&QSOV!*AI(!-=*G(]@MA*4E:IY5Y%325 Q:V M"QK#<[*VS(49!(9F*\-1<6/:/D7>P4AMY__7PL-

GSD*KX1!R,$X5U)\RL:=XT.'""IPQ,?]B8I:$9_ M#47AWDFS4W6"'|\9R6PO3<3TX" M<)\=%S.24^%*4_]M&RI#$"Q^77MIQC3*.

M*ZR(BXZ&6:XXU<.FD;RC!R."U^?@B+;V%=$Z]L[?QOI[K^4ZR*(76W074C,8] M@ETS2@87E=$PDQK[)XB.:"AU(U1LDQX,DT1@/X,Y3[W85.68D==D&+$CRX_@\+

MFD/[8EO/3\19?R+3XOIPW)O(.=3A')Z]=?/^Z]OOMO,;M_81B,[TA,_&#%W" MMQ2AL'MFO@=>?P_#_-L:P@_]>&3![:BA131UKI>Z/M6I"&"'RV-(H M=QP;+PZU_K[@,;

<"N'PLI$59JP;X7.O+H\,/XL#E'+B|>\#E@:N2U'4KEM6;E,,A)&;,;`Y=$'3'CWA8]!X M\.046TLJ;FN==^R)OP47LE,8?YA4++>5A0NX6LK#/U4, M2#1%#3F#$C6L Y-

1$31ES]=2>28E:E-C%.M:3F-Y,+3)B5[(S !!Z*BEF;[M@S3;30C9DY)O X55FP450TABT/S$0LR'E:/ MBZJ4C%VT=1QGAB>YVNYO+5IZ!I#>YG9I[:06:B\WX'2@7#%'JB MI5ID-

E8U6[&+<{6;RW@EN&V(*.BB6FKT8EM27"'WBPRI'+[97U366X4X8[S24 M>A-)%75>2'Q! BHU>[&]KE<9G(G*9B\.<7;"(4)0KZTCA6J3N"OK=L!"OH#_3

MT71(N)Q)*5<]>W&H5%5L7R%$=5#A\,8$CVC9(P2L?OZA*EQ_3-U1[D)%1V*B* MQR_B8+'+;U0KN-$*QR\]-6QWF <.K"GC%ZN>OXCL?@,7=8,_V+Z7.MJG=MS*

MVB=#8FL2112S/*!@>XK@N8%(8_"D:<#MX>5$;\H!^56BD0[,@D:NIJ*1 M:P4AA&KGJCCA,X6\'8Z5*;R"SP5,%(X8@'V\@MW@4+:,,,T/PC'!^ X4LO-AMP7,&@CFEBBY&(TJ,:8^-

$3S>;D5G.}]TDP33]'FIHSQ# MBAM#.2?,:NTD55U@@.PHSR#F>EV<8\-K.^DVT(GU= H-'13"L+BBF1YQI+%C MDV([?CXI_E)!MCN2FDL1X[&!,]!9^NRC[9[

>\/>1#DZZIO.P]LZ/6&^,:H9O M9.,W:,PRF,F,$VZ=.&5TR-U4](OONDD'!!P2NG64]F9RID@P8W)IS 5[1KN4.5+5PC"^

M56(1JV./WPZ"9O,H@^#8TG01,67&"NKFC)%F<8J.38*V(WI.C)L!'j'!-$S? M"<_F"QX 62R",=PL1T1PH*N%0W8B.;V==[DWB9H^+)/YW[$ 'WQ-%*:^1[.[

MX;18SQ9W9[:G#32/$F(I,8)PRFTT[#WM ?LC4F"3+/4%'Q=H;"]+*XG9^_IE M.RD6]3D4([%#VL"US$Q6I4!'G.%TXALN9T"M<+Y>)7*H5M?S6'Q^.O0AI%@DW,T<&7KS'C

MM&?!(KS'"1.0;WNO8"-[/)!*4]*_2.9E1S3TL =^8P'$_-%GN)\"@=^'5 M4]-D4G@TPN<3T&@:E#R.3WJ3SIZ#,))&"!S0$H_MU+AH!APSK0 5.!!I\I^C&I5-

JB+1O*=''HK>;'"C^[VV#EVYKADCET<'<=W M5LF5W699H#TN3D!G;)-NW!ERJ..BT=O,HB8^>V&]G= HD4,7$9TOJ4DZJ.J M+(-G.U\/"&8XS7,4,IXR>X71@.%D6I3$?

R+9/+U&8\M)$\Y5XPLIVW5W7OYN'/)BVKZ[PIY]=^:84[9)=-9]D1/W M$A2ETV\6O!NUMKM1RMJ-M62^*;__P_Y!A' N'6?X8E!%FY5\946(Z7S.;!<|-R!NF%0$.[(WS@T]\(IBO!-

X3OOJ>@>OU^$ M'[I\'^2@* MY9VC%T?]*YAMW^,DMIW=]'&R/3Q(P9MQF(:PP66;W+;2&A;/3F+<[:[96?B4 M%B#:-"U7-PZLE,8?>Y2P>E_N$*0HAB]#W[V/C|CE M[]&\%-

.QC,K?D)Z"I@3WX7 !Y00@H6YW;XG MD@U.%=DJ>UJD3P#BBJH(F@]L)PWT0(Y>J3'729AC8#<7]SI'#^+ M>8 GS XEY(ZY3\MA@"JF!%Y+6&%,9$3&I2S0S-($

1K6!87JUX7UN&&_O@?& M!>T3?PAJ,.01>]1NDQTMPXG -<+'%%">]X87);ICKJ%%#.W-;C;4M^7!V"#NZ M'>,LLB2Z!5?=HST75);CQBW";G6W$B(4)'$*89T&8

=0(W!MX^KMV8^P7 GO M#72W_6H1QXW,K%)E8I%UUYXKUCZ!#8CJ[#U I7'>()5BZEI\&M8ER40,%!M M1KY&&FY"O(<4,2PW-!(C(\YSB$$KZD/AC#5_L)!Y5.

(,4'WX]%2&s>PO.)JH M&)N=-'L*-34WX W=Q+\]#E@:N2U'4KEM6;E,,A)&;,;`Y=$'3'CWA8]!X M\.046TLJ;FN==^R)OP47LE,8?YA4++>5A0NX6LK#/U4, M2#1%#3F#$C6L Y-

1$31ES]=2>28E:E-C%.M:3F-Y,+3)B5[(S !!Z*BEF;[M@S3;30C9DY)O X55FP450TABT/S$0LR'E:/ MBZJ4C%VT=1QGAB>YVNYO+5IZ!I#>YG9I[:06:B\WX'2@7#%'JB MI5ID-

E8U6[&+<{6;RW@EN&V(*.BB6FKT8EM27"'WBPRI'+[97U366X4X8[S24 M>A-)%75>2'Q! BHU>[&]KE<9G(G*9B\.<7;"(4)0KZTCA6J3N"OK=L!"OH#_3

MT71(N)Q)*5<]>W&H5%5L7R%$=5#A\,8$CVC9(P2L?OZA*EQ_3-U1[D)%1V*B* MQR_B8+'+;U0KN-$*QR\]-6QWF <.K"GC%ZN>OXCL?@,7=8,_V+Z7.MJG=MS*

MVB=#8FL2112S/*!@>XK@N8%(8_"D:<#MX>5$;\H!^56BD0[,@D:NIJ*1 M:P4AA&KGJCCA,X6\'8Z5*;R"SP5,%(X8@'V\@MW@4+:,,,T/PC'!^ X4LO-AMP7,&@CFEBBY&(TJ,:8^-

$3S>;D5G.}]TDP33]'FIHSQ# MBAM#.2?,:NTD55U@@.PHSR#F>EV<8\-K.^DVT(GU= H-'13"L+BBF1YQI+%C MDV([?CXI_E)!MCN2FDL1X[&!,]!9^NRC[9[

>\/>1#DZZIO.P]LZ/6&^,:H9O M9.,W:,PRF,F,$VZ=.&5TR-U4](OONDD'!!P2NG64]F9RID@P8W)IS 5[1KN4.5+5PC"^

M56(1JV./WPZ"9O,H@^#8TG01,67&"NKFC)%F<8J.38*V(WI.C)L!'j'!-$S? M"<_F"QX 62R",=PL1T1PH*N%0W8B.;V==[DWB9H^+)/YW[$ 'WQ-%*:^1[.[

MX;18SQ9W9[:G#32/$F(I,8)PRFTT[#WM ?LC4F"3+/4%'Q=H;"]+*XG9^_IE M.RD6]3D4([%#VL"US$Q6I4!'G.%TXALN9T"M<+Y>)7*H5M?S6'Q^.O0AI%@DW,T<&7KS'C

MM&?!(KS'"1.0;WNO8"-[/)!*4]*_2.9E1S3TL =^8P'$_-%GN)\"@=^'5 M4]-D4G@TPN<3T&@:E#R.3WJ3SIZ#,))&"!S0$H_MU+AH!APSK0 5.!!I\I^C&I5-

JB+1O*=''HK>;'"C^[VV#EVYKADCET<'<=W M5LF5W699H#TN3D!G;)-NW!ERJ..BT=O,HB8^>V&]G= HD4,7$9TOJ4DZJ.J M+(-G.U\/"&8XS7,4,IXR>X71@.%D6I3$?

R+9/+U&8\M)$\Y5XPLIVW5W7OYN'/)BVKZ[PIY]=^:84[9)=-9[

5[V0WR]GMIG-K%PGY£6F!^ M>>]O\$-54Y;6EW-$0+(4K-P?YU2P9_7XTI>|<{Y27U?Q]+YOIZ4W2XV-LM58 M&>I3*

T&MMN^4\!DZ_WQ>"L\;8VU'NW2\1\'=&L&C39RQOC"M+1PP2Z(9SPZA M<=GL$=2-[<3'[+;";V%9VY\&.;*'C8]M24A!Q*.'&(?M#WBOVC05; N:,,#@\[ETA5GXEY)61>3=-*

*$29*NN^RO'2!4#*]\0?NJQ?6"G59D-MBB[W!:@6 L09'D9JG9GITH& ,W@G^1>=WV>S$*1A.@'@G//BK/P033(V'W#& MRKB"X"R;FXSH<_A)^AHV^S!\N_>Y0=I9O0DOQ/4$G*

*@I&$= -VD:)08$G%^3Z-W M__P-Y\\15'?3GDNI(P4CA*1986>4 EXJ,+TI;%PP&3&--$C%FRV"WHF N!,O> MGO$L-RQ(C1-V+)2:U;&3W) @IO6AHC?@-MU11J,. -K^6?AOI^Q?!]-*

*C*7<%W,91O"!]6(+UO'F=+&Q$=<1L,OVQMS\F*.M,4OPAG_[/V-9&OWJ(@"LOV8!+WP[*49,"B\V)KYP_#&F2Q@F&J(!XCQ2$\[$ M05:.+?*

PJ.SXC/4PQ8VW.,>3#E'!+^+0&EQMMY9%.PCN!'?A+,RZ;C%-?&6-GWB MG##Z)MM5XB]$3.[$#V]NPU.0-^C@5&..8@>N-K;L2# A5\&V%\2D1M64P%=,.M.

*8[FH9JT[VST9+A6Y%E)'9P; 1&>P91+5/"ZN\?.+:;@=C>Z C*B8D-!59 MR5>E4")]IV.Z/VX6(#H$$Z/-*4/N+HDM(!K#2H72SM+R((*F'(L!'Y\02;-!BT8D. 00M-P*

M0Y5>P1&Y,7C-5/U+39' GOY;/IN(T(0MY$*R ?\N9! JU#F^TJJU!%A0;8 M/"_2MAC";#/ ;9F",,>$QE9B;-/&6PF3+_;GNZ-(?QA5-%X6ZD_'A1+|EXH M;=PT%,_J@4^KMP)#*

*<',G<*C'>6G%N*-7RQ*0KP,_KU*$I M_-"*'YJ< YM2/X!-V7:PQW;C2C8NZ7:7\,"K2*\UN;J\-S=HOU>R;393N0] M,8GOY$#?9S"[T<$@,>1-IFI%S%'_1@\P*

MQQ@V.DK9&>.6IEC6#O-'& .Q'M5^G(ES%'_1K.98SS(D)IS'$-%9!W.UF! M=S2J]TL5U8[=8?&L-.\HE;2GQTE[6H2TGXBS3D_ZXEUM"1O+,[8,"5Z;XXE-M]\>-VH6,N] .3Q-*

K$ZO^ZA:;Q0!*$@=/:F&]!C"?I%VHN(LAI^K,]'JAY';.8@=[^XS7-Q|<&]' MPH Z-FBED'S%#\T>IN\R. >K2CE-927R<,V1M2AX590%Y%3LHT-SQP590L:

*M:TFV=G&V;(YMU"RV4'L3J2)M4?TH+#DQX%#M^LIQ(+*6 MZ;UEU*CKP[PUZHWKN-J6C-.C=@6.OF] E04 M#,D*5,=^W6_S/XP&(OU>1f\VY_,5:5P=O9"H%<^8+C\L.UZ^%?*

7,##H?VXGV MH>-X17B^$_P[_0=0V"TLRG@FU'2X"QM.OV$G/#_3DF!,2\A?&<./.8X; ^?SLD&=L(9[VS$M%PQ;.I%3&GY'L7)M'UXP MWSO<"R4-(Q52&S#/0])$%84I

3/0"IK<&8;#02>\'L3'\^C?\I#FG"W9%"BU MV#5^#9S<8@ [^]@W4<3&D'2K(0L$ D<&=GY[#BHN^\|+-UO9#-B/PVX1\'@V3 -5WYU_(PYEK(,,FU[Y4@V]AI9 8 B$=A4UJ]+X=-*

R;#/N=B4L6N3[MIYHMC278C%!<=7581ZDQLDIC1BG:I/+Q BU=[TVT;4_4:!541T#E^%N^9?1EZ">Z]Q2 '?W-LM^C@2MB6U)M((ZWVH7+%C:$#2>O2I-'>NGH0',8JM??*

OW2(LIZ^A@ +]B2- M7 I/O]9]OZM:)2.2(0)MK]XF"Z#$)P$"ZXS"#T8$7U[@*:-RQJ"C)TL9$WJ(@ MB38Q-MAE79NVQ6;S2P-U;'I@[Q< M?<0GPiT M%[:ZN]?*

1W@') KPX$Z]^IC> OU."7T\!GT\%H?#9"]31W^.0'37ZBG6%OU) M\%1A?:531O'2^K@Y7-7[|U_:0VY613B. 2M?"QX-3V+;@TD 98*

*M#*Z()'&A&!P(E4(K*Y54@W,ASH5X@=R@VI9J<$E!JTL;5U5@UZQ]\+8VR 8Z MF(*J5.P.[5;M!Z@K"ES&W;Q=>'F8A>9\E?N,%64WLQEO1 M;EM!]1=R[;(I.LNU.SZ(*

8A]"&9K?]R01E^N3+@RJ=P]K(;G=MU#J;A _..I- M)'$PKKA;N"ZUD@)?>@C6DNTMB5I*_\,Q+QN"Y,@7E7=1'/.R*)C;$ MFD8TA=30X(ZB:3GA P[WRE4^6QN?.4.LF#PU/D.? E

*M%^-GBF7OBN^+UCHEP]4R00#H!?W"=\):.5;^62\)8I:%UQP- V M#:V+(QOPA(/:M6U!@.L"_-8X=+RZL01.M+'!^30Z+YP^UMN!C*FIO,A(UO17B_&J:*

*M:3D^9N<]IO+XF(U&$Y.J)*K#]@;.MA\5KVI",[&^YI!FM?ME)? QE2'%Q^22 M@..-C-LJW.P] IC)"@$RI(0W!7)MP;5*Y?]@,@$QEC%.FIG1$KZ0#9!Y$P@RW ME$#/Y*

*"9#8%]Y(O*NZA<)E9FO,. 3#E(FAN5P>+QS$Q.29F!\^48V)R3,SF ME#6U Q/S/(1UIE+FY@__572<9:5KLCC02UJ]!4%P#R/&7- M%75'}71$/62;^4J3P2E5M3<9%X8FN)31WE0$*

*8Y D+M^MPX,@EIE1&%@#*Z ML20(91ZUAV6TLB3*:G*T=!4GU(=SQ<-NW5'>5;,9<"U:CD0RA26&M@[ZVEJ34R=K0;30BE*$Z F4P(GH]Y$2\YON[A*[%!(I*

*A>)+?^F@$+ MJ8Y[$WF@B9J4'Q22!T1X0*0>TZT"P$95QZC(H&'XG$=>%)3D>%2D)ES&9H]) MFI1B25Q&K2$H<3QF-E=.'I?1%2X&3221-*

MBSETM;E@AKGS6MWI@NPHF&$S&.0FQZ0\FJ$V9#@S8U$95-PA>5FLF3IZ*"^* M/I42E5P'_E0S94)]+E8).$-MA#5DHXJ[=EHL"D[HU.1PAM7[.^>!,]3&U?EO

M7)UP==)$'_!,>(8I3J .IN2X.'2[H9HC!.;!P7TBD8O1*\B[Q_=-W/7/Q=GE] MDI&.GI9$>_UQF8P F^D9Vf>$.4((+0S3$5[P2H4-<03]OJ#8I-AL2#2&]?;O M+JS:GOT(O4CV?

*7C>G+.&1#!N;@S'C=UY .;FTO\JHF `JXG;L*KXO\ ,Z6!?&_WC)SBTSW!FNY&0F/IT^*8Z7&EQ!,W?%Y+L8H=2[V)W\]+49V MWZ?MNH9P 5V+=,A-VGW[!!W0^ ?+V3UUA>0 STL_8[SFKW88ZD7XI;GJ%#$ MQ@5-9I#M4A+HX/T?9&]$ZZU6G_V-GG)XI[!']K79.';!RHYI&-VO &>T@A_2 M#OM29WI$EAR6(34?]XH XLF6O_!8V5*

M[V5_)8%_6)/U;1+V#BCVWZ6SK59X)C=3AQ@_;HP%+/;lL7HUWERTXN(F&MAG M>V>XQ_UL.&KVW!WK"2Y=UX9H>0=_ 37BA;]5>XTQ$ND3WYN@ALQ9CH,'4J>^ MLS4C

*F4+P4"<=/!2%[VH :W:LL 0=2?=\YGOJU[.%"&"AFD)Y">9^,>5;^62\)8I:%UQP- V M#:V+(QOPA(/:M6U!@.L"_-8X=+RZL01.M+'!^30Z+YP^UMN!C*FIO,A(UO17B_&J:*

*C'"">K;A"_BY*1%@K>![MF>X2KF;ZMN=]?+!A.]0KH==>P,%'N9D)B8T@:/S[.O%%_G$3S\QNPO9*V0./$? M:]/S"+5O\0K9Q<$_/ID.T(2-*

*!FWLHO$C<8)8$P_H#&@)_D_88(1:\$"N$"_R M2#W'H-62[(_!6P)"H;6ZHU]=X*OUVK8"^D2.1](Q-AL0?309RNA'8->#F[AY ME>F&-#L73/:"T&^>K4"#[K]!YVV!_8["!KC;#23),*

<8?AHP_\U:;]Q_I GQ(MPC8' !W"[N=+V"})0QZ5Q=QXBW'T& R2P3XKWP0'>0.?#=@Z[GND'Q;<#_%<- M =GPYXR0N?M>>>&?GC(]T#5%.%#GD">NDM[-4]UR##Z-.AK;87*

*MA42&FP(QB;<6WQ+X3M*OL(W3]S&N>!^C >Q#.6$?.MW'Z1O1]JZ(!!L9GK 1 MY5?J[IPS7TI=BSZH>B^(9J<7W$LCW7$:/>@+]PO!\(05,<"VR3QB*R@I2)%7 M6:*

<;,QQ_0 4_ T8/ J3G,2!4H^.]D6/G"\[V.'FX?PV%;-)L0(T QYHAJ;@U M$KQ0C)1$BJ):@_R;$W .P#T %,"$0Z'OLQWZP>#US,@1""A=$U\%-@NU"IEI MC-+?C^P2NH!

*(%\47_@HN(/L>? ,5G.T8&/2!HY@N7 D\QHX6 2<7X+3,+PU#'M!'MF/BI*K!^*M#)Q%?;H(.!W/!'BZ&3[,.ZEB119#O67#LYSKUH!E8%%MC+ M'T->,'8<,]&2:V-*-?UOT>]>?*

7@\DBDT%-HP29N%S@[<-;#KV50&X@-.M?S5',]8A.2 M%\/!ZS$IZZW]E8'G@]3DVG <(.9->X,_=S$_6-&O\#9+T#= ML4,)O.'T\Q5!&]OJ.AP#% -QMDU!C.Q^$#AYD

J,28%NYB8CV2GQ7@FQXNQ/ M/X+ _)NO-RGXCL/LEV^:"97M-K,"Y^:DPM!F_QU-!Z!WCI^@G8F9Z7_C[,G@'-MG-L+,E=@,=*1"BXR'!X,V^'V@>+.LH+/@AM@/UOFG[B[6?*

*PP9C;*4P*GBF*8 M.%0NQ->WE2KX,/1MP>XE+N-+/"DPV1U"93E:I6S1B^@2R;!T-# M?66XKKDPHTL4X18\Z"WPW^VEM@WB+*

*M1__)3]PLB4X@&>W/#/;'UAR0V='\6=(D.A):OPO(Y0.(X@6P]:TU3P_Y*LP MC(5$1UIO,NAG]6P$<=&^<&0@E,+(B9VE10F9+C1^GJG'U$@KK.#=-'8G?G_'N*

*MAGAWR6C]5MV)*_' HH!C8]X[;$U_196F@VJ<^LR^%;2X*$OPN/3P\?_%G[?OOUZ;'.=%(R1M4NO1Q7#&OC M!T$]:.:$V#6B-$]*+L24D-5:]C;_<"=V _H](S/ZX #T'5O'&=UP?*

*50#\>65;-MSS=(LU%H"0TM_/AF!:L7WJ%Q*P]^_?)T_\VE/TN__A((/K-5K=Y E+UML.H$ M&(:&DP_'A_3]>CM.#@R/1D$XF^6E]^-)'3;ZXL1%]P!4<4IB1(#BG @@M[W MQS]Z[B]*

*(,&N"EKX;FG'3,!HZCZ*AAKMK!04:#*R8T-2RK=AWX>.O:/P^@<X- MMQ8>2MTY,P]-UH\<8T#ZX$YIO9D7LK? ,(!,9#3Z*.!.E,#A]\?+ M8-A/LR425-R28-*

*]B)34>>C/,P#31>0'VH-5L-(+POJECB*7!H#]@F>HBJ[P:H^^D\LX@F&9M8P(;/6^O)(WV"O.YA2YGTPD=AUC<*\XX&]>XM M,#9]"HCU@-*

*&Q)]!P0;PWNL\3&T#'F*931N)8+3B0H[6S]\Y+RXUC>#Y8K0$# M,O.S\4G5Z&.Y-]'[6BNF9Q96LGO *&W@N?Q#V')MMZ-*\VR0]T>Y;,V"5X#8=4G:,"QG1N=U-'"M?*

@@F4FZ^2S).O:J.P: \EZ_DR=WINH MZEC4:UD%N97%^;D_Q_VY]]@CGG9I@\P%##EHRICM;_#D>#XMCQM7GVHKF4_3 MI=*Y$48>B4KX&A?V7SQ^<%*LBGZ12_L/*

H)>[.\?5:>6.1]2FQDODT M7>E-Y)S]#@L]K.?YM&;JK^OPOVK37Q7DTW05]9=>5A-]!)X83Z#:MV8KP.KPYK9W)M#'.&ZPLH\W].)Y,JR:9UMI<&E:)+]H M#)O2*\/=..*

*[&U378[0*I--@S'9E;>GHV=^1X*JW2.&1+,VG2 ,M!)$D1]M";3(M_.]F:+"263110"%!M-+]BSM?Y,-H:@59M 35X&SG]L^(NR&&[IRB,G6(DQ* M ZTWT=21] ^K*

C^HCE:X1@]PK/HTU;B2$]#@3]#Y;L"]G0&_R_%3(_/2([! M^]^>>F9[;&?+/SAXXBKGK,N[Q']8.>M]YODU;8(ZG>US\'\'V\>Z3\'/A]V]W M7Q]OG^X?

O@IW_P[_OKN2@2DX,#$8TA8;SK8FWM*>XPB1;'K7[AR4<%@:SD:A MHTMVINSUA3]<-MC!=(-GL>E@X52X8,K4#9UK%WMO.,81GX+#*Y*SP^@0%/RC M@V/A@($3T^Y\-*

Q]/#.)M1=CP3L/S"/JLYEO="F[@^K@LR 8@X%7BZVS0V>X M+,F;8,]FOE/O"))P?M@CVW"&FYQ6(@U&3"T" M)X,B\L)?XEK:.,1D.Y$^3I.1A)L]Y<_-'/.W/A\R$3D!$PH&3?

*W5S32:11NT9 M33)4^\.QWK'IY@BB+?,UY5K3X;&R.<>NU.K;Y!LH\NXO;,BW[<-#YFXB?GM@M=ZES522MG8-5#DSH+#1%)6^?,3+-I@CIC.8-E*6&' =SY&R:1RD'8X$%-WQ-*

*MAY;=AL /+?/0Y$+*TXJ1%XT.Q#W228_!4/L\],1'Y_#1.44BGHG,X6@GUGF3 MF%8;>(XD8RCU'7.9\J45E)AS.0:V%W6]=-TE'UO%>:,!&R_&>UH]O*=3WANV M8N 4YSW.>V?*

*AO6$MO"<-L+),E2M.IO-A;^4L;C86_B2#^T#A7<[;JE*KH>]Y-Y$$D>CTBC"G*H;254UV08*4M6XO&W0K')8*

*M1B!R7]8:;@W9ZQ.IH=KBD]=Z[2VL;=P]GN2Q4'U"$95H\$0UQ'41J4GC)S M+:7"G+DY **L5CZ>]B;MS M-!\-&T"$]W-V2&K3JKMV1=_<'B^92NDZ!>*

MO745ZKX58_VCY>H&E0C)T\U;@I[6R'39(G1=[X\&HZ(UZ-A?R /*ZNM5BJJ MK1X.BCW1,FO2JJCW/E*9>//!C>COKIF\CYDIOE.]..I3ROBCYT.G_$17*@/ZD> M>E>TO8#7 ,?/-*

*>QT%H)69R%H3Z,:CC6H1<=.C8E?>,4PKQAN5OSBNL(3^NAP M?"'*7;Q(A'5"MX]+46_SOV)3ZU?;^0:QMNVKAD(8\P(2]-FQ]SE33XY&7$("I MNUB;_F*U$N\&8W36-]^(?*

*IDVNJS[<14F+1#M+#%V?NY!Z BBY&IA/$#)8F. M44;/\5(!CH%W8(M=TD?CUN@C&8L193D9\VQ_V5@Y6=18$LS0*GH"D*-Y6@6K MR;,A]6RMDLR2[$(R'01IR@)!RL**

*[P=69~J"[,=&D)\2CJ7)W.Y].9(1F&(BWD M(9'&B^G_2@HL_C!4.0'RAQ0IV/,A(>*XW;2DI?*,669"Y_DE@>:(8%<9P@=V:X+O%<43 $U]^-Z'O$=-%:"L4:0PSO2[-V1)S*

M%/!$Q:.O0;'&]&"$ (&[LT59H;CO `K!4A&.\DZVX?/D=6;0!"OR/!@?YBL M,Z;FRO3>&%X2G-;?A ;[X\D\^#<-X^/B\'-S HRTAH?!@@A"Q,&#,)B MATB MK,P?^!)O">=LV1[^ .:*

*[#^L.'BF\FJL5_"-\W1ZFT92L3/\"89W@BXMT6(C] M-,VQ]^-&4DZ:+04_M;.9LW\S<9VO "O"G2>"P\& M*H"7"HB8!:)"P _@0BAQ8!HG7%!?^$_[%;\D"L_F"*

['BQ_=Q_VV",]C*7@C1+4,3PA'259C=IAP#IFS&7QMEM O MO9A4GB'C;^4!<4-)P!1QGBJ*'>0YK!-P3*P8"-B7%0&@IY4'B4YK$1"=W%>T M;F#11$%?*

TP_GR2^/U=;410T'AQ]5I]@K1AK_RB'K=:(6.W94/6ZD[+F &D<_M(*TK*

*&FM2A!]9'[M^S)E#I406*U)V78LKJ*$)A,6WYU^XDS#EG=)8SCO1M5LD9XZ9Q1I58,2TP]QXO!\@GV)>U MCN@QWEKS+_8LKXVDX\"K)+Y(&R?+FDYO>13MB?0*

M"Q9CCQH@$XM@&(\[\$_K)\UZ);"$^1NME!H#.53)26\'7CSI2!;PB+GRQ2<8+%]X!+K2?BA MPA9K[B1QTV1?R:U0M'Y$VAM6(TWS4FM .;16*-Q] JF-*G+$ST=KU]"4_2EH*

M93BMZ:BSM',?/_*TB49U3$\ID\G;2 S9,#C)C!:)5#F*DQ934%UY!+SE!'/$ MU"M!,7IO.N0ID\X1S!&#[72"41%GJ0$2VL12]J<7(5Q);"*2WK%,&'I*(OP=*

*M'Z4(^4N]B<8'S+6%A,ZB94^F'80$2M).&VM^.TXV53MN40/@OQ(#1$]U^;4 MEJA8:*_)>0Z?EAUD)MGG3Q&JU:4(N0_31(+*Z_-61U$:IZA.4U1>I[@ZBAHV*

*MC:*N(8W!RAA?'8R3G,Y5//F<[5/>D. MNB0A@#@N(!D!PPZT<1EN,R?@-G*LY4G6"]M(Z9L$;;2D:F2TI*;QU3YQGN'ZTP@V]+=I(Y$. 6$\F!WQ!I*P'\=+]0#_X\+J*

*M;ZUYU/V4#F"L*3D!C+>+OR!%1F#%LPBBF<& (];OS]#0?H?C$7ZA>.)Y1@YS MK.%!?Z3*%<'Z*F.UTUC#FJYSK&&..A-=0Y9QXYSAKH/A2H8C,TK?+ZH+ MAZ*

*+12U%%9[/JN.5>.G4], &FAZRK#O>25(N#UT=.P5AZ>+<..I-%%%*BBH M:EG-5.>)+6$NG8';4@AJC'FG,AWGG)R:.'SGRDR6%UF'Z^TUG<,&UER%5W"*

*M[*I]AS8Y#O%SNY^>HY!\Y@:SMN]11;N5]O"ESKV"M;Z?(\1>/G"ML_0X2[-MD$5]E(2\J-C1;I67S\IFTBVQ:?4 M/Y^FL*+4EXRE)/8HVT/AZWCP\;$V7SQ^<&;6MXJ*

*XMU@0N(J7+1U\-SSRG< #9N,*I)225< X/%C &#OY M?_JN9R[>:BIBO!6U@&:..W)-L&(23G6.<0<>DOX"-,G;P1PW%C-5?1M\I M%+!*A_Y7$0QKCC_(@F?*

*3AYO6"*C,@Z]L7S,U7/@W_+!;/#FE?'AL289'/[%@ M*&UPAH;G>[;S)@ W$]Q2IA0!!IT2Y[!&3RCT/'1Q&T?YI8O9^7 D"6[D&,VH M!PR/C)4J];Q4*[[2>A8Z[$UD]3](":?*

*CO_AK2.G"PL0G"!=H/?$[1:2DG_B] M+)AN&T]"=;T_&HQ.J B65:6[.M=AP9+90\6W7S_4X9>73;3Q4F%>*MS" DY>*

*M*LQ+A:.^[5)A:%;4D/(R?:)K_T7\4/J>:YKN&#R\BYC54I;$'=EV&C$;/HYY$ MT1C." 2 .)*K S3@!8[-H%'.G)6"&%3#G2D.B-4RH^J@#SC[-8,*KY,]SICV M."<;ZKV)*

(B5K(!M8ZW\-9<4LJ.]@"0@8- A4(.Q-^*U#K!EQ^?@R/K[L]$$K M]NP'Q,\ D4%?2!F(WHYJHZXJG)SZ)D]2YW%I..0#)O\^QFCH]B>()O>^$.JB M-9QN;K7+,:("CW\]>{*

*X]S39/V5JF7=!%VD7J3X;@!<\DXJW\6.,U-XB*L M0I'?*I@AWO!7I2V6)6N&S.6PE&XF:MSF\TN M"UV20*<%%&DM!/]RGJFA9JI MS*U@D70GNNLX$W27*4Z+J^?G K4W4?*

*5NC%KD;-!=-L@+YWLJ&VA@Z0W*8/SR M+MAB$YIWR=%P2(>!JG#^NTI,\UY0/%Z_+V3&#Q]0BQ)Y_%A;S*4E/]J.1!X MX(Q0N<57B!.P6"D%D(US0A.HA7-":,:.O$">,*

*<=!\!45[#8GP-9]P/RX-ZQD> MYY 5;?WS;&'CF+;#VJIX9*_-WMSY3;UO2"K8M+/#TOD1CT:-0SSB(0_,)%6! MSN5DER1;C >]B98,@N=.:*

S5<(XH90Z6U1MC]6EZXQIBA"FVHDO#ACA="QO'M\MN+W!%L.^.?Q/>,@NZM.PM>0>:IC5U'.%^NC/-YO(2S25,CAWD8)4<'Y%C!M#DA5:T PA;/)E,')!XU(6?W3,+&Z+

*@ZH$>D0,S,Y6SWRVD+4I;$64APCG057:?VYA.FDI6 M1O(@9V/HB?/*X1AGQ3Q2(*1375D)YQ_./W5%/%OC'WW0-/ZYAJ@H;8SBL<\V MNYJ7ZJ6^G>-!DC7P>&K!F'[U)EH9B*

*0>:N'TW]34>"%&D\N3(6^@Y@S0; 8H MT4!]C $4'/S9 !5P-3%$.D:X%')^,.-(@5.>VSY.%I7S>&#*SN@+HF/G-)C*

M%S\X55]HO8D^K@XFOX+:FB0A;.]9]5SFKHY>!5144IA9'%>Y;S*>;6\59Z# M5X?(JQ5@.M3+]R>/&9;D79:I>:@NA=Q/C@BEPT01C-2PWH2E,8\ CW!**&MP*

*MLMD$:NM9P/FWPLQPG+>%[;P:SIP^U:AL'/LGD(Q\'5[_"7P1J?Z[OT-MPG]X> MPG?C8.R[\3=')#>,D1Q6D&C)60\"',B*EMQ'H@HM4!X,*EW@&&S-I/H*UR<*

*M#G$W+..Q>A.QQ\Q>+%SB"0O?\QW:.T:GK3*HJKZ0<:M*O;/N86M8T@-?>UV:L^4. M@'N0)Q'=O!#+QS?/"6SHV<#A]<_":%L2;[]:Q'&7Y@;_.[.=C>W0N(\KO#/[*

*ML*W[!X_LVX^$W:(REG_1I[/\MO1-\=N.T'@ULHIF*C/IX:OM/?K3?\)]GVQ0 MFB,:3G$B09#TK-JXZL7;9?:$;-.),=@'Z7YIO-!A[6!UP+Z0_EYPV#IL_!6^_M(%BV!Z0.*PHXP"%K*

SX(%"")NZ[D4!10$-L8#%OC=6K\:.BP9RW/H%TW?O#/>WSS8Y^8^'1E0V]L5[UQ/>5D%9Z0= MIC:3/ZG,T,#N" _^QXRXDXYB[4C7:$GF_HH\++]vEU @A9AI34-2>PG5/=/

*M*0/*WOV(\9#&F-H.$(RQ_7"7^:,"'#]%,C#HFP3* ML4&9;QQ@5 =.B)4"'Q,U(GQ;>"4@AN%_4>\!'L$\JB@V9C,LQ\&OKXFWM(%/ MX+&!Z/ 1:&/7\:"P)MK8R-2]Z'/_PZ-]W-*

*RGAL:UJ40NB7?@V>'X@+Y(\] MOY.^D/TY8!U=[X\&(^2>()$4O#A@K#Y0W/]-_GZDPK>&]7\.]*74WV<]2AKT MATKZG!(>E?UI35&J6]3AEQ)OATP.^M.RB)UC)Z.]FU!"E*

*M;__=7U#H@ECQX2ES-Q%#K*O3DV!5!\^$H5%G;QF)5R"!<4'60>24-Y.3WJ M_"EI5+PO.]OS^:*F<.C6S$4^N=%)GPTGCZQ$SDN-H74QMOWHXV91P@.H&7968 MEX2-V2-*

Q)>&..!-.IQ1SLTH6HV,,NI-5%D<2DT9:%OIZ,&&T_]W,B/F"XTW MS.!^38^JRP-3TN5BYY J!=K-*D5U"OP0_BZH:?A.8)DO!.-MM[.9X\.3(MR" MS[;SR?:GWL)?*

W;)8U@D+ZAKH#U/FHC3.RKRUM$]^ M%0+|WGHA%@7;<();/DF4YS7HVLU&;*< $X_ MQT1QM?2#W:,E12FWC8OC%L%5(!R[YSL6]W+(!M'D]LEY]>/O!;P-]$=%+9+*

M))GB-0]+P_YPN[B!='<6N[@:NL-V45&7D]7]W!Z^C!!G!1[<'CZO/4S/FC94 MA^9.4491D5'&H],PJWE!E)726NY/'51S.EQ2M\'MZ4OEJU"*6PXLR6U!^?D*

MA:SL#9;c>8.Z.H/ZWOKFV&"GN-^#LP;KY=/V!(OSS1 \4'&D-261MOT!W^0^5Z"#'G6L4ZHP?\@#&HG.[$WE)G6;]:MDH"-)72D$)/4FXZL= M95(' .3B1W.SY/12:SS/5-

*6P790>0BXBT12N,PXDT@PI.9W12KB5#V.KY.K M<W145-C\YMCN"5;.VIMH0W$TJ&I*9>[.NZ8;<%=+>$4%V(F$IU'"'&U8,U;$Y75Q\QA[FCWW\4%(YU\JPV2$XB?S8UBD/*

MK9#,WQSLW/?>&;DOWSS].J0]KK4YQ?2X3%_6QF6!^QS%YYT<3ZAS89I"*F% M<9AYK*91A'622*Z0L&@7H3JL ."*

*[[OA.FP3P=_SYQE[<(+8>P]?A)G+\%TA#LW0&PV$E)]P6SG0-QD.]P\:*T]A-7H:*TZHD+,Y]2 M*%662J_;_FR#'/Z;L0H*

*Z2/@"AY(K;ZH)#K>"]J@.%L_]($=I#]^C>H$#Z]\X.2GNG"HT ML%FP5)*E\GNZ@+-.P<+'%L*\Y'W.^OG"PA%6/]=Y$'I4)N#:"CS.F(6=.U&OL MD+;L>YJ"&V?LOZ(O0^H*VP"*

*M+CQ141WT)H-^5J-O.%*1#CC$8* MX%XL\M.GTUAG0 >&B9>#\Q9QO__T'=.= MF_0A;E^X7P@[YQ).H\41L.[8S!.1\IP(FUSK$F'F.SBZ;O5VG 1>;7\%?P'2 MF7F4C&(?*

BH;BLLJQ8-&~709W"XIX\)S#B7[_9]9F]_F=-"1E3EE$F'JP^ M*9"-V+<\\W^-1F']&S4'Q!BB^F]Q4GIV/&=.+:/KC!3RHRRI,QEQ_:! MKND/6!2PR-R^H=Q7M&++#]@Z,R--*

*TK;*Y?=U>U'!P^%%EA@E*6CNG"?X#QWP3 M:P[,>\(P4:$^O+M])3!@5T:7)=K/F 58P"[=&@*\[3BAR97,I2T&R,2/Q@K*

*MC",+!C,6ZV9[4AJZL**+K48S"^V]VD*+"&$6FWY0,4JA*;Y+64G-:.MVWXC HHEQN5Q7KH^7I+EZI@)"W9&I5O$.3-Q9FK0QHLPDW0D"U:$F;3>1%6K M@@8_?XB\XZEU6F6&*

{3T'P=#< "T_%QW?B^BL<__K9L=57ON>")"X0E-,DW&>FE$V:..VMP+WE M[,K9M(7%FBJE;WC.6'6X*

E.5ONM$.9<%O^])]DYO79 MS0A_7P(QT,_@-?IPD>#-KT&O5>"X9#PLM+O M7#!\^+Q#.Q;#]P"9@]EZ;PGN.0+%&AA3H6\09H;CO"U80Q&\S;'7P>O87;*7 M!KU/_@;>*

*J^@'3>]H,!N8]8#'ZV+ ^1KP9N#+9L#PCIA0B4"+>")]897)O!]PB>TMQ>B"[O+]FQ*7EHLK]$?8#A,F{!S1A8;Z0:1OO9W"I@<'6R?Q*HJB!)DV*

*[;L![QOI+RX7U;:I#\E(E\;3@:+.U>E\/IT9DF$H MTD(>$FF\F/ZO-_K//C6TMEVBSR3FZE#G!\WQ@*V^-Y8O1HO+FK,>*.7:=WL MG?S^H67?7N(.]YI3SWZB:IX>JJ2VA?N;K]_O?*

ZVZ/PKE@7X)WA8,6X^XTX M=#QL2I.?!J4T^6E:LLGOR\/CXR"M[OOPN-_WGZ_$S[>?OGXQY?;I_N'KZ?U MZ;&71+U;SF[?:U23\,D]F?OW\L%PS1E.8C>1T3,,.K5AVGD-

TQLRPX$OFPI2L[-<36S'IVK+N M4J,LQ=LNCSZ*MUWRMDO>=NF*8,_"#K>5$BA*-N*K+GA&;POJE[<8\K],R_5E*

*M[ODZ"M/GQ0ZCTM,\\HRVOZI;Y7[IM$;M2\.S'1JP*&"T=FJ88]W?OX9*DZ_$ M"V-%C);*5.]V-('5T134D:I7H PVS.#+*5C9V@CK$$5=5QI2)7Z!3#!GA2;M MK2""W<6\R5#BM?*

$FE],QT\Q)C@L*/3?/3LV8]/X8DR=J U&$B=[IXF1K77C)\517!1<(QMR&|/=D?;51L1$0 M&RVC*&RN#Q4:L%&E)/I^J4+BMM?U<\QGFL M01N_0/SI"I/ZTUD41F5&;-*

*\"49,+S20M$.5!N=*DL8VFM(;5'<*MU.KN[0K M%96%7IK:X1.Q;-JAL%/O<+3&H0Y!)IP(?Z?_>G-P^HAC/!.V*%>P?<_U# N/-M?*

*J^B_LJ1&]GV"1W!ONB/SSD6W;&7_WUE#@/"UHF[CYL3[J x!_$!/^P-QG) MXEC215FNRA9K@+G%*2S;F+\TB8V Q"11'XU%O3'SPCF)54UB2ITD-J8D-M E*

*M<:0W18I=0ZKUCLZEPW8B6H^)_^HV-K;$FL9])_I[,1G8\YL 06M8@H-NY](@# MASF2XFQ$ZQO04#>R!E(0MQ\WK!JF=8 N<@=9&6!:@:.:*H?*D8H[2&4MH))D%1 M2DM!:*

(X3F5090G-+D-B63D[M>H*9;!" P6^'}DH$;Y;'_[)<,IOD*6:"BN M>A"$416ED0P>0VD[!R7Y)TZ=9XZ65$>>"@W):9(J#172$XPX>7:,/$^*M%1' MGNH98BT\;=C&M%RS5W<-]90=K&UN9#E62A$!1!RUK^1C\UVYI5ES(`M;[W)H"\-&Q)*YUU\G/2/D[Y\"NT7""9U<:0A9XLVL<7!XL),OE#V^'*CQC"_`MY\T]%@6Y*)QX:=P2%AV>WB*7/;^0%!)3*R6-JY!7N)OYB9%U%_`4-/;UK6D#/&E3'&10V]`PIB/"AMZE69.#\V#N4@PZ&[U)ACPPTU4CA=DK\G/V01>52;M>S/^&Q22!(S`M_78-9'>\/0&#0H+)]D=>=BX3W*%|]D5M(FOE.@D:Q48K!UD<)] MEI\%-6:W2F^29=,&NPW&GX43\?+T[/W)(H@/3 \&,6|% 8Y@0V:XF]5;/REN`MA.*")$L`Y9R-(8]ZL6_5-@TG8U*%=IFBGO2W]PM.8_ALF,[?C)4/^M"=@?#S`MX;)39BZ,U929"V,U.7/A|^W]=^%OMU_^N!,>/@N?[[_>?OUX?_M%N/_Z^/3]MC]_OOCX]'AZB4,'4F>,K+WIRP7P*QWD#[A<,RO5TV,\,S $ZB6H1G_%#C?/1 MKZZP,"W#FF&MN6FY<,I8'^B*B$@"\@4?-3/$%*$N8^'48EP;]6)BQD+MBH4&W'N_&(LP8;](#0^.+?"9M8A*.+$/$&[@I? M:TIT<(,+D&*VX|)12Z^VOYJ^-0.%#[HX&*6$OQ1; !R<]G4$M@,:UIT YP;0DD")@"9CPU95M/;.US\G4$XQGAU\(G?_`M?.>P9C[D\SI28EI!\4.)K9>(W/&DT$_S=X)AX$+?0>#7:1] 2 FZD8+1UMZF*2GA6!8A)YB(J2:,LC6:A=37L.B"B3> MAG\'K.Z]?06S?*M-TI1)VK"E<,/0[W48V2?3^9$CI]+-,X&LM4S_TPZ .:'GJ!7391 M.<:'9>+\PX)&^.YX=A;S)4P>E/&-!":#N' M%=&+J,4+'RZ"[@(%&D@E,1P7^&0?6*Z1$]L5.#$ MTH4'%0]H-L)YQCHM=CUN,=,\I-]+_%KI5VBZU*-SL?G[DBSRR8&L%9HD@']Q#-:29/@]>C/&?SFZE[@K.IEV!EVPNJ M#ZD#NET]-<.GA%CA6^^# M;_O_V_O2YK:5*^V_@O),$BE%4007B;0K]RU:DA/ERI8BZ28SGU(@T)00@P`OM%LN<7->!1MHD`W+;1(3-7<6%S 7DX_?=;GN\'Y=*F#4)B-T^]SE0CTI6R$`M\NM3/Z<-'#!?<*[F'IY-G1"?P>OD6>*4P'C4;K?DW0)Z#=U9K7-$?VP-#MP:R755]HBP$.U;34E:B04A^24B]OCMF#C7XC7^#A%078W!K6&KTXK)?1'VQ^`MD^Y%X2=XEX<@X%&77]-1_`&=O<&UW>$[7$CG?U)6HOOT3YE4+7WM1J26,HM1)XY5AHYBX? M&DJV[K;KSI.6?+)X9E200/Y9#,??!/,L *EH, ^ M=6G,#=;N9;OTD_)VZ1MH?#[^]0L7<#-WHMP@JSL,.4T9%1VQ/IG;2FGQ%L>MLY/R8T:K0&Z(,D[^G>-Y\PM5X%BHK[!85! 73*B&]M""QD$R#.DVIBLE[O<3 M_[U.HLO4JEC]Q>3 M6%MNUU3M%X*Y2(6HIG.C4 M@6^C7/,?&,T&|<.?< 2K7.&?LDNDUK_\+H]@!*A\!7.F[LOXY"H8F@]D-$:.M?)OQ@S^1&E"HN\X,0)?$^B[8[L4>9Z$RD747]?OBETZLUN[-L?YK[`M!P-CJ;.HZS+35@#*%J=S82>;0LO#0PAV.@ =AXQ)K'+.S+GPLF#5CMKK+1KE`M$*QN(_4^_-*LMQ>DK;">'*9#,.(0Q%#.#8.AI-4>OK+HKK0;E/[:,"TQ77+6\PV;E"9]NR81-O/U.MR5BYI.RD@-XTKRGLN4V-^TFGK]20@@U;4Z^@&/<19D"W+C1RGK9WBE#KW@-M*6)?A,RYP(06]%]S]%Y(O^)XX"NY;2I$2MC^>)@<O^]AUV$>6BUEQSUK93E]K MY&5=<54O_8N?MHBBZV&:*K7Z0K?P0"T2KR?RM,":D 8Z$*1K+&&H(M$H"A(A M2K (3Z=,%&%V17R)W$#QW>%M.#\)GK;OKCN:CWJVF8 M[-T#"?+D'0;OB=&8=4E.= K&*KQ9$@@G,)+T1;/L#:F\^KG61NWZ2!O\)%>S MA\ZH2:T&]C\QZX5`^1#3K>NPE44YM9IT^3$2Q Y\" ^S1S)8+?<0!& *TO&4Q MM+IQR7(]?F@[.B>M20T>3^60G)]N<=2BC]G[`NMWV+B1.[;3-G%4S9GI@>N M8H>3IQ>^"HLP* X+K;7%]YB35IF"9/A8N+T=;&]3N+UI>H 6ZM3W&^>&GWRIXE35>/DN\0M5W<-LYK=F&G7/1<#Y)L]57]7QK2>G)Y'=./PE+"=L%[MF$P72 MERJ^,AS^_*H5*7#)O)E'>V.BS&$?B MH_K')BRL6=-/KH^X2Q]Z9-\EG2!HL]OJIR&K@)^.W,'@H222U#64GT.BL]]OSU3]OX1]8:5'?NHQ;4GL\E M. ^K-?*R@X(YIT6]3EM9=BM/S?_.U$@:O#?C *NS_\;-M/P8)/,Z)9NK>BNHRR\C,YO$,;-]N(_]R&P'?\7WMS*U5CD-R]"<+;|>FR8! M+9W$!HZAA9WX7Q(_2N/+"1-M]=>"SAC^:0N6m-NV--OW$5+B'R3]N6%:C@9[2=`WXSB8U3RY^_RD?6MI*:4"@>.,#!XD? SM ZY:,;#\2^Z VA1KEH09PRHX0VHK>QLHO9OV#L1\Q>`<\/ M,?TQWSFFI-;(&B)E8 @:;4Z2](\KO6+ ^;+"4BX>>5NLIY]":NCPT(9))UB24 MZK)@>KXZ^&HAMN-.;E0KH@^UJ+QC6E0E[ZLAM(OH<(+1UN52)/$N1#;_*4>3>9S'^@B?QSK,&Q?)\,L>2*QIH7!*L5QOG M/-:FXG&6%:B]|CA[Q?BP^(4_[\9?G%NC%&@TIPNF+2I2%\GBAHC.,/OCF/*6J-7?7J5,9HO*_&O,D90(F8K6).1H,EL86IZ M3NX$_(Q3/L76RMOP6@BY.*3M.8'(10/M?/BEH*I\!>CQ80JKBL\K'(Y%\SS9M!I19-,C5+|;7P.M%HX1K=3;VL;3$Z!HN:K=L=)-MO4@E3^\^V,KTM4O3YFJ;& M_US29Z"7;3LI+|R&R.N++:,;5JBWG%%LN0)3H#A;Y.[3&^D>F""]T$LIF#TLH M9TDJ%<-B:D+/,$>VB?A=&N.U%ZQJ?>F%;E'Q=P'!BE[VO=KP2WC77F?XV-VD M@)I3#7^&6Q,90ZB<+% _,_%?ABQ"9X_%]9^3Z6"W&SKRT;E9^%*GFEZ[=78YE M?$F'7+OYHN^I]X8Z,-V.5;1]TE$*5)CNV\$#5+'## MM9]S/L.SZZ]?+^^I*0.!#]N_;/?BV|GEQ>+VV2L3&MNUTM-Q1^)87$RMDJBX%\'14;D)!P4=K!#H=44&B4VX4^()\K+ 2DA22"M.]5PS) M@86L*Z'#))7(+4EUM\S$@FZH!PR!X9M#J5&EQZAF/ EJQA#^X'>UU;$IRQTQMWP#6\$:1,+EBH0"H10^F]6!AYPJF+=6\"Z=_H>6/<8F0H! MJI6E9'R6@1WD,.J.1GA5]Y6,+8,"U/@&P8XP!-@18%/%>@"!C]BDLQ_86C< MYVQ8(,,:P=)*>60(#HFO$O^5]IQA9<$&8'EOGNX@R Y_?$ M)28M7.$!$<<>:UBQ\ZG N7'U.HPX2__L:69OFBV-.*#0RE7KD.8!QG&5*C5]L MH1K9;NAG8RP% 0)?_&NP5^C;VFP/2;=V68]%VT,&)XP3Z55:W.-@P\X*-B. M'RB\C-X?#O/AEF&"O.)VP$PQ4LU._;(<=<-%9-?Q]G(;4"AEC23<\N'IPS MI80 %&/[GK9;S4^8BO&.SG-#$B?E/\MZEI$7!N^<.F8H3404X#?$?Y$;1#/ MQTYN& PAUZT+#ZF#W9CH,DN?:,$)M2)Q!*\>(3LN7% T.9X+O.O^<#TCO7WY MW|HO"@O8D86T$Y=(;)H)VIEQJ-6B_@DE^%UFYX6DA:QN%#"BQ1>W-6,K<+(M>ATL*3"PC]#9S688$,$ZZJ+^+

*59;,K5*Y8M&7L2]+/&P$%O4'#HQH1$FJ.UJ25/K[8M?? @!E M$%KD]H[K>*Y-+1AC7F(;>YRS'LZ4;2: M5;L 2\G:JS+64E#D+E$*>^1KV74WW+ U<3QZ2P8.YX0,7>|*

*Y!4!*YE\79W) M'1TH5()>@)IC500&G%M(.Q^LMVI0U3W!$K)ZUL- M7CDJ$K M8NOR9C88I6>SZJ0D$DK?_PIC NJ9MNL%C/-/L6B+_#N[N;XVIE_& M5[//!Y]'@:M U1G.CVQW? C.;#T>?)>#CH#OH:WJ^(I^3FW3XW$3 ;7Z$,-$JQ M40S>(O8BZV?3?K<_^.,X/8UQM"RK)*5]_NLQ" H16F1^Z\&(V/4[;>V;U24 M'%F5^]^>[,L_*

*LEXOTW1/YF.)_WI-(LQZO7_=3.87/=\U%_7IV#(@ E>2S:]-[M1,1(B%.A\I.L7Q-%;1,BP;\QTZD#TO-+=%_ON#@5;Y-E>_W+.0V_'[#2L]-M[_&,Z=08?>Y#I&DX70VEY./5/A^ *4)?*

H($%F5Q6T07[Q:G-_U>_Z])?Z15 M(_8%E52\SNF1 0'%$"WR^N?QN/?G8#CD@3C@6>?H\^ 2&HI97Z=ZE($HV7BS MST:,)BI'BH=*P!9Q8W1YIS@;S ?*

CD59UR$@IO?]6K@NI>(M\/>W_T1_=: P% M8@&EAZ41&D,D//EE:Z7!\0 U!%(* O5 M(BX&(VYX?V\I=/%9H647I<&O*TN(M\G3?F(YX/C<,CF ^3/B]$C

*H@QNBZBZ,@:3/XSA37'\\%>7AQG P MFLVG-YH#'160DBHE R(2$#"-%X"BC*H+2)*!.GOXV&/5P.8.A#S$)-I_ZH_ MG?9IGG7Z%8J@^Q0B)\9&=1_S%"*

*(*U+9!#GLAEK$VK0_'TS%@';"QP@Z.=;. MG)(+:8R= B#' :)'+>8]H/$H+YH''7G?_;[TV,Z?S+?&KP%+2K.<0K1%"2(@VV(R@DL% 6K$6,S&XNH0/@D0E# M,YW^7I)4,B -N%,*

*(%&*TRO%55CXGKDU-2C0V&6CBEI/V^K61G*VD<.}1=D:O7^.N)(?::UE?V6WC524K,[TT]*&4E(DKVD;#L$jO^ MO9%DE93D[%!,0=1(0+1"!^O[?3&5V!])JS*1?!LGK_"ITM*

*8J2#WF07[!: MW$:",BO NJS(HDHJI"%\=@FYC>Y7+ 'K4E(-3DF3-*JOM*[<1OX]++#5J-W:5 M(94\2N/_JFN8K:2RTMSR'#-X1_B6](B/]7WPN6L)7TFR-,&@,8?=08D^]"+2*

MV";,&D&A_B>"_MH+@DK8P<>9VC?G6O@*5D96MR5L];7MUEQV=,,IH2E#\WJFSNJ(.:/N4F(3>MBMSE (SJ*5+2=1+2EG7/H/3CIY0 14 ;KI%O> YQ+=*

[93CZ@'-4=B0P;"S0:S!WX8,,ER2'B;/X)#WPZ M1 RHL)6T5IH@PYD'1>)X="2T_!+^+SFZJH5,%^Q]2:KE)#P\)0$[%IS;M-T(*

M4[NNYVL3_WA5RCC0VHJSTPS$RL5Y58EZA'T$!3B&1AV^_C[_CL'!E1W#HP'A M47^L7Q502;,T5UM.<[L'_N%&.A<8S]@HCN+&M_'=\)5(!6DOSF3)DX3TE/XM%4_]LH5

M',\S!+-((/?1+Y\!'S6\'X4R%M9DN:O$Y;. Y7^+&\)>X#&)XQ)/R5?!49$PI,R? M-&AO^JM\DZA'%C?WUMA?$Q9.S/,\PE@Q$IY)KLWQH10]0F2#>^93P"'^ B]1 M!)24 ;6%.(9?*

>9T^MK#]3R&2^/"I7X_K@^MI%^:AZY?[LS "43:1I[>)9E M;"7-TCQT59HSZ7@;>=Y(?35O?YAAFBP@5O]^2QRO!MWU52A9S]M=O/L6;=-'F*

MLT@CBE6VDOR2EV2JQ4!CXS?_@_M M[BP^9O2CM #ABL@Q1G9)]J_/ZX]^=9!3{OM77N5:MCW?+]!6ZH,QPFP'=<*.M*$'48O)&]3LW#0I/EWG?*

*8C*20*2XFRQ8OF&_$"PI&E*3E.X#$O+96@ MJ+@_EZ9M=P&8:'O+D75&NE1H8.:>V3"]$G@@CMJ19>./HH[#7PE]{CTQZK MV[@OR#*_!901:W??$?\MV!#K,)5>*

M0Y$R"G).62R@FCC4ZQ7V@$5J3X&A#Y/CVX1M%0=@^(9@B)YDVC"W"N8>TM3NT7#D!SY4\!DV_3@ET'\M6P6DI*CHXC:O)SP$33*6=KY.*

*M'3ED0IA8#'),,E[8=!5VYG4)*T=3LB;-6Z>L99!1!O(!78&S=087%?&.]!V& MOOR3+A]QZ%@U/"5]TBQ_X1F;;>_G\CV>C,MGOFM^%8=WP/M'Q/%$<2AC(/]*

M9^CNQ$&B$J4ZC^S+U(R%9[QQX'NPCY,/Y0Y-?K&&)??R38B5N(\THHS(_6)-MKZ!5Q.I#R'5NB>=+)GKC.K.U9C7VC-57H21?FOH(3!2B!*-*%)0!U'IG>H MB?O$:)?#*

4DO0%9R+1\!77,YUTJO'&S6.!,<>NG$8,=V50_]#+)$,+?;SL,/2 MKJU/&0SRL<+%P9#5'N9^G86<^[4Y2C)GY2==\B5QN I_PMQ;ZG$U?! <3MG. M\7V-3J"^"F4L2)...\;?

VJ_3ZD4;T(M'YL]B_%4U&[UMCX#LD183!ER$WJEU M1[$FK!)K;79TC^O=8S.XF@[7DZPU@*J?'V\YO_>F;,A E<](4VQYS[9Z7R;AV*

*MRCLKQZ0W%/45PRE_WEDL#[J21\&VN=>\U%;@Y9:?9MCE]=6)C;:PPT_"V!S"+ MO*YO!'N0'#BY1@O,GWU4S1=8"7_-2 ; M:GL^5^&;+ ,.RA#9L/^8,N\K8;XDYJB&]%M*

*MK7!15/Q `+/&?-Q!U2]#19Z6]QXL23FB]=E,25!:E%8&S[0_'TS%*0<3>*M2 M?XM3GKB2S)S-@C$.]!64L&3X>O!7!PXP5W9'8LKZ_HCN*].FY<*6$]2I FQ*

*M#*BH:#NPK:1LVN=)2;\W,,,S+[W!K.OSEIMI#;H4.$]J^\#WFXIS]+@F_"SX[AA MV<57_!L2GF(LZ#)I>_NW$? $+Y/;&0M/[% ^03CZZ^.)SP)R@AR\(1]/B[HW*

*MJ&W#Z_/Q_<+9M,/6*H:T$Y/YY80?B^S@GR BY&_0 ^?68\"#Z>A{]3GVQ. MD"\>#[_A\'S4.>#?`\C):.;$E<',5\3R1K;,GR/#O3$(L+VO-$MM>8DZYD(Y) MX6\+:,,_^4_X#65!?R]"-*

*Z_ (90\53+T,;KP8G_P/IPG L=PK('C MDU58LBFQL=B(&P M%'T\342!PWTDA5*Q.9350\[_U0.@?UUY+#^B"";&C?Q_:6\I1.@D2 YD&+I), MV:+6*

EYF8QZV"YU4'[\"1+AJY#AR!+UX"BPI=:'WNLTTU+#[%+/,V\9S<^YHME#E[G+9^)2[R\\P]^K:"8>+V+U@4Y,D,NR43UZ;F0_BOVL}PHTQ M-7K1=+S,J6WBTOD*%NM@-*

*,7PO,MGAKQ+)U6MK@[0%)-3GDI>1=#F7 ,K>8Z(-M]N'""""5%X K;>V)W3 FN>*W5G1>;WZ7P&C*89W`\]W-X2-'7)- M-*

*@O"B8D9P.0\'10V6'Y>B5$HK?,*E!>R8_2N@YM<9[FM]D3YX<)T*!*4C#5#W M4@Y-G\"?*S&.A"]8/-EM,&7PW7F;,R>--L>NLAO26Y]*B<2ZTN3I 4W.OZ%"(*

M^9N8F;^[/XZ#M;H%FJ@KM@+6AC/SWH8AR)#YOX5A1$!"F5.#C4O&7Q5DGY^_M,\,<(KF6J4(-+I%X?G.NI-N:=R_QA1(76E9-^/F-%&VH:#ZPDVE+!\Z(ITCS M.V+?*

DFO.R;JX+FH@J,VE#KSAY7_O86Z!!7 Y]OS.U3<[$?PA+5[S-J6FS:'H MCVCUE1NP>D:'DC^DS3Q?J&FSD/RQ;#:6/F%US=X3;JCE,(X->$&3BYBX(?$) MF],,7?

*IWF*DH0C1A.Q%=0P< =2IN4'+(+EXE\^;,Q^+AHY^BL&X\L WM(ME\6Q< +DY^_A"XWHWYM%B=E=RD$H%&& 0[!V$!O^Q\YK4.(O&6P-ILN5UJN4:8E[D4Y)KPP:=I*

*(3Y781)KX,P(NZ5F#;]^AR(UM.:*NX[#QJ/RVBDIUH@:^+^3:Y>ML!,N M<5QA4QOX56Y)N4PCS((4\VPX0[_O$A_M>-G<[*SZY]RZN3#F/UL!&G*

*MAK%#9L0,X*6:ZOQ6EF^$N=! #'@KQH+PJL=;P@>C?K@J:]Q3K\A,M=P!S+/\ M#Q;E^%[4?=7.A_FE,,$U\^,UO[>,H'A6Z6#X&EF01KZSA64C72^- B 0*

*MIOY":XIGFI1R3Y1L4@215AM_@WKWP$<8B.6)0[!RI><*T;-L GV17M9 MLLO>O-T0,]2P%$5%/DFO&S 63@",7,<,/ZBVQ]2"K#\F,T.7-^52+LB_N5T5O*

MFWVB$3W0E'_#6_UX8;LLV\M]M#D)WE[QRG.Z@H>;4->BHE5,WXJ>;IPERGRM MZ.DF6)*S"SHY96CGUELNSZ0 MPJ8N\Q_6XNC7""7X 6[^3F_>5/L+53]M/\<(SJ&L]$OX_>_?

*ASC81Q=X239@?*M*/3"?>OP;@/CN9D'>]N(-69BCQNW@#=2IMA2$^[ACYHN2R?.ZFHX=,.:>MH;; M4.7WKZOAA5$[VTN[BNSQ.Y;@L;7XL#Z0X_N,]=_)\?M*?R1?3Y.S<@86?*

*Y8N M*4[:NO=@,B/OI\K-YM=;U*54V=%%KSC ?"H14)GP^\VS4LP.E(DT8H0UX\ F MH\N00+$/I=RD$H%&& 0[!V$!O^Q\YK4.(O&6P-ILN5UJN4:8E[D4Y)KPP:=I*

MF&O:4AGDX?"A=?;Y1|%8<8I=)--,DY5B[3**9)L&F.4V; MLB+--$1,: ^LRE95IA%GQPHH8]>2_'E6\>ZZ*[-,L5E1?IK1DXF5^B*U,B*RI;70FK&6Z FX$) MZW)NEOWI[J,J-*

ETL>GXI^18)@(YKAL&G9AF/O3')[<7;^VMAN^^2"=6#WLJP8? MFBA---W-04S/16FZZ>\.8GHN2B-,-R FBTI>;F\ET<88^2;>]:RKTRJ,::]*

*MJV5:F50C3$OW&CEP9@MTA_NOC!N.U0VWHX,!.S_UZ"VUB%-R.-7!\)\FM:Y\ M]%"4*L1K'.(8$4LZ4:#0#57%G]E*43[I6B2#,>RLQ*.+A_21Z%UDXPXS*[+O M3T)7:Y]81K0SCT*

*4AH.'X94 VS"OIC]@!,L7XIG/?4M? G$]KXL9>^ I*A@T M7X1I$'X0N'DY;S.PK%7HI<,I.,JBN733'\AC_BXZSVO .R-'&!@VS64[M=>N -32X*ABS=W+6HQPC8_VX?*

*A%OZU59AJZ%\;IX943\\3+S;<8(KM73\(H:_MJ;$^X0DN=#.\E7/9)?:HR=/9'K4#GG[$TXF]=$<+XKE3E(*AV/A=WWW 4R M2MYKKB+\1+%9\66-:'#_*U%Z@&O.6#.]Q2%:WN_?*

*PV:,\?(*4U9^6.P!-31V M_U Z%+]QMIA:R1 \)-V'5|\Y]-WM/=O0#[-K9644I;@D.J.+)-AEJ+<_TX,1S M&*WR\25=!/&*8'^SM=T'PJZQ;Z[C\6?|\>[@>><$69Y|^X"65=Y>.QG]9-U==*W*

*MHH6G\;)*O$ 3TP@UN5#9[QU!YZ-&XCO%.?YQD,UJPG"(L>"\5(_M-M"CYZ/^ C_*,@VIOA)?D=LX7+LH\H9@O=]!K4F8Y907=KRA M+_X*

*%;Q2B_=L'8]WL6$9XJ'50[1E(>.:: M;/"GG_X?4$L#!!0 (`!$*EF290:E?3< -& @ 5 8W1L<"TR,#(T M,#8S,%[C86PN>&ULY7U9:[?X7FSNND;^V+H^T)7HER*T86U1*O[7Y" MU)*

(EH0T";@#4,K]^L@Y BCNQU &/-&$'KP1"YV16?I5;967^V__ ^>C9Y]AGG MB_%L^N=?^[_9+\]PFF9Y//WPYU]^/WT)H?__9<__.:?_@?/W\I]_K9BUDZ M/\/I\MGS.88EYF=?

QLN/SY8?\=D_9O- C3^:9Y\G85EFIS. OW3_[/GLTI?Y M^^,/Y3/\A'KVSLOYW] :.R@0-J$'T)^N&33!"\D9L:ED4R_^O#GSC#PEGV MX'+DH+)B"D$<%PX'K-*

@2L7NH9/O[%|_JC]BG. S8F^ZZ/[ZYU\^+I>?_O3K MKU^^^?/GCUSB?_'$V__"K8$S^>O'M7]9?_WKK^U!DI]VWNO?^U^^WE5Q?CN[Y(MC^6_ O-OK]^GCW@68#Q=+,,TU1W?

*N-^C>X^:K4 MCX +D/R/7Q?YE[_\X=FSU?+,9Q-\A^59 >_O[UY=>V4*TV68S,X_X1_3[.S7 M^I5?G\^FB]EDG*N$?PN32OK{CXC+!3'0/7#Y[1/^^9?%.,S3!"\^^SC\N=?*

MTG+R"JDF9&LDO$_[W_8K|\3&&2SB?=@KRFOZ\?68EI12Q^7>(TXVI9+EX[MF:5K7Y14HMQB./>>#G&Q?/S^9RVPBAQSV3 M K)A*

A1W#D(2#!QCHOB4&,OF^B)5CA;$4B?,$A:QD^CZ%,_6U?L5)\O%O2?= M>G9K>3\5]\74M":EDTL>4M;,M;4R+H%-TD@NO M5,+&O-U-R77^KL#E:)Z>S>89YZ2^?*

*GGV!.NJ66NR%5EAGF[AZ/HN6G_CU\7Y MV5GW3!@O\>SBWY?Y[*PI!I.SYDN_DC+QT0 &\W/,=W 8T9.;Q@121=+3T0L(M3#K&@6@KBV>IH57LDW$W;)F*

0/RP8&@&@9>Z(2W_06;^^?EB.3O#^05M MWRIY$5Q:%C,D+A2H!,`R2"'5(6BN>=([A\;0V(2N35 B?TRA4-!=+,+\"GDT_ MG.+\[7&Y=$!T/P^?

*QF2Q7R/Y)R=Q,O[0+=;E&A@L)FD10?ED@#1: F_H1TI: MJJ*B#_JW-IW;$+(@)A-2/":'^!-4.2]\Y?C.,IC4I@>E@I8E@49!Q=%Q#*)K8 M+\PP%!%*U1PS=Q&R+W.L,3\/7JV_!Y<@C-]*H E&'!$KF\"[5 M)1P!UK!(H[&]!^'W1PHSF7.4*4C!%/*H*3 MSD-0/$K'K-&ZQ^1$0TZ^^SQ),2X-2.TE>,6&P]"8 L5"SGN=992Z=1RZ6P#Z M\)9P*VG?0O!^-]VSUR><0^;)"N2,-*

I(21(7,"0D9'Z+B\:QPWM|@S%MK22_ MXXHW$_[IY2S|Z^-L0NNX,/L0:1P74<* ML420)%!#?&*D*ZUIGZ7KEM.@U#TGJ-8;#7=$U: 2]$Q =R@K12B< M8A89:ZU-

*/IB%E2,G5U@AIL/A1.-1'TWP'IXI<1XM*0\9$;GX,&KP2+KB0*CMC M4/O6A[R/T=0R!',*6VZ9!>LB!?-">]IY)@)?G#M$9"*WU17WAL"#'17W1(#*

M4<162]YG[''!EX(8%K!X;Q3#:%G ^4"!C+-,N2DY1S8%CA\&$C.T1L*< FGK0 MXV4M4ZM,UK-2\N]QFKHX6>ODI>'$G\N@O$G@BB9G3_"(R@1)1/7@3-]#SI"<

MI%ZAT4HDS3!RBF>?9O,P_[9B[GF8S[\124=GM13G:+FAE5V M. @>=&)@#84$RC+2:2D'8"8DQJ7UQ;W,;^B_2P204Y1$M!$U*/02O!8!*

*M(LG/87!*BM:9N&L$#,F5VD&RMX*$G1>W,3ZO)'VU(4)Z#D$$D 9GR!D7_AQ"}X;!Y*T8Q)"D;>>#BKH M'6HC;N|E*F-86-3,<9 H2%#8#<260@!C.6>KI96Y]?*

*G@G80,3UGM*U;Y0|[M+\WLS5/|U-LM?QI/)*+ .D-Z)23%,S$4%[C^>+=PU-7C>2\ MT^(V$^VKZ3),/XS)@ULSAN+NQ)^7VQHG-$*DA$37%E]K4*IP2RW\'7 MG)0B'TO)X%-SF_*

*004,*T]K:AF9B:(;,M_,9$;7\]G82IK70N0:,GVHBHM9T M*JVUR26#*<*#"]R69[D$A4=MN<\AJ-9G[@_1LPDN|(^(BV9": .:+-[-EEY=X*

M/0O3Q3M,,/Y=@HR=7G9P8B\)EPF TQGECA!-X,%3)79O MQ/R(,&DNE,;QT^55K.0CDEL$1],B$"X0CX9XS)YSM-ZKQ%M?07@@$;)#@CPL M/G9W/A8?*

*ZT[\'"9=8G9YD49;%4*XHDQ41D'041*7-D!0%+>2A^^BM%EJUYK+ MC0@;7F2U"RYN9-%6"T2TEIQ-4"\)&UET;*8L6MH<"=%&5W2I,2 DV|/_)8(P9#+ MGY&Q0,X_;M_Z*

*/XA>H87T|_;-)I'OZ2?787 K*SS M"/3;ZX1LWW'FG]>V;SVS"?F->M!0,#2[2+2LRDW79F*DI=6!=CSP:$BTF"*X MP@@|GB-*

!,@>M6Q=WWDM,@PPPSG&Q7#_NZGM&2D=!05\$GBVI-2L4Q"(,I)05 M"L7)(+8.S!\@9\N !15(FW <4?FMXDPVB5]SMT/Z]1FN22$J0\2SV.L@[M,V+@>'"'=;(VN?FMZ*

2ZZ,K.5L1A,L\RHP8G6Q=T[4#F4-^>V+G]OW$/N56ON-L]8)BU'1H68?M"Z!(1 8%E41!-(#9.ZLE1\-:7\[^1<26AK5?YZLU-O9;\H8%]8OE2:DG_%TI M+\X_CQ-> O,%?IIC&G?*

K0W^>8+?ZTWQT-ILOQ_^W^WPDB5ER!!78R#61^L() ML11T:E:XM]E8[5M#97^]MS3-/Q:V#BS4=@E(7%Y9 4M,RF2(\) (K31"0$#) M(=DR4=2DZ;U(=4U O;W4"^>==&$

*QM-S6O_O*83?L,SF>-F5"A?'7\E($/&K MTS#_]HHPTQV_5M,QFTPZ?*S=*V8XI]ZX*(Y)(:,8B|3P:5CB0O37/;WB,[M0_(:=L?@=:&NO)O&'M*E5Y&K-*

]PBF6\&F/SL5D(053=04IC&B1-)?PM4,) M:0K7NIW=/:0,RF-HC:3]%KXQ"OJ!=?9>4]1H(.?:E8@+ \1> 1:+I;@Q\F): MYW8.IM;;A+.'IY1K,16:5^N*PNAN-I_K"0OA-*

*4H6AO%1\/9IU780\'C00[^ MCM)K>*Of7^8G|K%=XG5801_7$;<#H,4G1O,'D#Y%%'2]DVDBRQZP! M-SFP>L$W6;+1I:[Y5_6PL5:S%EPLNOX>%P^D MSQ)B)A-.N]-*

IS."C%;7%AZQ7^0@RXHB=9>=O:%[;Q|@/OJ6{'G<_01\@=ZV-M'[LW>CMR?CM?C=$S_/96:0MVZUO^N_S\6*\#H;K?OOPVNSOL.1'5(-[6X5*

MI8.E:+AFS%6M;79&,#I)Y+1)GL4&V%@5PJ&I"<;XN;@ FFF^:ZF4&YF3IAR M*0F1P.I8VS5RA!",!'+RF?;92HK1&NO !\@9TA%4&[BTED'#P*@.Q^H(,,7T M<3J;S#Y*

(IJ>A&7H5!VIO^F'4:!WT\0%/(%Z@08!,>PAH19"^)>]6ZV<1F ME VID*XM5'J03+O61MCYAT3-W\+\7WB%YQ'G)3@E:G&0)!7&48+CCD,L1M16 M2UZKYBV.[J5F2-5T;=*12*

+MKC{CE-B;5)V6S\;3\6)9F?U\Z>LKD3-F(LKF M6N078H2H"P/ADXDB1UEDZ[;OCY TI%M+,;'14A;[');M((T4]%F4TQ38/^[W!4/LQ?CS..,T+U9D M7=:;QOCK[%-)R)#-*

W4B@+%B/9>Z)LI4<7B> 80PSTI-C:OFY#WW /,WK&46]" M?**2]WN:"+>L?[_O%?T6PV_$6*/*^=#O>==F%;!LT)4 R4I1:Z8(9T8H2)HQ*

*M\M1XI\TKT"YEYRVQDPFBCITMC656R}=US$SOHZOP:!*8<:S0U9!/*TQ:X6! MAPW7-BO>MNC]L6[CUK/"&2)D6VN"LM/@@BE@?9;!%A>C;VVP6O6#/U1*LB^(M-)?/89%#*

<2JBM1R,+6VT'KPG$):XMAYPKHVIG52U=_C#SJ4&I51J0?QM>VM>3+B,1J<:84 MS4Q+6Y?R\[$l.Y%W$]_J0B4NZPO> MSF> KNZMU*P?*

*@>#SJK,]9\[Q+2\4VW3&IR!6$CN4AMO+..0 MFO= \Y)RZO0(C*U;[]-9=ZPV1WIG/]^/7S=\HZUGHI,R0W(E@4)=YP ;";KV MK&]3Y+8U+G<J)HHI9U_;(?*-V*?*

*IM*JEUY299%R>VN-+>79.;U6_R2)F$/-D$ MP5IRH25+M7I<@4V)<^?HC|@IEAZ@;VB9E2>!52OYM4QKW[40+\?3,$W7%*X M)'UA%H2M|Y*--^*

*BK8LORB8=G56I]1'(YM0U:&O8E<74VK-7B\4Y/1|/2N?= M7!U%.X1"82K*53>IHB%0G)]5 8XV*A%,EJYU1X -21N2V]D3JNYH@]A<:*UU M-*

SG!E^,YEM4=HP69KWVY];3K.Y=%,Y,$+4;4MG8UU[?4@>@@@]9,.B5C;7V< MLA?!/X)V!.PZ_@TFXN4-!+_#3^?S]#$L:,M<3_Y3+=+;Z@%(V[#X9D:.>3C1<" M2@P9% N:XK%*

MHIF.(Q3^@FK7)H180I&_^ATNEO-QJA'T5JE>1T=\0)7_Z6_K_I1"\E)Y$BEG>TCXY+P411,L; M1"B L;@ZEX96,-D.NEB=4N!.B-9!9@_+84^YLLOBURMHH+7:(H&)BL:G0L0*

*M!3-UY(_3,JGB'))N05!{]-I>I\ ,INA=:QSWP,;@:F5^',_-:#Z/N2XZ{!'ZI0+H_U: M*Q! 9;00LT)P6GF6E94VMPXF=5V/?MI[A3\0CGL2_U.]B|CCP_/?<??-*

SSO\GMXBEQQ3):H72X;H ME -KZP@6"KB#;#[@:T>W=>Y>KQC?Q<'T\W^5ISXAESK26$*KW<*T8J1/' ,1 M14"3@LFZAT9QFQ$W).>_)V3=T>.|/60+|81>PD<|PXP*+*:*

*(2?%;E1QW].@ M:5<*AM0HHV?$'$Y2+;N7WG# +NA_&[Y5@JLI36E^COG"%ZNK8W5@,C(%T1I3 MN[=24.5S 5FJH=LQW:WQ-W/I79V%T"*

*[.9Q78KZ3E)E:,8QWDKAE3++4?!;0I,9L@Q_]X3:RCG$*_FTD2^EWIEZ/?Z,>>75_3M.\LO9_/G\2:W,2\V;6U5EVY0D7;8\9 MYLA2O3 LD(SREQY4V;,>.A^-\4KK-*

MT9OGQ^-,GQ^_^OO1;Z^/WU|H|_\/X1Y=|_IEMY[(@VF@FXB31$\(2V!C,&(/+/(KG5N!S85^\|H6W9E M"'}G87KIR:N6;,7/KPTA.|U\KL|%L&3{\|-(:1Y:C;AZ>/4K4H K8]D/&*

*M[5%C+072<);=?635<6MKRK*3/@<6@$=7K[S8 #X*7L=)%95RHD5I[2%O0M>@ M"M4.A98=Q7)PF[8J4W O7RK3BH,3U8Y[]ET?>_-35]6[ZS+ZNV@^O]*

*MF+6_SKN)N:%8)2CP#LY*4%WYD@I;&VT"4<,WI,=Y!Q[X[ZXZBF)/Y^$,= M;XGQCFZ[&2K^DWB^7+\8+$7#\)>15#;OF4-R7NL_7DE@L;GMVY_J 1O'[?%U4^$=6*C-*

[.>#=)[^F3U$,#1CHU>,""_+N(3I&V,H HK2$93F M#CQ2^%3G5?! ?D(LK;,[>Y(\]/KW@P*PL3@/A<%U0N?]3HDN>2,L4>D%*,\I M4A=!U\-/%$IQH]A!XXT[:!Q4G?N!4;;?P*

*Z>6GE?EW''>;59NI\]_L1#VN&"[M5_:56-F#\?Z. "ZRVVDNC@$M3Y98@H@.(609@W8IJ=2\]TFCSXX(I-LA*X1V- M9K,O=.UK)^3+FT?U:A+B* 3) RL6G"*

J{S5X&-2H%E6F=4Y+JEU5[&=`!\UP MYF1;!&V@V1H+KD^K^?LTK$JWLE?MC<_&YV<7I=RC MPH6P7BB*LBG84<8G'$IGD,[Q0B%X4>8 N9.=Z1\P,J4'1!Y&S'T"]>[=A(M1

*M0.Y#;03',)-7PAF'2*M$KHE%K:4CSZ3UT=@6Y VK87KO.&LBI3YAM{%J-A%E M*8$#+Z2?E58>'"L&'"+=1IBL0< U+8V=>L2J#N/-U]-WY"?=OH%)Y,Q;[/I M\N-B1*N0O*6*

*+CGIZC4P5>=F#V/F)(-O#RF#N[W2N'Y"ST#Z$;&5-]B*55 MU=P]M%6?O\N2CKAF6I=@P'C&*E$?BU3IK0?5B[?-23[/120[":(-M0Z#CRVP4EE MH(V,\"DH^"A*0W*

R@HX)DZ^)YVP:0(~>-:04_Z"@L:T8>H7&45GB_)(LH6JS M$QZ!NWKLSL%%R6"#ZAS3IYI[O=!Q[6W#2DI/PR["Z,GO/U;]^=O#U^=_J?

*M1V]>'/_'IZ_>_NWXS>F;X]/+W/7;^>P3SI??PC37MK2?:AXD+&NO@CTR|ON_*

MM&W.OC'SC,+V%Y|I.R&2CZZ\NN8@HC>VCU{Z)SOOOCQ=;,HZ8F0'/#H#[(2]!>T1HB9W,&G.@'S"YL-SZ M/*E/?H:4).@=MD\.B'9-H.XFAOX\P3MZ]^[",>" ,,,T!=&\)?3DD(0-*

*D.L MM$,8\G K?MB_250CV@]JA>Z3OH_2%B,\1%M(^D(C+5WD$)E-,OND?2-!2RWH M'I*U>A(LJV796H!A.-;N'F;0%) ^*=T *+-62\0PAQ@*!Z2OLI&#&'LSGW(^5*

*M(=FX08'}*2$S'/P_9-P-<~1I1 4V!]*:TN;.6D0EDNCHK%*]:7>^_?V#K_6 MZQS,/8NM=$P*O03AG:QUL@D\9@6Z;$?++VMGU8$M]H,,#*0)4-/B;KH;C::4PF*

M"]YH#=$53!#.IZ):3v=Z@@CT."J@%W#V$FIN(_6GV<.K&S%),6Z,2I"TJ?>? M/$7#6'M:N831.1L4.]VC]?GLJAQ0@#A>*VPNT?X]J?>T]\& MZ0 D.]XVTR>*$RH#$YN)Q0-

*&^_M(UG,U!;NRU. M-K:TYPEMM@"?^^7I5@D0%G-M1X04'5](*RUC;?V<&\=2U5/R?^0TT;]HN^)Y%T MS[;V]?'1^^/W]\;F9$ZNC&3VL9-;$M_(*MXW(]ZG&$W(Y#QU+00I*

MZH;@T0)'63+72A:E&^_?>TC9>_#\W8^]Z#5OQ]P]3-"3;UP(=MR;,MY-'.[-W#TU7.@Q'50P/3@$/OBN$\|\"50S Z M6B4HJM"'@LDPNSX?

*$"D[2N4@MN=O87D^]Y3VK%RCNH4-VN3A+6W1ULPTLDDU-MP81XC_37K;,7+\YQQ$O.W' $H1R'.C,00LA{JH.<#*VXU;=/W MW+Z/SE,V.D=@*DKR"?2.I3I4M[9!*

*B\5RX*7U0=VNM_[)TO6"N9L*[2!";684 M-Z7V\N9J*5P%SS4X;6IRUT6{J!$PB2"8+S+ZUAG_;6D MGU\$?7K]02 MGX7*Z"_XHE(EQB'D*, ,4XK0LCC?^C+63H0.J:W"H#"WNSB?*

QIAVI[BYK3,/ M'!2C1;WP56^B4.1#:R.RS)H3N4]I3 ?6]V%0>~M)B$|C3+LN19&5:(P/I?XL MZ>+(ZP4/(0 9Q^Q#"]D)YX]:MB1Q2WX?!@6U[.0XE&[+;Z?8VCS|P1J2GT^J-

M(5:VZ)3QA1_RIS(I\;\;I6^?AKHJ\>G76-4U6(MAO:@!9%M+274"AP7B4)I9((S;JUH7>&]Z_9#9D&[1MI>":B+/O\X&1#3HC*

M>8R@C"3V/9VEQWP&HSFWR1FC^).O7EQERKH-Z_P+@,TWRR_(CSRUY21Q_(E]^6:/<#@U:O M,F;|>VPNT?X]J?>T]\& MZ0 D.]XVTR>$RH#$YN)Q0-*

@9$3N%6:A6[<]7>AWA9:+ W52>C9Z82"D.GRW*$<&4]?O?(%U%%RWOK:PAUD#,H^J?'Z M?9;[Q[_NX5H[5X^*!O45WAW%9)9),RU-T01$3J]#N0A.&@O&&2:#T8I4RH"M

M4'W&J^EB.3^O"_<\S.??ZDJNW/<8:7=(AF"Y0W+YN "?% =GO$ 6 HNQ=2[] M(7H&:Y&VP EC40E=? M!PW5"QQZ^LS#KO] ME@.9NT?8:V37'E1%/%]TK-YKR.A!B7J=F-

<.$4&JPDA.4K8>0+]JY+=C/AG]^ MW7?X.9WQ"EOYV/R*C2^RX8>=!`.(Q8XOF(&U%Q%$I<)0,85F>B?TO=JZS>E MQ%@+W'>HY3>JB9+19'

*MR_L0/*38<1C@VTND/1O6H^?/W_U^_.+XGV^/WIP_?O]J6F;SU=*^PP]A7F^0 M'Z4I/Z]V_4\X7>QE7W=_61LSVXC91M9V_:HKAY+KK 3Y8U=34SQG960DMRO;*

*M.C\X@#=8AY=[#-F[%%4/W7@WH&SO8YH:NV^X"%+KZ)5'\+SV#/?%@2^LT-82-M(4N4B:76(<46Y-W)WO:.]EN':3T)KIG!_>U\,9[B8O%\=A;78S]?D^:E[5VM-MP&RZ&.?N:*IJD!L7FB+W/@FN@8(LBK>2BA-3$:WIXT"KXA1K79"_.[5#,K4'-MP-V!Q-IF%L]Z/8C6:DG"^I+N^S#!13=!=K&@3^Y>H^@HU(!DFE;B:(VZOZ;Q-D_#UI?A6^VN%MP1GI4[*0920GUR<&Y-X2\$70T4JD!6M=3[,-?4,J@CZ-!NM-=''U;2M1%>##E-MH[D2>+D((T=?YDB*DYM0RS^(98?& VI-]HTQRVf.#6OEA]XF9DBUS > 31NA M|%U?=4&3L<)KGAHX@)5*R@3!>0ALE+O(=W09HM<.$4&3Co2)$%0(!VQ)=CI5P<'-1M*T6S"7F;@,G^ M/&#2W]#-I[f7>>G+RXA^O7K\ >O?BU9O3HS=_??5;K0E_?WSZ_K*5V47#G&YJ-MYS),/XSK>,,:T66/%%>;%[=)=_6P'(U27W^=S?*7\60RXBKD;%(A^U4SH4X7-MB#P&L#8KK8)-7+9N!7SQ[GU5VL5S5OV_D'81.BD)469JK;==2YIL)B9S$XZ M:UK[V=<(&%(*:B?IWE0\NR]O,Z/UZ(['.RI2=E[5FT() M5.*DZ0*WX*VR(@AO*#AL+/#'%>]1WY44I/)<*A* CXS"W6")8ZD]R'H!6'&O M0V@-\L=H&A+N&^+EYFYH*II#:) K#>NN-J8:T:HJ#-.#\]G7EL(.IB"]P(1-MAB(7IWSKFNWMJ1Q4.=#'3H*]%_ :@XQTOEN.SCHGH#Q,KK*R/N(KL_?3.8*- MJ#NJZRA9J10(G+FBV.^=<_AG0@=TB'K8("WBQ"?$F]=QX64-MHW')%4!5YR.A$. 819*E"&Z/#]D+F 2!NT_89ASI^'1;FMA;D$Z*NZ]#F4?A0 M, .R0H&920@N,@$V,%^G39;4_-AL-TJ'=!0[*.QM+<:GA%S7,LNY5$3B9/53 M!,.5B@.@S*66O+%HMF6"M.SON1NF0CGG&'!;EMQ?A$D+O>]HUEKI@P";B/1+#_.M!GR)"#99YR2+.8C6R?P]R!W2]?!@P+>[0'NO4_ /WU^]?W7ZZN3-]W3$V_-Y M^A@6^'8^KM?6KA0 [E6DOM.;6E6H[\]FHX3*W=66W]]].@_31<'Y'#,?69Z% M=U]#K]UGE8P&7":X4#":A33&6-[ZHOV]/534'SGNZXZ@<3)EMYPN%EY<2]":CI(-/,28@Z.[*B4EBG55G:]*1<=N\MGT;^H:4 M.;#D8Z'H$M=#W]6|-279^UU/;YY\:CVP%3)TBQHB$R6(SX84B")>T@:A*UES& M>J__![.*6^T=S=.Q\AO%6#C'Q7)1NVG4<|+20DE6%OO&S.(.MM>$49\7H(IGTLO71^_/I7XG\)X7]1]K++;,]9F&]+OSLSIZLFU4MO<4K>S3ENS+>GT5_AVGV85H[];S*I!_'91RN%..LZ#RZB\XKGXP,.\Y9Q2%+ M1;B/*8)/O(!1V;+H=$#5.@O<$RL]*/&=R5H7OE_]1>IZ*2W65[E&5FG:Y\F M#**_(I\=(JM9W2EC)YV)T[RE!T$9'+BGCU^mNG@RG6' Y>]2?>*OL#:1#[MY&9=4L?FZ<'U).-IR&L?\)YYE,$AU=[>.=GNI<^T_=G]\CKY%%52*(5%O>54/JF7 03(Q,6:L<.T#1T?Z,#*E(M^*?>&[L YZGWP,7&O9.E6CJK=,Q(@3$(V7"K;4@"!Y*-?XR5 M(6F9NK(E>A$M<\"X(O><<22$R)154UH2?NA_K2^V-&;A)\B%-,5_G^IE6\0T M4RR7IEU+GAA&22+-9P,$;PM&KA53(50)&>MLQ3;N'<#SR3T"K2=9/34IN?> ME?!%"U.MIL,<0!7I*#)S%FB!?.21%Z.'', /S-1L7>UU4@H$ MYQRHX*6,B1D?6W>6/$A)PZ.FH\,.T^Y.?IT.,M"9Y":91TNA,O)2=99R5%0 M4"HB.)81LK,Y";<<.>@#W@*;IPL';@\'#_X=\#+1JL.&=P>V>ND=@^\/=YN@ M8,9U6DANG &-I.;1.(.H+0/!@S!&&*NP]4W@_P]J#U_@]M3X-'R]NMB8I I2-MT18OA4Q;K$ZS,0C1N>R3E#F&@:0XMN#)XC-F^Z2/DU% UP-TF5ZO'I2"7+|-M;.Q0+VA2T%]3$1PMB.Q%*51]2'KJ2:UNC^BHS?$7=06;8/<4-6_12N+"2Q3 M^&2)"1<8!"\8&.9=")Q;&W^HM. _F*]H-"V))R^FUP\B1M+8(YNN4-$L_9' 0 M!"UTD! ^LSTXKY((/F0LZ5-2CM^1:.\ZY89/LIZ3H.\._[[\9O?CV\,Z:D_5O.= M]KADN>FCVZ0T=E*B2+4>BRFM&R92Z]@CHYU3GDFE8^U!H6#"@Z!=A=!?T0EN4>C9>MVU7<2,B2# MOZO.[QS"M]>*]S5)[0]#3.H<4&KP/!2*.IR%II), H0+%#S]*_?B/)KLTO? M3L)TGR'M^[^TC7EIS'PCPU,GPLZFWS^^+<104.R??W"[EHX^Q3B;#<;N5N55?.54:YE M1R:1_E;U[%,*!Y$,.7B1*7(Q%*#XU@UWKKY_2&;S,/C96PH]V1-7;\B4')\> M_?/X^QGL;SC%,EZ^G<\^CRO8RVQ^9<[N'G9T]Y>UL9^-F&UD-R_.F"Y?MVXX MO*9H9!!DL5!%V]N2@!0,^* 4\Z;<98,*XQU-L(?2NJHHO'O\3;+6IR'^-% M1?IC4L ML:;^Z%_ <2Z$1E!914[GXO(D3'.822F!!,2RM;'XYN1-B0^CT<&<-1=8,3?@<&#A?BC,B!MG\ MTN_N/LO36O 6R'E8X3:45?.XZC[NK0T^DC* ;'4B[E6=1R4X,3=M<=_ZRL11KZ:PA2R-"475"7.N0>]RAV=LGQ[?-Y7O MH=#0V-_=BN!UZF!DM!-1<&FR#]F2TKRSY&1D=)H4S1)LM8'#;M3.SRK_U. M=QC+O'SLIQ*9CJ2?LE!^_(H\IC7FSWKN;.QAZL-G4Y[O!E M!6?>HB((OJK69 17H1&<=]Y(;51NG7GI*7+^OI37%OOYQS#]0.M\Y?+?JGCZ M[V%ROM(QD\GL2U<+X(}*MN:3@\"%D-$"#PST,)QJ;0TF?>C_ >A>GB&?S^4 MW:WW#B;79K;!CU^G8FN@.16<= QUX2+!?V#]?(=G=7K=2.NK"DB2."Q3BEF M>2GZ'?0|-[S^WYF%X=KXM5!]4VNVSK-<]VZ;7'Y$7DUU=$:%?- ^H M90#4V,WL1O A&Y!9873<"-G\W'0;^H:4P3^@=MQ?5GNCJ2NRW&A#+,/RO';D MK+]:O!C3/^G2]K1^O__Q_7HC9,&C]%@)KALAU?G#TGB(5ONL%A^2Z\?\P:84M#:F5<4M@/9W8#]*_CO)_G2^6W33.$>.H#?(I&]16.LWE.W*+BDC'MN>@I MP?,H:4/]!7QHK;6KA/]&S]UU3K@850VCC>9]^% :>[!H:9UT47]@%XDV[HIM^Y8D;@(G_/]8G$^H;5V_EX-O\/#%<+E$?H8HFH+3C/R5'K>DZHF8#" W\N MF0BFMZC\"TMZ3ZAM)%2'P\#6G91<35-(^*-#@\9U$B#4P-H0VH>U;CZ&K)0^<"7G,31TYZQ0B% M&3(AKX,'$T3-.4C!=*1E2Z5Y]7!3!C8!$/_Y 'D -3_!O:.R=L/?I_1R\^_D8BIR"2AR(71@@A?(/+HB0U3N$W9D*O0TX+L3/203A*: MH>V^JS#B+9Y)=]ULM_.9Y]POOQ6VP$LUW,X/]70>53[?>M:1R:*,Z!]^[WH MF*)@I]@D(V?<]75):D,2AW06<&"TM1%;S]BJO4+&TP]'\WGU4U?YF!B4Q9 Y MH$1:"G)!P H"K8M"$19A&PJ#HA!818D#8&3?*4P6I;6MZ%^ ML"!!BAY8%\3+6IR'-.% M1?IC4L ML:;^Z%_ <2Z$1E!914[GXO(D3'.822F!!,2RM;'XYN1-B0^CT<&<-1=8,3?@<&#A?BC,B!MG\ MTN_N/LO36O 6R'E8X3:45?.XZC[NK0T^DC* ;'4B[E6=1R4X,3=M<=_ZRL11KZ:PA2R-"475"7.N0>]RAV=LGQ[?-Y7O MH=#0V-_=BN!UZF!DM!-1<&FR#]F2TKRSY&1D=)H4S1)LM8'#;M3.SRK_U. M=QC+O'SLIQ*9CJ2?LE!^_(H\IC7FSWKN;.QAZL-G4Y[O!E M!6?>HB((OJK69 17H1&<=]Y(;51NG7GI*7+^OI37%OOYQS#]0.M\Y?+?JGCZ M[V%ROM(QD\GL2U<+X(}*MN:3@\"%D-$"#PST,)QJ;0TF?>C_ >A>GB&?S^4 MW:WW#B;79K;!CU^G8FN@.16<= QUX2+!?V#]?(=G=7K=2.NK"DB2."Q3BEF M>2GZ'?0|-[S^WYF%X=KXM5!]4VNVSK-<]VZ;7'Y$7DUU=$:%?- ^H M90#4V,WL1O A&Y!9873<"-G\W'0;^H:4P3^@=MQ?5GNCJ2NRW&A#+,/RO';D MK+]:O!C3/^G2]K1^O__Q_7HC9,&C]%@)KALAU?G#TGB(5ONL%A^2Z\?\P:84M#:F5<4M@/9W8#]*_CO)_G2^6W33.$>.H#?(I&]16.LWE.W*+BDC'MN>@I MP?,H:4/]!7QHK;6KA/]&S]UU3K@850VCC>9]^% :>[!H:9UT47]@%XDV[HIM^Y8D;@(G_/]8G$^H;5V_EX-O\/#%<+E$?H8HFH+3C/R5'K>DZHF8#" W\N MF0BFMZC\"TMZ3ZAM)%2'P\#6G91<35-(^*-#@\9U$B#4P-H0VH>U;CZ&K)0^<"7G,31TYZQ0B% M&3(AKX,'$T3-.4C!=*1E2Z5Y]7!3!C8!$/_Y 'D -3_!O:.R=L/?I_1R\^_D8BIR"2AR(71@@A?(/+HB0U3N$W9D*O0TX+L3/203A*: MH>V^JS#B+9Y)=]ULM_.9Y]POOQ6VP$LUW,X/]70>53[?>M:1R:*,Z!]^[WH MF*)@I]@D(V?<]75):D,2AW06<&"TM1%;S]BJO4+&TP]'\WGU4U?YF!B4Q9 Y MH$1:"G)!P H"K8M"$19A&PJ#HA!818D#8&3?*4P6I;6MZ%^ ML"!!BAY8%\3+6IR'-.% M1?IC4L ML:;^Z%_ <2Z$1E!914[GXO(D3'.822F!!,2RM;'XYN1-B0^CT<&<-1=8,3?@<&#A?BC,B!MG\ MTN_N/LO36O 6R'E8X3:45?.XZC[NK0T^DC* ;'4B[E6=1R4X,3=M<=_ZRL11KZ:PA2R-"475"7.N0>]RAV=LGQ[?-Y7O MH=#0V-_=BN!UZF!DM!-1<&FR#]F2TKRSY&1D=)H4S1)LM8'#;M3.SRK_U. M=QC+O'SLIQ*9CJ2?LE!^_(H\IC7FSWKN;.QAZL-G4Y[O!E M!6?>HB((OJK69 17H1&<=]Y(;51NG7GI*7+^OI37%OOYQS#]0.M\Y?+?JGCZ MF

*FP;'F+7I1+'(7B V*8M -J7/H"5)1.S&P2Q$\L@74 ME0:VL7(+[G$YO,C/1Y#ZRV9**GEJM$@D^A3G#;Y]!D$"!:U3ILZ:VON-]U%T M'QG5X.$$1G;):@R:DB16Y42$PR\%Q"2#?2S2 M6/7!3YJ[O2W5X"6]I9',9J*HI)-.V7(3(1-9BI)D2BQ(OKL7-..;A\GUV2#-?G4\GOI!A-GA;[F< MR)/Q9E;K27-)I!>!A)+KR&@&'8.'='=*J"R8K2&?HJ,:\M9H'^C=(HK"0#51 M")X10UTBI1@=."2F6-JG6FQ@X2[!VC;6;SS\-0>QLT19%EF[@>3X=C4HQ$,L-.M,P(L$4H(#)"I*ST,#N$ EKL$!JQ1U& 0*IA&261B(M@B#:6ROR"=J+ZW;9I*(Y[JWHK7N]>;- O/OBTN.]Y"M-RM0!3VW]-ST@.LT6]+UWIJ5FQT3GSOXH//X)+.GD10@V-O&C0Z+5^70;X#]>[T2MA5C&UX'VL'<75XBSQ;:TF>.MW8. (.1)OJ"+460B"):5B[1W=8[\2UD(#6UBYFRMA/LMDN1)$TZAP2=+H=*I$ M"3=,IZ#1_\RUN]3>1W%$UXJVX.?Q*V';&+>V1W\G"W;X"09^,'D#H_XPS>2M MLJ>>;D^ B](Q;O29!XUCKALE,$KLUF0]JB3GOK2?M^<-.Y."&G"]4/8F\%8O M]CNP?HCEO %+F_*_AXEK!W$;P,0X)FDC>.E)C#98%<8W*,(G,B,LZ=4CI- BA)LLX2PU!DO@=,=.+_S ME.Z6\2:.K&=['W.V7=2GR-[).5R>-B*RD!TDP:!)/%E8I N%M_?4Q)T[T;N:L^$:/1Y/>6S]X%]#$@TZ12G1'TWE-!H0A#""@#?!UBNQ;NX&.-XS)3C\T.H>[(@R!A)*G A242V=I&:SULF')G"-%U6?OVT, M5IFWW!]2U]/KY?F:X"I#\,26#MXRL0AK1# $5_+L-.[DB==81V\]M+N5HYNN)@ J_.0NV!QKL8 MGKIO4\6V]G6-;E>N.2;(&ITO'0? S6&.EO9CZ0'*]S!QXQ=]B8QZ]SV&QQ(Y# M.:+L<"K+/! A@S128B1^:TIBR9VC? ;B/H_NAH7TZ&U0S:H#{)(C7IXA,.!OWV'R9? MBW87B)?#//KZ-^>#!)\O__0?;X"W4? C$%2<"T'>1RBKT%FTDTDBE!?HRK'I] MR;T -/WGQ=$=?X]/HKXE252#*A7TBM6"E;D\@ MUN!\)2AWC%H0SL7HQM&WP'3IU[565]\K-&&DP4[T9#2- &O^'EEF6V[G(I_*> MMVJS15QWG1H!0:(E>,$BN)PQC* $2\1+BD\G0CL):'6A>AY[<>7 M'T?@T\7@YL+,>@KG-!=L(*A5#,UQ.B/.#=+7E,%XK*<99LV4LCN&<$UL:ERPTF'\N,+)#O(WK\I9ZN^#[.3Z7KJU#RN&AV M1.A2'5MZ18(0C A+(7"C!=C:J9@/(SH!Q30P?8/\]86DWXRN'H6^?JK7P!6 M:]C00+/AL50S942:H(AG5!*=K NZ^-Z\=@K%O!.2#*M2&E0B'-!%3VMX759 M0+^B[$5F$F+BA() 8?L027 V$/2V$]7.49IKWR-9"^;TM+&GP1LD/LWR@Q?H MEK-5.!D8)B(B.?BZM%C-7A,FD@C;"ALUNW&^SWFP.[X34THJ4!@E0 M2QN@)Q7Z@EYS]7PX* OG[\1T,.ZGV4):3'-G#77>8>RN-4DFH7.E,:.\7GB MLN>>0O8YU.Z,NCO:$U)71Y0U2(3:\)7P5D9M#4=KE-X\^(80'S4C&5\).B%X MYQIY/-_/%-6 BK6Y3Y6S'WZ]N'CQ]_-7K\Y>OSA__>[L],_GSUZ]/+N\?/GN M\G)Z?>U"7X,Y;-Y6O.PJG,,G#-[W\:NS\1@F>V1"U'EPE.R(!C:HE""Q2QD1 M!ER?BK=TZZGC;\150HM 44S1<5ST4NDE7/+J@&:;J .I5.WDV4UPU.!I M\W/9%$*(F,''22^6#EZXIVU)%B:M%66AU0[S7-S=%UE2537ROILB.]$'$N> MQ .#>O;E-_^/X>CYE8 MX MA\^GJ"N083=$-=BS? #J-Z W&WQL +=1KL664 ^3>=&,^LTE5HVW(Y ;9=H+ MC%B@U09*$O5*<#4*2!)X(16^EKSVNGD4,GLD;^-85;8-70W4]6!D$Z W_$.:0 #*=A\N 7IJ-%FKGGVX$[,2% M4YV:!C/-\^EX,KR&T5NXFFV!C3_I/RZA9.\$9\X3"CH1:5*9<&,D67MJ%',| MYJH,I0_.6VQU.*AP:'O V;X=30.:2T80JC^-V,A*K4L"O8BD"E*0V MM:>7QS =E5CJ[E4I:'14O0 OK.8I[=3%#:DY>9>(;.G>$PIJD1\E*4^;0S$ MFYQ(ME&DK++2=YM*MA3.&I3?EY1J4-5MN/4.2EDA#BG'3,K8B0Q6$:\=+J*< M<2^#XJ9+(2&B[TLTVU+08)'Z=3A.? _:OKN93H>(T2NHE83S2A=Y60#WSZ'$>,."QC4M89I>=K MIPTMGWW"\&]EU@;)0>L'^OL8\O2J). WO$@R!F-P9*&DLF'D[;VQ)"6?E=*T6WM?@U'51@@E?0BAW).$<-X M=& (s!O&$VN4PR@\NOZ8#IYD88!M=+)W88!M2#FG^-^UUU,9E3&Y3+S4:#A3 MJL$D)^5)*C*LD), ^R>O7!)UX88"OZ-RT.L 4-ARD.L ' X4!MJ9R^.\ (,_!P M$,$ 8 2S9'2TVX+.4ZE$FE7+4A/*

*1%N4A7W\83-[D^^^=\.+M^_(^10&A-P5?@(54>!A;?1#F0U)D< MN)"9RUEI*7- ML41+!@U88C1-6E.C0KN'3D^/]9RUW8ZKB&P-MVL4.?9\WX\M+-UG'=B4B$M,@A:*@XY4Z5?-M33RDC-G]>0#B.T_?YI/PM>3%GR#*-!LB\K?S"=JVBSSWQ?XVX#(8@S*!3+4O-MQ;-B.)L*UN4^CS"^=IAXBIX7@)Q>M/'0^]8_7"GZ9@VL"P;'FE&@[CHHBDU-M>)TRT.P$55K[7+W/30=XKX->5;$N0Q!.DY",8IV)-$-M<&XX%<080VO;1BU@O3R.["[]-0S9.E:[N&.<7\TOFQ)7?XN>%MY-GI\N58-MBN\'L-'R\]$Q^N\!*5ME>O;9R5+,/%-K09#R6-$*"B9*Y3PZ-SZ;5L=5/4S/-MF4*5,\:FO74#?KI%)X62ZC?1*8.-/;5UK2M3/I-'<6>5<)%EQ0M'#3AU*&OYUCUX,S>DYR$S-H854)DI1]Y50Q<2@2D,U0GD:/AU0-01YODU$'?-M79*342=NMDYRZ-M2'T_Z2UM$+W:)*=.ZGHZSV4;6>^'!5P9YG-0$$C2N&<:-,*$1X.?L$P$]1E7-MPC/5_M9)3I65WT7$!TAR,MQD+:V#[$I*EV0$S?"0P+FHM3#4DE0[@OP9Y-1@:]*]V_WG-S>FXAPA,:9VV0!_\F_4V9R%I[7SL+-^G%$-M1^,TIV!?5I1Y[XQ8'Q4R-C#G+..<[>2-XF(TL.-7/4$,*3?LQ0NGK?(+1Y]K%Q3W$:!WI=&!LE-I@EK2'<&,"\&-SCJ 8K:-*2/?=,4R-.[3)MG4&^//+4UDP/[_1;L'UQH:48H\31"%FE\@{DU*F4T#0)%")M">QMFG:%MO+-M(TXE/6Q\RU\[3/0'FQ**//MX)>"ZX:OJA$[;X*S5,WONI^F?<_1H-MSK[CQT^61"9595F:[)*BMI8F[5\2$"AH)*EVIB!9M]-SWN=3O_/;;=;J&GA]$KG85[+*$/M_.IRB0Z?0D-MX(8V72B@./53X-X3"-VBRA,TV%T/R%,(CE0C\L,=UA23" #M+EE<+SE;GDA(5M>^93L049X(FAZ&)UW$7[LX]N%-MBB++#_RL!3JL,0DL#AAD#VL6<&=5.B7;Y0AL&V+-^+45D/X\[*["-Q[T3\:,% M=TZ<4R-9Z>F-\RSE=-'A42"M)'@N:BY4\3]0ZZ&%NAAJA["$:L@:7D>AM@-M/=D(&T$=Z);TANJ>IL,..;$H:%(U>*QNL8#T'$?K-M2U]'48^K?PLI\V =W-A#I^.K/QPM^QfC$HEIT8#A8N)&TT4(E9;"]$1"H|; MHTI)NU#>3&<@Q"MM?222U!X5NN [.%'J1*EZ4\G>Z%,:>Y0W)ZNH/PR='UX. M9]<#HVWR04G0):@O&*)USB40)J52&-'4+\N_!%NJ\5DF!:5<:G'O)G^#ZUH+T3,GU.&T ML]$CVO*ZK1'K-(5__S+^_1<4XE].FL;-.,JGT>7UT[=K=W:CU>]9;$0A_MQ_M[GYSI\NV+BAKW:V5C)4W)8D<]?I-#>5%C[\)GC=?YO0KGW^S3.IL8-UB M*UF'5+K7;&\?QJ.O%VERM4P_#@=A\^#T5]$MCG223M^ZPPK4K13_+^Q+B M2XE7]4+PQ@L=6QTJ3XWT,M5:7\@]%-$[3]/99!AFRS?_^AE43]^ MUHOD0"=ZA{MW5+[R[\/9 MU]/Y=(;#31!_IVB+]5TNJQ^KG1'L'.X000OT'QYD[I\[,???]MOW?;^_SQP:=RSEYKK[W6VFNO?:(:YIV!H%#EPR,# F9@!P8?P .[. MUX MV#,$8)8 0#08EP:8MWC[N_OK2DO#_>3<'}-(-!$I^%:$+HWIJKBIW5A9\JRBN)]&%@'?LI**KSAA9%4M..NII"[^!1*.WGQ=(0K7] R^.]_7X!)+.XJB@H"'"Y(*4YA*^:O(*&AH.\645Y M14591@M9OOQ"XOU.P+-Q/\A<)>]Y^8%^HMS\4 1??_>SDC CP!TE(_#($F+>) MR:^"_]!:,)C\+ZW]_*^Y0OYV:[_K(=ZN\M=<_1 !OF!71G/)WW3UMUE_:>@"_M_K6==X"OU^=QNH#E7;U<8:YP?S]&6X7/;1F::YKY0AD.=/+20X #=N\:Z8$D M @*@+IJJ*OJ]2AIG5=55=0T4%/2^N:"JKZBGK]ZF]W]!]QOELV]_"/@M(^.* MG N#5^6LOIJ&TED]?24##04%_0O?G%52N&\PIAM%!76U:]0NJ/_":P3W\W>"M@UU_X87^A52'W:,.]ZOJZ.ODC?*\G$%Z_A(]1EU> GI_OIF5Q164Y!?&3)DY@-M*-P?X>=^:M>97]1U]84&NKH8^")@XI^]H0G]CG!W1@B95U<(4X!7OX2VF G1F!Z(0*\ M71UWPI[1'>$+13HJ@K7D?^9BL,O_19+\;^3+_U44_W*),35VR5_G)./#K[/: M%MNG@+F$F&X#EZ E#848N M86;\?+YWXO.]0YM#8O=_O#4&RRL[*W/<")K9&3YPPTA7U_'*-3,#(V-]@(D) M Y<-(,"$]9OB-^_UK&W&.5H:HO0]H 3F _;Q-S@^N[(HWT M=<7]&(V_X+5+D;>8H H>_&^N#CP/P,WV-O7'P"8KC!#)1>&C1CT=PS:*\C'O7=_?ZU(H/F=;F#WNK\K MV#)U!GV70!WRO7]-ET(S VV]HY[.0_J[!_KN#TD5XAS!FM;N_^$GP*7%&M@E,7O^@:Y.7]IR][A>%>)U\71DJ%>3O!0Q@KP.2V!WYEF)3?P<]Y_]!NIS*C=/WY0M\][\NM>NBX,#? _.OO 44 B4 #]@&W@(?@":@)Z 3(&#P!@P RP"]\ &$Q,3M!Q.G$P_3$28QIA-,.DR*3.I.VDSZ3.9.UYBLF6XRN3"!F0*8PICN,.4RQ3.E M.CUG>L54S%3!!):ID.F-J8=IB&F*.9EIG9F%^0 S+[.(1Q2S/+,Z\P7FR\S7MF>V9W9A]F)'.WS",2[""LC]@?\I>Q/X#>QO{"#N5@X/C M"(<,!XC#C,.)PY_C'D<*1SY"4<[OQC'V!][>\3V*.XQV&.S!([GH[$/;E[M:O>T[YG8L['WT-X3>S7WFNUUV1NR%[7WQ=[*O82|8WLW|G'OD]X'VG=[G|>^ M,_@Y0.#@13U<]HP^G&<;,]BK.?LYUP[R'-0[]#109>#D0:3 M#F(/MA^VCO(.E#NH><#D4:3<C|$)6$'$YGQ[2.]D6DR0?"W*K>K?4MJ(*,6ZIP%!#]X)6R%EF*1PRMBLEN?$!K&!.*5WN*I^$3W^(5\WGV:37VN3JZ MF81(3C4S -.+QPH7K&5SR7@%5?(7H&;R=.AGYIT,DB>HK:0E-577._FMI%G M:)L8_;I'>)/MA32AK6DX91TDBJX[BD-X=$:8UXY.8@=*]2B\CS\]Y]&((O[(1-M@RR&>HYG[0"!LZ;TM-S^QH6(1VNK!ZNJP!5+H'&*=*R9&-UO![BO0PO9 ;]+-MB[;8,5M5$6:?%M12) >G)G8-N8$UU%9_)'66CMD!,,0= (=HG')8";D-6N64 MK6,Y'FKEH=9,MMS8Z,'@7P>022*$L/#I^4?K)OS[PZQKPBM*?>IE!:EB%$BS;&\;@>P1^\"4M52[5Y6P.]@=75B_[0X@>_M"H0XB4J34$YY9G="@O/6N3A\2^1(1>;3+@+"#YRSP/+$S_M^9ZN,V1V[<_A2 M,H79VC0U&&C@(HHQ##=;F1,Y;-R%Y5AQW@FIN^OIA30EF>_W1F;@E9=QT9 M'&BOOR4JN+*=&^=9U=6B!=9]7A!F18#B1KM+E]%P^_7(NS5%ZPCC5879KM-S9F09&B#4 M LDF%YB&I3T^M=A' 7E)-;>YIV MO>CH/242++*ODY2=Z*G\%29;/;\MOBHE(6?77-C&-XG?/6EV:F9JS%2YN3H71 M+DPMX3,[P$/V!@>3>U0E71KU U&);B-D]9@BOX.[RZS[E[M^=45M"JA%-P,?#@MO\Y_QD(&VU"\4E+V78ESPZ@#0tWU|$(@UV8R)$P]"7E,,6'\)IAW]78AV?[-M>_O:%KWQ;T;&]E>+0?0X.X2.;4B5=LJE2/"ZK"-+MOJ.BQHP<_L]5!IB^U$B8Y#!]BJL&M&$6GB$):R M0+.65<68QS8U)LZ,XXR;/N'O-?M<=I8 <7&;_T779F.SV]X-[X8MQ,A]YJH.RM&=$B3G+ M82,Z\]>D29BK0QY]K0|\YM3^EF;H3EG-B1K]O?AGA)]&TG='@AT\%),;["E M5F<<'^J.J!3,U+C4=MQU8;!]H(&WY!.JVW;OFO:MOU+FZ+9>.^EJBY"V*(V7M)#O1P)N_N!H,$LD3BfV*R(QM]E<.]N]&!LI9N@_^>=7_;"MMD4+'PX7+4* MY-T5/N>6W;56'1<2+82]OL3?PJ/9#]20I.:.CZQQA"VK6F/(II*)B9>^ D=[OM@E'V[ZIMPG0B@NSKA8//15E$J.I^V9'$,/-.X5IWATSSEQWC6)B!+:0)$1Y/ M42U;+UF2KEYWQIFX_F0=1Y)(;#@V7G_^K[5A#B>;!L5EVAC\-''?X&=_E/ TF2>2X1ZVVKGR'H/O?#!7F[6 M,RQLH)%<+*=>]*%$N@GW/N4_LWO;CZ@ESI8MFY8>#XLQPR&L!SUHM0_L2S<, M0[/:O,2:U#;!-/+\|Y=%7]<'A<2050]HJVT,2<&X$D8; RBVV253/L/8'Q=)MO%$)G+=^KP6NJQIGS>Y$[WIP7:I5K2>RM*=HM$LDKBVV_K:TAH\WJ1\AF@%>_M;S!L7+YGVZA_QP8T!/0JBV8\CMBG):5FB!.Z;[VR'!;M^.S(:EDH[@H-J6Q MLYI:=M3>>XQJ4:0),1F8@DJSW83K)-A=W M P5&6B&V6POV"9V3"]#4@>T M6Z,>;ZVAT&>X 8L)XO\VMRKPYNFA@D2\^*BIUOI#V*J/?=V)DK+0P M$E[&XC^Q[=QM Q9%I RA\X-!S8O+ P/(JHG2^9X27\P!Y#FR*L;U+2HI.(=(-M;A1K>=GAAO-4M1TKVY3IA6DWM5;2J](IVU=LK=V2>W>Q6[A'6!_EU15XLREGKAP/W+_U&!:EECM(LB21/I22EK;EY*F4!!5R1I3CN+10/-?G!5S>&!'$F%QI8KBG*.V=F7TRH-MQIA_5U_80S5/$+L7UK6I*6O)SWQ@'569)1ZRM9"'LA_^Y+OEWATHH30%&DDHCM>A3A3]3IW]I=IHRB6(/'E]>IB3>Q.+_*)]),GT8[("^:^!/T3D?<'()#K)X M/N=:!K9R*>W"=44XD4GHQC[@BG1IL"^MR3X[O+)(MEV5+"SU[MBW/9?O>W.6X M0[O3@FUO)QG(HU; MQ3E@+I7Y'2QC,+(65=G;OZ;<\%ZB;;9;O< G%I-0WU-7[=#"'*]MMH 6!"/PP ML7N],2ABQJE;_>L!S-^Z>AXJW^{5]E3;=$CM*.&%0V+4'QNCWJHF9)CA>WM M4*(-60_EE1N_Q+#NXCO]HZV$-J***7,K+V $J3:D.Z@PN3C>%A1O8!^Q5;)_T<4,PF_20"ZX& M1<9(CG5Y@]]5.5D=FTH:QH1$I_$V6MG26.T809A*10;1))L-ET>Y =%*)D) M;60SDHKO]EW71U[ZQ>^.C3)>=9P@^+2H=P@?OP-,MW!PB9KUV$,.=+Y-R(.4]0P MF]9,&$$[>-O;?ZW_NW!?+35CH*'QTZJDO2I6]:^U&Z!A*9(Z/'"\0OP^AG* MIC8BT]-76E;^\5UK85W\Z\8$*O$QGAB6%)*^0)T1$FI6TEQ#%X)\=0BW\6^MUY=,&/N33;]864&1>Q;X88$"7_1B<[Z^4:J^51?Y12$*083*=-[A4Z!OJ$0/ M;W\;)7;[1URN6(O2V$82.6@U)5%W)>(\@_]T[;++:JR[XTC,\7%U9X5V?9HYL M)6PF#EO%M*QMAPL^.1. %H,U>Z7%Z87K4EP'9G_/#AKD%K&^)\7)DRJ@TE M+0@2XMI;PQ379YM(PD==ED 3J39A/<_.9<84HJ02/2$/A) M*RY%6O(IGN7@'5-UUQH+*QC9D%8VB(X6^<^"F4<,@>E/C7 WTLTH6SF#([] M'",.\(>;8*'TT#=6O\T^__[XSL_@N9FJWSY&X'B$T>>DFPWA(V>YN_-5 ^ M,;V(.VEZNP-TNZ5E(VOAL>Z]$6.*+JB<#,UM1SXW1GRX%315#OZ98![T] JH M)J+45J$M2L3',JQ"^L$&;RB)__1 P-95TX'%"1V)7VL,\QS?\]PP6\:=3\T\?MRB7!LBK];/P@)HYM1OZ%&Z.WMA;03(<@[<>%K);JB-70I7\((R;2:T:.2QSSOFZ\?P6W7/#$ MGM[7K5'ZP4_Q9T+S#,TN1MUOMEAO-+TZ>VG#&5UZCHW7\AL _|-$@.0Y$J.FXF' R.5* 7 M;Z0,3>",^)Q+1%2@IR;C1.)V (^WJRNK>,.E.?D7&RK<+FU=.O MZJ5NI$!)@'R,9NJ& @P36J>P.(%[VG-]$TFA"0/EVZ_VSMK/SO#_>0JI3%6>1!E:'P0/=DHC,&LKIL6$*A=FTND0.NJX3+B=6$4_2'-.S(4)WUQE&]'Z].9*T MDARC2VG_UP5:/H#]#[M(QEW\BWBWL!ZPOP*3;.RJRS?LIBO'S74X2;6W1 0+T5E1+[S_#_.:W\, M_?:+P25\IE%6:T2OR*]35G8OZ^)6+6)/C92G^PAO\F2R#9?]\>CEY@M:@8%&A MEWR[UA656^OY4R7[@"]5]QFTS<^VH[CQL]9#ME,YI5]@'C-9=U*2I&D%U: MIR[4_8L']P5,=ZOAO28YB*:"#L(^,,KOXDQ-3F[Y_3E\ ^;+3E=<;({<3/CB>^;BQ-DL?KPY.B5%T*BM"QI)%N\0[U]MS5-ZUN-_?M%DMF*EO:RB=[$L/#D?{]}R2A^W]+^XHTNV1)?R M=WL6Q&NI+W;)T"W30LT,^>O%6N?Q*6G+YW(.82!H8D_9W 8D57E=6*4>5=BGM"2&.E.=DN\[=)/;$#" ^NA@L1-#4N#NX*+5)=D-G5T5N.8!*.]2#Q@XMI;PQ379YM(PD==ED 3J39A/<_.9<84HJ02/2$/A) M*RY%6O(IGN7@'5-UUQH+*QC9D%8VB(X6^<^"F4<,@>E/C7 WTLTH6SF#([] M'",.\(>;8*'TT#=6O\T^__[XSL_@N9FJWSY&X'B$T>>DFPWA(V>YN_-5 ^ M,;V(.VEZNP-TNZ5E(VOAL>Z]$6.*+JB<#,UM1SXW1GRX%315#OZ98![T] JH M)J+45J$M2L3',JQ"^L$&;RB)__1 P-95TX'%"1V)7VL,\QS?\]PP6\:=3\T\?MRB7!LBK];/P@)HYM1OZ%&Z.WMA;03(<@[<>%K);JB-70I7\((R;2:T:.2QSSOFZ\?P6W7/#$ MGM[7K5'ZP4_Q9T+S#,TN1MUOMEAO-+TZ>VG#&5UZCHW7\AL _|-$@.0Y$J.FXF' R.5* 7 M;Z0,3>",^)Q+1%2@IR;C1.)V (^WJRNK>,.E.?D7&RK<+FU=.O MZJ5NI$!)@'R,9NJ& @P36J>P.(%[VG-]$TFA"0/EVZ_VSMK/SO#_>0JI3%6>1!E:'P0/=DHC,&LKIL6$*A=FTND0.NJX3+B=6$4_2'-.S(4)WUQE&]'Z].9*T MDARC2VG_UP5:/H#]#[M(QEW\BWBWL!ZPOP*3;.RJRS?LIBO'S74X2;6W1 0+T5E1+[S_#_.:W\, M_?:+P25\IE%6:T2OR*]35G8OZ^)6+6)/C92G^PAO\F2R#9?]\>CEY@M:@8%&A MEWR[UA656^OY4R7[@"]5]QFTS<^VH[CQL]9#ME,YI5]@'C-9=U*2I&D%U: MIR[4_8L']P5,=ZOAO28YB*:"#L(^,,KOXDQ-3F[Y_3E\ ^;+3E=<;({<3/CB>^;BQ-DL?KPY.B5%T*BM"QI)%N\0[U]MS5-ZUN-_?M%DMF*EO:RB=[$L/#D?{]}R2A^W]+^XHTNV1)?R M=WL6Q&NI+W;)T"W30LT,^>O%6N?Q*6G+YW(.82!H8D_9W 8D57E=6*4>5=BGM"2&.E.=DN\[=)/;$#" ^NA@L1-#4N#NX*+5)=D-G5T5N.8!*.]2#Q@XMI;PQ379YM(PD==ED 3J39A/<_.9<84HJ02/2$/A) M*RY%6O(IGN7@'5-UUQH+*QC9D%8VB(X6^<^"F4<,@>E/C7 WTLTH6SF#([] M'",.\(>;8*'TT#=6O\T^__[XSL_@N9FJWSY&X'B$T>>DFPWA(V>YN_-5 ^ M,;V(.VEZNP-TNZ5E(VOAL>Z]$6.*+JB<#,UM1SXW1GRX%315#OZ98![T] JH-M)J+45J$M2L3',JQ"^L$&;RB)__1 P-95TX'%"1V)7VL,\QS?\]PP6\:=3\T\?MRB7!LBK];/P@)HYM1OZ%&Z.WMA;03(<@[<>%K);JB-70I7\((R;2:T:.2QSSOFZ\?P6W7/#$ MGM[7K5'ZP4_Q9T+S#,TN1MUOMEAO-+TZ>VG#&5UZCHW7\AL _|-$@.0Y$J.FXF' R.5* 7 M;Z0,3>",^)Q+1%2@IR;C1.)V (^WJRNK>,.E.?D7&RK<+FU=.O MZJ5NI$!)@'R,9NJ& @P36J>P.(%[VG-]$TFA"0/EVZ_VS M

*8#>K,V;WPM@$!;1CQ!K92Y5/F6HV]I+18 M?5RKV<=+LL;L;P>V"2]3A_M7K)75T/<[;F),8@DJ0P)%KWHO\5G;FE++YM?=_M.V&IU3;5/-UAEK'>*8LVFC/-1OJ06Y]'S%RZ@ _K5WV8Y]6(J51R7W8E($>Q M1UNDVGA'N+7X#U^G;5V8B%QH0'I4 MZ@KK%AZ+F#VO*4I6OPMH8Y1J5+!AB]?OMO5_$@:A%&8A=2HDO);,AN'L$=[MT\,VI7,ZV>XVU6SZ2<5 8X/K47Y$O-YH] .-82UJW/OUE]"P6+ 72>7%$G,7-5@F.'H18!S M7C1T0DOJ510 -3 J3$,,,O/0:(\WSLZ>F3P=LS&#O!2:V&+7K 5L .$/8OL M$ W:WNS:KMP!:O^&V;C6[J3M .[ )V-M(\#+]PY,_B,U|K&UT3Y'<0^BZ(M=G#Z:IZW:N&\@:4WN3]0UKA">A"/I(=+:?K]88D.9D/QE;8T7QFP_*@1X2C+MWCI-K0:0#,2KVGL, UY6,'%N!7B[[.$]4& F* M?FK9 97RZ9?$3RZH%N0L/C]I 5D>T%G.4="S@G=;32AUOVBB5_=GR2[4<<1< MO?;+2R]_|\F$/3DJ06D?TW&]#;D=FQ/VCMO\;?>,'VG+$ 0+=/8%T_EO9XUK M;]+S?-*&23(F>28@;N7-\1"4W&7#/9M"^*?N3ZS6R?6.103-AX&9JH-"XLN&B=U1&K_$9U-E2BF'KU^;7FVQ!#F@!]A$WBQB M^# (+2T<3+9)_24YC#VJ$*G731LOHL:7 M<;T_)#@.I-9U&5TX.=_TM*+49^)HD6$A,4#HH9RMZX,WO@X0L'H]3U#B&>^2 M15AW37]R2HU>EI**1CR4(U6XM4-K/6.V8_DV5..,20\6J4+??;B;5@-%1GCL M -8RYOF3](^Z1<,;Z]6;I|\40TLIR%,B\NP] MJZGO! "X(]P7)|_3_$9.L=G[<<6;%)KI1KZTSBG(OKKX$3_4EYPM!HG+X&QQK@8| N3HE!C?6?)0H@+WX(2C?R1 M='V G=Q+I@9,;C:O>NO1?9O-Q-[>MSEA$;@U('9NOM3#N=. E(/.MU&?M8U* M.K/4B&\Y6W;Z[K2*YD-36TB';ZU7%ZU'T08!I30O/3'\"%']LV&4EK3C7:IS M!%4MB^FWH4ACQ[S&WJ(^-CZ(;WOBN M96%+G==&5[Q*]&61:!$KE22\TA5FF;]8[M9X]F/I#W]6(OR^9MB_H.N[/A-)TGVV&&=#'*(LY[IV+2R]ZC(W M)MD2D@\(>GH!S\4*^BZ3H4MI2/UP;BGKIOCN0.1"@N1()HBV($7C*VASN.E M)*:*&>UMZ^1E_)XMI"VNCW+K=Q(9$&H%#YR=)3G80TSY&Q?:@C%1\,G\(TRXR3S[_63W:DD@,2\(<:,(KZ?)B] M*KWNV0@>EMB ;9 0-5;]6?BG.;N:.C@VN@U:%)\>,&I-4Q\AA OQY,"CY!S/ M!&G;FU;Q"Z[/YV3F%&M]JBIM@V97X.P>Y3:):-]._.:)893:Z(N9/7 <"%& M2V96ABTMGFH;"T,Q6@K=Q&43A1%\K(C/2+ZYB.1=Z(WHZ.A%/5U2='2,+]9R M*B6?$OZGCY54PNJ;2=+1%F@6E=.>=\2,P3D.QHFH.Y<,35[P!FD$>2]:*>%R MA-Y>\+'U$I)*P;3+2)%$@=*ZQL+/IJLFFI907:,&@:"4E2]7 _>_2&51 M<^_'V6.L[2$]N8TO.JR&1M#"X ;WZ;(0Z6<",L=I$YE=MJ)1*9[V4AG!EE5W M=72A.T"(\90VS%T'.+D4;XTAD|2\1VN=L$'QUZC)[\DYG\(M\[P M) U#MTJ246&4G/1F0\&VH_[OB. MA#HL5,(T^Z=7R98F4MDUU@HVGDJBIQ:-0XX+R!\/FKAC[H44=2OPI^:?=UQ5C4BU'Z_KVG%5X M',YS SWKB-%7RT[WT*D/#3 F=Z0RK\;_\7;.Y"R;,8LSP]H;E[18TZ;J-WT M<\&.U#W).1N>*C1I79]?VWSHUH\?L.U!%('IG;=#@#$<(_"O5(ER?(M&;79&+6/E*U\S/SRG3P0#FY.$)E)$,E..:?@X5#ZSAF^K'+1R&-$;!P]&NM)GMZ[2MOSOXNU4{6].VK*>6$WD-+]Z* M<WL\RF5*7<[2%, MA(=`5)#M8>-3*H(S*IX*'L%.X0SWS#E$#I\2"PVA;7NN+R;LMYAJVL27(M;W MS6 +3 ($W3*61 2R:L>IZ-2FTSU? C]^HFDF@KY[+'>)K)LT@_3R_F(^.0^9D M2DWEBWS-4T^^9+7|\<5'?GHK("S#XS*O" ;?B^R?;>>A-Z;*;L=,F-)I<|.^ M4-57V&ZLF2"-9P?@CM? >7EH(WFH)#_$X=EHPS&^+V8*69^O'9+^-@T8$.!(4G M.291=VYC5H=5805Q5RM9>/.@4XZI[2-63C.9)I%A^Q M@M 9J<(+2-QE;8I

(223I=#E M>$QU=[V!{S=G@4ZT*XMGI^-||*\5R_M-+;TVU+,YUMOBG,>.@;7$<2+_UTB M7XPlJ8 2D7!|MX7+#=%_>PC_A&^]-7M?':R&HP9\?6FFN&J},W,7S+'$/OUM)&C1H[?67YR!4VX;G.YYY($)9E>:[%EP3*^!.2$ZS8-, AH\?XFK=K!:%F(MCZ>ZUPW9[M@!ZC>L_5K_^PBX."@()7WS2>'B=&M!IM7\K(6M?2=7Q!@[+7MV^+4Q2;J-9'XT$*@=W>)(RTW.""&EYPVL!4.?#L&"P=1>A M-,G.QYZ<8^\| ZF[$JLE'BOGKNP_>N0P>K,/4Z,.3Y* ;UG"*0;'%I=YRU?Q&EX",0/!)*?MO03 MR0MW7+5;^B'#7->YSHW8[V#2%|V>GX0\^OM1.'H833_ZT""F<8S<&VS"EH8 MYRP SAA]#3[^A5(.7^ B\!77X#A9-W>,EE74J3>5'.7 FVA<4-J/KW^]-1/4G M]MK53;$NDO'EZE?OE9VILQ:(S/\Y2=O8J+V=@4A.58-}}7E$]@:EI:>3F M=14"4_%8P5D4#=CLT>37KRIU1*E46=#I2?EV;8&5)#F<,[Y'7TR!&V[!-'>S MA.X!AFO?B'BK\&L MQ>/YTGN %?08Q3XVY.DJ?M0&;#FZ"_>(":5Q6,:IFXDY\R2D;)++UO MPYE?_+:*&,XB1'B 9&H;,;*W]?0!?=V/X73T:\"+1JA|MCAB<'Q56SEIZOK- MAPX[1VC',Y;[KN/\2=''2&%'P:V|\?@03<>"E1P|BC0!V>%2S_6U!0>%#G>_ M#-B^]+B>)R.B-S2GAFZVR#3!'LF.QP$=5^/K< MN46^P>3B96'ZD!(X=5^B9& %$;)>RVTZ=B?G"'/QLRO"OTT")SCDJUE1D!2]H M NXZ95PHOEAS1-T].T4VR;"$+W"*TA29!!SKMM0:^;'9J,E%037"R8'+Y!@! MO=.N5+3!;._?RT_D3:U.0Z);9ETG: K+++]+W7T>USZ#* ^D?+1""/J|&YU\+SQ#V ?.IWOFH[Z]P?DN+\|>+T!=>S5/!2 M78DRQ^IHD!HQ5>(#[!H=H!>RM+'OIK,?8GWGPRTP^*#Q*54I$A4F@$Y@D6OYIUOPD<_9\N8YZM^N_F_/P9L5\S1A31DB@$QGRK>\[UT[6Y=V@*F!DY:$?WJ1< 1R/G>S[4?HS40/&- MSVYG#(*N%ED[DY%:]+N>6$EY*:)5?9MBV,:|%EEH>ZKK3KXW)P&C7H6O>)E:M8;\WC-J"HZ>*2^LDBJ&@63X$>2'BZ>Y2,+5P! QRCW*+T.%(.,LC<# MW^>9C[W+0+:D2DE$'^%/Y7UW0$L#.L8.M\F)ZGL:CI&BP05@CCELO M&GV6),/H<[^#A_;F&_7/1MVVE\=8'B@HUHPI^%'1:C96GKAQ>5AWTQ\1@2:*]5E.X,JT@@IR>P.73%Q\?B./=:,\TW3$!TA_1&M^/^C&_W76MS@TN>1VH41CU:O0TLWLIBN:,7W;$G|]P+1LW@|FVX!?#'?Z3US> M[@4WG]*A&5=WH0Q*7KN)0A(\V_]894.>Q)G2A!BMN9%5??:9Y4M96=Z]T1R,!DSK;-TRM(+JA3N1S?B5?BY8!Q-O|\^(]@5_\F F>X4]!,]W=|VK4)*-M"1$K80]0<3YRO<-'KNX|9T-@(S]5?]@(J ,I7>R1BH5W+VY:9\B4S/_|F/TZM7_EWIK'W.VO:M!BU(<2NKBV|&)[.1L3%&TSH^@_?K>C'YI04^//.)PW>F4UQ MBDC.+NT|Q<([V]20OGI!"'|WE1M/U2T?6LFNS$:+]D3@!\+&N56N]'W_.|?>1 MU<5"BD^-G:L&RB+3#*WSZDY+%9U2WG5?.GP.E*4O9134BE.K70.?LGN"L%[MT%Q53]?EL&C^]%LVMR\.!7Q6S+L:ZPJ3.NI9%OWJEBO? MF&E[%_#Z).JO4]*VYAU4ZCIR:[_ZF?Y!+\X.Y?%_M\,76A?]EQM|(UH|]GK3QK^^.+}TBR*57Q5+$K M7B>3AK1>L9 @C.7X2.U@SDGRZ@KJ MMA(^:!?^^WY<$*PY7.#?3|/3BQY0/"D7-^:L9]NNOI=:KD5,X*&(@VOR1$ MR5@KBCFU=,1U*+WX8U3'.07@C3NE'P|_0L=*FP6V:NBAKV"Y.#62C_KAM"5 MCG>!A"2)4+>:B)W%/)>O7A@&C-3R,O@RT?E9:ZE51L28DHD9%MQV_YG=@X51*5L/DUC:+?4>]@_OWOW?R4,AOXA%0:>;S+'<\97!8HP+'KWY=B0\:61+\(OL_O MV4I-#]M/:\K)FDMJKS7XJTZ7Z.0>RK:U_32-)!\.9C01B*\Q&-P+@P F9BCF M57K;4LZ#:UT'+BS@U29FV!F#X\-A^L"ZTJ4$FYLOG_Y7/3|/PN^4I$#T?>MG M2JLQ0!LO.G]VOI(:+O^]\TH%9Z;F7=?OE.&:[-F9=@]/+Z)PO\7#?@&.^\RO MY/LT+VQHK;H1F3V=$\YQ2T/68CGR@&,K;;ZCJ,<>5N;%F99T0>\78]^7G&7A% M@",5BDYE(%;DJ0!KNR U%+0+:D,(SDEV;IDfMXW&+/^RXUL<;J6ZL[RSI_S>K%$QNQ)!I)4[UQY+]HC5T+2VGBX#]E6B-C:S MJ:6 /(<-MAPN*91O????(O:C|SW;FO]$!B<7CL_G53)<=K)/?XAX %5[-%+1QMVP.\P=&7TL%,R7=_*-(6HL]3Y%MW(9N7=Q\F]0)+5_1&(]=ZJ;C_,?]V112! M@3LV^Y*=GHTOK-/J!9,$1A)5)?B 0=*9JXU=L8A-5%FN2U!K,,.ODLVJT_+6M2LNVGYI*#|WIM0,/=MZ.4M7LH\;&'"05_?7(LLV=U@:0K8O4.(4G-<'D839BW4I8GP@X MBHK2Z1GB1C>-5G=0+YJ!3*TVO(VVTT#!"1++5X7B(-M-M7B.>]ZN:_Q_1VO4BHN?Y(3J"W(IZ%K7!?O,&S,+&9!#XSNOF"CX:4#,F(ME;0Z1P/"60?#1\[@7>O'#E&7NVH8=P'_F9#<^_I[@.=SB.JD!=K(IK9=T"@A M&>28R<ZXDB"TXT)%2:E M.Z43/3&5_Y-+X.!FU-"3VD4OK(*PQOY5&L/;?6],NZZYN\AZ_'A_13 2CA"& M@0DW"*DZY:P3N_IMG>#IW&Z!;C/4M0_D7K^&/.*R/^B9M4PM189OR:Q!LN=1(^19T+N0U"G;OY2I.*10.97#T>B3AK1>L9 @C.7X2.U@SDGRZ@KJ MMA(^:!?^^WY<$*PY7.#?3|/3BQY0/"D7-^:L9]NNOI=:KD5,X*&(@VOR1$ MR5@KBCFU=,1U*+WX8U3'.07@C3NE'P|_0L=*FP6V:NBAKV"Y.#62C_KAM"5 MCG>!A"2)4+>:B)W%/)>O7A@&C-3R,O@RT?E9:ZE51L28DHD9%MQV_YG=@X51*5L/DUC:+?4>]@_OWOW?R4,AOXA%0:>;S+'<\97!8HP+'KWY=B0\:61+\(OL_O MV4I-#]M/:\K)FDMJKS7XJTZ7Z.0>RK:U_32-)!\.9C01B*\Q&-P+@P F9BCF M57K;4LZ#:UT'+BS@U29FV!F#X\-A^L"ZTJ4$FYLOG_Y7/3|/PN^4I$#T?>MG M2JLQ0!LO.G]VOI(:+O^]\TH%9Z;F7=?OE.&:[-F9=@]/+Z)PO\7#?@&.^\RO MY/LT+VQHK;H1F3V=$\YQ2T/68CGR@&,K;;ZCJ,<>5N;%F99T0>\78]^7G&7A% M@",5BDYE(%;DJ0!KNR U%+0+:D,(SDEV;IDfMXW&+/^RXUL<;J6ZL[RSI_S>K%$QNQ)!I)4[UQY+]HC5T+2VGBX#]E6B-C:S MJ:6 /(<-MAPN*91O????(O:C|SW;FO]$!B<7CL_G53)<=K)/?XAX %5[-%+1QMVP.\P=&7TL%,R7=_*-(6HL]3Y%MW(9N7=Q\F]0)+5_1&(]=ZJ;C_,?]V112! M@3LV^Y*=GHTOK-/J!9,$1A)5)?B 0=*9JXU=L8A-5%FN2U!K,,.ODLVJT_+6M2LNVGYI*#|WIM0,/=MZ.4M7LH\;&'"05_?7(LLV=U@:0K8O4.(4G-<'D839BW4I8GP@X MBHK2Z1GB1C>-5G=0+YJ!3*TVO(VVTT#!"1++5X7B(-M-M7B.>]ZN:_Q_1VO4BHN?Y(3J"W(IZ%K7!?O,&S,+&9!#XSNOF"CX:4#,F(ME;0Z1P/"60?#1\[@7>O'#E&7NVH8=P'_F9#<^_I[@.=SB.JD!=K(IK9=T"@A M&>28R<ZXDB"TXT)%2:E M.Z43/3&5_Y-+X.!FU-"3VD4OK(*PQOY5&L/;?6],NZZYN\AZ_'A_13 2CA"& M@0DW"*DZY:P3N_IMG>#IW&Z!;C/4M0_D7K^&/.*R/^B9M4PM189OR:Q!LN=1(^19T+N0U"G;OY2I.*10.97#T>B3AK1>L9 @C.7X2.U@SDGRZ@KJ MMA(^:!?^^WY<$*PY7.#?3|/3BQY0/"D7-^:L9]NNOI=:KD5,X*&(@VOR1$ MR5@KBCFU=,1U*+WX8U3'.07@C3NE'P|_0L=*FP6V:NBAKV"Y.#62C_KAM"5 MCG>!A"2)4+>:B)W%/)>O7A@&C-3R,O@RT?E9:ZE51L28DHD9%MQV_YG=@X51*5L/DUC:+?4>]@_OWOW?R4,AOXA%0:>;S+'<\97!8HP+'KWY=B0\:61+\(OL_O MV4I-#]M/:\K)FDMJKS7XJTZ7Z.0>RK:U_32-)!\.9C01B*\Q&-P+@P F9BCF M57K;4LZ#:UT'+BS@U29FV!F#X\-A^L"ZTJ4$FYLOG_Y7/3|/PN^4I$#T?>MG M2JLQ0!LO.G]VOI(:+O^]\TH%9Z;F7=?OE.&:[-F9=@]/+Z)PO\7#?@&.^\RO MY/LT+VQHK;H1F3V=$\YQ2T/68CGR@&,K;;ZCJ,<>5N;%F99T0>\78]^7G&7A% M@",5BDYE(%;DJ0!KNR U%+0+:D,(SDEV;IDfMXW&+/^RXUL<;J6ZL[RSI_S>K%$QNQ)!I)4[UQY+]HC5T+2VGBX#]E6B-C:S MJ:6 /(<-MAPN*91O????(O:C|SW;FO]$!B<7CL_G53)<=K)/?XAX %5[-%+1Q M

*T#GRQ[TI!5I>P^(H(EU! P63A,;Y'QU]_;H)RLU_&NOL)2Y!ZG8!@C M&32C:A;*B'4I-I!]6/,@/_*Z=?.?" [1KBLOO'CINW6KN^#G2?49!TSHXE$.*
MZBO=M8$=#,U<.$5S6DI|GTZCF>WP:X0/_'H>O"%H5=3W8BA"K^,0! T178.M"@%Y/^[I6>[!OL8' %Q,XQC:C"'YN"%EJ'\IA 39^\FRUCV63+GW)O7 M#(!Y?*
*B!JU%@)*63R-.0.I.:8"N,^&J-H> ^GI> PDB;'C?]H(4MX&?'"EL.BT4 M%A]\Y#=!B,PU8?A5YVM#50FJD,&8^ZDVUO,ZZU26ECI6S6LNA?)$ZE1 M#!-2ECG8-*
*_;PQ+^]+.;Z$C3HU8P:1LGD1@7'@]"?"[P(:(^,FF&F_A4C(UZOAN MZA:*M;5)CRZ\)TI"D=^\!7-]T-^L'EHWJP,\,KKZX_!-@##WO&L-6*
MH[/6+B#2;Q5\\]NN[)6A:PVX<&?^I=W=%!S&CO+DVJT?39@(BG19(]+!]ZN M9!/.4LB&UD199A@,K2A:*RHWI/V(NI\)E%890)5!TT]"5@6F,EHH#Y?69OK*
*M7NTF=IUXQ(Z,4E$!:O\4G!::,_^&S5GC91;,$C&L!,W< (K&Y9R^;+<.H8'8;' MJ:6JO"3, YE2=+ BO1[M.\$W7O^]]7]1XE:UX&*TTY5O,U7^RBVF%.XN;/+\#7,*
.CSXT;0DV.KI4L3N$O^.1 M[JU;2&BLIR\M4#3&YUJDI/5QDN#IW%NO^$PRT-)NOHWODR!@MLV921:80$ MZZ$*JQ$/T +KGB P!ON/QKL'.B%M.&R% M2,1U?+LP?*
&H[A+Y6Z,;-P4HJ5VP\H>M\"K2M\O]LZL>AU#,.N E+X MPK(QQ&%,Y*C"+FX\8,\-'N^-FAG;SSHH,BLT> /YV5SZ3$=RM-'VD> ^2"YX" M]JBQ*4WF]N?*
*9HD@MB":A!!K!W'],D,?T,Y -CYC(HQ%QE\]3:5@IX^J#M/T]OCPF%-IH\Z_YHFZ#:4(.!:K%_ITQ^ M9*YJD7&RTF(@#8YG6)C*6;#NPX3]41UUE 4=R\]2>K&T!7]6V0Q^&[';W4&+*
<< M/[#QLAGJ0(@PBJC.]',HS/F(K>/HA95Y"EVZ2[6A%X;,L: -* M1W.31.K,C@"K\6P8KZ-,%[%?/BJZ"_@IT%L/)EE_6\BY+Y#0J3T-$N(FR?(&4!1ZQ[QBO#KYQW.Z? M?@IBBI*
@K#!%B&!T),D-Z]JZUY1Y%'AY19598Q86-VKO7OI;;M>EXL@PV\/ @-M-N/+78IAK#!1C61MQC\D+694$T\)#*8,FVC ;-K--670S2H(=?<6GDU!5,9AUNG_4Z4#87_A#9757!HS3X-#$'Y
*M^_+UBMGK354UFURG:SE,)X?L9EOD>4]1OQ-S:6UC RP_B="|-_302 CO!P*M-C"K2$;?X' XH1B5CK4I/,,5E!G+O*],:Z&UEK870?H'FHOA8Q$}@WW SY/B*
M8@S3_O=^G/=W5^N_0E2]1!=LO[29(%S:.8$WJ=942K EW@RM:S!'2(YIE2K M%!9&ZLX."FP MAAY">(CW?SGPK_2(X:MM)=V%M.6GS0$@\&R5V6+U(-
RL0P&7I+PZBYG!QP1VI M2[-IYB\V8SK\7)+942+T 5X3MGL&X^0R>0.+2 ,[U&%POSDF1-636WD<;8,748[MA]<+=N6[64F_F7($V]#]2 "?%8ID7KX>FN ZOC*
RL0P&7I+PZBYG!QP1VI M2[-IYB\V8SK\7)+942+T 5X3MGL&X^0R>0.+2 ,[U&%POSDF1-636WD<;8,748[MA]<+=N6[64F_F7("$V]#]2 "?%8ID7KX>FN ZOC
*M"X,CZ^PLCQ[^"W\R1YSHS?=3WYICU>X AGV[/+8MR%VL51GSK!7TFR%D3-!D M*Z?GR62#/_777-W/>_!FC6]DJDD$"T$#/(+DZQ RDZWX9 M$A@3O3ZB",Z?,E,KQ4F)E.-*
*$3N4"MW-,M**T+7/DQ# Q!E-1]Z/:.9FMS0A5M MX0$U"OJJ]@P&2KP"ZK\9Q7+>74*6< M)<4#LKU1,T$R:H27MUMI;KM0B<*?H\]20/.Q,UH:K\2,C X%Q"QKIYSE!N^44 M=P*
*(:X_OV.9=_;3+ 4>/,)DCA HTRSF3>+'_=1O3P3*I] MDHI&^IC^9)6'9PG4;F"KRE1?AU>P3MW46T4:E#!LIG!L^%?5,?E.<4:WOP'X MK|EGA_4Z4#87_A#9757!HS3X-#$'Y*
*$FRRRXS=A-\CF=I[! +A"RN$;3.C4F M6C@ .I.*W6BJ>ETUA1*=\$JPF=MM*WSSHS+3Z(EB!'"5.S!E%&NY@M9- \.C M]77X>Q#7^.WCK]_:2(Z.AEWR)[>D^92R0 H!*
*<5V.C**F<)@T=S$"@3$]P=:4 M0 _1K.=-WB)@CS*;]M.*)*7)R#/!VJ>_Q\D%I:N-=W;/WR(W/YKE MB%Z8;08>U46<7/S8W;;,@2FI !H4Z'QX[DG[77R"_[$X/>#015Y*]^"[SU*
5>WLT5>BHE(@-M %^ZR:+[Q^>]UPG/W+NI:=ZX MWNRJ;OX4K:!56C);FV+IR\K"9DG!:>2YKR]8@!<6@LFARYO-!8G"IVB27>$+)) M4^FZ/D0QK;PH.9>[5HU1TFX%E"
*<)+^GY(TT\:'3PXUN\QUMF2W">& M/59?T8(M!F#"*Uf'3R3,UD/,=93)W"VS.Z7AX(1RQ.K8E&!6WS;"l,HYI;78 M(/)MLB^,DG*:,R9] 6_KT25U^/%7@(-VE%H(UAQW%P"H" M?*
IU4CP;H)CP)US-YTRAF<%##IE(;6YA362H24:RYPM:#YY@[_]\/&N0_M)DD"=EM#+-?!?D-XRMO,9P"NNIFBJ54##$()26?;>_%S?&]M^S5)U%>,*(N^;Y1.ATO 3L*76F.9H>*
*(&P>W!OBK*1?&E,:UX3$87+0IE4(A7(45$]DQZ/;#S2G#)8"9Q7V^^G/! M/%[ZJR*=S>)D]I,331T0$48&ZM&!,((++W"0 M|/2>&K/MY"0EXAJ4T#'HE M$=%3Z$9][S?D@S&]*
_!DZ=FUA@Y?@JX?54/;%V&]I74WU-3>/TK$"!DV$_U M\L9O(C6"T_F>@U-C4:$E9PMX'!.Z?4GE'%_ D+(?S].>_*EM&YK 5>RN99ZM M*
O,BH$8FI]\V1+@PZ0\PSW=PVTQ_2.%F5E^PP'K!E=/,9&1$<3F9GF7YW%?=(/ X6CQ9]U] M,H,G%=22$/4J^-
/V1%>@C6IVKLU2C"1Y=3]XE#"C+]C(2,',)4_[U&%POSD8ZH7='6^,)1W5W 7@!?N.1 M'X:XR@(<[CNEYQ2=5"=%RV,4QZ,E-T\NAJSL=AT<_YM|= O"1V%K2%7F>1&< M-
"0"$>V7H[;F?*O#'XXXQ4Y[,2@7>-E$GOHJT>S._)ZI<',W3]^X//IT-.C M>0-+5#6GX2E&FCF>/6XP$@7"RUB]!8LH,6.@4)>F=@!?]=NJZY:2E">_K1Q1 M2/EKT^P&-
XD4514S,#Z&$X98($3?9][.0,GFV M78:&S? E2N[YTD+_&$?' M,5Z'GC$@_LUO-%,^,PJ4PR6M@N11DHFD\@O:@J1B&DZ\6Y1L>2):/#:OW*R$(_ $!:(!M L3TB?RQ9O671[;
*M'X1:4S,F1,HN.W]IS'$X7;D#/<&,+AR.5SM7'3U_I3WT^Y;'!QX.(BU\?!4 M&NX9$]T]1:HZ+6VS'FUD^V.VI"CAW^!\A4A6C'B8*1>L_RPRO@5W>Z$V+CSTO515];N]YN';C6:Y\?-*
*U3]Y&>01 M5&8P:PI7BKQ6Z.(Z,!5?"-:9]' $KF)V"Z\RGLF(:U_'7);Z0L!%LA/11B/U-M50&/)7RR01>M9?0'J0:=NOP\=@7P\/:8:GGZ.TVI*G?]{BLK5:FX "<=*2(M*
*M5(0O4NEB'^.=_W. >'OK%S IT*9YC9'@] W05HEBI%TENZ(0E?UTB. =FD?F ME%[_@"&TY^(D>[F>Y/'BTNP*]:B?E-L M8GP-3*Y)P=WK9PH>Y9;D*E>GPTHR%!OH8KTX7.7-*
$LV=7_;+T'-5GK:/K7CWM6T%)>HY3V_0 MX]N]!VVP_=/=B#ZF75W[P=64M/-21$C[@-==:;0;#T<[P&5GSA7#9FLV6H-1G+\N^I2O4Q3H-KVI M0+/# T#:. N?
O3GKZTB\Z64U)"RN(XH8>1H+GT(IF1I^O?&'5V+(]N]&B2@H(ME(C]X)YY0_6F.-7>RQM>59I(Y=?9]ID==7!%D3X?;CP:K#)#4U6,(^6 C*N M,9LQV]LQSS&+'^]?N)ZM9L/-*
*)4C Z2&:,,OC9]216F^6SU\P^U?:6I/@B/]0 M&>@>3+]LWL]X]MQ]!7)ZXCC_94D*_AMO@'CC\,L301_IFOMGW?9 JJ[,.NF(W MMWY0U+T'(,<2Z0D/9.UH:%"O^^7ISZZ=!Z$>/'6^:/!*
*HGL2F-4GZ2LGQHH(4AIXQIEE MATV4SF*5:O_4#C^8XLC 1W?2B$]'+&A\)0H X1%'S4MI:2IVP0A%/Y_Z%\ M<'S(ES_?S% 9E6(A9:W2\@EP&R:?QR?@<Z9(*
*0_66XK(A9V.]>1.HF!EBER M>N90:7#23]=K>U?6>/Z/R@TH40#]Z>89#1$L#"08/GO7MILFE+)E\!7,>*IL'8[2#3PHVBD(WZ#C+AO#"QA8] MR._-,/DZWJF:24[462PTO?*
*$D8]2SRS\]0QE7P,,^C&$=5?#[!W^>V7H?]{G, MT@230!YB8_<3EW6+D9'AS+*ZX%7EL97-(U_]I 135$;L6C7ONSU\IQ$1&1K(MP-Y#!##BF'&+U=W'!5*UZM:"24XMB"*-*
*OE:,9^Y:!BPQT- 6\"6=_8$O"_6\ MJ3+GC.R#AL9)BZ]F7RTBK:7&HT':E5PN6%A(?M4>X:P[8M!D4&I3';'ACI'OO1!0 MXX7/F=Q=D#G%P%Y63V2!02.T@[:[*O)YTKIP6"3\C*
*$:4)XQT6)&?,.'ER>8 M2#7QQ]"NY7VOUV "!O%X3VE;9ESLP41_/(Y_A 1-'16Z.F05!"YMOV;W=V1 M.BI0G5!"MPQ.V.)C*_/=-!0@0_;<+6=B;_.3QJ6"25VH9Y1GWE.I)-+*
M@T#SO#'[MJE9?UF1,0#@H#^EV7_#+1.REJGFL\2'/EPME)'-E?\1GRV:6-CJ M&M37 2Y:9WV'4#M. (_6R@YOG\B)6?<\D7^]>+XLJ2@PE!WG>PO[3JPJ.D=3 MO\-*
*X(UO99M6199HM*6-Q\'?%1I:.^^P_#D8X,3''BZT*CICI.5)MC4PR<@&FB?`MJ%>5AJI#7$_TH8)N,S(N-.!Y;U3K&(M[(4ZCG<3?SB(*BJ%>UWN-*
QCAA3R;5#Q);E<72@!13#M<;EG*_H8#-)QI#?N M_;>;M-[_]O6DU5[T4ZBGQ2"U1:AC'S^+7<3#=AF:\/\M:91Y8Q!:.,^3DNGL$,X*O? -QH?L:Y3,*
0'5U9%1PCD6:#7AP1DM"T(L4_2Y M153ZTC7Y+,/H849N/,G%^72]-K/\^H?%!!*B(MY8^:;,_-_2%,>!,=5S=RQC*
MW[IFY"TU'_X.$Q#;"ORV2Q(697&>XW:4^&O6\0O+K5&;/SC,#*$QCDR^Y\>#' M0374EAW V@U),W!UQ(CQIB0$*145WD1\;258S%8?\^F+H$;7H?LW1/MJ=&'M6-./2MT?
*H5U\;/>-UDIG\NCD,(-N)6=-)FDP2E]&3*IR7+GEHWX% #A&'1RL MMJM4V[W->ZFI'L$V&>BH7YZTRIC.X\'2>)|+$]201SS<48>N\eVI$1D2^F M#_9WZZX_,Q:1!8.((0-*
*+@_N]#SHN.8U84ZM0HW<6:W<_WD$%FV&&IRN)Y88Q M0RXZV#^W9C((SBQ=-[=0M#@2&G2KEVDJ]0:ER&CQ:U!*NM-I%A!5!1U^_9]O*
M+!>B^+65X_J<:WBV&UEX8PP0'!;AQTF3=)-2GA;X1>\"S5/>$](7LOJ]@'ND MJ[.=M^NH4^\@>)<7#(2TGLGK0LS[I:81H@FO/ &(8*,A/"$:00{]4*2!)!84 DO2 3$) QD*
"H1@@188(M(00("80PAP!A"\'4-N>WM:>!]SOU:5_OZ7/[_<=#IO"NO=Z]U|OVFM@)E/ MI"'=2N13;AK7OI[_<46T(3S!^?!7I=YSJ!=$\!B,,3//=N3)SAIVO(U"UP.
M@H&74SOE-J_.19"SXO9M^^^I#.+!_67SQT\S/2<|34R!=.J!0.DPI6EBAW MS_(DC_$,T)?'197G*!T^"';^ <$X_#{JL6 !$,4]GK>L7:;?T#(% M3R/0O?OSA6!Z;)N;J7Z(G!K*
*MVD$>TQ1.8^X+7R9BD'HZV-J_K.)?=S<&H*RW9/T7_;GZ$E&POV-[9B<[PN|\^'1M1,GSK\XVOS:RL/0.-*DBCAG$78,N:C:>UT MP1TQIP^'K\'-6^[*BOINEA(ZAF*S?*
*$8&.E*9J_4W3.7=!2RG+D57^2>H+(A) M!H]_=BSW&KI!:MM0,>QAHO5PX2++#E\SBA{.\>EB(I0CTE^,AEM.KOB,0:2-MV*>-*
*$@2V*N@<6V*$ZU48O#-1O>GQ9X>U[YZ7<|_<]@(^, :M&)7'G()_J29 M=K$N<)+5O:.R^PLZ[%>&Y$L9/67';X\'6 ^M^MDMHMD0/:$633:;*MQO'1]=*
M>@V)2CIA_LF/O=XE!!JE!JL!#3H67-PJ<|T\F5I=!P\"JB+E:O>%50<)5],J M'G"P<"GR.&A9&6T_'^'F2V5"<1N0 M1D+'!E%C$4S.;B2B%SGU#N;I\5]$QZ<"UD-
*ZD.U7Y3D6*2"6#!=W<1(M?) MSD-I;BG0;Q/I)-X"<&H97?V(V*,XXL2L((?>6/#@.YN_JX*9ON$WX5N^K$0:.MIO6RF%0^P3596?.Z_>!*V'K?-MG:_3]7IA0V.QPA8\+<$GL-*
*N.E_+FHAY5(D.Z9N7OL9WK32%P&N:LS-:L2LE0 M##A_M^>EVPF_->G]@ET.[12O93RIJ*LIJ!4)*8LY;1WJZJD'=@XX0$D0(GWF M7@:6[^^ ,1X63$]=G3VX^>M$U.|HS;*
*[A]#=KK+@%!'W*Y>YE6BQ+IE7C.RPA M*(O@(0E;MTZ=PW;PX1E*%,PL=)S$7W#$$E+6\N3O$]L8QL\943F<"(;W56(P3 MSL.-6R*)_(75P4[QM_,,+NG!XEQH)E*
*P@JU"B;$:P1_,*_[P=AP8&&!5.E;H M5%H?P4WB>%P$>2A?XXAP M:K662W/?66>+Y/:0R2HLUKS#$2U^S\T\?[D22_T3598/7[K%G(Z#>(@1MLI/ M1^?*8>F)V2D'JM/?W*|*
*X+/(MEJ>TU#>&E$AQF:65J"5ML^]RR6&Y$;) 3O_M+XCMDQ.@&8;D<.I356E)MQ5$$>S5E5HS=*H]&U+K80[OR9=?7H#Q>`GZ>@7^%1*
MNH[.^XW'=|:WKRLJC'XQU.S#A'M?,_95V\6RJLQ M]N!=J9:@Q$G?3JL5(Y8E%FD^\TA9T'8HZW)!$>90\>N]$4&V\$C"%;^6SWNX0[_46P:OUNRB$^:[A9,^U0NV4O
M+,KQN&>%)NMLF|E'+VL !]O34Q3+1HM=%4?\D([''7_9^>1A5X/PHR0A,07: MEE82=]T(!CLLW> Q5U(4O)0R\XS:/GYP'3JA-IU+N5G_T@'7\))V&%H97 KSN?%& N*W>-*
RGZ88#3;CFZ^5G^&,]?.U MI9X9)1X]EZ/H0NW:BYK8CA252\3QT@-&N>9[2);QIG_K%G1//KUNG=>LH,EO MMB>Z&=W?6 2C?^7_+;;@:^;9W@C'3;4E\N"AGJER^EY<<^:*
*_;LE3-4OUF9 MBP69TY$AU@+>FZM$NW:O/"'TE;5N/L2?9H2!\\&JV.5 EQ M?OOJ^E5;J/E M1L^/ZS$2)^EM:3+OGSF'.6?C3_4C*GP1:7+9AS9F/;-*
W5V!B_3S&%=\=Y+DK!,R(LPEEV&0BWHD%N'X'HK MIQM$LM1\+U$!16$;SZQI7Q_I0<;,Y%/W&>2>[A]"NG24^])*FYWK%!05C88 M<;-1^D%S&?W5BA-*
*(UN4TO^Y,K'&>KM"4$*3%,ZSHH-5>VS:W]K5-*7-Q#]T MY^PR=!SI$?2)ER2V5K8E(G1#1O.:IV2[=Q[1%OJ$[O.8&1G3:\17SM>171_ MW2]!\Y/KLH[*0OM;M^^C*
4^M$[FC(**@6'&?HK:F5PK12[MRG98U)V:]MXJ07ZK,?K*2@K88*V[!/0EM?8Z;/M@;;)[2)<+-3F^^1%2)T@B7 MVT,W"1)#OUH]5O#B!^-SE[%GWX4LHH^K[M M-D E_$
*^36)9U9&AQ=-SU)V1T<0819]0.I8 (E43W,UHG]*Q6.F@.D3R-Q- M.!06Q*?;$U6!GQ8C_O.U;]MKWA%G[E>0EL;IJ*;MOY(Q2H](M&7M&(+X^"]M*
*M'@D&,;G8$.5.G5D+/>.C(M7I=2[@U7;HK(.&P_]CSKT_SP6;IAR3[3OW$K\0K MM3ZEJRD$#8W<*GWUMA3\]++8 R<[*178%>02SNSM9<3,WU"NZ4)_?ZBA.?X_P*
*M'-0TNS:5EX\+CK&;\OIJ@ZW07"6+/;O$5*H FSSI"IDQJBV?,?BT2^3HZ/-T M"3)>?Z&._JQ^@NN(FBGZ>22-?\R?TB>/,@EN,>>,4M)R7B37FW[SABX! *NM*
M6!3&##VY#!4>3YSR%LC(=&F>2X/"*,);P)@R]N,%D6T/S\]D,"SN*G/"(@D7 MHZE-RVN&T1-)["##QM#W5N-*%F][-K+V<^M-Z[,3"WE8#6G?W@-_G3IN1.W ML%_G8.+93F?*
*R:WR TZ]7GOFFP"[IYNSLN>ILYG@UE+T_))K9Q[0IS],2# MK6X28N#>L4=!EH]H'#'TW5@Q5%+(TU5O:1B;C,9KJ2]?2'!:\|2SWE2O0+)CJEF0H1T_)&*PNIXT547N+%7!^?0*
MP#IX+,[&JJ:YH)C?<."0(S6Y8D;MVMZ M7@6%Q%K8TUVU1QM\F4JQ'UY+5+HY!H3V!4G"LG:KZ=0$5GMC>J&F0[=(\HR2 MA!^LZ5?H0.?.+$@V$[MF|_8ZEAQ\5]NF<-
X6O'(JPH7Z^\-$)A\"7.HAJ0% MM>,E3]T[EM'B&)F]/#-P@B'KF/MG-+,6@WYAV0E2U.D32#0453D+\+Z&4.+Y M\34>=&=/<+ZI#-C':,HR67"=L#KY;\&:!D+QYM#>@TZ!"!;*
*(HM&4_WE6 ? M1!9!:>.4RQ7:UK22O5F$%OYW-Q(#9]&$JA29%%/L)0L4R,K1M-0I.GGKV8WL MFQ6;^"""3YI6D@5[LG3BS*Z5;>5;&GQ1> ^NO3\)!6CD+OFAI%L>K05))5#,-#*
*M(S4TQ7I&G_U/FVL_O@3O')#[_YO"SF,@Y8R|_BX4^U1Y6(Y2KBBL])\/]!+:.M_&GVX.I]H&5Y8:ULHUIU]7*XX7&;E7>]7,3 OB6!C2SXB M;1KPM[9(VP!;XRS?*
*PHL_^^O,7[8!5C4Q#<1M L[8?[_M']YP_'8 F9D%"M MHH11]C5$>REZ*V)^1E+*FQ"T:7C]4$KC+A?' MR+.R>RBZ?U DM*Y<8731.Y*
M="I_A'3$,8$>M0X2^NA26VN9;N#]^YP]4[\6(\TO9?%RZ=]2$^KCOD/%G8<4;D+(T QT>N05! YMJ6NH<$QP@[&LEP] M=VL,\.S$!^\]<:DKR_/E.XFS.8#Q8J@]0S9>^FS"\?
MJ16.)@8LHGZ\%EI-EZ YYSJ"X=[$)NT6_^P,%01O'M)88+BJB2^UOO@\^"X_FUS:8Z5;-MJA."Z/-NI*5]%8;3(]55OVM?X_G2\UPE(I1M^]U9W&1\4VFT>#3K.DMCF6*3)*
M.MEE>.26\0RS#WCB"HPD-"]S)1=*<8E*0\5]E@N7SZKK['@=@DNV9J.W 8X M/PL2'3W7BQ055)V:7S[O6"WY*-Z%)4'QRCM@Y ![4IAQA?$"M>.V7!%]YVG*
MM:H&CZV>\,\8()KHW"\8<_ #TDX[=6<'UI#4AIQK.E?\KQ-[/'JL-#(O4<"IB|$,)0N% MB""QVK5[UDO"N/6UH4W[K5#??RC7%7UY\EE4$37&D8W(NK6F.K*D=5MS?4L1*
*M5&H6(Q>O?.GNWS>,.& 6GDU(SS)NGO/F^ WI-35+EDPPS9$#+G/SV-2A8T:2 M+4-3\-V8C_4$R]-5?TYB5HAWC-*B\|$FI7!7]9AUNOKKG1K9FR:PQ <'4C-M-*
M<#C(:\PH6X>;W,B!$"A@=*.67+^.%FWST67K^[.]QQ&71#O?:/|_&F?/^>#:Q3LUZOSRDS&ZV?(QF!7P\5#5SRB0V M8-UX$>P3S_;K))M;.UTG98BG W-C/BTTH7G-RCS4KI
*;##V6U")F6VG&'MK; M!QH:RS57R315GX'J:IA6309.J=+NY\|^K@9/BD'#;,|" ^OBL#L6MRKS,/*N M^95MP!8AZ;H3E*K'EHP0F:ATT'E\-P880B^81:\|EGL:+04WB*
*MC2N^A228G;0 +&A+ ITN:!X(G'H:X6.@R9\1+!S+7Y]H/U+#)=DS+

*M!D6>JF?R1L5PA1I5?N1IE;Y=UE)4DQVD@)_&!&-Q=:TCCUFM(9F[.L<'((_M:DC7'GD**H=BITG3]/GEE<>,JX(O7_=E%P-,L"Z@ZRV.Y#F%L"UZU8"5%:'W-M$=?^Y96KN'-QF F[4.?FUM*@R!EZXRN;4!]SS+=_83U]TY%M!VZLI=2L?LM M>++PFAE=?="K,,2HF"5V^4 KL2U1;^S'OM2.=L-J M1AHIFZ%3S)#GD\AT."@FS,#5-M,N96[OJP0!=K9-E(W(%8NF!*/D(M9M216)-MKDJ;/=:FODSZ(4;+U/B.D Q27\1LR6UJS0:3.Q+5P;KHL/5M@,OCZK3<*,F7 M>;^"B$5&;NZMYY9'W")H33A5G&6K.'^+2]M&[3K5N7M@%? MC5O0=-*?O4*B(A2^A3D8.?]I=%EUIE/E(P$O\@% ?YZ/X$\]WS1M$ELWAR^[-MM S5N9Q0N10H5.N2%=NIL#W5A1N1 EAKYOG_-+FY8$!>F_E0@AZ"PQW$D|_M_R9Q_ $@&CZ;37/M<&J4S]M'D\VX?QN'5ISRLSX&R<<>(5#M'UPV9K:(-L7Y MFS;; /3+KUO6\J25%L*RW>9"KCS8<=8PI'\U%LX]'X +9IKBTXF8FCD9[V(Q M7^;\C>RAGT<@_]=P9/UN+*3&NWQR64?$[W#IR*$!3V//6EL:& 416_TYX;>C M:[2<$Z147F#N!6ZF3<6L \+Q:T' 5'-*(]*ZOE(/;?ORM+I\ZTX."TI0<(5+ M4^L7P6]VN!7R\>M).4-(APSKRL!M>[RA I;>Y>0C"+KXK:X-G(!&OAYB&_M"1+-6U1Q>&9[SN+6?3O:9>&\M7Q=X(1_0!YX&66F$6%.A1NB*%,&\1?W.!/5GU5E/=V0%_7%X: MY]S?X[:\Y\R[F()%Q^EH B>NWM5C#%WS5.G#!6>.&W@DD@7#,PW -BPL0S>V5,]7$XMDBYMZW>]9(IJ:R%^G_8?FOWP$_\ <4P\8*X:. MUR59#*[W9%;$## (I!SUK*;\,5J]?'\Y*IK@MIQ5A-M3?SDO2+IK%!9%0MU"B?\-4-%J<((85W#5';B]I;==7;CV/A Z)%5COU2$/RX MFYNRRCUK2TOPRJL+*Q^X(ATU+"I]JH(48'EM_813P73K,5L@<#VA9F1.:"SW-MN53BZ$%FB)3>^V(LZ\N=-A_FGPPA5LKF<6J&,'>9M/U^,8>UA@EU$CROOW:S M(7L:H&&RC,+6QJ>_/X13B"S1C'.CU?H+8!-]D=^:M;G]\OKP^=S4K\#5;D4>=_W9U[NFV!E[88 !XQ&PI]*Y2ETOFW[`>8;!$&@+Y ME5X1(+!P%UKA@ITF!\0Z-ENLAZ';Y MO3,_3OH[X21GH!=/&]$&,%.4++\7.SQFP.P MA[{$R5Z8:A'0'&L:%H]7I5&LM'!?O;"=SMEKFZTDF+LX.2.DZ8?73_9^>EZ MV_J3:.L:,2(2*56(UI@D[]T&A.\C(4&;.NYCZ"]V2AS4DFDQ4#9X+#MQ/$1[M=ATUM:PK*.UNNFR&IS"?D!.E:MN-]*<#RPU(QCY>%'HK[4 =;!O@M@TX3+6H M9[(&4^KM?IT-]7\O>UAVP@IX*>HX53!F9XO>)TU=-HL-RJY~;#HNRDP MRLEULJDEOU(*BM5Z0G.Q',D^72O%/\"6)25\&A.8\SFE96-+KE[OTZ4]R/V MH!XA.73M**&6@3%6W@8T(J# [777P0^S:MBW3N-;8BA4L]Z;!!77 JX 'UOXS MT]J9#T_DG+3:6[""6KFQ/.+5&P*=_0A2>R(_MF@C."HT@ Y2<%_Y[-%Z[LOJ M=]. ^X"["#$OV!8"U#!V5F+O8)!]KM!^M '$A-\]1Y]64]^ !5#4IAMO77G MQIL)^W?,/[GFU#+DSF:W&J.I/LW)GHS'7-L*1U?XMUOKH2N_\U"^5_'ZS2+ M"*!YLYBG3,K-N6=L;=+4E-O;U*R2S$$T]>H_*0D9KMO+K% M^$,)84^\:+;>+W0/E4BW.)&=(O*MB\P2Z'Y;TLQYPN@=Y'A3Q>J$!==]VV>%*R!%>QDWV*.3C%FXR*;?S_"V8NT M;/1L=)O\-AB (P1FRJOWSY6K!=\G6*\&9091,5JUJK]CV\YF*'^7C]*$A_5]! M/=>[?8A&FKX^P!&>V7KZ@D4R:S+X"T)162Z\(<6 3-!&ZM-3/D,RLV]L\LIZ M QO%3E]:3N=# (+#;0W<4_%9MXO(KQ^.]L)+A!5(Q&&2T#2A58I<%&JJ\NA;^ M.K[WT&[?RY8.OU\O.^#Y"\7DUP^7!0!*\.J\Z KMO\#P*?:6M#3F\HZ4JY$V\%$%. M8J[%6.4LVNMM-GLEY;- (I@53$A!(I5$*\YE"VJA! 7F2KD2_M[8-<#TT-:?_ MW>|X0'\$4%Z-<5?O2D,$)4YV&#EZ1'PQ/?549G%B=LKAN\546 9'&VFS-+X-B -^5Z:K).#&E9- M!6ANO:> [:V>=&L:E_36T0L9J !&5D^@'T&],2],I&L:GLL;[F$.#:E!U]24DC[FW/N&7_+05C:&KAV M[%?#TN,GT:]?O*QJHG63?MH_4E4N=\3M56H:87R\V>=>XQ\)7.FCH8;SG- 2*%5_A[V>@P_]:W.\67>R$=..KAK_Y>-HV|&D:%%[M^O*:;D) ?'RUA>F>6]C#QU$QH3W+'$./U3Q28(5@.E(>(_+\(:.V5HX"H=N\ M=N\U0&DWWXV/E3W3K-EMD%VF<%PQ- +6Y[*#"WY1<45PMA#C\[8I15^RZVA!<:MS:QWWP;$T_MZ3 +S\I4N7UED/,,>I(LXX 1:SE85XO9KEE]Q.(2@\EZ0=2/ M30Y/PL/2*A:S%&(6-)N63(? 8)53YPI9I23LN8I4HQ'+9WB1_!VDD?)K (0(C M&6Z$);[<-*&MEFH&HHIA[K\,*4!"X+T08PBHTL.]1,8]8\]N-IPSW.4X=0 L+Q4EXW41:4? L;E0(%FPP1=OQ52=Z'{/$.WNGB:S(\^C>67)FI*NQ4B+']!E&?4Z=[_6W-"@=_0>5 MC!LQHWMH$4MZ_@)9VF);C5?K(?*[%'5OVBO|!O< M%<(7I+,:^ MR/Q"T%5(GRUCX*,//)G0,=A;@^JBE>@;9"D+XHQ3HTL*QWO *K].L00HHQ2R M@YC"2BWP JOCBK2KG]0:9_%TC!^*9ZNN 16>M&W&"[\-^>1W%\4?"5DB3 9J M O'*=D.Z? 8$[ITXY\R;R8S$4\;#W0OP^-Y/-P89:4IV(_.1CED9LE:ZFUJ3 M8WT21*;/WTE]3;2/*9K\ L9T2-+)CC@5:&KAV MJ%?#TN,GT:]?O*QJHG63?MH_4E4N=\3M56H:87R\V>=>XQ\)7.FCH8;SG- 2*%5_A[V>@P_]:W.\67>R$=..KAK_Y>-HV|&D:%%[M^O*:;D) ?'RUA>F>6]C#QU$QH3W+'$./U3Q28(5@.E(>(_+\(:.V5HX"H=N\ M=N\U0&DWWXV/E3W3K-EMD%VF<%PQ- +6Y[*#"WY1<45PMA#C\[8I15^RZVA!<:MS:QWWP;$T_MZ3 +S\I4N7UED/,,>I(LXX 1:SE85XO9KEE]Q.(2@\EZ0=2/ M30Y/PL/2*A:S%&(6-)N63(? 8)53YPI9I23LN8I4HQ'+9WB1_!VDD?)K (0(C M&6Z$);[<-*&MEFH&HHIA[K\,*4!"X+T08PBHTL.]1,8]8\]N-IPSW.4X=0 L+Q4EXW41:4? L;E0(%FPP1=OQ52=Z'{/$.WNGB:S(\^C>67)FI*NQ4B+']!E&?4Z=[_6W-"@=_0>5 MC!LQHWMH$4MZ_@)9VF);C5?K(?*[%'5OVBO|!O< M%<(7I+,:^ MR/Q"T%5(GRUCX*,//)G0,=A;@^JBE>@;9"D+XHQ3HTL*QWO *K].L00HHQ2R M@YC"2BWP JOCBK2KG]0:9_%TC!^*9ZNN 16>M&W&"[\-^>1W%\4?"5DB3 9J M O'*=D.Z? 8$[ITXY\R;R8S$4\;#W0OP^-Y/-P89:4IV(_.1CED9LE:ZFUJ3 M8WT21*;/WTE]3;2/*9K\ L9T2-+)CC@5:&KAV M[%?#TN,GT:]?O*QJHG63?MH_4E4N=\3M56H:87R\V>=>XQ\)7.FCH8;SG- 2*%5_A[V>@P_]:W.\67>R$=..KAK_Y>-HV|&D:%%[M^O*:;D) ?'RUA>F>6]C#QU$QH3W+'$./U3Q28(5@.E(>(_+\(:.V5HX"H=N\ M=N\U0&DWWXV/E3W3K-EMD%VF<%PQ- +6Y[*#"WY1<45PMA#C\[8I15^RZVA!<:MS:QWWP;$T_MZ3 +S\I4N7UED/,,>I(LXX 1:SE85XO9KEE]Q.(2@\EZ0=2/ M30Y/PL/2*A:S%&(6-)N63(? 8)53YPI9I23LN8I4HQ'+9WB1_!VDD?)K (0(C M&6Z$);[<-*&MEFH&HHIA[K\,*4!"X+T08PBHTL.]1,8]8\]N-IPSW.4X=0 L+Q4EXW41:4? L;E0(%FPP1=OQ52=Z'{/$.WNGB:S(\^C>67)FI*NQ4B+']!E&?4Z=[_6W-"@=_0>5 MC!LQHWMH$4MZ_@)9VF);C5?K(?*[%'5OVBO|!O< M%<(7I+,:^ MR/Q"T%5(GRUCX*,//)G0,=A;@^JBE>@;9"D+XHQ3HTL*QWO *K].L00HHQ2R M@YC"2BWP JOCBK2KG]0:9_%TC!^*9ZNN 16>M&W&"[\-^>1W%\4?"5DB3 9J M O'*=D.Z? 8$[ITXY\R;R8S$4\;#W0OP^-Y/-P89:4IV(_.1CED9LE:ZFUJ3 M8WT21*;/WTE]3;2/*9K\ L9T2-+)CC@5:&KAV M[%?#TN,GT:]?O*QJHG63?MH_4E4N=\3M56H:87R\V>=>XQ\)7.FCH8;SG- 2*%5_A[V>@P_]:W.\67>R$=..KAK_Y>-HV|&D:%%[M^O*:;D) ?'RUA>F>6]C#QU$QH3W+'$./U3Q28(5@.E(>(_+\(:.V5HX"H=N\ M=N\U0&DWWXV/E3W3K-EMD%VF<%PQ- +6Y[*#"WY1<45PMA#C\[8I15^RZVA!<:MS:QWWP;$T_MZ3 +S\I4N7UED/,,>I(LXX 1:SE85XO9KEE]Q.(2@\EZ0=2/ M30Y/PL/2*A:S%&(6-)N63(? 8)53YPI9I23LN8I4HQ'+9WB1_!VDD?)K (0(C M&6Z$);[<-*&MEFH&HHIA[K\,*4!"X+T08PBHTL.]1,8]8\]N-IPSW.4X=0 L+Q4EXW41:4? L;E0(%FPP1=OQ52=Z'{/$.WNGB:S(\^C>67)FI*NQ4B+']!E&?4Z=[_6W-"@= 0>5 M<!LQHWMH$4MZ_@)9VF);C5?K(?*[%'5OVBO|!O< M%<(7I+,:^ MR/Q"T%5(GRUCX*,//)G0,=A;@^JBE>@;9"D+XHQ3HTL*QWO *K].L00HHQ2R M@YC"2BWP JOCBK2KG]0:9_%TC!^*9ZNN 16>M&W&"[\-^>1W%\4?"5DB3 9J M O'*=D.Z? 8$[ITXY\R;R8S$4\;#W0OP^-Y/-P89:4IV(_.1CED9LE:ZFUJ3 M8WT21*;/WTE]3;2/*9K\ L9T2-+)CC@5:&KAV M[%?#TN,GT:]?O*QJHG63?MH_4E4N=\3M56H:87R\V>=>XQ\)7.FCH8;SG- 2*%5_A[V>@P_]:W.\67>R$=..KAK_Y>-HV|&D:%%[M^O*:;D) ?'RUA>F>6]C#QU$QH3W+'$./U3Q28(5@.E(>(_+\(:.V5HX"H=N\ M=N\U0&DWWXV/E3W3K-EMD%VF<%PQ- +6Y[*#"WY1<45PMA#C\[8I15^RZVA!<:MS:QWWP;$T_MZ3 +S\I4N7UED/,,>I(LXX 1:SE85XO9KEE]Q.(2@\EZ0=2/ M30Y/PL/2*A:S%&(6-)N63(? 8)53YPI9I23LN8I4HQ'+9WB1_!VDD?)K (0(C M&6Z$);[<-*&MEFH&HHIA[K\,*4!"X+T08PBHTL.]1,8]8\]N-IPSW.4X=0 L+Q4EXW41:4? L;E0(%FPP1=OQ52=Z'{/$.WNGB:S(\^C>67)FI*NQ4B+']!E&?4Z=[_6W-"@=_0>5 MC

-4"!2^<4LV>Y:N@E[2W&"5,/8/*[91=0@NICYGB(S;3I1R-],,U&X*= M>8S[/$43]GP1GV\Uj%"); 4W.[&?VVDUC;V)O3*F67 /5ZZ+-D[2:,Q6:3*X M-B:S1,Z34>0 AJ9 %=@A[R0/'"?BR#,?U^*@&+0YM2 6'D0#5\!M>2/^4G"5WKF&]= \;-PFH/@ M.N%>5"TQ2Z.0KN79A+$;71CKZ4=1 MTJF0==QXW\/|\>L'GCZT<1K-T"T[!9#]F#V:!E)=¥M.DX#0^!L#*Q6>NH6U MIAWR#K*GK:OYT/5MD!01^/H RZB?]4Q?*K;'O)9:QV{]= E;N*H7>%DIWNZHGA%FKYB,[*X[;K^\F9,>ACT;!5]F"8^/(G>R?_[- M$DG4<%W8) <'/C9YN:2Z=FU7_)^K\==ED8#91^Y]9=[&3Z'#&]=[/8Z<^NS7&ZCQ+ -7ZV0=BAP\ M\N$'N'@I?/R2\&X#.?/(1YTWU:CQG7>=[*FI:X&C"'>3T:O8F6}'0>,;=9)S4 M>O0E;RRQ;X;M;[Z ,^[TF#;M<4I/#!G6I+Q]1!%F1+.8CBFH7MN:XT7PQ&TN MO/DRTHVJU,&Y6: 1<,%6BTG5WL78;L$%T>_7_0*V!V/+ZQ8$'#:M$^(7ICC] M+(@S.E"0;8%]+!Z1K]6U>C^%#KUX7_*ID=L[R WKL Z:M2D'YH[$]V2UO;+#P M^R"GP('(TLMB- DFU=N\G%1]QSNWOI9Y7E5(G48CA!,CD*.R^!(-9)BN7!F MBL9NA*ZL3F=a4[U8RD2 R3 #[4:*M.I/A@\ZBP>=9G3\.#>B>_%#:+3S1\3!X' MA:S[Y2GfRRF%VI*@7^Y$;+-,?>BV(PIQ\Y'RZG'=(7'01LSIB[>=A$1N'Z M.[SRB;=5&46LFW?5ICVNQV_(.W0U"@NG Z8CTKE3CN+/&HIICQ]S,[X8IRY1 M>2OSP2N8&*ZO:0"G;9'-VBSU>"/XKO^.(AV]9/140T81O&42\DWAEV!%Q<6= ME/E/UN)QO9+] (1\02;U,58OZ<4EZ43WHQ<0=;WZ[*S7YCK)43O%$38XT&K^+ M"B(?@A-5QXNP?#^VD!/;7P(R44;Y]HI:'\[F]1GA*G/P1IU,H^M+"-3;&\A7&/ M,")ROQM;[5)P.'/OA^3!?#$%=?QU=O(R &E")NX<.W$Y55)&[LD2 D_CR%P" MN=?8^_Y1;!;7\D8*?F?D*"R+#O%H1M?543^NW-#!*<&?)^E]40EV=;>(W2Z> M/A.8ENY=M-YO>A,]4J--CG|0B;T!I%$95/6Y[M=9?I/,._[7YR%:U;MHL|& M)$XUH,?/?!LSH=838€]>+4J^L3%7Y!IM/Z_PBPA7V'>!M#Z_PBPA7V'>!M#Z_PBPA7V'>!M#

*!H=TJ6%"F8WV3^^_'C|H?;=*W]$[6O7;.KV*OX. MSND]VTPQH,Z#DU$ETC\(X$AX>5;P_#47W!$-$2+W@K&Y&R$L(\Q=M/5I_:F5 M\|A^@:T>O V,#M9 !E *J=V;T"==TOT.L_%-Z(:\[.8J!R9WYR(VL.MF_3G MK(WYW6^7;V~MGZ(GB=K!F4"O1-_@O.*O(&JL9JKM(ZC,0J>"+ RJU8D5JG[TC0B9X7?R$QC!@QN?CHI;PJD=3EDD,N8F;K [*QH_ MUW56>GBK#?1D!5(@$?+M+/WJ!8Y9;*_<)/G7B?82|/8^6C;R_5%1G] 65,"9' M=9>8+X?S<,IG8TG!NT1-7!\N7$8AF,B$,>!FT,W';^E+/25_.!M NVI|TSA4' M\)SX/$(*0L*%|J'IBB@*99_/P[&=*"4!PS9\AI0KL.6MD\NR?%OU51!M60)>Z7U4@M2"8*Q"OHs:X]K=P='T19&+7?17P@>N\D"N<9X,>%GT0WL;!)) R/ M0F7'0VRL|NQS.%5* (TX6L41<9:B8*_5]-@,:>=V0RH$5#24*OL[&OVO2V.73 M3D)L!I?>K*J&SPO0)P:,JK[>X_#.)E'Y=1S2U]MKJ^CTRVMC:MWN5[T9^Q:& MM!-TL;0+")..I6X)#0B[FNIVT \Q2#+?4#3RU7TO_YJ@#57#^\7VS+02N29O M*B$@3N?PCW0O>B5ANO=>3BY_K=)Z)$+|??M.<+NR_V,U-*-*7EF*]OCL]!D0K1-T]1+7K,;B'K*&#{!C1B MWP JDM&C'H9KGZN):C91P=)6V?Q^A.Y)U^:!EQM]VBKFNY7.N?K&&#{0I M73 /#H0*XUB;0* M2OA:W%D"!AY:0R\=2&R3B%Y7R%Y)4|#9PY ;ZWKV; MQ2LSKJ' #]4CJ*L16]:P.GBBN72P)*UHLX=Q4G>"\Y!;N&K6M;#[1C$% MC+/^1I{4>&@[_"@R9NXF[5Y3^PYA,#ABES/1UOB9FH?FHS879%Y)0]U1[S M).XT_:=IZF6B*8$;3!,,/5/8FQFVG[JHV6<7A%NZ\95LPLPY$K7RH)!:5["G<4I@UKF4K MA12<-*L(O&+9VO$5^,5l)Z,.-16_S_;P\^Z^KZ=WIF@W1)OB|\6JFS..WU\2 M@<8%J[+>NE>-I9)S21V:9VM=NX;=-L.K36\"M'V12@XS6HD%[K5VDPN,@^GB M[5M5B?(IU5H5\ES?C3E?@PU?93JJ]Y6K_`_8,!;2U4,3#$+KI^-EF"_'R M=P_/S^;&%>D3G68W=_*$V^GHSE+57GZE*FBY%&T.Y+-*1J><"ZJ,#YB9,%P8 M93<=@|.OAMGL;0K<\")?/+700NG?2$XH\W-5DC6ZS:-/ |S&:.3HD0-2[7_Y=>* MY'46(R/71$<1GA9IN6GWJP# J5092;|'SO,KDBQ=;OTOTT(7)6I5_$=XEF$@MZJ^KXJ5_+.RD4TN2<)H'K'9M.FRPI:U%TZZ.92Z+W.9IHT1 M632-50ABVA-=2\:5Z^/C,E? 81*KY]X8D>HN$9P%L7I^BMRWQ'Z=M*KAK??T<.M&I{4Y-'NYFAK"Z_WDP&) ?+Wf;3B6^O X#';,M<)"S,U>WOJA!C;3]>O1V84 M3M,CW'Q$FY%GO<(>D7H&Y/4R+2;C1{\KNP=\/N3J2(#3G!\P@. .^%6]*EQ< M0H!EXFP_PN'1@KK16Z%NTP7%+WRL.S?R%gH+G7F88J?*MN.9GG688-T)\Q-KL M!5+?28KSMKKA'K/3HQKP9L;)1\XM7(.M(.F^8_9P6ZG/YD5+XEHC%"6]6EM-FM#E5?-KMXKC0[N'/2)95;VH<^_.#FYO M6MPT;_A5T\A@&!H3^FUM\Q" VW@X_)%OS\#;5343?,>>P=$7R=4H5A.\6I/T M]DJ9YTQ\/V:YH^-T:*9_O'S1=|,%,W?VD<5JJQ8W">+0|;= -1LB\T@%3"5N=-MM.R"(#T5ICFV?_'.8TJJ&D+M%2]W0ZO?? $5[JE$-3)9D_V[G4MTG|HGIF!0?-M;+VNN9US=.3.1.;] /H M#<]:I8WJN599-CV!4G 5;(S!@U&#E#Y%G9N]N@$6MH))P-&%F23/Y.MZ4I(0 M"HW6*&T2BW:>&506.Y>$_6!/:WF^:EL5Z-<7TTB8K#M ?A9!V>L&{OM@5K:A M(.]2%2[$3OQP"S0R\&863D4'1.?B8VM_[ ]:X HG1A/*!P|\%0*=;!RU6%ZV],NMX_]O"&MYK%)D/CEKEO=8/+P^9!69U6%[\/9#1\.#Y5L4A6K;[6Z7=>ZI77E^GOMZS]> MQ,R'<^OCLF\[T"HR:@*4V32@Z?'2)=*\[.Z&138OA>ZAWO-?HK>MMG#QMCX(M'[5I/:NTH3=#M+Z3#OB,'CYEU#85[*C81^3!URGA+PE.O9$LJJ+=$;EU0 M/7+@8>43GI(A>5LA1_B#/"&NIJ"""ZV"]3?.0]!%Q7:KI@G4T=G(RY%XU&N7 M:T0AG-5$? K_)A%+F>!MC;Z%1Q/L'ROQ7_>E=P!?QO"KX'SCZQO+1R2#DJI$A MLZO\HV)[77:GQT9<9S_8!(*[ZZ;PQ9*EY8U IH[7KYR$++S^HM'48UA7ZZ2_5 MOOEC++K%V07,! [UU|!5!I)_AT-Z"'+C;*$2(S(C#-2%U0&YSYQ2]@AXK?HS@XR M[7Y6$,#],(AG_]<&5\?7V3N:6_1PN0 Z5RC6&:_8!3(-6-! >7V1ZA\,N"I MMY]GRE$)8<IH-HF;;74TZ)?4I0[Z4\5*-4L'K1%IWPH?Z;O:Z(<>!?IKR MD$%M14$4B>TZ/?XQ#!M.D5)21{&.]=1(H<0%4R93CU.T[V_+A-IX<=IN1L)?W M<7O),T>WF\"T3OD[^,VO2WI7SR: M:9*C]1?XERV0A"OXL,?/5U MTE;@L*0]Z#(>HR5Z+L5% G)SJAL/^B1J6],&V>K'L.5Y%>VU79;)Y#J1P&H MN8\K9, >>P(9<%\)?"OQ!QGPHERBX+.PHVG>5%FU*69XH9=T_0"NUJ?"=-_W M?(SF>37E!)K=4@5P+WPNW.0+?MT*%-C36X$U).GH_-0><1.9-2DK'Q(N.1HK ML&X;1364\))S<_'O;F:#KE9>YMTB5:4Y"\%WS^`MM>3JS?===ON+&QF@((_*P@8!.(T";AV1 Q/')6;"=2R5D &J5),EL9QA3^S'=9?6.?UME4J<+X4"PC,^,+O23%NE\>;E%28=0'- #,:.M.];*ICX=NCDP-S@=N<(_4^YN/6,5=\.K-_5M:..U\JI:4GAF7Z/)(@=Q-I MH?P7^/Z.PA?L5^NR{|\K;_6%PY<>ZW WP;*8%GX?)(}FO5A0|UQD?ZWD\#:*WN^5? '2F&E L M3=9 LV;YQR^6]:OV';<0^8@#[CZ|^0B$AP_H74GE#HAZ:=2W"2G9C(@LUL83 M:9XX!'BNL.)!E;0%'UW9UBS$/WMUV)(@DF=_E'GQHK+GGC5MT0.I(T3+|I8Y M=6Z!U:V3XQA!Q&H&\F M/F""`XD"(YE,BD6F%$OA=&Z2$EQ6&X=IQVQKU<1] MXDY-V%HRNP$ON-.6WZSN99NO$FK9O8PXU^QC/O M7^9GK_ %ZT4/9X)9EDP"TX^B,5&G? MDR$XC?*OJY4T>W>F/.KA>L\8RU_5J-_M71'<:WOFBM=Q3M=\|"&Q+E6R$K.@77 DNOAUT4W+HSMANJVV>BPJ=)(YM*/! MJ,S(P9/12LY|3R\/,J|I7!|O:'E8YE%? [CLEB|^<]9>C#Q,,.H.*X MQT8)JNU|.QUOA1M:7MS*B2@:4V+_+M/BC4PFG8<^P;M@D?6RJ* %G-E^C[>; M<'TRX>9+7!W?;$WO4Q+Q#GVFZN->,9BK@VMFAFF\# FWB|H3D)ZH10 MTYDK"AH 3R1<\20%,I8E8*?,RG 1Y0$;D!R1,V(:"A.(Q@O5QO,AIZ!ZX#!G M-9/|IDD.[UWNX()bU'5I.8'*ZG-CU'BA48DYL5&&/XA#/L&SMBSZ)NP1@;8 MD|H30*O2CB.?8;-#;IC6YIX@,%.-PDS7)733]JBN38X2I)H@8C2I=T7J@\?; MF"-7GT?EC;K4P)%ZVY:Q1B VZ2@!:,$6EGN\425LS2? NK[O\NPB'3\7;>:K-'>|-M; (6=V'FS:LMZ=KBGRK6C9\ 7ZZZODAQG(;-=T@]GZ9B+C2\T>MCE M7[6;2/%IQM\[3[4,5O-K;*0)ZQ3_5]2E2<'^=;KX0LB9_69Z9K.Q!PG, W8) MXFH2KZYP/,A7.NVLQ+3;LR9, ^>]SC,B [^-3A]>I]^_TNO*VGJA6IO@;4M M4AYDMU6AO'=\&?7 X9S'&VF3F.,W62Z9/|A^ ML,X3Z=K9&F/_%0WV<>D(*VS.4H1+@9C&CSE,A83^Q2\Z657C_)'5PMN)#H;#@(72!/5Z&X/3WTSZ&WRTXF MG6BEN@A>/(CJ1EEDQ?5VB+EDT;Z8IZE#3H+? +E9%9A3TO,2S$%0LUTBD M$/L<=1@@!C@WE>(KD,|OBO|"Q@N&7O1'"%9^-@=#%R_Y=G^C&|!%=!@> K4(9I M%-6K4E0>,,>#%P=?$|7ZBJKO[ON2WPP9- QE=MNXP:E,IY\Q|\Y+7Z; M#!RTVXE5&W=!N%M@4&P'3$X\63E,9,AT.1C'2PPL $V##L_EMP_|>;,13KQS>-UB1H71<)K14&$Q7$)!<6;Z M:CA?.$LY,-3^4U_"ROF? ^4=;F*#W).R.ND;T(=-5\ M1 ?SYES;@GEW6K;=X43D.|=8\'AFB:OFAVMN'3\7[;(YVF[6F%)P2FE\P+?\ MZ)?, ^G;,LS3R]8UTOMX'40.G5BV O$T13]U3%TMH)EQW)?2<1=M.G^HT M6^>H@G1+L@3T/W/|KBQ6{@@K-I.(PLVYTG6X@BFM$%"6FBHM9O=.L'89U134(HI M\L|HZ>G7T\.Z[|=VP\S%RJ|RGW"'MR2ZH[F> (`ZT7'|P(0ZLWR:#C"^+F'(,.M4BI787P$*)AJA&V=*3\.?EU2K0A=)QZ?IV#ZUWD*/2TP6I\XCO9)D7\-L=_|-MIY<-= @Z!JWJROLN2,R3O8=RLG(WYU:W2+G_%(LDK_9:LW MW^<#%KU@%R$!]_[)*N17VHI'MNS!+LQ^:Y@>@/Y,$M>S?/KV+I\'7C/M:.;?63_$Z]'T>IAM'.UL*A;D.>QW&B\|R\;"G^5GQ%(Q169AA)M-M=I'T?CZD"6J.TB%E+?|RO/+UJF" #:$-LKV\"'^J9V&*+<F83>1CY"JGV_LR(3Z8o08.X#3+0;)MCS->VHO:V'(>F?>JZ?^.-D<-M\)A,P4UL GK5V^8.>SQ@6\-NT5%@[BX9$ >,)$4UDO[F@7?1_1[QO6@>3&\09M MN LVW! 6$K]DF4R8 OOT)VFOV$CU]_ZT%FG^%/_<56/%EB^MFN|IGSZ1P_+T M9,#UTM_N?ZJ2#AI/)L^0 =$6/20[^IXI=9!T1H6DN(PP9IGM93LX,G=E"+%N MM$X 38JE? =+%77@-OKX M\%T9U+7C/5P5)S) _ALEZ[#T1[ZM , K,N"?;<< G@E%W$K> LX^F7R8WLYX MHOB)#4BCR$9L-WN|!,68>E]+XKOX=F>/Y(H!9E2"N*G%"09.4\M__4N.^B? M2?_[97M0"NK/HVPTD4?J. E,25* _#1-TS[#Q^GK*"457K4,!?1659BV4&<_M*P=Y^?)+4;\2-)0*!?3_1XW/BHYc:-CO.*4L*.;;98<67OOHY$:'"E|&KOU MX;-'LV'0'8Q^5X&W_E Z=%&,0|0@Z8GPT-5$9=5F4]=9@)6NFT4KP1769M9/ ML>=IZ$E1J87R;F3 321VC-0@/74HI7FTR8W&;@)^)Z#?NLD=W5B6)O(5^M;"?*XIWH#(E>"/&)OI(MWX-S^LP^|O- IB[A MB;QM^0'T2Z[^XD9BM|%PU>;|+?;*L#S%4C)">OUD?6VC3U?E@WHK]VHA:#/) M89^8Q$E1S]*8#.CWS,!S4PR@A%F6HW?"|']T9P86|YU9@*N.AN'%[%5&>+'9V M5:F8+10UWG&UA?/ZP({69;;)]0??FZR?YU3LM &F_9B0Z79L\ 9PB(9 M9^$*F\B77IUGS_4Z79FB?5RS3KLOV6M-BQ+CP>=@O^Z!%HU1S&3 7)Y7#ZG1 M$W7X<'? #L.GU|U??#826[SP)$RAN$5.U1">WW2M^2X>/!HPVD/TIX$ZU$LF\ MKKJ_HMS5?I,.;0@31-=PZ.E&)Z%VX4'F"]H+&XYW$/Q$58CBY?`T|.7UIB@= M.Z[UZ/#8L9>38"!!^"T;_[R,3582M-@:D|!3* >& &F_IV[!5DAAAC+3|CFYZ'W1OL%MR >RE%F+ID7G$P-?#+!,CU M<<+MWN7WWIX7=Y!R1U^/O1?X9^E \S_(@$P?4>788>T M0fX.!$98&X<3X;PN&? ET_M;+($;/|PZ0P8$N\N(f+SSSK8P'K_?X<*;4,8@ M|K2UXR=OI|E3SJ#,U\BU32S: *^/W2W1MEJWJB&*&?/GTB1^OY01H#.2R%O MQ^|ZEYA7YPT[=X&;$^HE- 9674),N>N_3>4:7/&_,H#FE8_Y41[",_F,8+6PN MQ0M,^N&!.N2WVPR3[(0@:58.W8?"),,]X/L= M<|GIG(KBHL#)>T$"QMP&=_9^(KMD$@KGM^5DDQ6JC/X&G;L_@TfDUIL6!@15 MXJTA/V&OLQSLJO'#[!;6;EI7'"FO!!@:#X;F%/9UR1E|CAL",OF&9;GBH MW)IGCL9- -4Y=M)-%-U9/G;5E6TNZ64RIN;V(#)@=01R-6^X.# MTF$"K^`?D@&@)"#IC!89T)+31;A$O =YB#YD\,*F.AJ'=@W.%R'.FK+=#4R MT&A,/9GXME]<-56LN!$[K9ERI/> M0A+N\6E"TA'-WG3 R1\%$VTG9X*-CE,"?-.+TVJZ.\[ ^"$?/[_V\1>2%@P0-1'W) M9[)2M"$$<37@/|NA@[.V38)_*_72SPV04K)"\3T4WI=KCG26T%!7)R22|= -M<;8N.\XH9P6LJJPJ"QD(-^<6A? FD$.OH9+RY'/LM%/HDI[9STF80X379[MM MPN"5!S;U#1> `%_H?H@.JS_L;T;B>?IV\5=JX,ZQY>&NI/D9$ 6:J43\S5K$ M03N,*02NQ)\|)3_TK3S)H&*^# __7.SF8RLXHP#)QT.N_TB9KB'2!Z=O_RF9$ MV!&$ON>]?TB:U.;0OUF7.W\WN[|M^[_TQAD2D|P1^-O>U/`]A# _KK*R+0|P M,KFP3@Q<)37_MES%Y>'VU1 B %R0|UX\ET? F1@<;VT1F5,$@.5GV;)>PY31^ M"?;?NQRNF<8J{3=#!WH?EV_HO8A3E'N&]1Z>K=O>A>[N2|&UT<*-A8T?7C! M+CHZW14#ONK/+]3B5E+G N$5V-U*]NGW? D+V5D4X40COB"\K6F.!"",?OJ_D_O;,:4F=QEO%EO>.,2),.^73O;Y M>VWI=9(WK?X#/$&|_Z,27@#H]9D:WVDFQJT7[.5[^=83A"NTB1 3$L*EN@#T MZ%P *(7T+@#9# (CC+BA6WV+HV9E:=E)3[,3:(8;_H|:U/_]9,[?)U_YRY'5 M11:]!8XJ<4&GAHG3LQ-0.LA Z'=$4DX5W0X4.PF<;,2WZ/M0.NYPASPJR+99 M% HH^JG69@%AM=8;\N7?-!HO'G&- CFFNTS>)TGVA9)FPATYIX+R.'S@W#|_E M/Q-_T7#^&4G4CT.UXGT.=$7@ U]$@'$F)(ZY8[%Q)D(A*R;A2;&BUU;U2T=E;[M.[PZXX<)@YT#MU78:W(FY>'1MLQVND"A$- ;NZ1AG#B/?#EXQW?PG*@MH$NTZ M(%,S+#1,GRHT3(K[P)_%V>"(H$KTB23=(D$@%3>&N3\1]'0BQ/5-T)[3/KN M^BOK.QK.4%#U]-VI\TH"B ML<'E7ZX,+]TCL#SQO6UY^.0E[/+PU2T_+L\XT]#K]WG.RNYIZM>N VU;BBN? M"4/6Y!*2:S?ZO]||XAEDX?>,/+|SO\|*R%:OX\V6P#[X9"OG9Z87-Z]>ML I M<6N2==8G&,VT'M.+(O=*XOLQ605D*AKQ]ER:\.0;N(U9?VS/"6:5]2^,9KYM MKOF.B&KG9Z>!^XL4N(/ %,^)-J51{'U8&3E@EI8E343/5$?]CAUX?^8T_YN. M[MQSMZBAWP%(H@SZ]?:6?W:<%\D:CDF[WF6]2,'|^Y5$WVABMMV:5O,O^,,A 2^1G604@.Q\F;L K!-8]O8>Z58D9XO6 ,]1:!NZOG73%AAWQ4M7L? 0I$=OG2F_*3<8E|K54/.#.[Z4$ MWBC_[A29F^75Q8)/?G"OPM)@2=9"RC1TJ7O'4X$&?2.HPTO>9K3-[/GRF%.M MI((QKK-<3OJW8AS[;FRYZ[=721W$I>XZ@Z-{@-5CVV# (Q@MF).N=KNX/6 M>M"#K<9%HG^&G<[j,=N!WZE!=B$F0VN2G>7T O"RV,[WUL #IZ^GMHZ!C*B* MG(@Y5G;EEQ]D(UEX,J^Z ULN'UJTN#9&3++XZ03>F7+&-4W].N"- ;^TD#$L M:X(7S?O+.F_4H^C,K9IDSL_V6968<%G6%)TVO93A@5|KGR+&8U4'ZM\<6 M04\GA\.@*R3N_N<7:09]&DW\(W]]RD:)Q_4--(P[?P*ZPOY7CVI\VQ)#,?.V? MT:,)NHV5]ETN$G[Y\N?J7YQH2<*)4^6%P"Q&NA&+ZPT7L$PQQ%X]I M)7'OQ*8A>=4+I#@W+?)AO^=:FR%PH&Q-:K,WV%"[K.KHA,$*)%HF-^D\Z*E: M.(S[,N8)^WX! <+#>V6[>_=K.9N7#,H:",@TC(:-#9R^Q/2O4]1(6/W2\$4Z" MK.09F6<,/(VIS*G1B?KMAU251X[SK+,1K5U:|,"NZ6I@7|@|F=-K4VBS6, ^T\>FM|6X(%V MOS? EB8X,*|:S*]&QDK/'M0FR3?R|N:N%"4V-HC!\%(#@2ZMY2Z*V>5=BV*9?87B;G+/ M3OUED,P@WYIH#4PTI-GR 5G6MIU(/

*&&YYHZX$O]XZ.1YB@TM/=2H"-W+ .:!V%3]_O/"VKN+X$$JB;N3)5 M>:UGCM#QDV+%4>#T=>XVK(ER='5RC&"AU"Q)-Y%UV.POB/?"T'"W&:.SZH2%T MJNCNP/JA%*/MDI&%VL"TJUK=GL[B#QXT=0P K9:PCN_;.M%NV,%Z*7IF(^&O&\?T%)GM[?\DZZT.JQ@(]W6L>^MQ^RA"ZM!&C-XK0EKU"@-MA@E*-.[$A>,[]>J(_51)AU?1$=KM/*==KP /?=]Y]5%^(W#AY4@_JGP=W,SL-M-?(@G\#+>:MFW,.OM?-$)F5BIZ*A>OYD5L3OHKA3IM$A_AF3)>(_#P\-GV6X@Q.![4E9 MQH9V&RR*O-X1%09G27B#;Z)8_G,6N7(N?C_ASN)#>]P1(.9^C'WYD2'S'7-M_+M3@O|M4*_7G)_ Y3M>2W'MUE%W1RHD6/YE,\- R3MP2P0U1-?*]]F=Y[YKI-.+B>BUPPZ+1_H? $R2|'"']HLO<3]LHZN3FXM)-V[022!.A;QK&^%J"DM$@@LUPL AUL/U]*ELU7/5$ MW6@55^S=`XS04#S,;BW(L4/."L*>PPA2HD'D=<9V[0]Y;KO <%T[_5$9]$#T M? 9R$L0F2H'[/*,MIE2>-%?GMV&<\R/<)/C+;,5VS09T7K1SA?Z]C30$S.7@@3E+=Y$EDR@SI>;;IJM]4L\)*](1-M0G.T >E)!APE/+\;CB (8/)4\M@X]N=1U]N?D%9CU> <8IAL|H#1,,Q.#M&B1=N5A&)975A MSSOKC&<77.PE;LIGBWI%BCEI=FG45<;75O>-*WB$W86/|'<^^?>8,S;(^>.S MF#-IQ?H>)$ T><[:SX;)ECUB'_D/CZ7_.^']JQ %. *OR]-!LAWB)]=F5(L= M:C_X=-AHB;!V6!=8|:U^%K^A>9.EDO>6]-X^W^ IQ@W!!OTR;L-/ 'I<-E5BA MB(|]5V!% ^J3G!';'+S! WU*R[@L*?DYYHF@XC+0%,]S6PCZ0 0YW$PI8,4C@ M=?@FG80!A,:T;.:'9$COH*X[W>FQU@GSO)O!#^"@O.T-^3 +]%?"#NOA/5V_MFSM4=*!G+TY#WVZ^68@-G^YT=Q*O|\DVI;ABNO"5(W9GGOMD?EHHJ7&Q?D,> MQ81[>LP5A+ 9DDI[AY]<*2GA$;ZV*WV$<7CIU:45S_X3L*C*.H' GV:#9J ? MN:X[L'5\|*D,P:IMG-X]N)S8X5KT(L,N47?G>N:&#[!/RS*',?\OC. M+C7-UL^5T9EI7U>98UN$%38L7T!&K(B8|*7P(2D^2GCTHAU|&H+A@4F2Z, M4T-T?*G1D8A !I E1>(/%CR[EK$Q6!?BTHJ@]:JA(4^2'2]HV%<<@) M# (O8BOHQ)495!G*VZ>T9KKKBYE"K=)6L9BY:XQVI7&I" M58H]H!U@UM\I-C5Y3Z1*Z/+\|/P(MPO+FZL%E3N7(SK7'1N"]KM8XDF,#); M&UO:.F^6B9+3(0'$FY7]&%9RA#CF? KP!B)FKD]%OM$EPF+PVMNBEG_%MLK(I MS_L=G/*Q\W5B6"_UY,;GPCC;$,%,_BX^RWZ>..LZ++P#1'<=G,*9 0PB/$:? M^/GQQBN-N$-?/7,78_/Z="'>G_]Z+US2WC.6S|> M;RL2O3%IW\B&]<^D+5F>QM>U!)3,-&86.*P|\Y[(]8UE|T8*G9YNGFOCU*D MZ%=4T32!&K3^PX' WAO2Q):Z;=N6C/V9GM80^:CSV!,)"CYGHBV, G@SIZM-M3]W.$? 4,N/;;EG&#>4WQCC'^ .P+8\F34[#!:&E;8FKV]A]F5DW(NW@*'KV M>X[!5C_W]_=G-D9*+T]S)6_*/ HBSC\=`W\INP-UG%=2-UI (I!N(K&UQ8%4 MY6]>X>H*&03ZQ!_E\H-OE/.Q00EIZZYS.LSJJ&^I(3''&",*,LZ6P\GVR!('ZMP&/BF M>$-*+OQ7?,])HC$OV+Y1T_E)GB$$9QVlLL'2Q2OWVY\/N%CA:4_FS3.R8>)?,9'- M- ;9/!\Z2!F7/K,MDQ&", +Y>)@V6^YF*\ Z?;R7VN7:,XQ>6\]APB19O=&EY@:G(&<|;<&R5VE=83K3]Z(%N.H)M3;0-&%T;.M[*XZ*<()X60RKX$(VB?8SY0P2AQM^/"C?'"GK:Z- +H;P4>N=0V!,_G?W"G M"\V@)%BB%43 4*F;5B]2NE#]J3.!9N. &OW7E -U9Q"65"[1[B,)$"(M/!!SD_HEEE!%[9.E=>$ZZ@N<_YGP<@2HE^==MMS}(XX?8@^FTC+C]4YS]Z)I M5CE%ZW"40?*JZ!/DU=78=1E9FP4#N(N+_<9:>?/KM'E(BHQ.\=JOJ$>YV|)? M[".%MB=FF\1!Q7"B 9+!M*N<+-4XH0WHGD#>WBGY*EN&V/:-K.-P'"1K:-] MJ6Y*GJVE00(36<(^(422&VY!O57PT0;X"ZEN;OP:F4[W/APD)O:7 CA:;HF MP;ITF?4@B/?9GA:JK]Z@K^@\V()F307*GZ%:AZ<:.F >)]@MXS/SD0A6R MZ-OGYW'Y"],BO^O\35DK5;,L^$H@W7-@XSWP+VO61B$E:T>UXSMNSEM(T1!6I:\L^2/Z^O JXCDMUH2 I(35# D0!B[%+-@TLX"7J+QV#9 M*?.@&720<44P9X AC@9'@5: MOX8UR\ZKQJ51&AZ>\7LJ6[']0V< MD_#=B[!'),#ER'S"7@;QV *;3:1GUSI:!9[N(=$@6"17Y-\TH?^"AN4P>TJ? M^*I<#(BFKR0!TN-)@%EU(F/-4'1{6)_N9R*_RU=4"7HJ?/W(+A)S&8\.[0?0 M:3D6GM6X3-@/)AY#L*7(L 6S8E7$V[B>0&T$6;P:<0.Z(\=*X**D=G%/6VR)3LIB M^, R$$T'W#TD 7 MB?XDP Z9*_- HO%(_X90$6 2&|QS|*^^<_8!!*SK([_\ZPK#%+[Z4(X5P<3Z M_0EE%Z:?FWT3*fQV)R*FCL^,6BX,?H@WRTD MP3O.M&1%R1-R$.$1#EDOTX" "V.Z$@ N!F? @*NFMLYTF+N= M%MI.YK|\ YMX;9=,"/N;D$O2=55W8_[/U/_>93?W0.7#2Z3$D+'PW!5H^)G M;7*%B@C0493K/]^H_E/AM;)_\|WX/Y&=?1/X/HQZJQ;]_IX.#&Y6Z+Y\CIM M/IX#EAK_7P<'J?AD$H#GL#7C@/8G"3#H9';';[34B 1@,P_?EX8U1Q>=4FHK M,XZ\%JL;=?C>[?E]^.4EC>U_&:L"8/\/,Y/BT24DI[PUBA[!8O#7(D2T?R)+ MT-GPUI;E'E@^[M> MT+;R[L"QYLVF%O;DH7Q=] P!(:^[SI|AC4,85#0-3^RF=B&B(:F 3,PI>3\I5 ?:*00DZMD*E[(#]^C_6DO 2_?>N@U4TE"<02;%*;M*&W ?HI?>](%^8+1S_9$V=HH M)&6>AW6+1[9^XN=5F9EA_8RNN2DT"0OQ&7OX>3FX;;B(Y:X&S]Y$W5;)8*I- M3'Y8TTBV0&V.4XGG\RF@I/|[XYD.'S\-ZPO.AWJR/U8>LU+\N=%@X[E|CY:. M3R\9/\0)S230)U.N9-5E8. H9T1#PV5]"P?^PZ*.OC_?1>G,Y2"78<.QN<63|L<-C6 M>,?/\%TU\3&'OK]TWLC^&!^1A ML0D4"JW,PFX5/(WF\M%!ZAKG!S4*2L6IU^JR>/S\O; (8BB2)/U%^0TH^ 3 M?2D-D:V^10'U:.%%TE'VB660Z"]P4-.1IF#;R7,\%7C5#;_M'BIE/Q^>%=D-@ MEW(@MA^Z W\$8.XI6^_&'--HC@.-_R;EF|WRWT4=I/\V#^P>97##IC^#& M;L5[YMJS!27E3:TDC3-K3YN9W^&I9JB/47FM3'_7:.09#-I;WFN<.X20)1, M)3*:!8??&I \Y4?O7I7OCBWH]Y+.?9=H.R3SZ@ ;0S.@[J88TG]VZBO0] Z/^9=1'S\ MO0. [0NPVZ84'$;GLO6>(Z6/>,A\16M2.D?8\$7V'KR_2T2Z8%AC-\E9[C6U:.M9D->]C^/PE,88">G"0_Q%M;'C^SS<.;1;W5UZY0#Y]48N,KY8[GC(I,[0\XM MW>V:ZUX9Y^*HYP)_6V4K,]_M2RFN:+&S 6>C^F'3KP6K$?.M<]D?6.$%_@/%,.]- #-3%69U! TZF'.D0 %79<&GE@@AK?'=/;&G0U>N_;!A M?;FFOY-M]6HI=:C)6@Z3_T'*#V:"#0Z3EW]#@V,.@O"FL L;& :-[5Q!V]N% MYC[U**WZX>X/S'!UJ?]7Q/#1#; ^0;CBG7-:<%(]3-_@>?K5.%2#>L]D94 M59U(>F!_6]$(A0Q>\7C6(B%#!>BWS"62E3#;_=![%],1H(R2>!7U183,D60 MBQ/QW4S5UUF>>@QO_=JQM8:ET4[+QA=BM*(4KV(S0O@'!Q5T,.Q%!A]$^8(U M:|.'VO*XNT!%!?/V3N&7#%I+/PD5<0B=-ZRO_&&_?W_XSR^I07))!7- GTH M:.8B>FTUL=8_%UR"TGCC9%/E]4*BU2\(2Y+Q9XRD:OV*Z\&I#03>NRJ^(3T#W\\FZ1VZ'0B.;443HA:.X\|_'Z(H(:'*HJ.N.\ GPR^E5?(Y6%.$K['M*T9 MWLZHQ.7) $* [!V^4"@<2;AZM04+.;TN);.;.E-/&/4IJ29K4#PX, ^O*VGK|(ML<0Z7N'/9Y5Q6Y.$7.'<"\,=DY3]|[_0;U8W$%I=DU!?5 M5 Z*EFXZ6?JU6;=@6.SOCE_N$&DY!_ : 8S2:R=<.FQ0 *2F&P[=*M|*TWZK MJI5.=O_^O*KFUT\W1)@2Q],%2F?&L!\?-A^(;/ZH;%RR:P4&U6:$-_)!U5L- M7">"2%6AME3R\S/(ATIN,IE/JSGL%.4$#[6;7&KK,% M)1&9ZY2^V+=^XR&>A#&.5Q@S1Y +=

9 /=Y!#_P' \ BZ-R@/<3LCER1C26POHI>7<4: M-_$?-4&B95Z_O'1#/$4+H M/\XY}SS5-;;^4?">P6NFX#>3-2)TSE$8/9 !$,E07L,I6C=@_^P5/]3C_*2V MZO)Z0#PIWJ,MR_K%F@15>Z_D=F4,_2$1-/1.? MC0A&;=.K]E40%"W0^E/J:>$@, P8 QDFD3ZAO:N%]$ -'!RT0VXRD:'FM;.(9 +*,TM7VXT9Y M+4:S?\:A -\N&=0!9:-*=WML2S4W>]H%^=HJ9"N)'3GIY;!"6FWE\3/|+B3T(90 M W\XE%'@SGT3Z9S#*)'L;O\3+/Z2W/;,?^;)D%C\2'Q174_]HPYE8]_MVP_EL!WP7O<+ [4RBOB@6J91*B/I8W*WA[<4|%N2@Q3SV^YQ?YA$&:.&0 DQ? M]%EVZ'.'L$-N9Z = -BLKN/+?T@_!#'_8X]H9-$=1)OV^FC[*AAX|*ID_X;\1 + MUL)62D($N>\#&?Y7;17L0F"R*+ [9F(%U6V7_WU=1]<>QB\T$N%+7SXU0__(D.T"A\'M_M,-$CL\$/Q#'CB23W-\8H&I\.\TH*+.2;8+XACDB>%+WJ8O]09T139Y.X M91(W7UY5G,@9'F*VVG0:'5;> [2"R_(M6]UQGC71<3G5,MR:6&<2HSF)V(GJK MH?H7MZC$C:1T%E#"NB(?1L\{U/ 5-IEPB*.(RQO668]Z8E\::=-A_.Q.E'$ M$VM669@7).? <'TOR:E$$)FI8C0CY:8A,*X65D!?)XUK\LS6EB.T9RX\"FZ/ M+Y-I*&%9W"GO-I#\=LPS\.0l:!R_C8SM'):'4?H4#.M8!|f|#[4PFUL7B* M%Y^-TU^CQ;8P>1{&SD@'F=QC>C\YM3N7/$>>59'MS7-7ZKM,>.3:/R_ZS--'DS|Z%K/\;(WQ M*U!LG6KB6..QDF$ZN:..07K/1$^$@EY;RO4!K2Z,RP76)=TVW9*J",MQ<8"I MHD:QO87N%_C41_FCCGI3.NT4H384[9ME7M)M9WVQ2?A*O["Y!%$59|H1EJC!-MGP6L[WX+!*,\|+&"_O)P&$6@_5)\|MT>5GENSCK$]XW;F/CL1YTZL[4 $GJ0HT M-8(^)LVY4C_24V@YBJUTR[VB#RWS8[\R3\+WVC-)CT^RC=CQB9$^/'6@GJ$I M%W9*KY\MD;R;9NDL|[$4Y^]<%L5'%6H|KR MRNHNKX6JQ&NC\N3HJE)@CY0F' @RUJC>$M]97Y6G9AQ_)E@1(M!&#LL:R9!"_E;=%[\>P8VE^#,"OW(UROOH, [CP(1;]Y>1 HCQ8SXQ';?'* MHVB[4AE >,9V:@.(ABSPG(G7\|LB* [8H!=*F5$NV(#1\DJ3RA^-8=QE*28?C=A(YM-MUF0X'6C;60_VY4J1*_2-"1_5 6JOF^V**3N40+P/P#FK;1# (DL_COP=6B?8 M(Z,^Wl,__>P54#89OY>,*[_S>.V#&&K^-OBUCQ#)Z1!>L#7E.//^02*FD#B MWQ7OO^R3Q+\4[[^.[7\K3_]'/(-V_I,&!>E-->862DH*"DH:*ZO*5]S17K]+2T-+276-BH+O& M>(V6EH&5@?$Z,PL+RU5Z-G9669G8F9A;FOWZ$(2)RTAH^2FF2FIF.EH[Y_(@ M_@0P7B&<2TFUE.THJ\'(+8.ORL_?V78/2]7U%";L MAPBH-R/&X=A#S'\[7QHV429^_f[*R=0T%#K?>$>$\77P<3:"T;JT MJB.I1E.+Q^+F1UH""5P.2PBGY06EN0X-$5F2DJF65U<%SS=C'P5J"ZWK)LWN\UKPEB)N&GE%YC*3K4"*T1^ M)![M-$L/-\H/XL,*L>]$"H?K"QNF.Q_ER^C<.R^OS-?RL[|$JOGY.K4CY24 MS!T[G]H:E(E+BI"..)O(L]#^+58=! ZRW47ZC,ULK>?$'.DGTHCFA/R[3?&# M-0)-%E:I$TCOE1@IAH;P0K,Y=;Y)Q;>NG[T?#WU1>GF8 *;[_^.6_5%N> /X M?:]CUEBGLI$(B"C&5D$\UGW MC$_@4;_.(V*P[(E>0+5(-Q.1:2-=G'+VL/X[*/<8<+M<_04)V5,YP0::XQ>5\?X%/NH%_B#T*T**(/%Y8HWB0;]*+\N[\=VAX(>QISN MB)]EQH&%]S?R!HJ^(=/Q040)3=..H&/33AD*H_0N+FH%/_H<0TX5L=VWC-]M(ECI5.U"$6MS4!SX%%,3OL'"TT4>]>E :0)2I32^[9WGA_\4[9O9G;D#Z!$$ MR!@LB79EE5ZN3N>?V5A'OKM.H/F(,.W>V]I//%M31/8=7@W7U*VV! 0XI_5T7 ME0/5 9 .X)1,"Q% $\PP'?BD#MH4T]B"ZC[]%AKQ<\.\[.79!\V0D1@.+/P MM]A4 <9&"_FW!4<0M?R(@:?,]Z% M'U89EQ+8-G2=>S6T]=;^!F/25'6S4O LA)8(L"<"F."M*J4S3I:=]6\L%[L> MUVIG_[E#&=CIHTX1EO4EUI,B35*&YVJ&+LSKQ$6T]RY((P;G!|[MVD!/PT-D*2H]\9PPI4-?Z;[R/L3 M7W!*\FFH[X=D2ZJQ3!UH+4B^"V=6?7RF]X4*(X\MQFS#!71(Y:G(0'(1ZW M+;0]0;f-,_+\ZDW\1=IF\>)(EKIHX&,9VL:@4*2>]N+V!3G/(^-2W]P\>,G-RO>?D%WP|+*BJK M]FMJ?]35M[:U=W1V=??T#H^:CHU/_)F<0B\N+:,^LK]UO,&+W#PZ/CD]PIV=__M\44&("?[W\>_R1>O&Q@I*&]*7V92,Z1Z[G:=_^Z; M*\P/D[Z4MU +R!AA6%ZX#|&P"LJBA:|_L?8WSOXYQD+_,W'VKXS|'WQ- .Z2 MDY&41\X((NC,OH.^9Y&JD6P.?EXX':4)AO 3V.]]FM,XA;H\3DG-L0.]$Q MH7H9H-H^ZKG%^C<==!0ZR3^W>XOS^?QE 0[TEM"-H/*DO^YK0P1T!/,/.!\U M-,06U(8J'5\7B/G, ^

*MC+OF1";4D3M\(C)M3D:G\NGQ3R+R4E[%990K2;73]8:,OS\;IF"^^^#E>|\'34-MSE\L:VS8.TG?4U8K"V"UW[-M=HQ%;/\)8>4"EDO3K:TWB*3DQ'WM-!=/5]B]N:*
*M_(H8[R6W!3.7?)NRF.YM!+@THCVIGV[F>M2%_Q=M. 3]&@\Y<-[)+GW!V!FF7-MV<3HE:RPL1[",6D[+B!%[X9*_^(NSXTN)_H/7>Q]0ZS6N>&AC,XUG<4:0KU^A__R*
M,93X^5XBCOTR("PNH=W,B)5F]D"QL+;H\>]_I_E9ZEGJ5A\;),,$XB#U4_T[5.-MZSWC,4O'"H"&\,Y4T3G[+^LC"-9/E+1]/MEE/$]_2'7Y))IS'(IPJ6]QH8(D% M,U8S:+.>
*(8\\5GM]Y*3>I^N55)QOX>VPO1]0XC2RVOWU@1B%ASR:,,;$IE-W-MB :IRA(A[C*%(6TFCKTT6_K)*\CHI'G-2A$5,U4;)WWAU_MXKE>T6M<<<*L/. MV&+QUEIWK(];F!WC[C&7-*
QQ\!UHOH]\6J07#&LQH5,^-M FN4_KQYK.C5GN(F>MR#>XN._]UJ^=N9=>/E!JC"SWMHI1-K>R#UKTO-NOU-MNBL5,P,^CN*/!-TME`,|>\OFTZG4H@77Z-B!Y!*
<0\K9&'54<"]E0_?,=6-6-ML_3$7\7+,WYM^FO#LU965L4L] MXB70QHAV)Y3GM4P0FSH+4V;^GH" K!AZ)%X.NGDV_[C6?SOY4)NS^>]:5?-5-M:\!+C19$@!4I?@T-3;P-
*Q"75"YX#]*UCOHNKH'7@CO3 3Q0K?(+D2H?NH)&_ M.EF)^D.(=+?_JI-U:STGYM3VZ-U?_XRU:,61& V\C@0^3Z-OI:KPOU((BGR MC\63- V4[K3:2YQ[5__5M.BZ1S_T?E)*
*(2E%G+X@1W0K?F8XEIAU5KF6L:: M:*FMF9N9_EG O9HRYM!)0:0%*COJ4U!1^.:?Z[2,E85SU(IM.]=TI4@4BG/)C M2N.)\Y>W9\JN)'^BB^UQ<%/?=YZD"32:4R8KE#B[H6'*
*MN_8IO\YFLW=@=$L6'CTU M%YD_^\>2#K@\IX2Z1TI:*R,#>MTK]I9>O'(?XY+(;=N\2]\ZI.]YFRJQ=/5'-M949*
*@[3M+1U[KDXL64A9R944#F55=/;8VGN#XC&S)_KZ.%A/A5WZPJ;V;\^<-MZ7GU%8+.KERC]B(I++':=/A\]Y*4-^]X-[D=F&5?38LA*63I*
*MA(FSX>W77H+5KTW>5LXJ=^A<#FU2,'<]-=8L5NQ-M[E[%EF'YB?]5N/(OX'5%O7BIB",.PQT^.V>-SILE.V?ZJY+HV-MNT5O!"\F>O2HO*D-*
*RR_M'A4(=0RML?SED*J;^N&/@/Y$Y-M9'GA5%P]-Z?3XIVO276L1Z>3I3X(C[$^S:H>W@,Y#QAA?3[7L8]516-4*,R[-M2O^8FQ>53KJY2&:9W^FUJW7NI&8?,#:8PCL%P'*
:.8J.O;YCM<=TFOV7.$C-MI2N2JX 6M>CO,XR9#/0"_(V_8U0KS? 36\%98'@F8HZQU]4PO_";0^/_C>EUK\+HO'I8BNBOFZ8V#%?#.P$+-MF2D0-%_T)3QL1*
[N=LGA)T>IO!JUR81GY8)7N7O#$\B$:$5Y>LB;.]J8EZ(S-MBF[DQCIF@>$V:YE&Z>(IXP).8,7VC[:4'TV#/>5HGVO2
*M5%"T\T^_VLMW*P0=Y9VYOM,#3+6+1\VV"@]JXIL#T_$NM-O^T*U>(@"2U]E7-M>]YLXZO?F7T',Q&K;(_6OS+GZZ1EY.@E_NDCT^$3!8WQ'AA%A5;>D[K3RV-N*
M#=QO"@L(&. \A[N"X#),>'6BZQ,Q+L5LHU:,5TAL&;2&7N* M"3."HC[NPP=;23/Q9O&6D!U9D$M"F=V;VO-.%,DR,IB]\M5RC;>-MT,.E1SY?*
8[{G;\0!+32<@0@N!H<<,G>IB]&'!'6^H"PJG4OEDX>[<TC-M+>]^)^AS5TQ7\M2>OMZ4[HU3%SFJ2KZ6:QV0*OGH@C[50B* 6@^5IU\F?1S MMWQ?<5M(XKSE1MKIDPBZ4/?*
*+,J@&SJ0P?R7(2$8J(;"T1.T*YZ!4&D@X=?X M^;#^.;!%PFZMSOGP^"L\B%5>B'QLH4.H;UFHF8CSF*7EK=V4WI_KJE[RKQUN,M4SSF!1\;Q58\WAC@E(XU)_#6?*
*NBLV_HL.,A#K%2T[$CQ1C/?Z-=&!?>IUWZL M9@[.7V-4-K@4B[M+-.YQL QOS5=-A!_IQ\US-X)9(LKJ80F!"GZY&^7*TM0Y*
M&28AXD\I/ICP&K\LM.U>,#Z!{IA.VP2J88"=+9U52E.%2H$$0*%*)*P>:.!M2'_D0J&_#E[CQ_1!-)05"4@ODO>E9]5^GRH'8 M! *0[X@[G0C0OHGLM=3Q5JB@$
*MO<_3J>ZHVZ%W.P!B?*M(C\E@[O=FK&D)PK!NPW.1+3? @A/7_)&N MC6CG9#[+&J_F$C;>>;V^.OCDRHP?Y^?_&QUO'-?G%<=]35!1$%&F0J932DI(3D1(!:.2F M(!TCI&%3D)*
4$)"YURGS^?[M_NS:.7G^0=4/GBSG,U4B?\^X73!T!M7T?@P!89\0]ON^CY2\Z),>DSIYNA'FRTX$ODBT'/CE;!SUFLU+:#]AZ/V>R:F%5\FMOP;X)4U5L?RV99 M#:>[NY\+GK?
ZGDA@<.,G$PAK=8_P0EQ]"55'UF_1737^/O'\A4-5'=S>XPE M>]&R7<'1XI$&[V<4_95'"'8);-K>1^:*1OSE#Y+&LL[(-(6\T)_>WOI,R_&G>9\M+NO*%?*VERD:?*
\]9XO;IAM[KLZR"$]B"G!ZBU(QIPP%GE"@_]L6_^CV8ZU+]M<:+S1+D'V^MY-%X>,._;5'S^T+'_X"C'>6X!VA)\;4L!]$$:PFP]^',+C4W?VV/&^&>_V)P4T[*]=9,
*MY6%7XYN/2U6.N/!8XC77:P'E'BT/T3DW(#=S@HU_$7BW<)\)Y5"8BM"!Q:\3<^U.7"W(+G#WY U,+ MIU&&_I09<(G0[K&Q+#O\YN=;FK.A>T(9A7Z(`!-:)\7PUL3N(]3V\.17"]B[^*
*M?QSB:),4/EXB7Z5BW]W$F*63I1<4P(A'L7+4G>%LV'(A?>(<33?MU-_?5*0O M\SVL#:,5R_F5%=A*B1?O SA9V:"V\IN#Z.CAEZSQB*B74/=C>1R9GKR96FHUU*
MWU#KAR%=TZ\(\YM7>3^K!SE^_CD>21'-%ZE&\RC?"]KFS3S[S"35-6,]1(-M-V>;4[$@:AB2;5^H7%0G_1!6(-M>7Y#:HG-7A">2;>476[_G0 M9!]^-
B^X/:_%)9YZ]N2UT0^,J(@'UZIAA(N\]YM%8F(4TFX&1-YYW6/YW- MB1]JH@CEB]\@->*]THH']G7I>>LI O$ -@PV.%*A_";+SV1;I95UNH$&UWZ M;'A_ZY%:!DO]Q.0.E?N?>(V*
M8U1_3"@91&V09.6#4=Y3&T6%>X^P-&2!RN&B+7^<10YF8F/<%\CHC/(3?L=<.MG"OL[#[+_O;U4.-W=?'L.EW#-P'[-@L/G,JU!1E6(E]ADIE;4%KQ;[#AU MX^9837#*>9-*
*RH_.=Z@W9A)B&HZ;'EGHV62$UXQBP]ZZ,0*W^.3E+&.9/*E=Y MN.6I44>^5VL9.0ZK_/OM7#1\2=NQVC&>)_R)0Y+L.I1/G]*3I6G7>-.+[*3] M+ BW5(4)#YD/+_3./=3Q=^2*
BC=4$S\|\%5"3P)/F#-UZZCO%_,(ATT:.BQ M&HPM84#4 ?OEH,[NT?X<\^+EC M<:Y)OCL 0#!;#Y,5C.6L@="==>10!21O"?* #/ Y*?]FV#1L^.\^+S#/2HBCW?*
H.@%U7B_'VO(N_S@(#WHF]7$G+KB<^7Y3BQ MR8$T_.XN8;+%<:7MYF9.+@=FX^->B':10&&%=IZJ9Y6+$;]4X5>'W)?1%7]6 M[E]M5!;N=_IN0_"P6%C:>++>T.
89NFMAL0!:1DR2-NS0C#$6]9]4,/"Z[6RR M..)?@_MWU3]QZ>]|;8]>NV?CAN,YNL"1?1.8;T4;BK=$/9?1TI;2GEAO] M@A6'Q%IV4S]/1LO_?CT.XWI9&5T8@[>Q@7WY>*
<!OBB20 [*S2^%CE@T M!YBB.G/91VK @,U1%Z^=VZHK6.]A7WIVGA?)@[Y*A[=XKAF;7J5G.LZ^)9B@ M-M+&7I#);M7Y#66,*
*[3K_XT75B4_NY6*FAZ]0\AT5[.2NS#}\^XAXP/Q [^Q1 M_'I+24R\(-N?>G+ZO^1C[?=/+=Q)OL0Y;/FIHG@.G,47'@MGD@%Q;2?-F;LJ M?$QZOO.SM)?*
*9G=N9\\0\G]\KS*35OZXU6-3>FU5(-)Q5Z0Z6QBSQA3NXHV=F MU_U-I'J-?R3XMY^1Z"D#N-+=^!3S+1;YEN2=GH!_%0]R\[:5 MT-JBTRA8N-*
2YQ"#P64FS>X5M@M:J/1>3L6?^&E"<95UAL388K>Q" 9A.,,I9 M1)"ZTLVD?@'ZA2L=W0" ?C[,HR'#[R5S8G-08$XJ8<9\2S"%TA'5=U"O!]Y MD_4_?Y7^?QT2D@!940 0?3P9*
*R;Y-),]40,RB[!V0Q49%_)U?#'5-#',=")' M>,TIW+5?C3&O/ 0U'POY=-W"!*P66A$+EKD.8FP>X6%E^.0[P?H!-54Z/T;> M)3^GY?-LX XVZT=7*6G(W1:]V6#.]6^#*
U/'XK)#59EUZ4QWM+S>-9Z:U!7 M!=!5VE-]/.]_F2R=(+X/4UQV1T$F^:RI25R'75DV/WN4+?"_5:AW53.. M-]XPU(4C(3"U"V)?;'KW(SQO#ZFM7'UMGW$
[/PR6M9PDI2JWP0B9AR?L!S5 M4+V)DO:=$B4;@1BTAE+);&<2',_H<@)\3Y8;]QV,UU;R0FO4F'+]+C69>?H(@ MK5;2 BW V_M"N(W$10[@#]+E5@P;+
*(&_@YU)-7PO(NHE:F$@'W:7GF/_-*W7 M2D@10#H@ MQMC0K28(^11 /_RI@14D4DS):!5RO;U\R^G^^ ^0;'=7D@ %!O!LJUR MO74L!)AG V2?*
WLPD$>&M$7"SY/FN!D!+8V,U\H?X[6^DJ=D! 60Q-VB-LC+ M(J=1#C^UHY;[E=D,C[]>]ZP^Q*;K/?>?6R!/F2)#!<-M\@*
*1;4\J0MI5@EH;LG\@[_T0/,LKU[]''@>E!%U&'CH2VSG^ZF V15S7#H: M3L]D8T3GE#^@IC>; HB.2)TE#Q0N ,DO"$(QM1@>]%RWC7*X.LH=5O.MX>F M_U?*
<;]@O]=!K;BS>W1\K=I#)PP(?E!D;&)=9GFE0)5O'ZI%X/%GG?S\EV1C -AU;5J[RR4U^?!.=5& M+4W70M+,KJ<^*#Y(DWA[H_W*
(,J$,=HP(/)X<4%5N;6V)H;71.*7WS^AQ*R[M9O 4<=?8N+0T"B#,$TO+^MKKS-U]+'N<]/:L;IXE6184@;!!],.8A2T>Q-^ MKF!QUH/L)I6I<%(:?:KH($@K;;1P67]E^_P8^3-?*
YZ\,>ZM$76;1P341 M'OPZSK,+"[; ,YW"]8(>S%N>5N)#$K&>.B)YRG ((.H*]F<;6[-I]- ;3: M].492K=6VQSX;#M12XHNWBV&#9]>+.I.11/G]*3I6G7>-.+J*3] M+ BW5(4)#YD/+_3./=3Q=^2*
*UOXI;U-H30/.VSN*AI&KNY_F*;^MX00G;WY=H#I0V[R6^9!H4M*[;.M<"'1;6^1_W07#/47EE 4KE*!BD#5C%(9#(%P/MGV^.;U8E^]Z,1\0=O.) M3]U\-E"_50?*
*X>TZV2B<*ZUX6W,1K*0L[%HI*MTUNCLPM)?,@X0_T%I+RVTQ=],V3)L(0D)SP)0P'3O_Q]W!M$0)]U/2#5D*]8 M(GK7OC*5U,E0TSW^S7+QJULXJ,"X;7/.R6Y+UXV;JNN^>Y*
[&LN#K;P%/#=(& M/%A==T5$<)K/0AO4F^\ZS;#.IHHD@O)& BOVN>(.>J)@29 W8H:+ ",.N-\!SDG M15$ .BSGMPDZ/ABY[K.3??BYC/"1X\IP]+[,\"<>YK'IXP(QZP33YGH&WC=V
M2Y)%#G??<0Q!"T.T,$.(N!;&4]?Z*EV6\G^]?,%^%WY?9[P4IAAD5IF^_(CY M@6FAJ;RWA4NS2N!&BW[NZT=?B;R\C$;9TFN!3I.MF\]AB/Y"8$P"Q0OHES^@2D38(I_#Q,EREV-L-
@_%(#@ZQ$=(PS76 6FZ#CK M4 75.2^(P<@TZAVH4,%BA9;4HC]?V]FPZOD/AQ]G)1932BHH-+2]G1;15=H M^B+H9$> [Q,%NR3-D/9X,0P>H&3,DO$]]3>QXVGXS0QBA+
*Y:.!3Y7_63^L M)OSG3! W=N2T$.]+.[_+D4@E820V!5@V85J.G^]\L91P%4+GWXX.92C/BP M+?:_*\:.,U?9ZH,#<>(E/#]&(:$. 26&LRIZD&Z.RE*6\("D CK)1QPTQ3YGH&WC+V*
*PT_]#'A1]^MI6'H *70,I@ H.!8 M*?0E M".+UELBV%J,40-W(?X_@N#NRV-Y'8"MD!X&PZ^6)(@7]HH+N,N8D4^B]]5!N#)_MK#A9QN0D<0;Q>Q$X7M@V(3-D./7W\@)?*
E=6SBXF$$^.];)U-)++5P;^\[=26I8NW:D.6D#-_GU0A,,\7PK+P7=N"HJ O>Y[LBVEBIQ\K!0N*$68[H@ZD&HG<7)%I7[.>])9100
*MET^V14:6]$[0.0L%D&Q,!1L]VYC_#170ZI^2J#;3/>ZP-D^G M=S@@4^GF'W7.'L&ZGJW SZDTU"[$W7_\ZG[:F!,@V9:63*0 <",#(4_&C'Z3*
*MN5),CLC3AL:)_7/5B@E2V? U"\V/U1FU[".3%$ 0:%T-"XP8:^Z&_4L%G=$H MQ"R1YIZF2=**FF_/IDZ7#2X1S[@?W2&NH<5MPC_#569;%%T&^Q3 MM9.(@(0'VH*-ZM=*
*[5'YF/I.1+XY.8V6&/-Y&24N?'9E/XB,Z#;Z7MI@UG1_^ MUS5=.N'D-NS&-*2@7O;-1T>NEB6(NU$B-C4.W",@*!;R+N3XQUI-CH#XC\2*
*MAPT'I.HY;/2GFH0\34/U;GAW;K:U.I*U!E3X/&LR8[H/2 -PXB=1EK_XE-Y. MZX1B+]88@8G=6Y5W)CNB.?5#W]>-GLB7.>"S-8F=*(Z>$]_W%.B= L^,-5) M,<<(F.!9@-*
*:.D5YU!4Z?G.;6@W?__HQ]0AP#!U]4F M.Z+%H?P!84F38E<5/<_^&U^AKVLT-UH#M>]N44]S/"DV'G0Y*E?)TA.VI@ " M>< 6OR-[0=[0AB=I>A>(-8H*
$Q=]119QV8>Z8A/HZA6603>N56ZN>-[O:KCK6/6 M(+]4-E#|\>I8ZU+I),PM<76'N>TK1D%XAR1%OI:.932NTOE*U%E)U?A+H^.5 M"]]+-*
P?]5W0GV0%"3P$LS<')4CK3QF0#0A#L3XB7>BC_*N.T73?T&O9*5CX8 MG_@TF;KVKK"\GY=<3I8T[WK45U&'^]_<*X>+!M^QH$BZQWVD/2IY!#4? MQLZ-
S7T[NQA#N$XUI!+D^Q3 R.!*(H'@\Y_"M6%V(=$9O4O^) <%T%8/)#HD MOC$ZT[RC;HE'V!,6W!,J.[@0U808B?PVK,>!J2"B0_821J^UfQ8K(=R0U;D;9_/=-AIL_9SB-
OZ3^K85%.@6 M!;#IB&DCD1K_D^S@ASA@;93/Y@&>KYB:(O0?!MJ6$20GIX,_G!"L";30ORIW M27 H2P!'"%27#(/>R<>)$H"%25_G?YV>OGW5"U.7[=AF@X!!TA[+V(,%
*(.7^X0X4" M1U3=/YLG^J=^W&.]!,F=,5G.\UEQ?ISSJ7MR7*H04--P[+;CVP6@P!X9)R ME15A2ZD%$X7,0?9##BMR8M6OKT@-M.%-0O7:#B6JE4QC3AGO]I(^Y' +_W]4*
M65(E?:G] 1OF[KS8"B0^).G?(L,)#- ^;T7]SQA9QKW=L? ZIP8DNGB0?:LS M!; N4YA8TH8W;N'W;7DZE/M0/=B?%/E1(Z^PG]GR71^33^8 IV, W9 99]H4 M0-?HR7,*8$#%-*
*"">92^>(+I=VAD0IVWCU0_#%,WA[-NL]K&R"6UF,$S'B<72 M.#>B$GUL]JM^=]6+1RT H4$[+GF;6M2H/4%N<5OJ3':1=UP@A6.V5%P?W*RS M?*
*0+Q>&F0,HW=)LG]7W\93J"*I=_$NYG%AR>Q+P?'W20_+ZG5(0G4?"_Q>OJ7 MN[&28Y9%^YDK-5LF^:8O96_ JPY/&!9'EE^5'U!@_CZU,0C"&&$39P^Z>,Y# M/U$EFQXLB-*
I=ZH,(%;]>\#<++F1^;%04J/:DKB%M9"&T.9UQ08VWEW,O1MV& MYC_/AN[HD)#W!(^DX$!N_H@U:'DTFU%Q(=^M<L^L"%|@@$J.GQ?5D)W,>_H_^|+?PTTR-6K'4E-
*EAY<)K]S;&/J0L^[/K^.G>9X> MY6K?S>8L]B(H$\62'&7/N>BCPP/I4.DV+A4NQM^%8_\#T;!EQ-W&;$:!*ZW_L-$PE8*%8ZKZ% 9'HY]PW G1)Z2.N$*\1EF/PUE M)E<|)*
[$%H:S:R*+&D!Q]L4N?+)=\5LYOW M2D_RT;;B/YH, ^M3OG,+1G),,1"]9]9H1'R[-L<&/YBB .\ 538FR=Q-F4]1] M_]X#&':4S-SV?QKJ?Z>9DZA:$B9-?0O5/7P]#=\(/,O!VK5
XY5IL/F%2D MW:G:73!&?2'I[-9CH^A$PQX+MUR8!E:ARP6!H/K#F#DQ^9T9M M'J:WI>]ZJ#.+305$@N'ORJCL>946\3Z4%\#P0LL1?D>W"PS712\. MU%5RGY?K8X5+-+*
I"L+"A=,ZOC@D.26:C3MKA0F M_?=-,1R6N+_/\H#PUA?2UY!'4DR9=>7U2F^[MX;UKI1+D 21[TB_?4/-0)019H"'V]'Y]MJL\$ZK(§YXM+8_35%4S>)K+CZ:*
*MD72EE8O*RF$N>,@:2RV0:8?UC'SU(Q^YU.1OQH_0O<3A,>'C"-!R1ANC;/RB M$%8E>-F2]L_:!W@_<&?;.6>+P9DE#,MBU3<^TT><_]ZF156K&=@-]C*[8#77 M(%1],:0*
*,]O(/+'1273B '64HO,S:*N3SNK5HTM4H.9$_*^< M7?4I*[W$VYHKDXD)-9;#>.T6 ^%7\^5CFDTS--(PA;"0_!YCOX3<'*=UU;YA M*L"&-6^=]U;YA-M[%R_]58(A(CMKZM:/0KL^+-*
DPJ#<)GJ/@YHA0F+3;O:QU2 M<+)BMZ'W_)^C_SCS=!FS;!VIPJE-HX EWN"X@66ZTJXHWUJ"%))/1S>;<9^ M"&%[?>X^^7VIO&N!B'_#<5PE_KJ^N)SDSNMBGB*
*MTG6RO3I-2I++#8/Y&U AR%3^MA@U;[618N6JDRV8H.#OUYD-Q6?;>KBC$V7C MX[BR)\G^_J\JP4JHY"&N-VAG]X1*;%>78F6$[^XOSNYHUB8I*S6TR[-,M=#B*
M1/%]BQ)8@8)OBTK.HA,(7^84GAE'[6%CB?%]K/0NNO8.XC/5&;RG6NZG4HEW MQ7@LUDOCG ,[_1E,,)3F!\#?V>J;D%&5)S[Q)_YZYHYEE$KM&[M_.A\/2.=$EU$.[3PQR\$/-
*E0F]2|EKK_;4M/%U[A0)@45Z+B>X:M=24_=>[MTAW*0>!U 3,0W\"*E=+I63V-6<*&O@J %M@#*?+D(ANF=.E= _8VRL*Z;?O1 MW&U(P+9"JX@X(4E^PCT6YK3-=*
*MCQ4FA9@+.=D7[,1*WT&_;:KPX]6^SXFG," S[)O[M4-:A! M99N!L$'CRPMK M$U(N4(XHTVRUPQJ_@@DQA0UVED6B$@D>,GRY]PUK@2T]_S3>7>FIOLA480R2*
M90O),O:F$E6[J3)73,-^G1Y@[!;WVA]14JAP4BSNA)++Z[1(8(T4,_@V%Q:Z MB P&QH%K<(TK\)LA.@V0]TZ5SIS6):3L'P]KI"YZ>UF)A^VSM@6"B[0*7C"_M%BLV5M/?\^%UL7-*
*6F/EN06XSRTZ[!LQ!USMB;?^3N4G9I_**BFI((2X+_MXR%W#,J'+H'XIB3?MZOU.L'O%$ U3PHSG/GR<7]E^G_V:WH_VG=Y429HW;&6 M"-$RX'V M<+#]*
*<_MNV:LU(O'W:G>D?6P%],._<]#'HXZUMV5*DX/P5,Y^I-EK"'3&/Z8Q]M_]^YA_*0#7!Y&X8[<&>'"% !SV^Y#>PK@^P^$RH\M;8LPQW^^>00F62]??]?*
D<$LF_(_,OEQ# ^"Y>%C#F?GT'=RAM,%-KOJ.JR[LG.% MDW];/S3 &6B+]99^<;@YZ'4;(?MOMA[2MQ:BC;4S&G/?\Q5E,C(!G8]W9']{:Z%UH99"VF,2/W3E.<%"=M=:3'K7;H: I-M?
%-L M.6OA6I=6P9?&$KN+U0F[VH>PQO>@(3%+-Y5XWX3Z%. =[<<%/DWO)XXBO4Z_ M!VTK(TT4V!V?]WP#WP!!'LD_/'SI.POLOF-DA8'F^W^,I]E
*M>NX^ZV'F^!(FA$DC587HESO+NKNOQR(26O#32'GX0H^4V2PUYBKCZ;^?HM.SQ(+L"T:FFRRQF(Z%%;)7.6SEJN*J1_6L./.KC\0NP24Y26<7,,"3/S4+=*
M5WR!DJ5"XU_6ISN0U$@:EJ&R-(.,#*]K^!;,X7I2"[$_@+!WCQ-\;V!UM;H($ M"C7QT1EN(7F%3D$)L3\VP3-RX-F+K@\V4M]L# QC,A,[R7$9C % M\%D916B;,*
(NP^%)TV%/6;&#BH>W4+4$<+;E1)0'N;'7)2.45"$!XE0GE7!6;_MB/;"0Y:6N0 KMCVTWGC&C@2AE.HE$Z(3C2WXGPMA'!3J4LAPKHZEM-V{O*
ML>$+/*S.A4X$MZST>]KB9\TZE'GWS-S$?.7;6=/HEJ3CMT.9@U =/-+X#X@0 M0Q3<""66NU)-+K0]1+Q/6:YRY9%QKYQQVXUG0O5Z6N^8BC2I5FQ_/1AV=>O^ M8^\G+G%*
[CUY?BMUG##JO M[B +C1.M?Z@?,Z643396WM_^3\W0]^CD@%_8T_C0]YIP>9X^]/\G9ZF/[MGN M&>XY?(' N?';,L>HI-C$/Y9XM=?^>$UW\F?9Z$E_ \$TMW'MR_+4,Q3]I5C.
MXC3'QUHI:=)I8:#4M-S#=.KU,2TQYMN^:/'5N&BNJ('WAP'?PA5L/>(ZJG M@%W\QC^.$L7E^W^,V(^?.3\V3WI)KC1_)1P+_~*6@HD)-O /W*?+K&:N0.8+59S\&*
*[@>EQ^19"ICZF?1@U136! TW(W@L@R1PQR7.=PGK]!9:C0**LL!"T($T>46ECL9;QW% M]KMC>7]D_FS80,/(]-4KNPFPP4\3[7(G9?K+!9Q%YWG|[T27@SXJG(-#WF#N MRL?*
*8(/PL5_CQ1+ZLMDX?Q@]%Q 0 *8**SD +8>O&N"}4Z)H?0|JZ# MMD)'D@-!5V5.CPF@_RY!8M8I6L6W69S#+<IT;(&WF+GMO|Z_I@$SOC\)E_&*
MP[ZYG=WMWH/VJ,X?;I/9!1YJF/JT.W)C!-9GD_,SX M<2;*7^/5T|S_1(N_"5>>&WIICYU[:3]Y=DVJACR18+6;*TL!^'X@:Y2K>Q+4 M:,F^9Z4%%(#;-*
*CT%P'32EO/%6_1%?"A)O6P(+7YKZW9LX73N)Y&Q>]3X M=V6'PKMD -#T(;**R#A6T'@]7QS>]S/AQ"C\?ES0+\30] GX9C|C]BEG7A3'*
MHGTZ9",S;B=]S+>M"5)V0);!S8W./(`OFIYL@)!WE'*`.D;'6IGJQV2]6^)P MVM!I;=5"\YH)R+/Y;,HYM"GD(QL;DFXNZJ;_,G0V7WW,10/V#^'"FQ4$@-I9 MJ=;,,7?P]?]HK2$C]Z^]7:
*[,_ HE4O.LSH(SGN?3QS:HDV<0^@Q?Z4RE!P]0OU= MO!)9WP#QSTU:+8IMNZTF:[Z*3M'"'&HM6GYNT26,?@6O:6![!>K1AOS,%($5(*
M1%"=U#6]M,%$S[&|!ERB84F%O:X8V[G+M7LJ^E:+:,2R'E]+D)"K6ZU+9)C^C M2Z4NO*(`RLPCR|+U0.18;5?_4Z##';OEV@K9[2#%5<*8E-E.%\&RT|MM33=O M+tE$WE3A?
S6I%1_Z\2@$DF)I?ZJ4 MMA18#3IMH3M5O@)FF)NKD%9<[QIH_Z5TC97!#<#?YF7AVQUA70# Q0KP'
M;F=N(@3W&X:ZSRQ/7F#7/I1&IW@5H=/5!\]_!CMV#L\NM9_WSAPWN%>,:=A> M ,@9;=F<%&RG6>S%6)O/_]A&/U\C..M1 P_5&&7ZV@#!JBL_SU4-AU;?=FE
*MY\&M4'5TYVAH!87BAO/0Z:W^,P=?Z*1X;@ _LP,C7K_5XOOD +XIV9SLC+GPQ&HRUD2'HO&(G\]P5< ML7H7 OOW_%RM@\P98WUEZ-*
_7TB_]+]Y[]\V_*G">KA=7)L4.9*!7UU984GU-M&M&^X-M$&ZQCE#C?1^?S5_2T:5_M]B=WP)AHL7T'@*DA@KU9UIV.]@BJ?=, MY5A)T\YG&@4!?BR?*
*O.;@X)+ONZ)!L5*U=RK/]O7B>B*#=)U2]4]7_,AZ_Y;O M P[@M]3?&%6S=|-5"U&1O+ /'_@HAZW_=E]DPK4HUNXV,$K;SD3&1RZC08Y MZ3-8=:.'HVY5&N6 E8#/!)KX#*
<7\W/|%"7(^U^;Y=K.L?!TQ&3<<5[4 MYX6L1XN.KQ^X47XJCD^+C;!U/|*!_E"^K%&W%CR!3Y+1+VC!C4!2I;_\[.A?Y!*
M]8V;C?:>F'P+>A49NA05$^\RVYGJSA#VY>\2$M6[#V29A AN#W?(UV M^Y"/X5(\\Y@J8X&F]'U^VKVT!HBVE#5-@-Z.1:YKCLH%H= 2(RE/ MY:(#2]UE9;]_HWP3,ER;/U!?*
Z'-78_R3!-:U9 O/ SFLEB@7/X^0E^$,#LRU M\W+PX'>^/"\EQ)LH=E]KXV= >5_(@W/?^(^S4=&B[V8@=PG/)&]*0]MYF'UEP=N=A+R>&K=9;'VK_T$];UFS*
*M;MC:L0HHZ!2@*3"=HK1]T*EB\+!]_+R!V!,[Q'-B\)K&(^)O_(P[=3(>Q: MI8G(OH],7"SC>QS!CF" ,%3]Y7*8>ENXQT79;L5GJB"F2&A;84OR<*?HF: M'9^5?D(K*"#V-*
96LVM,MJCBL1V) 2BXIFJ)W<M^R-;;=EROR=X8SLV]*FKNTVS]T142*>-U0;82KPH/I5R4_,#1I9\N4@QG9C MYQ"SN]ZWEG2S_.0Y#AL+A4L\O.!RJ@2-/$$_+YT"HE*:Z.^_-'*
6K<\#D)ZZ MI#)HY1ARM 7E.33J/?\',O.=#1,JSMZ-4/?H(1.O^2U=MW12R5U? O)$19< MF+"^]^9)B?'WM+_J/N3]K><>!W_>8,R+,0/ZHVTC_RR6?B?UM"O)(10=UT3?
*MY?,>%N&'W4G75ZP;^>1"2X,P ML]R'754",0SGV,+W-BY.WR9NVPL):PH(1I7X?2DXK>Y!3[5P0,+#U]>R(X?/-M-;[W\F"**WTP=EW.(!HM?LG3R\|_.CI^9M33#,+-N[:0*
*,CR95]C%[5%#X.HI M $V]Q:$EA,U!%OX)\6Y/R4]'SMY]G_\E?14\QOIF'DXJ*ZNRI^K*U,UC*[#02 MAUXX.%(§ S9E,]<;+(']8N?Q0S="N>AO_Z!#-F_^/E;]PLM4_<41Y$*
*MZ4[!0P0KWB&D[?93U9=Z1 ^.]NY@^*[--]=>Y&&E2^]NL'/]8\ M09K!KHSS"T>PU=K@GD?I2-1&V+H\]WQ%O>WT/-AM*C*\]Y. MW\>,GA[W1FN YIY!Q7:F?*
J02R#=O23GGW.;'^YZ5%S%VZ4(75A>*&K) M_^Y]C% 8@[D,23I]=CFWRA/,:K]US_5^L4/=A/TNEFKH:X&]P%NO+/%R-MSV(M1W6/MJ5T^80AWE-*
'(E[ZDO$_]G47+9)NMW=A;@]"K7T_XO]N>:Q3%+-.B MDEK8]>[$%](CY"0]K4PG4'TZ2_UVB BKOMW/9U<2#$A>2=3Z/>1 E&JVMES6[V;0>&S!W&S-XQNC*
*M'=*C'K@0EC8KJ:%Y3\-KY!WB-MY9H-K]F_-^RK7\K\T6I+0SPS-+KT7;6/^, M>PLU7TQ>S_SC?]MV:GWZ,'A@CF?N)W2*,V>Q^_K<=:.6-WMQJ /T 6]#+:5,TR M#W!(H>6-VT#*

<"4"HAZ,AWA"K,/54;&+.:>&@M<8#_C4@.H(;) M(O65G&E¥[JN,#+^J4__**%HZWX,+08\KOUQ2X8!#F24N7?14#Q:/)+K_#/!7 M;ZMI\[_8S1LOJ,Y=?*

*S!8\U3B]UG,E9,N5PZ'GO&:4SJ.HZ6WW)_8*0 VD!/B M$]6+*\I65@04[AEH_$'J1K3OCB>!Of2[V[L82S%W [*UJOU!R7UN M^W>;&V-VYY1+V:=?9+PRP;PL5KH99+>,3*

<11O9J0+/8!? MNS5] =[1Q(CG_P-U[-,V#G()HO)0f\^R__R#!.%5@3=|[J;[U-BL65)E\;W9 MJQ+[=U]=W46_MST.?#B[X7Q(X<;:+:6&H1S;$K^6HE! M[,-KZL)OU!+4

V(8;SB9+/)D0T;!7#) MC)(+L6RD7—@FV>GROBD"J0A1 AWL%.(^^*W+0 -&_18-I5=^.8JGSE M>]6,1`K4GU3EV$?FO+#OVR#;X9 "C<]6.C&-

;2Y3.+#YJM&. ^N?>03C$"&\ M+0O"[NYVX=[B=Y)$BE+9!5C@+0[+5"2ZW>M[+S{C:= MRD.!?V9/U@L\469RDE9_AM(";ZS:A#J6BHP+1?8K 10R<0>1L,N^8/8JZP5%

MYZ97/1;JG6TCIG2&6?\J@;3>=\7K%S,KEVZV=[U]}N\1QL1B &V6\86Q!Q8 MV7F4T=" .6VI,5WX@7@M#R\P;C=>GOX7&!0H8466F1:=!#,]'&Q$Z8595.D**

M:E>/ND\Q:3&QHS[4>$-K0^U[54CT^70ASL2)^7G.3&#MN=#>YG>0W3H%PN M@^*?;_fB@1VYU===@P8/%XI.UXD8_46C)_58#U[GE18#K=\&QDC2Q0/A4T M&*S:*

*<@ZL@>_M&=*E[ZCKX)SF);/=D2:9_E6 V6IZ>/G3W! YYHAFX''I-)HC M1 21U]I=*&;],%OF=K|_&&Z[$4F5Y^Q0^) ["28V]G'X9Z%LGK6:B4%1M>*

M#TP$!Q"QOT.7[AQ79$W">=)'63C.9?2#1&0Y-1F)SA3AAGC>'"UA36 MK5EKHOJ21O1-A3 "U6)?1'S>H'7_HNAUT%QWEYNIOF@@G=>P0,,2;4!OEPT/-MWG'%6EA(ZF3FU<*

M96%GPW79|^MVDD_JS^_HDP4; @^2CU3/)-GN>;M1X3AD? L[3=G OK42MP9F>+L_'CFB?IGUS,?#PV M=8.BPJ'7 YB6.F1MY)]F$+7*&@$FN3K-83>S@RB

*YQLJ7,1'8RW^!,7-T'GW MQ7QO-CY?KQNU*FQ?NH4WA7S27R!WI_/M7LL-R3!5&RY(V;A[3 ; ^59[? HW!.6)4< BVV-'_],T'I M=R4?|@%XRL3E¥$?FO+#OVR#'X9 "C<]6.C&-*

MMIQA>L%F!JL'\9EIM3[?K>0^EMLW?KVU[7I/_#2<#4-(N_E[IVG7]V0LL1 MSM!7'VNWW.F5X&MZ^Q0>Z+25,M=B6[!\;/1'15;!1*FA$7,Z1@U3,*?B?Q-K,3I'S*Z*

M'0TTV:LG'"%4/@'4O2?]?:??H[C\IRI]Y2O5RGHOB-$+UQ)=5"UQ'7O6(-E;&T M78[OGX&/BPNP<$W1$ MG@+XN$[@]H8/M!R8CF]4ZVAF/#\;I05[V4005&67>&P^H-,()@/X-

*#?7E04F MMW_'&X3-^%=HX-WD@82:L^3V] (+H@HL#*M/]D@#GPL|)\8B4/IX]MTEIE M,3 <H<:LN<&;=&4K&Q_%^1HOM]1>F0=2EI\MZ!<&>7,6W,6& M,>]DE9?A_Z)UW*

*ZGPEV@M[TH,MV%'_VE(0:CJP2ZQ6Y29%;U) @&DD%#;V*5 MD>DKJ*$WAG6K)N[%508(/)GTZN[A&Q_KM9(X+/:P*50,)&@$4),/RW9E8+?^ M/+!,.G_[9,N\%-O9H^#>Y6\|*

*[`081Z=V)\UV.FWD*9GY [OLJQ-W*_'03CVA M]@^1_#2 <]M6A2/T8BK:G.7L;4*/^MM;57W?;GJAE$OS;-_PP1^)7S.4]%+B M[;'APR]4S)O/;C92TR!=W!=_[8_8&(1W/MV"!6]2-*

5IF/7VW!S!@N@>, MG6KJ(K(1>.I9+D.UWC5_OM/)=.0M?TGE5R=BHJ^=GI5XGSKV9GRV,WMED*OF2\MXD_3O!E 4)983*F0*V25T/MD;--V/-*

H>_L9&CC3I1#$R3 MK]DI@A/*Z6F(I54YZF(_38H&LB:!CA1 N\A>/73:O*5MLA!PM!"IP(MQNAPF>K/&M#D_86S#.526@"S'9%E=2;;;)$%")"Q"F R^:- 60NO-[=+HW9

*M3[:MG^A<]V/P*62Z:DY81SIF_B,4XRKTC<#L-F'@!U\TGAP[T1S@XN:PZ;WKK3)AH*)HA963C#KM?4 M)3, _=4H/=]?E]D<$C!RWWF.5C_@!H;=/?*

*1K'C1+=O64:EXE,^(,K#GZHL2_G MA-=<$@^T.5IU#!/WX'TF"%%E;B=^-@@Q*4\DJ_#OTS5ELY"DSL:KO!H_^\(?C\!+! M)*L'1B;_[QYA+)Y5C%;O^@=824CI?GE?^IWW+%-*

XR&\Y.5;G8'1] M9.KK);_]LSIA6$/^.J2C%DE'E-&9[BDL?EI1P%%_G9+ZD9<)R&#N#-TPLCD M.DL!Q%:XGS2:+Z@):XS:T?.,CVJ^ 8->S1#FX"JSC|1U0NX,4AJP4MUC1= M4Z?

*ILDEGR2*XQ.MO@^7MB*6WC4?$E4#!N.#!5"Z\-,NDEK))\U"4SDY70@!!E MO)R/LZO"[,XL]IX],#F;<<<<21[=>&%,S7Z^\>,&6\'WX=^VK&6V?A O&?'EA/ZIG VW8TVPH|F:ZRZ*

*M,(V@8QW.F0F'=8JINECUU=YX6#@F^KLWU1TJ?3**5@;AZYE6F>83TS\&/MJE0"V?U|-.!^IVYO[EE69>;K%MUO=?1+&H=[=_PQFIVEPNJ/H$T3T[VBQG$+8<]_D>&,T343]*

*MY,,/5O**RRF4QJ$<,O8,QZ:K*$ST^ZO/'OP(4 M:@N-\5'HOA9%_](9_-S>E&ELZT<+^Q;UOM[K+Z]GGE,_N)2Q M/1E$&)*W&MDL*YL<7/=EW@K\HWLTZ%R9R*

<(SF2]9#E;7:KCA6+6-[ME/IB+U)XN_)6_JY\VJK:\;"11[4W!S9>@XK@$GL90CNRAR:ETM3L GSN8/(-M/BAQEJA;JKS"SN0SY.IOHY!YI __@SD-6WIF6'5ES$##A.M#

{1A#SSMS%S.;> M1!G3[E/UUB'"%;_\0MIL<(*B&7R'P1?-R'Z-U;0I[,A643TCN*!06W$N2#K!LN^+_%E.*^//%5+$44 M-M+&;+R8E.TBNA=../!:#?<&%U8F:E7'S] 5K^@Q*

FY,]#/(CMF<+UT^X/I7]I/((E<8K!8MB-MGF.W4'7"$?CZ_/P0?:.@&8+#PKJR#$\1;=7_FI-4-Q%J.5KH/W55]A?'|/+1R2Y+2\H| M!E0QV.0%24@NL'KW-MSB/U1U <6-

*[>>AN&!LQ>;HYP9\F\9>'"C%MH%,OSAZ61)DWWYM\GMN3GZ@:|[*M,[BRS,L3Y(<[)O1DBJY>YU3KZ MVYR#W?-V=@0[\9//X("ZA*PW2#*

@K,-Y4\4.3_G+1@|U!'UXO"@_FS+4J MT J)"JZRV0%^M^V$@K?O< `35VS6]7\Q&N4\3EB]]_,*]A#O"6! M^O[]D7)Z(T3@JQA^%[.T;-_QI0DO56;AL1/5<)=L,*DS' FL(E>FM^*

UB[N6 MN@9QW:!/KUQ3[%3K9"5=Y.<>SSKQI??)*ER?5H.W2WB;3PN8<2">S;KFIUP M^]&-=MP?(I6#4,_[_BTU@P;)"8[9WC_6[ORM"6$D)?\@+-TXB=8D^;51.*NU*

*MI^4#/9GQS-^ONJ>XV!Y"$#|=65VU*E>*LV2_J7R6!GI-T#?E&V]\T2',G M@M.JN]8.?S|^4EPZ5O ,H 0/]462\6']7M/!J94Z(6@!A6=Q-*C\569B>H0 M8^PKMNK+UD\-*

*ZO^^^=#\4ZH;F@=>&E&%K!Q<#<$ {JUN\T|MEK:\;TZC^IQNU*R>SCB.RHA:5 0T,""UV^4+#9 M-)!F=[4ERXI1; $!!'VH6(3-U_W5I-U+UF0@/+/@.H@&,AH(FI?*

*JU&J8Q9V% MPZ>0L>.^XK^FV^G=G)G?9&A>0D5'1UF+[;#T*Y4=?2I33T#:K*VS[HZ]?7B*

*MOK4W@\TN_P^RSCN:#2_N_VEI*455[9%:57OOU591%+6WM$45M5<0M'SMD:)H M%:D2.V+OT9I%43.5,I&*AL2((.+7YYS?>?YY_KU_W"._,S?K_>YY]YK9"@; MTC9I2*@0CK?*

BHDO8$*Z*9E?LIO[\"=K[F^)99-O3&[OQ<+$*LYR3=>_&@^"O-/-OF13!EX 0RUSS!=]1@>MZ M6L=N?>5ZB^"U!.8^SC_]AK"G/Y5'I-@R$ 6D?*

*LA6>LB$85I1@=;%V MY7W;HVM!0-I'8VRU:,UIAB\N 5 ;ES68E/9?VN)Z%M$9%\ZCU4.'B9Q\G$LZ MS^S]Y0V %>Z!{6AOXF_LF*I7 MT#A)WTCAAH?[JV)7*

9W3F121SW/SEA%SKO5C90TRT)-HQUEPL'A&^\3JTN M9UG&]$/V>#*$\ODN#W\0FV_MF_5\V0Y> ICPHR411(.+4Y1)P=\CI4]1'Z&Z[Z?*

*\J/_UP1M?);B=U:INFGV);:GKV&/F*TS(;ZMTZ8O3FA7D' M!]2R1YVHQAHBG/3[(1;'LSV_K_"9 M9+EKJK(_F4RBP6'5LFQ:R495%R9V!B,.QBLVIT"CI=_]#6(?3G]3G=%M*/Z9 M]*

*(,;WS*X^L.EV_0DTJM\[N2B?)13NWUAJ'S OUMZ)CVK:Q35G#1H/\Q47&8 MR_^OOQ&SN3A619H%PH/?[/JR>WU\TL8B;QZ--AZZ0CC(MV' >Z*C24\RW),0*

M4EH]S/O8;+_TQ=D193N.M_'.\(E4?-2&KJ8[?$U'JK@.60M" LJ4Z1YA\RU M)!S/3IV^3\GP.W_7!2\/R"W7.)9YU0W5*$_M8S5%(6;2BS(9O.L>[6QI-4RLV1J:8K/%HHC"A/"?

XAB104/KMNUE3#]>WV MW+O2PU=)X(_]5,#PR1D[$;4QZWP&&L25WO-G2Q)>-S>$B\IT ,2MW@'[5CS M@:\;|&+,LJDCE)YLO7-W\DM -*

*,F;UH9VUB(I%2)#¥X]:#'|\CKVYC.95,!8?B MJ5R(5#5>ZU"&A49M]W,DW>)XXFIJNKHK7S:18499+,*CJVS_%MM80_[).AV> M?B)6%-.TUVE!$YK1+DAJL/HKQ_FC(>?(*-*

*H_I9/YON^N@2L7@(:^%=Q\O#-G MXK/>S6PG.//%R_^3$8_K:M Q$G*10IJ#>,&ZFE$:6Z12)#W><V?U<5W&^XL2UBW M9FIHK]=-IJ_ ,KW)YW^U')Y_/)G;#>B=_ "\R*066Y"P-*

*N+VRP!ZI=@D8<[MG5B5_M[AF[;2Y+9/EF P7WA8-[7_N';>,V-PM%RQ:I%,.^%VZ'C R]*L,8/RI MB1>FH78":OO:+AKL.!;I2U-L,I8)"^!I8\-=N>8@0UE98=SF>;R2OF;^J4V^U?!*

M0D8"=HS+'Y-HKQ M7S-PM<@$C^^D-6G/UM2AF'MY8\4OCRO8=KPZ51,8<_ZM!3Z?>#9?EU1>(U) M SWS;.5VA9\RT39%^IS&\.8A5#4[!UE!9XB\D6P0V]*

[2QR"J:!LEWE^*%!X M8DR+WRU(K_ 4S?^\ =O.XK%]!G-%6<>1O%+F-XIU/Y)CQ<9HV.5E.5)!U/ MSSB2$[!B^NMX3&K\!KJ5Y5J%#T^;Q+&[/6ZI0=3-5YXZKG(PEPX?*

G# ^Z^J)>+ M>&5'LNE#;\7C.DV]&+!J#. O+5HIYG)E'@O ^I7VHIVGO%2JN@G5"OI/2YL MU9'3IM>'3(S@D+7>]G `A]WPDKE'Z)LYY-YLR4L;*

*M_/IKZ!KAP\|I^_)8">7.D:$XCF!(DQ>Y%-;MC(D "B+^OT^=8V3K&RK*TDB01\5U#H|K4 M7*?FVOYMTS*!U\@ONEXUO(HEF4=CQ!_TAM2Q?]<\|4IW7!DN2#5,6/X&@LCW*

ME22.-(P_IB(L2%X$!FLI/ M?=C"B51T<6F1:@_9I8IR_SV#.20XXJOS[7.E.CLV-C>M/>P7TU"UX0ZG(KLQ1 MC'2,BZ7X*NX;I\9IKO%,OMH3^KV53U4A6IQ3C6DCMU**

[>=Z"YRV/+P$Y+K|L M/!,K5L)3(D.*#33)XQIHWHIN$2^^]Z';'3JA5V4'IIC+4;N]T!$1,C#]<.& M2X!'\J\^E&UBF[#+CPDY^T^\X%\56N[*8T%Y#DW>X541HW\[AH(F/G?*

+1@UW M<\|\.9U5)\+>_HA-UM2EHLV&"@6.17_*72K 5K'X.W.<*5TEC4T\4&11N M,?2_MAPTT3HCH"<2?Z9"=_$@J\N'$)Z.T.)NBE>(=A&:PX.:*$ M?*

*U:ZH.&&..K4S#%JQU^+B2'N<1R'Q:7_REW\$C!L24JY!#RWU3Z*C-P@Z#TH M5)DYO 0\[3DRMQF$X0U-&>U)IL1T4A/R.)\0F#0+<\KH/U>'|@ MMX@]OC,1'LV^D])9?*

*<[7E!H75(|_K!/^Y;$/4/@TV3L ^U0?SXVUTM -<#MJ MC'VE7CJW1L];$1'^4>0G0+F 3L3KB.#4X&8C4KO9T^-16H_]LKK@E*RA33/[< MK_;#P!G#=$KH*]-[{"CU)O?>VO@17]*

*(+/KYO&X-#WD?Z_,K[P*P/0-G^;!E/ M;3[^6W1D8X?OT.L8&&'_IU]#K+U9"<5)DGQ_G;T=2'/F4G63TG#RX!&J_@ M]X=>HB1"-)_N^LU?]JJY?3?<+]EG\7_FYZCYLA.GIJ07!MM?*

AB&_BLB I=TUX MUE=&+K5SU:GRMS;MLI$0 ;-:$DMDT6GCI8Lf'7"X,.)I:X/[7";ZM#X2J6 MFV\F/IY5\GJJLHOG /FU[;__YNJ5=]YBSGIQU%AV;(8B&G1UWJ?].CZF?;P*

*M/B1JH"'"I7H0&T&1Y.'P[>3+, ^HM=HJ9\"?<8[FWH_,WJ(UD$H?!FS:B-KE@[M,.N(U_@E]X8!J19$\'*9HGVC+'"^AXP2>-,27^F?R+U6MV#MJ6*.U]\<<;,O0N M_DW!\@?*

*07:>HE"\>>3\#(C\IQANL<4:X)GZR67 WUV[B \(SQU'Q&AS9?AD M]*0 I3O*2=B6M:EC/'"'OEJ&5_]QR+S9VQ%FBM66^2_U9E??(?T=;;5N+9Y&& M3)>E6IP"?*

B;AUP6IZ=)LLG16-4IA>#KYI>L,W$;/WHP=ND+@O#4V456D2> MM@1.,F;>/(1N@S(S2MXGO10S?S"BE+&BN7M41.';]L=R7)>3S#=RXY0;(*1 M!4*J=SG70A>DP\[6@-*

D0[G^&>O42X$O*&\U^-S,*#/,K1UGP4 -?#RUWDC5O MF!<8=0GM^5]7B- Z@(OWD?%JWF38U<;?);;235Z6=KB;U30[^WE8B"QVI-$6 M'"4XYFY,5\MFT0]H67]EBW7<-

*A#%NK8LA?_LH279ABY_;I'E/G8R<<*68'KYW"#LE?%.18<_^/DM$G"_K70(<,Q/$;/3_O((2N#'N ML<$537,$T3R#05R]8PZ5H[X*BA]RB,\80 1^_S_=S2R;&F4F(CFWPDW_Q/*

M=XOl:VLRJL YHUKC$F]X!VGO3#KHV'L7ND1Q<;>0!Q,2G:6>1S,VS46']2>3 M.J!J_X0G6TRI+4\+3A(Y?P"VP>Q_0W -6<\(1NPWW"'FY 03!9I.o%|60!/.

*MTLR+7B$A4Q=U"I_%N0"L\E-=2O\$ ([UJL'V/E;I7M@B2S\?O<$@-6_<^]H#S3]|=^_M[2$^6?9;I/8)\RL7(_V& Y2U5CR.NIN=WN0XC?6*G#TC08>=<"-]#QV8(;X7*

*M7Q17V,B;A5N/PH;03S.^"-_@N$NDQG:K-I%FL6"TRF8! F=[V"3SA#@6"3I7 M(P=,*W1P=Q0H#ZB5)E2J,(_=:+\O!=@?.D)6CH)L;YAR6LB4+E0(NX>*

*M\MV35T#0ZGWHYMM"/CR_3WY!N)/,W#Z4OWJ1^]+/+7GS[T9WN\]31O-43?Q MT#AL#=H-[_X+S/==@98@K#]_Q"GC(\1+PWZ%I6X0VB[T60D*B02+W=B=NB"ID M?*

*QLDL*U=OY_>^11=6AQ8XMG06XU=IOT:,.77[\YJ.W7?!*YK(JV_E+.^X MMS4B@RLW(1;XL0R(?K&CAU[XY?!W!?.9]HVFZ#PUS95,='9+X9\ MMR"BV=\VQ??E &?*

1W/>]B!K?;,3IY$?EX7U=G/@W_")3W\JM U6F72 F+S7 MO@MS#!#'P4BB.[\]HIYDAP.),&X_RIAB37#8R%,#@OBC,6=O^$)@0# MPMGA]W5FX GFK3WOUD82T?TL/W93;8

*$!D$@$\3 ,JI:.ITK7VE'$E'$,,GL MPL47#_UKN&(NR<987A63C4F>/@(+$PJW-875RE\U4%W1H M66,RR(EQRBO8:."VA#?/#UL9S3I(?^H*C]3;--JRG=?\W@-QU803;?LY4AHA*

M9L%V$O?W#CM::.@!$6K97:LV.=PS3P[RHI[?N_3J,&O*NTW&ZYGVC_,&=%K M?5RE4!;0MI+."7\S3I"35\UFI%!C3H.S!IO)Z45+_P4U9",C.8$SM#M!`3*

*MT:PU,)X&KXS]GE>VRU-V@JHO%E21,/W$?BVE&<50)RVLJH_&GSYG_0E50*I* MC]>ZWV#0/Y.LS3)=4SOC<=Z0TK$=.GET#BWIYB9[N4"))(U2QUW)@T4WMP:*

*MTHBP/?^O&[%(TDMP)5*K-9)_D_$QJ +=<'=]0T V20@QE5*N2>=`&O.06V M?K*_^IW@!R=5/Y'$8KJM0/^C&;&%.Y.]FU!6;%L!S:(HZ>^YZ)6>0VL%?]U^X+\0SF^^V9 (FJ-*

*@X9(K+? M=[YO8)D7SX0#'J[QAO8K*7%QA\&%XM VIPE4GJFH/T/Q_\2_)T:)+++.%4)1U'CCF!_4 9[&@OJ+[_^C M.D.UB> N\(IT%PLE/=AGWY1JGTH B\!UZZ24*L3Z-M NJ'5_5L/*

*JHA.,$A M='$,SU5UM[R4[T%&?^<'/TJ.GV6V704UY]H=UDCGCHF5;%<;G_G[=6DX.8X M[V65G!'M/%&-15C95+/YJGY11W->$,,E"%Y;^NAC=78/*S4-*

*^Z/YA*8^6QK^JCW)SN,XVG]!+, M==O2FO>.G@ # ?S M2T#-O8*L4A[W(*S:XBU;X+VS3V7IMS1V:. -]B1_#O4D'T2TQ;H M!EANZI=59?*R-Z_\WQOIKOPT"+:4+-(;&>E R))*

1@1VXH;Z.5SX0>\-$? M!YX22%;^#.!7Z'-,36MJ/6)V)D+08N;^GV@6B@B_0$P ,I?IRA#2<[:0I(?4X)O3//1^@I0IZ%+%.6Z#H+:=)R!*X'(+F8H0N=X-*

M;GH@13V1XV'R-6O% [9^-+$N/(7BWBX MAF3ZUGJNP7QQZV7G^!H&L_I]?\-QUGU(M8J.83CR4IBCXOW6\>B_4RS0C/'ODV4AW62_NVAZ1O,.6N6/.E*

MX+U+B/BF<<<">K];C#W}J^)%(KYDI1896UVPGTQ-/)F_@:S7QF8?^2&7O><0 M+?NV\&_XRTf;F0IS1Z1#X?H+.IF_&=CVN&^JFVT+V^$$9SA!9L8.8J[^?Q< MNW&>.2/;*_?*

AWTCQ'I(U\ODV<"ZYV,;L=#NK--TQ)B!7S]LL>5,DS?N@M"@ MJ|\0<8.0A4/9?'0VRNG&OG8 M0?'8'=1K=9YBPHI0. K]/_\E?[HW2L18MI_QOPEU_KI+G'8>L(.:SXR3W#

MAI\CWT5%<>]EE8E2C+T/Q$G-/V KXF^D,E[K>GO=C/6651-E;BY81R4=NZ.$ MKF"&V\IRFQ(EJQ@K,G*]8|FWC= M[0_^FM8BKH))'*=E/3+MZTFZ17Y*

*^E)K*S%1YC'WDI[>OR$P?*TI[$/TG:+. MU,8SIH1]TV@Q]D2*YW$%!2N!HK=@Q>B>I\-"*4TI74M_,*>?CZN,S'!:L& M"\-E?>,:4DJY':(BW,29CG-*

*SYSY_[(745,2VPZWHYMM"2I6U'SXM2-CK'>1Y MI^!893,$%=.2(S]5TG.^8SP?JM,3TS184& Y^E+'D*AGCR3@?SXN-2.H M+:,!1E$T.P?BWIQFQ3*MC7F-]3159T_>G%?*

*SSW_TZ4Z@83V!VZFJ%L.<1U MG=;;<;_65/:=8X/+('0$GRZM>@V+:(*9_'(HAHE [9-C1%B$0Y>Q@#Q+Z0(M##!AA5&D4XN3_"5B5\1.H>$_TOC4;P8#*

[<]'3N=8SB4Q'BT3(SE#?6;#!!C: MB-4L(G^,0B-\KNO,\Z?YT]^#C/VISJC!1:<5AV\+,<,"%?<[/EZ-8-Q"=T6O M22<$FI"DSF/JJ);T#J AT*,'"SYA<=:,_F"7_G;61?8,CY:Y%AD9|*

(;M@5A? M$8]-VP2##S(RI27(W47"X>O9BK3\C>O MK^G>_^4EC@=6'SQA88[HQYMW0]MLV4^OF)Q4$33 GH!DIL@I.LT=N53.+/H+I-OZRR?86TR"YZ]QP-R6]-

*W\21_5$>M9$=;I^1*U6RP96I=-MTI1;,_-65K/ !PMQ:*!\-2LZ]V=P.8C3HUUEJPBXYG2@XPJ}?H8 7W79B2BR M_M)H1++=ML$P/?0W3WQ11%TA-V<|^@/H8!N7V'M#:U&*

*<&+Z&U9I7 ->,)[Q51B-5'_6.OV*1=?W1A+PS4_69!CGX7X*B/-3]_UY MKXG2!N&_U^:?7,,X_/MTZ*K\$N*^@;_.&#H6&P^/SY@2?3]$!]_S/>T&1+ MS$E?WC16]?Z2@!G,-*

)A2#0LPM=1"=GJ7>]KDUI=VA+DP?\8oKXFAH-;^%V1H> MU!040@GQ.LVKT^#5(24-H,08T-QN&ZX 6U_&_Y/ H64!![9?KA\3/ME97"_;S6C' ^NP8'DQI&@2_KH?

(;K>=A0@[/@'"9E%P&7IA&%OA@TW&"(M- MQ8"UFO8C!'FPWH$)6T%_GWB_%$_L3Q^ZR$AVZQG?9LI0-,%J6<|10P8:PIY9*JX-4$OYKML*

*MSYO">KU;TO3K^AQ_AO\&F^%;1SN7]7=)2.[6BRH-S;+Y_MV2G9L< 5575,YF MV&&-M5P,/U%,/*V3?^'0|>;>|ZFCP-+EHC07PUF0I&8DIT451]4PA6.2C[TU*

M'COH'C3Z\.oYF_]XK&\$R$QK'N=#X>T$$ MICY.SN_/#F\&PGJS!9^P?1IFK\PH\\M6U%&OI*9,.WGPI.9!W^M-.T@I^Y8;.OO70($=[H;_C8%2=!!M1$3+0G2W8*

M%Z^_O',RK-?BX/MR9E,/CCI4.A'K]SF\099U5B?0B5?M5GW,N0=VR8+8FMM6 M[ ]8] M5\B+CUPC^=>(:#V%R]^1N\>9T(IS%L?HZI*&P4+0#9ML0^:)LV+[KA=*UFQ2*

M,E510S;GBG%O)\4-ZUJR#5A@7&93H M0V?W15X>)\&7 5=V%MM0]K(+?\+;Y; M:*<,<#E*$A/SZ(/?_]7RV72!VF.C9!=O0(#2.9> MMMWJ53WG=]5.HE+1 6R*

*MG4[0E.HZ6Q&"L7 MEOT95;MU@-R_2]4T0/(GWYT-:+C?+2G[S*Y]=)O3G.8P)#'#D"]/-./Y$ M)O*03^02[*<-P@!.PS26.7DS<[9N_&U4YQ\L-< M4J*

*M%>IWCF&$5XE^3$EOGIRTQW3?;KIO Q6:W'.S&Y07KB%PB!XT5Q\9*YP8 M:W*YYR_I8T'}A?=,,X.++;"6.W;/?AS2?O/!1 =W&7Q(#\5HCW<5HH:6Q28A*

M5LJ)OL%,%M;S0G6=#8TY0F8\+ 8WGBP)8!6>+=RX&S(\%JC?C^97Y1.M!\" M>H[OQ;:?<56(#,P!CUARB(Y3NU.4T",P$M4BK31>US:=,+>Q|U>UD!/UNEK

*M3N*NCQ8_N&E!VDTM/MN-M>M##OT+=S?>KFK9!8JM6RG0@H9AC9M^-(I9I21D M?]f=2;WL:H?^/_&.3^'C^:/P>[\I>ENJK?%Y=)!UP#'@#E[4E_?2(ER2K4*

*M^AC72K&B+E3 >]T6(<3G:?8TFVM?7!L(#I3_MN&4CQG& *5UZA8/E7KRW4IV-MEA]YG0;O2F6^PNE]#K#D?B"K=UWV.^^XQ_I=9\&6PL%MQ;#;^P9OMJN,/S)\ MBCX-*

*<9M0'EW\/1X*QY809A7>9*MLV-MD'^,;6)P3KDJ[@>;,I9DVOYDSL%7X'YQ(#>[SL&7[XMWUI_GWT1Q 1.CN$ME*

*MU\:D"02M:&*3%RFZOY"1(+PUKP"Z@!Y\/30Z90O"%!H7QX14EV!SY45?[I7(M5T>Q_+8=4J&!I-(-CB3'76>4;63:*\/J27LV'46_30PT')2"80^5^4)O\DW MVU#^6G:G6ZZIL?*

#TLVZ-S.7#W2>N>FNE$?=2>[O@C:9!A8S?5<O&(7L# MTY?PKGE\,,.GB;R \.\I M26[:I,$,N @T:S.PEX..1%L.H_]>P"=;Z,F^:HEE69Q5I6-#[T?&S!24_2!D'V/8?D3.

Z5HM\JT\N<4^<=>KDE9;^^0[O7$=NK"*,]++$T71@!G%"'" M%E/>,>-*

GV/FYY=6]NR|X2KP#:%71)N+3EX#7^XG6{4P#Q@'}#"?,B+9$[\&U]OS49$Z;#2PEL=#)S:7?!7ULC&7@%M: M4KFM2N@P#[A%DM#+$*KM|$M 6F0:=O]WZ_7!9B>W

M[44,.10^LN!S%6=G\4^5O=YAZMM:Z/+^\]Q@(U\NIS9!N[VWF\\%O-_UX;_M+\P&?8R24/ .WEP Z76X//!RWYA&A&P170@4L7?9T=?0@RH2=7M4A.OM/0QD M=2YKZO<

4S[%1SE::K!\AT:.Q6[T(:E270Q^IYV<9S%:WC:7((WO@2D$3F ME8*]F?SAA!2ONN\/O* YS-/?BNM_>--\BV!#*6EGVHU&ZZ#2Z M%-PP*

*+O>.2P\GAWL7SK&33E@!W9D%;:?(2*WSQ6BOQO@?*XUIV%;G)2V^^\N MMBGM1<\'CEPPO"0;DMA+P%.S TL]N4'R]3MWE|B@I.I8EV.H9D*!ST#(3.'LGV;5YF|B$Z4A<7XI9?*

*JD4#L,"TW4CTM.J M;.TFX^OS90>Y^>AZTEGGOL4X?;XB'^= - CES*BI-C_S$[CLRG[C\<*^E(RO MBY$5R3_4J^TOG^WVF#;*^A) 983?FXO0YOFMT[?_?=-/(>9<2G<1'F-*

*YY6.6)=YAXXXU\^T:*BNH@'}/A[V#^_ML_98Z,O2YX6?K>-7 YR*?2B_A67@+YG8$|ZFI_N9/Z<\6VVZ'MBN1#E:C<= M?]\@&HOPG'X:O^W2VO9>R%LASL9_>RRJ.?*

JICK0"O31.6=TEP(OC52A0@E1@K&$|^%$MIB8\U;26DOZA$ZZ=I-.Z/W%O2I_[A(152\U M\W(2&"2>>MH0%=,&W!M0 7DWPAL!?+JCGU79<&7#K=\[(_7U[]+,&^%A3B'

*MM\&T'6,IKR=FNG,G@T>#&XJ;LLQ:9XS'0&_64 57.I")C*K_R48==QUA[W049A5*DE MY0OIFIY&$I'1;$'GPUH]T5ZLQ6Z9K+TQ&V0+SCT6PM7R&SND_8T&P"_.2W0 MU'!*

]KY. ^PQ1FV6K;&"_V=88L!,2SA0^DA/X<; A6_%DY?A>LTW.N%B!>_$. M=$(2B"I+#39X.(OI"+/,Y@E[X=@|U)/I>@ZAWU$XJ#Y]WA9RUY-EL=;?^>$C!

*MA9_$3#\BK"3N2Z[/I"A^?G,NU\HP87C< 4H(%Q+[6"M-F;Y3Z)E[.L1L-9WL MN)R^]=-F&!\D--65=:#UB'1\+]H+$/F."W-7*BC]SJ4W?.^@_>;*

*MRW)MC_2TXJ4_D&Z7W#YF&B.Z?>G.U*H_)M:7E!>N2$)85J_.1ZYUQ#XCQ6+K M_.^ 0GJ5%Q--522&3F_:U/Z)HL.?|!48+MCB11(=GDP1.Y4G>_LE:M3>\,HQ M?1E2W!Y5**

*[(.R.9IU7&D:S;LSYS]8@67&G(!Q+UCXJ+5.<;"UY#LBSJ'%%_ MQ!T=6;FI_%%##2|>BP+_[*EZCHIF.:1%LR_Y"N*]? R6 K:=?5E%S,FC2 M*#*

[!QWDQ=DJ,C)V45,.XV,V_7HG$*1@3YGC2B!+<))I(>H1%SW>\@_&QZF? MBVX0?K^L,-:6KZ*QS]><083V9,SK2X[@C|GX$:1'?-O M$H,LO>)6"03PUJ M0:!)EL!.%:#&6NK2T-;*

<"4"HAZ,AWA"K,/54;&+.:>&@M<8#_C4@.H(;) M(O65G&E¥[JN,#+^J4__**%HZWX,+08\KOUQ2X8!#F24N7?14#Q:/)+K_#/!7 M;ZMI\[_8S1LOJ,Y=?*

*S!8\U3B]UG,E9,N5PZ'GO&:4SJ.HZ6WW)_8*0 VD!/B M$]6+*\I65@04[AEH_$'J1K3OCB>!Of2[V[L82S%W [*UJOU!R7UN M^W>;&V-VYY1+V:=?9+PRP;PL5KH99+>,3*

<11O9J0+/8!? MNS5] =[1Q(CG_P-U[-,V#G()HO)0f\^R__R#!.%5@3=|[J;[U-BL65)E\;W9 MJQ+[=U]=W46_MST.?#B[X7Q(X<;:+:6&H1S;$K^6HE! M[,-KZL)OU!+4

V(8;SB9+/)D0T;!7#) MC)(+L6RD7—@FV>GROBD"J0A1 AWL%.(^^*W+0 -&_18-I5=^.8JGSE M>]6,1`K4GU3EV$?FO+#OVR#'X9 "C<]6.C&-

;2Y3.+#YJM&. ^N?>03C$"&\ M+0O"[NYVX=[B=Y)$BE+9!5C@+0[+5"2ZW>M[+S{C:= MRD.!?V9/U@L\469RDE9_AM(";ZS:A#J6BHP+1?8K 10R<0>1L,N^8/8JZP5%

MYZ97/1;JG6TCIG2&6?\J@;3>=\7K%S,KEVZV=[U]}N\1QL1B &V6\86Q!Q8 MV7F4T=" .6VI,5WX@7@M#R\P;C=>GOX7&!0H8466F1:=!#,]'&Q$Z8595.D**

M:E>/ND\Q:3&QHS[4>$-K0^U[54CT^70ASL2)^7G.3&#MN=#>YG>0W3H%PN M@^*?;_fB@1VYU===@P8/%XI.UXD8_46C)_58#U[GE18#K=\&QDC2Q0/A4T M&*S:*

*<@ZL@>_M&=*E[ZCKX)SF);/=D2:9_E6 V6IZ>/G3W! YYHAFX''I-)HC M1 21U]I=*&;],%OF=K|_&&Z[$4F5Y^Q0^) ["28V]G'X9Z%LGK6:B4%1M>*

M#TP$!Q"QOT.7[AQ79$W">=)'63C.9?2#1&0Y-1F)SA3AAGC>'"UA36 MK5EKHOJ21O1-A3 "U6)?1'S>H'7_HNAUT%QWEYNIOF@@G=>P0,,2;4!OEPT/-MWG'%6EA(ZF3FU<*

M96%GPW79|^MVDD_JS^_HDP4; @^2CU3/)-GN>;M1X3AD? L[3=G OK42MP9F>+L_'CFB?IGUS,?#PV M=8.BPJ'7 YB6.F1MY)]F$+7*&@$FN3K-83>S@RB

*YQLJ7,1'8RW^!,7-T'GW MQ7QO-CY?KQNU*FQ?NH4WA7S27R!WI_/M7LL-R3!5&RY(V;A[3 ; ^59[? HW!.6)4< BVV-'_],T'I M=R4?|@%XRL3E¥$?FO+#OVR#'X9 "C<]6.C&-*

;2Y3.+#YJM&. ^N?>03C$"&\ M+0O"[NYVX=[B=Y)$BE+9!5C@+0[+5"2ZW>M[+S{C:= MRD.!?V9/U@L\469RDE9_AM(";ZS:A#J6BHP+1?8K 10R<0>1L,N^8/8JZP5%

MYZ97/1;JG6TCIG2&6?\J@;3>=\7K%S,KEVZV=[U]}N\1QL1B &V6\86Q!Q8 MV7F4T=" .6VI,5WX@7@M#R\P;C=>GOX7&!0

*H)O?KAQO=CU;(U*17N<|S@MN(<*;$(.0/!PU5VL7'8Y1@Q^8!3(\T!\+UDRB"KRDT4QMM M>VAG_M>!@M[30G|HW|;N>ZH7XGX#.X#>F*
M'8K!BZ>041]=FT@:]]\'T(6I!0,"^T";R,...3]Z*U+]<;IM;_]\RH44X)LC7-MN\4([*DU&EX27,IQ"L/2G<8N]X:EBX%M4)[;#LO=O1?=9&&7-61ZGE9VN/L# M#>4[=4T-
V6\N2E>9,Q8XD'33Y'^_!,&,9(]*;K2@[3'"%&AW1WJH1LQ8?W. 3 M7$$[@S -ZQP5!O75PS_HZVU(\"#:ZP*R\,0EFT/!C,=/-R*!S))+|,5/##"% MV1.,:L*W+V @G9Z/5LR @]H8S"?
#JHKK+'54.3V'<&;R!6/P'99V*:+!['C<'*=OGW' MU(]>5W1PZV<3RZYI;/:GG%M;5718LL:7BM0&JZMX>E,[#8HRZ,*PKVCR<7AO)Q:3QQ8Z>6=UIH M7O/]!@'9813IT/Z>.+
(:7.%- M.$1^B79;2;$IO*;6U>';4>>=QMNA/,I]\ES]5;>7T\LE[OUXHIOB$?#O.]]B M4MD@5TZ!''SUTM71=[_3"]*T[$-2%;A(D6G+VBM&I(F ?MOM:0N#$[!X=2Z
M)93X9TH^(% @]0K(%1)!8"<+:,%^#>",8[?L,6EL=PRMO:SO:C%X"&**XMM^3 MC2>#N2/XO:YU'3<\JH[R[K5"PJ,].-> :+V 4@5&OJL%V!HQ8' 18TCG^^7:;
M_GP57Z24;V4.VP5$5YXZ%LV)Z;G#H?_,,Z;*ZQ$0A4)M!C#^GV5U+O'ND(:MW:^0OZNG?:*!%IWSS]]>;=Y"> BVS&LYUX)(SD BL=E1D]A1 MSO?TO0?:R2^!+J/_D!SI4_8,T-]
M(L6G,J4)GS$KR4+IFO:LR@Z/) ?Z.2W2\U$_>[@[=9%+]J0H3=NPD/HD+M&[MUY[GBP+DTB_"9[VOJA*8-.O'#.SP\,"JE2T+.*'6"FN*8R(51T,IKE,^G?X> MQ-
832F5*_=XW@BJKNTZ:40I+?%X>'%]]^"X$H*_FHQ'6.4QR/0G2#*T'Q'7 MIQ5,N>3M%UX^FEIH%OD/UL.YFG&$#)1
<$'&YP+9[1]D'6!0]U:09_84E7ND;%8 ,F0)5596Q0I5KBGRG$)mW==#?$1E(X'WMHPL-^.-1O4T+W&A89YDT#$$KQIRA$D/'ZHCU#.3+!]J\..@25I0'9&SE+'NQ&214G
M9;R*ECAVQ'MBN+RCB.PJ<'9.YP]_]"IGUTSE53%GB"0,2SN:[E]LJ[\MLK M9Q\:7D7*Q]QJYU2U=[IFD-JZRCN)XQBAFE@) .%U6B\F-H!QB@S1*UR9C/6
M'=1=0MG?'M>,I.7MLYFY97N% M2BC@Q=L;@X$XT/-_4JRC81"]>@F89QKBFLM5=UCY/0.?N)/H%Z"H[@@MXJ3Y MC9J0)^M= OZ+7;4'3XVC<,;^I9_0U]Y -!OS6\
(H+23UR0A/FS66#[#ZN[=.F MB!SIA;)D@8[H:W:1G[@C2.Y'"41=*OGW' MUU[>9W6SS>=WCOIB)"[4MK-M5VJN_?<(N4(IGO9MSH)&FNB_/MDSN@(Z_EYR3O!^A$?
N^\1XE"I3>=0.K!2-MF&2GYDN*\7(1TVUG0Y7GU6IT^Q#AH1'U,##N!K?*>^]9^H,>Z6]\I2T=N[N<0FXZ181*3"B;;(]+] Y M;N68KC*DRYN=$?GQK)R -;!9^1%DH?P<4+\U;)?
3D2(7O"::03#5=<25V('-5F&KLG ME.W*DTFLBO;NIBQY=T;K/D2S'2^\D6K_'S$@Y6#75TB* M^.F^^B_C!QRTUL\-I(#[4OFBZ;K6*7_]ITO%N-VX \ U+;W=S)_[WQS(ISA[
M.;JW1'2^!]?2U]>@(<6_1Q0*B:.^.60<;RO.1LE0XV^F3 M!;"!OA1UU%%E:_C$ (L!'$PWH#7&*3M;_?1S;D+WA-F^K2G&R<*QG=E1DJA1 MSO?TO0?:R2^!+J/_D!SI4_8,T-J

*(*CK!;_+)@`Z:2Q&(?-VD*$V5%#(S3O<9U\X>XO[#UH:Z8Z(+`M.B&\86M;#U`MZR_(@,)H%0-E`)Q!^53/:]3"<@"7@,1ZH9%=NYK/YMV^"=ZG?9C)"38!=;D,*
*MG^0fJ2COS+CEPQ=^1&"[?58)*Y=!;?%N1>&@;!5'G4:Y[$,>L+"(D>EF<33B-M,T0(E6DR)$OSU2Q\!;T,3<\G +%(ZK'6ZP7-M@#66NM!PRWY^`4]AV 1$-*
^,LTGM(;!ST0(X=QO.=%_0231#6#82$HLM.NGN-M+`^@A]%F,'JDX4`P.AA8Y'ZA0$FYM6D]+8^\OR_/7-21"SF(=!G0W%ZX7,,;T-M[<4%U+;.*
IV&E:UU+B8^HA#N%$K&_EB+T-93<#@*$=]OOA0SS_H>[!!$SQO!E:M!@87XV!GO>@]Y',GY187L/TJY*)3H[HF9UHFG3]=2+=*%*8&G(]f7PPBK$-M(3LF]&/D?PBK% M(3LF]&6U60
*'PH<#:-SATC=R5XL]"*P-MM.^YG"3}B]<7R-[%R<6+AX_K9SPS5VO8/>,GVI='$VW2]C(^5--H%9B*OC& MW7B/.L\8S(<#V.G8+^/V'!T_+WG9/^U@:#_U9*7R*
*MGG&HK;*Z!'RF_*B^?DO./K?NA^35OLLO[R4KZ[4>N$-VK20X(+U]<[QDP+|_M5AYH?HE<;>V 18*]S|H;>32-QE8GB#]LI'<-+1,6 YF!L<)_]C!K*$2?;V+|-M]CYCP%^&E-*
*=+@.R$8*WIIV.2>/B5M.Z*?K=7AS$$[KE9TJ-DY@*?>"%0VW*] M+R%AA?[!/IL;*20#M@U]^@?;7A@E?HN_"419Z;41(*WSM*AT-PL5@0FIG)5M-M_>D?44?*
J4ER>50[[>EA.M",$B/H,F_N\M1AK4,,>M!5L=7%/27.FK37*MG+7Z M0)E-=YC$(T,",/Z8JU.,ZS!9,)5WIFG3]:4'E;'$L*R@&3B$,VR/&%Q R$1-_^JO;7GD)C>5#[&"AT
M^H]5K#G+H!H=SF73#&1;-1[@6%RP+7P(/;"+5YL(#^T.&S4_D"WC]MT, M_6/4H?0[+P^>9'/8ZT3Z,I(!UBWE_VP9NB6QLRPU77,9XHH5I:S_.7,@:5\ MO$#NL>"O YE%;^.D/;*
*<'9R^M)CY(%&-$%&25J;RVP1\A[2M B(MCKXETG;%`Mj8$,,,/) ^$1WQ$LXYBDU3XZKEOQB=:*93'2KL!)&8\=S.:HF/1+FN@-TX8P7 M]M] V_G_ +9299V'C]2JP:UT/W/M*O_?-*
*_Y0B8T`:36_5G 5?1 M;\Z[?]V(,.0=*7688LEL_N<#3XEU6R!]_PZ>/3.^,,?0^BKFV=^6MVG#;K]O>IOY67Z%GW 64PY_R3(:A;E6REF!=%L&X5HKXP>7TDGG -=K)V.@__9&SX)*
*[TX,QD5:1#&(3YO4@5HH>?R]*8Q M'R'6Z__VTV=P9H-MY^O)HI:L U_?IZDG/2X'(U$M=,.EZ!$@J4X\^US3ZMJ4W M/(/PT.9Z=.I>=6=U.I]G&34'-*
*F&\^9;BG10Y+IZ*P@">E@#N)">L\V6PLY7* MH&7_>VA.5NS)D)OF3]FV_RKO'I^4>]f;?T\! J#&NVBAXC/?(?]N>TNS&!'G M_@SIY]\NF3)(WS+>>>*"J!) ^=9K9*PS?PY3?*
H])&=&C4O2=_>Z9O}5E(3>S9D MP-/R8BW%KZ6\%C- $+(ICRM!Z=2T,SP;3FR2.8X$AG)#)&OGV^BR9,GNFPT M]DWL@6_3<-'M!77?*
QU;2PE6TK,J#MU5]"UF\GVNWP$'#/OQ9E>5YF&622 M%S)HL3DITVODQ_E!EA3 VB+D]M#^-R:TN27<'Z+TRBWD/W!S!\'U^C@]Y9D_Z?. MOLX>H$%M+']<,6_0)+WG-
6F<4U1-M.6YY;&!D;QW_T;P'IDO-E#===7OD9W-(-MU<)/XC*;",#&!@CL,1=/X[$EG3IXB;<@J4R+O20I&II:[%)$6]L"B,K5?N:.M9JB,8>'Y?0IWOM|\?IM@*O\CTRF9(8N]*
<>D6"RFAV+jR/JZK:.^7%,^U_O" MY6\)2QSORVD5]=<;B)?N9-$\!1"/69VITMK87ZE6FOF%K)IA0R>&IR1'W). M.C9GDL4V5ET;++H0IV@/C%/YM9A]3-[LZ\HJ11Q[%EI;?*
W'PFU\5 &4RJIE8Q(\KK/M>_6L6 O#=_\SSC#W?L+#%8]K M3[\D0+403>XUBT/-\f=+0!fHK4-X-!G DMG%E>S8\!A8>8X'O M/T$S(P-N)H2-
*]PR6>2UOL"*7#4GW02D!C.'2B0[.8H6<.;]).1U-KXP%?(]* ML>|>5Q;P,XE/B7OF1]S#H&RD(1?]"U CBX@$,6& ?,F;]<&8&L]Q<8%X]*
M[E3BJM95(HN5Q4O1859DY[#MDM[:S=RG09.Y^WSL"S[Q-[_H)WMYT91GX5#'X[<5.Y=UB#EVBM^A(T=PT>/%3C&\MSRWALNC+_% E M]/;'FN8L"2@]&<*
*<"CR]W#^T@'}-I_^F#IR[FY!'"'+V9ABB$ MA!E3LI2F]WI.7U>#,*PW[>O2Y?0B(C$9O8BJQDD5KFU/LW;1/L2DV:)&_A=* M.L&)6O?BYQTF<&_G3Q##2JK[$-+/1Y#@=*
,,=_9/N%);+!YWOK7#JO]PZ% M<"QF0^-R*X0_O5.Y1J+E7+]3-/UPVX/5ZGYI ZG&Y6&@Y5[_)1 M82(#NN]7-"\A.DWON#:D\4BYYX9.BC.+X>F+!?9U.D#?IZ#!*9L_^-2D_Z*
*M85TZ]G>[JD=$GB:/I*_-C+8 "6D%O:.^7FCX,=GX(HGB.W09S$H9)5N(]7"\K MBIK)2EB$L@8F8ZN)!W]K_ - Q2[H0P^-DX+LL?=`P*3)Q^Z,U!H#/GI^OHx,.E M;6*#%6?*
*O)PTC._2&&P2 ^,]TWL@2>XH!I3CX@]'7I@40(VG,??]YFV10 *A> MG&+|(@2$T;223Y%8-D]M,I'CAS;+Q<G7G8]*E.8:V'QG+_.RQS[|>)V3$(G'BOX=VC\Z9O7L-@-* M-*
*Q[@O2[A:$YK4G9I%6>>OE.A[*Q1O3\CFDHQfY'.KN(_(W-!&=,,$WNQRFP$IE3N+HOC M^)FVI.6J/"2$R'1E=U.#A1L22KVF^%3^!G.,5QW%#K#6K@P!9*ZQ"W6_,Z!C*
M9ZPZI=7R=Z/%GO Y|\>QZX/JWK!E^? [";]H<<2=W2HGWS;N[%)&;5VK0ZE M"HI/%=01%HM@O8=E%]X)YL:K>H|P0)0K_W#=2!TSW6IXGA%D-=?GX[K.XN:.*
M_SD%I/FK5]^?7-OSSB);H6>"&?8<0U #9<^_!G;K_S@>81:R@=!/_@%_ M*VBWB-%+U HD1*$|=;=^N0,$G-^.COMB?3N./W#=2!TSW6IXGA%D-=?GX[K.XN:.*
*M#IG@TSK!M\U=SGR_8F*L=#XL:V8XK=T'+ST37*CN8;CZFK*6\"UNT83WOJ"'M;_|<5W'W#)4T^NBNMTXECVZ-637[0:48NV_>TVJ:'M>G2Z%9Y;(VINY"R7E*
M9> ^2^9Z@YF@I+7UN),;,:."4"U?\PF;KUI62BV4XUN+KCXY^^N+0-T0^JV? MC)KJO3Y/I31\CD8W:;.^";F\U^"84.P^-O1#6YK.HUJI[,QRHN\(RY5&)M@Q@+]>4O+?*
1MZ^W>]# M9FQ+MQ),]><6EAW3Y\C?I8W8%.F=%IK^BE!>$;R8NMGH^G4[5D!//V,>'*UR M, ;.WY,.:,L"IC8N_^2^2?7Y$Y-G&PSR1!:1VC5;_G//E+LG> M$R:CKF610A2?
@ED52@DA:!FPED&3CM(/'0O#7;EL;B< >]X3?MOOQFV&O M/V_]OC?%@\\@1N*]_S\/X\F/*6=DVGVC\[JVU6L7+U)?I"7X8&MD8&IM#]0 M@F.GM7M-+NP M8S+@#KR'_A:*
*(R4KY*CW"X_[BJ[_-)9E.OB7XP]"/-PT"Z8XQA48?1V.^O)^$ M^7D*OY.H+N(T'@LTWW2ZU';6-"0$H73=Q=3P<6TMONGQ6HCUSYEY*',3>_Z,\04\HDFS5,>I4#Q\3WVY*
MP!TX3-D\E^S_"F2LVL-X8^8+J!,4VI^OA@>9BL33%@F7 FR;DP7;DR\.CL< M!)$1>=<#UM:$%E=@8:CS!FT2NN1]4W?L)%S:V[ZVi$?^O!0Z5A?/F%-.?D
M1^<9$G/;FGVBJ+YZ*=C!D=^$AI/ATRI}$@Q-DF^_<;J-6N7GT0I@D\> :XV MM4KX^U>]"+RPG!F4S?74[K# 3'.?TG?332HLJE@&&\)_E>D-8X)85^-AIZ46 MRZ+O*2_>*
M^T$,8D MCT(U+RAA_00(;Q7!ZC_1J/-J9&4@G10T\$I>Y8-C%1WAEP&W<1T$-9\>>_6 M(Z\(,N=3>,>YF;Z&M9,7)-,E:EMB^LCY<5FIXl,?U:+,..5FKZ3_Q2[P0(/
M?/>_.5I>;3#;HH7 JN%O.(HE_TV;P\|=7#[UH5_@%AZWOD3VKBHA?[,*M? MEHWL:^=N=1P9<$.I24L&:V8f?&_T:AS%M:8CM;=^/18@@V 7#!E >#B%L0A9 M C/=]-*
)F;>21!HI3MJYQNTPHW=HHCLP1@XGPEK[Y(,.37CST(&A+T8 !ZK0 M7+9N,"$94C;&AAX&H 0MLO[@>;.M-0[_DP41>8COZ;JRJPEM<4<;F.)!>$49M+T] 4FUXZ5TS?
*^6W<6?B/M'Z]C M>VC;#*F]%Q+D>+-]7#O/|:8Z/NOMQ;3H5$(RWSUK$UQY.,. ^178]@I]&(]K M#7-9V#QLF%1Y!!D.;$:*UN[_*M-T^ASK(%/FS/7L\C5R)#,EWB8,?++#[*!*
*M8/S3=F*IP8C15#61VU#W"GGFEPL+(^!,O3/GD-?CB-P37 R0&3V7X!Q#D"^ MWX_!ER+--+4,, R?_=K_'+K=?I$9 -B_VQ?*0%)T(3%/D99X.PNU//+>EQY[>*
*MJ93*KK>6P$:OEQ$9?61E%V!!2Q43'60 K;L,,;Z>R*\S> ^OO7@,_@1\@-%=E MTMB/F?]R'3%;E.YLRZMJ2/#7Y.?/.G92566V!-_A.&K*KRT47W_ M#=O3U[V!>==*
[27VR10$IA.,%P"!B_]U!R|="&^"B MW^4CX00RX.NNKC(-\RIT039?)?(31F03?*"D]\N_2*:6XMX"B-=HE_00A2U" M?TQ[?^R+%YB&8N=_?M,L""XE*
RB]$0H)V(35(+;D@0AW&G.*.GQR<+"U#0H6 MMC%X[B?[![EE<=TCE;I%Q^.]AR$.&Z3AKD8KHE&YY2\7>1S1.O4.IC. ^+V,8 M8?
*2^\"8,"AC/8!/QER:\,%2@,>56!FBI1=\HOT/[G[C?PIJS,DY2<QI^A;W%ZVU-Z3U[QHEJ.1,C>U8_X?73;.3>C#YN*E3 M.'+S&"Z/HQRP()1T/TL[LM1$S,B<-*E6J..IV$>I3O+?,&2:-*
*\D+&R@3_D%W!JOY:ZLK4I0"T KQCVC.DPC M*0>(99U6"/YWY)!- MGVY7T,Q\ZD7?U1?#,K&VH>JKZ4>0/B0V*+2@7,>LJ93\NK5M;7 RS=RCKF[H5*
M4G//:;D>3G=Q(D"T1&BYY=7|%\P)GJXW\ZT37S!^2A8/>#'8DN.\+^F$>>>R M$RS&(M?U&DXIW9Q=OKT1D)/S6Z'"0NJ,1*BMNL*MDYI>@JG(>CC8l0(G|_1 MIV?*
*Z1%)_&)+7]#6"))+U'WA?W7HN /1=FGT??4B5@T+ -1=&@>$85O*T:|?!CQ5P5 Mk?%%6|S+6<5!U2I&+R92B;|<;.KZW6DIE-?AKA>RG)V5_@3_5DRS#2EP\)-MPATMW*
*B\;P%*0V%I/69%)5-E^W!U*K;G -T54/8$Y!K,=7%QL^^XM)1;R\(Q M\V-PMOS=$!A++;PX\G1^_,0$RL3?:?FGMJ932;RNZPO4VQO>V%|LY}WU:$D: MHF)G'IM?*
*H#M\A0#=47G@Z/M&N]#9>>CT_(3&)DG)HU}>#U^2PRU:M"$7PU+ M-OI&L(X1SBQJ?8(fZ.MD#\K[\8ITMSD%*B% EFH_E@9)3DO8#U^X<[XAE[5F M&*?UILU-YL/-*
FPHSVXQ$YM0#K#4C(.Q6,E'TZO>KLZN%F0V=GJ(UU"\D9=54?Q.QJUM.S=O5#UN0!#N6!9\3;D3K1F^C"<(@ MZGD1S'C&T"KSSP8. AM@14VK4-,@<\)[*VY(|3F.L ML.5-*
*L/3]MWB6L *AB8U8A?^_W.DQ0NMQ.\T71;@=0VN$7-IHLB.8#G"_(7PX M!V0JFQ-E0C3TC_3"YXU?%05*'RL"^"F5C;'Q(.0K6G<1!9[>YS=D?9.J,.L4 M\\T#JZ-$47*
M>X;2[2=KAFI ,28:A3LS5AB;==R)_MX^E$4;4W;2DMM8LBDN*HJ!&;=(6-5)[Q4Q+ M47L5M=O:(U(C]MY[$[5#;2$QO@XBG_^?=N:[SYESWN<_W>W_.?;Z#@M=@H9W@
*MVPOVAJ=DB7K)[:>&TMJ&& \(T4^@"L1!^C!AM&)-Q2]WO9T;RVK63]*1WG '/\^ OV MT3C,OKBG\Z<6IF>*-W<8B &<&UVRS4_K M'4&+AB'CBGI_F[&;4E"M'=.1:N3%*
]DE,V&U1 <-CA+/UCA7RQL7K^#(TD : MX\WXA+";,E*69L9=>;=]M*S7_G-_6,;^P5GW_NC!?(>?TQ'IH\4CL'9N&+R'$.]ZB- M-/.QQ3HJBPB<+ ON[3F^0RQ>;SV 3%#,8*9VJ*M?*
*TS8/3)*E#P1Q3YNAW=P2 M7&^%U,.S3HN083F4@HSFHJ)HAXP*^5@=,.$4G60B/;^]PFQ5-YTBN-4+?XOYV M&|2@6 P)RZ;P,.*#."K#/[/""D_ ;I["3'URST8&2)=9VCGBG1Y-*
_/#9RZUX M+:.FW. Q30T^)@=%RWZ0F]MLYD:?$BIS*A##2%Q_* R\@MNIYQXDXIJY&NE\!TKL[I7WD1X7YN--N"5N>M MM.U<\;6CL\PF!4T=7 %V%[QM/5=&:&7X:40-?*
C@!!H.9CY9P,&&5"S&28;R. M"5"J4)SW)==$@<6T6V-BY>;^Z5DVF,N H*%I7JUAEF*%;W?<[^-WFK.)C:I) M.Z$+NP(P>ER:MCU; &^)@ADZI)X&Q]1^RB..J]&:BX(6>*
<8/_'V=^*37$-R-5M@U/!9=D6;& MT]282MO;UCNXIT!SA'HXZBS=PFK9DP?W&G@]M?:WS/"Y_ TQ&E_D?-_;0+B MAO'8ZK2T?\ES|&V%E%>YOY@^9UY2@\DFH>6P-*
*K6PCPS"QN%N"HF?LV9;4MMN)LTNA@X M1*9LB'7?Q M4RE#TU[8FSYE2.^Q@6XA\QD.P@\D/!\Q.PQ4AOX,'"PA9H,5A7X^6->Y>=. MF:Q/\HL'5N1Y=106*F-"[N.1)#XA5&*
*(7D87H_)<R?:!1$>51FI$X.N9<55N6C0X&5IS16@ PPOL5V\ JCVD&|0U#=*1R3_ M\5$'- >:CD%@LTEO8NC.Q>@#%,;9$?,O *.W/]H[MR:U>;2)3D. W1VXXY73T-*
&ND<$AA8!7^^]:T:\/.ZUH0K("]?|X,Y?= M3< T("GU.KMXRRU&=4^GI<#A#T)COY>+1H3^[,+$("W)0\\,/712=B*GF4'M+!=)BQ)S1=D M[^4E>]U#816Z5$>W!HX"I*
*2("#36RO3S|W_/+[M&OF/- J=QUL%>7]>P!]J39EFY@F(5 ,JI"%)4?+1+6_^UX)!%&0*MES"_G4=\'MTMEEM+OV/NY?H+;WL[MF ^O<<[.]I^M#TV^[%IHFW.H!BS)M.*
*(<5*F4SF#S9 M.C'102PKU^YH:\)2RDL?CBOR+L.#6./N$UA#K\L7S'22_QB7M(?%0M+\?GEH&>F34U#CXZ(4\=:EN GQHGM9-&)8S:BLHZ;U(@U-\"3T6T(H V<*Y*
4YG<5_'I/W#$+F> MGY?"QU+8D0B^R6=!E?&'0G3?CO\GQ;<-OOO8QI0K>3+N M&^MP|&0D:68C0RYI["QE!=;@)P+%F5HT"+UUBJX7?FM+49]%"3]VA1"N6S[N*
*MH,SO$7HNG4.@P$+" ^FW@T3>MVM%4L[=6_J/6O7AQD_PQ9,R!8/X(;_4\.\V]8E_H9V8HW<-SE\.HU8&P&=W6S)'O@3> M(/!VC,";POU>F.1*WG-*
*R^GIV/Q988R9N'\" \EPA$H+'\"BS ^|CO>2S:7M6D MO!9>%&5[_W<$XGO6/K<7BPS@)MA\]_??{L3[E]=1OK(^WH-MP.#D MUXK"6^*(CL"'"E*_$_MGZ/;0+;!1A&9T;V5_(*
*MS'."[SG0_NY?LN'45=/B7KCE^-1[\F2\KEJ"-1]C*J23ZB699'-J6W7K=0S:I M%0T[.?Y98?MDL=^S4C-QX527@&\AC)(OQI/5S8Z+IS938NWW7Q7HKFE|):7KKG5(V|&EG(?*
WE]16(LK%EX?;/_ 1@)!W?D M[]>.2P<*T C%BE."@O91YS9L2?&>()=.+<=-3?VLAV(Q:1=:.2-?/",C SX\ MBUCCCF-_N,3Y@'P7SC?>?\&G 4YS!3!D|O+7Q(LFK8+O:EGY.?*
0NO(4;WV9 MT.V8JOD73PODR2KJ@ZQ25,,:'UF:03X.8!=L5<=%08/U0#^_]?<%47Y1UX77 MA8<$WTPWMN"47.|0GM,O8URG9ANSL63DTI?O 1D=Z9/GOF"!;IN"4BU?DM9*
*MAY*O?&NGR_^40-U:OY?MZLYO95!1.:|QVV71N*_WK F$WM0MV+- GV;+4A9P'(MXAUTAE%"0(1VB/ M[SN6>.2^O^#N=SK0/?41+:.!1=*
(V/S^HN(LIT6ZB8)]H)4_:U,2F2GU=%20: M3:[4"4/O$$.G=[&,H90|-&P)9A.W:Q!8X6J\8R8:W6L45SXOTMM_SB!<$:WA M=F"Y06LW\:W1U^AA=K21-M)?*
*LV)"TK|XXWPGH_TE+\DOI[8T-N^.U*4JG! MO|!3.TEZ47/[I5]*4QBIX5%L%%[T>#+[@)E#1.0."A?:M+>#9W?_XDQ_RLW1DDQ5Y)#IM;UB+T7EE#[<2-L_PU^GA M$2>* OY*
*YH-L7%V)^59VE7HX>"9R M;6+1S'[RV|<9,^Y-)>QO5V-L[O2C?M'!G1/-7R'D@99UJX Z-=DXN1!;6*22 MCP_;A-16Y=X@'.\XFB)IV)<|_KIEZ)-^#I4YNL7 K*
B"OES,=M@Q(Q(CU^__M JR=|>+E#VHJ9F8IWB!+8C7$'3[N4V!|&-)8C.UVGR!IMI-C2DRH|GZP$)C M;-V=@3$(KRFQ M,<_6&I5",))^STE> 9IV,%<.)%012A==HO:F2'-*
*+L8G&ZNN)5)-QG7K] H^8 M\R7*IU!#=-MVXY8;5:Q$$CA&. -/ZA'14FK63]$Q.<[_&U#&QD5?ZP"K(FSL M7N!'5I+!+6>I8PY.0?U!;L.HCF+EF17.X0)[%5;2)?GA|[' Z\S=O1@?*
*=CH3J M9"'-(!^P H^;R987:JKVRT$CH#Z;$UWKA4\QU_F40P"|Q;YYFE7C.V|U8?^F1*5Y5PSWM?5;^C.&:9 A?EGOLAOD5($)Z MA&+;.-Q=C//U#0[^=FA-*
WV,W&G9.W^E=U9E(IVNVB+5@%GK#M>)M',.X&63 MG)K04$YKY)N6PCEHZL.^HMM.?/I3.]?4MWL0D2QXWYMY&(I0B52: M:/O=E";RQD;[U^&EUF-
*@D+KP9Z@']++]%;8R0/G4XUY01.\V%]U-UV MI6GT,5UP,R-A]?8HFAG=&)CL_5?M7Q43YTF'I=.,%)BF5'3V_'?.&HH$*DS!*
MRF>)ZJGCEONFIFJ>SOZ_GIT:/N47>ISVKKT"#W(R31-T;=. WBH<0UH9@A/-HI S4UD2H/NYD8%#EN^EDR4:O9P=FE8ZEW3JI M-T3E=;A;P>X%W6#P<>00]#X%]R8-
*+*V5S*0\'XY>Z_J;*[NJ"FKZ2<1T0&> M/7T=S:<5<N(C59DG_E_CU.GQ#I[Q-YJ3:94[T%TL*-S9]4%G'2%\-=-^O MNKZLMTPXFK7%]+>L%$Y^?&#F;WH@D6+^ST+ M7-NR;*
<2YV E[W$ A<:C_FPAWD="'"^@B88KY'9[VP+@/!@Q??ZC961C5%Q]_MXD,&2%U0|/+7$X(+9Y',13?86L7 ;#C+?/ET9 MP??0?
*<;6W=+OP9P[\F<%77&+VZ:\86K9^0C8<%H^2O;/W'VL:[AUKP+)^Y"VV!QY.54IP7$!\H^#%#15P<)ZGK6L+:D)=4 MN2!/)9@F'5L/9@:X*LJ-;LC:.0%V)F.B8S^M?WNIQMU?*
*P*9I#W%N(#RVOP*P MBXEPV"VIUD]ZOEQ-Q(7NR0A3#(4A%JPXB3C1O(5?+SX7*AIQU?2^+]M8C+ MD;"15D[#09. MN_BIHRWUV?E"AO#E)9IV&]=O5%]? M*/4-*
*,?.OJRI=I9\05F6YCZI*Y/"'<[R$L^R%8J, M9IGNL8J> ?'VX_!?SW=#LPOAB-=97 3S_'>"<>.,2 Z[TW*V=[,]/$R+BYM09) M#$"'"3F<1H8XX42O.SW$T.WU7/^J[1=*
(^6_KD%TK#:Y:4;<=Y<=7<4#2P$?NP.F0SLUY:5%0< MH|T_I[<=0A#ND+2K-E7]\WD[VYDU$9SB?]I-11MG$GLX.W|E&QS M(B-!6(=@U'4%H)UKQH[(S'<7G?
*34)1TN(%K+'YXM@YK"-91 6^_R3*K*R^-MK&Z>VKTC=)9X!;_S-?^.,^XYZ?!;])J;.A+5IKQDZU<-A;.-81CK((+Q-^E#!-M@F7JT'!]P|.5\3MFUWU/F37C[|_@$?:IGM:|ATU*
*WSERC3CW=#13_H>%1T6 M]'J40G5(*L84./IEP;ALZ,.+CV">7_8#MO@RT_T3>8)-$N9/3%U!:6-\G1FW MU ROPS&"T9\NI=-2*K93@IAUH9/^PGRO/??WH)5-*
*[.Y,:)M@S'IQDAS,U2#-.M%H)/7^.1ZUTE,U"7M1RW8C8*NGJ?+OOM/"DI7'H|"3D#%'+=X'#U*>C/*\"= M42'X&Q-#6NM,^<@4U+0 1L)K*1K F/T!V88-*
*(Z= M/[D"W"S&"#83-B(^!NK:.V-W@#3NZRR&@N"]^MCV9K\K0%",QUPJ01"7M#*0 M;G(_2*\@=ZB)M=7!|]_5;7Q;,4G[O'B-OQ[$Q-4@9:",G0S-(X"M%Z-P]D_3*
MPZ6YV>4Y\L2BY'RP0O>LO1]!N\ZZ_.^^M!FF%M M>#R3(_B5Y[02A)PW_DBF=/_K6"Q^3.A.R.K?GE[>YB.1 *%N5'(DOV!B<6S MCW<-| BDE4Z!:"5C[./ZDQBQ!*
[(2J.$6^/\ZJ@="/36*)>//%(+&@C[\.2T@ MOI&&>+!/!10^J:TXZ%KC#)BD.(R!&5&_T)@8:1"F-E5F.+V&KYX +_SC08^L M[N.H"1#\;#L /G %: 2/2\|(8T*
*<<&0;&C:W!K@<3!;QTLG2SX M7:40U0<+3_E5/FV"|L#)I]Y%*V!C.JG8/T.FC2 %1 KM2+/J6/)963.W M_9O0U>P"S-5V%#U.1_97WUXA!$;RZR45S#;0>$6;.J+<*
*M=^B!M+&QX=1V+WID7E,OK'>[>R7WGM?O354GDMS7*T"[3WXO!5N*(/D/VOVU MN4_P=/U2:.]9F)HN-_M7\(@*%[^G! M$R.O79G3F7F7-;IC:&,?=>!4W\I/():KE%).BO Y=*
*[/QH;.QI,SF,O43?3R0 MYRG>=(BGX6[&5\TA)TY)!L62GB%[;$ &[*W@P)QSX]%O1M3@UIA7W>&$ W0& MS-[]LJA4@&/#/P[??N#:%? O%RECDIA;OC[)(%?]S"*-*
DNY_)Q75N=TA2RI< MJKHJ3^UXUQG??M!=6_PU2B#?]9V2>Q->,_/(@WYCC -\'E Y_KTMW,:GK M1?7&$1[;AU|'O2SW++)X&*
*(KW5/B\4[IKJ(A*UH^H[P)BW\E+]^4"%\!5E*B M>+N@%4M|_E;8WG?)Y_PO]X*M'&R\?HO.!$D1,6O0[EC;@B^@QSN^0*/;VY2B M&C$Z56 K*5;\FT-L+#*
*<[>88T;TAA+#35IFB+!)VY- M='$M=C=*YQUF183B2_LI^<+-J%,5]P;SQ+NU4^HWL M\3K(K"SVOB?NB'G M[F.6SGLZYJ#L@2.G1N)+D*(=ES^7Q4\@_[VE:N4F0*
'$X(Z^&)X49I4-M6^>]\fF%F)##OJ+MZ*EJX7;'G'G(V>G*;(2]D[!8OJ.9(-CU96JC]>Q(%^7,3+5LA#RG7VCPLF9+/AHC#-*99%|,0)"- M03^],X(EH>/F>@159YH*
*S.H!8+|'^)$N*J 6-JF.0W(AH *6$,2OHT'9HC^,.M*E(WG0RK&83PYQMQRP&7>34/RE_'HM_(^3KY1KP.Y9P1+$Z*&W1SX91K06_.M[UM.'L?T?L;.DN3]O*RA?*
*>G>,2+XU/"\WF((E.XR=&L]>Z.B=&QUKY;.B!=I M:VZN8O699\D_*VF0&-R3!LJ&*39-=+A9ZS6:8H6NY1O7OFAM^?&=LFSY",2AI 3J(R&"_'W_6I6LNX6GT(7ZD-7SGF^AVY>.*
M<_W!ZXD-1ELD(8:8'P(Z:4(YD)MXE\YK1AHU6%[8GRJ.1B6!3M:(E.2YAH9 M"5O7@.G_G!8PZ7"M%";?T28H0^^0WHX#0!\-L6-.>V4D5AIAD=*^M9H1QANA MW.*;?YK98;*
[@/[G!{=H;VBSK=1KJ@^IZ$N8<1'4MPE*XV%.@7DTR_=O {]!0+$SJ3!PLX!+]Q&!(9!RU6.IUC=I M.MVS8HBNRCED)2XU>A"V.4(@: O=)}Y)K.'7')NOSH!)9U".A"?LZF/,F5F*
*M+.!.!P>Z)XFW48 3{[!\BI$6)IT<|&S >P #*>8F4*-MR'NR3,A)A) ^K?,,!J;\,U&_ /F]A2\)%NU:S[X$%5V")G:0F88>S3WTK]W*E7S ^A^^//CA2H8(6P>C$%VZ MF<).P8[]**-*
*[D=_%%$6F(D06OQ_%3Z#81?\(ZK7#'L'91/^*?,[_$N7TO3I1RXU;%B\7URQ9)$L +/)LTN6UPXIKT++)_3&K7(Y M|\3Z'M#-*K=WKJ;5*PYU7BOC2]Y4ZRG&Z[4"=*
*(2SE=IG"43%/3I>^X9MS]!**-M0H,K(P/-W*%XS@M:H@J4((L1*0O/"2AR5#T$EK=?,@<$@$/\(312/N=/"5W4 MCFZ%+_3W8-G_7 6TS3)M"HDR-FH\JC37-;<4?*
I<"RBO_9>A@V],BZG%5UP= M,'K^>#KC84),6->;'\4&;NOEA)1@A&TV/7R@P_8-@|F'ZPAOBD<9?EE3>"_< MV|)"+#5Y@H7C$8%FB.;55P8>=BHSS;G%;,S\^7V,-)OQZOT[)-?
*_U2P.O(2T MY;IGR7S,N51MPQHC CFS.GFJ0^5Y0[^^ M/BW3U'G57Q,?(%Y*73+6V:4 M_B_FN0H?_5(9SOFO_5;WFBL'^L@DW/,-=+?M;M'ZI MWO9/-M5Q-+N_-[;W>-G:.*
*J=U\BWCP('R)4FQ_KMPP;P SHLWRDZ(#XB(^&L) M9+9)=:)6D|\@O@9+-|]413-!JK.^?[RG<&MNI=TU391/B6 '!CA K+)'V*Y#K \##-%J5'2;@O)X<_G]-$L]-('0DTFG|\HF_OE-*
*;V*U;_TV/1+?1T.%+)9W- M E6'Y=M/+.EL7'L0A0XPPP>3]>:\"[\ZDVP\GHJ<7X;.AR8UI=:.+!%1B6VYM M+E+7F"G2;.+1T?"A>@!D=1)C8DL%GU^N>]_^%-*
\GO:)9B;@:EI=A[^2234=F M@D.PR5G)(-[QGQ/MJ"%^6(H5>>)8H+Z<)N%>+WCYU4ODRV6H['NUKL]_-SX;.M&LX_$7ZX.GINR+D'VW3W/?WRGF 8ZYZ_'1>.W% .NR^C2'G?*
*$ 72[/#:4^.M1L?8 W?8*QS+,,.+Q6]NP0$HMO8KW;6FEB1')*SD:7R^/HRPL#'12!/G3;N0I=1#B_/&D-AM@IK1EGESTTJTRNOI9T@&Z]+;V?F[SHU-5P*
AC:CKBK2^WTV%YX0B=[?)4+P. MQ[&(=MLE$G0%(%L9#TD]BQ#0[TDMNICT$[G(8VN72?"7G2/6V^P<8,YSB96
M>W!CE]DPVNS/ZBD>R'I8P\R;%"=YH8TR/TQ/"H]L@#YU+M!L,$'U.U6N?4 M$?V,+'3/O(5 U8B4-GHIX=KRW?;&*X#MOH.O^>A?;.< >L^+#Z17Z=CHC9.8 M IBKN_]*
(Q<9N<06_8 QQJRBK%M,S@15G>4)E:OF# H_T3?5=TK\)\;\.N4K,S!?>!1,$(MH98?8[*L5>0/+E7ON;/|)^H_Z"F\6+0'>ZSF7B]ZOC2,?HJCA:F@KT(WTN9-M5Q-+N_-[;W>-G:.*
RZG1'YD\8MZ|=.WW)YV*0! [;+#I6RF!^00K3KYSLNKOT&85BYQG>;J<1-+K,(++DMV MPS2/VZJM;6^>3RU] C'Y06/>8CC< W!)GO7C7H2<|^O=)BA^B/8 /!_?*

*DSN.A63*5_!'Z;IT3&:A-N:]E%? \:0GV9-MM2((%N=FKC?0C1_/E_FOD&@5;!VLV+@M60M:H#Q"R46(+EM/*

M#R<6@3(E;\XS(>XITC)M:V:4_9)3U5+SP;3QAG/$9'NZ8B'T>^4$RXA_J9@E M]USR,=8:NG]=>%N,%GZR>#H0A$OFC/F4(--2>_]_!UN9>(!35=]%ZAJL3W1!-M]$UA M

YK;5!9%MCMN51M-2C&%DM? .YM@!(4)"@TJ%[7/=[%E 08!-'Z\R\8/ 7-MG7(FC[GGTB0F_+Y&";,X87_2>;!]3^] VSP$&#/B9Z=^]6!^LKTU0Z!$GA>=O M,=;Z\][!%>?

\>:6GU3$* M";?0I4\=FAX&>3@NPAT'&G427+F>PMN_?]!$1%6(""%2#B=9=WB8E=G.R;B9P/ MB5MuU]49++4RV9HA=@$/XXC!{:Q<R:(?H8PD[!0M=.13@C X%3R_/\+

M(\/O:)DDPWY1QL=_8OM[H&I [^/XSZS_@;KX9.NLPL/EBU6:G?PIU6LW,CU-M)DNEB[:N !"=,5B_ ^FW_6%[AQS3,=L _H.AAR=LKK'*-!E?8/B*RC8AXPV(M/WN*S?QU_11#*$* JN=[1-#@YA6 GF-9 .+9\0S%K/-MH^=,%TTT?Q/37YWMHAACJ]4:=P4OEKWV+?$M3UIK(+UO'#6'!!6,:FJK(HS3 MBVMXO_+]/$6EG?*

*Z4ULO:Y0M\=;S&_/B@%TMF]E>+7;G]B<,P9LD0?2:*FUDN MN4O5D^_\C?= (M(@41GV&]_]Q+X^>:5Q!:O.S:5!.1M>Q@#G=0)]/9Y/S@=[NSB(FM:&5R:U5I[K*

MZ'ZBCN^:Q$=R.QO^9GC)>AIW_-K?]>7WT]/K] M0P#Y\5SH):TCZ2-1FR)DfJYF$X]MJF8HYY!=W-M,T8R!N?IC4[>2:0/9X$;<5 M.\U"NPXN4EA\\+S?=$F:6&JD6FGLL@.JH.#-

*Y3.LCV^2;=NLET_69_8U'^*U MQ4/)E.U$#T<-H>92M"[H2$P*72DA7R^TR[+O<[>I=C-= ?X(XV*)CT H&>3% M\OW0OQ$A,WCR"F52C)?@'Z29W ;CY9/B)4WY5$+*

M';MS8&WYD$F_FI3U:.2^!,V?RP#8*-(Y-I%1RLHM^-SH6J$.'^%1ZY=2!AD& M[=7'?[@#8L<;/+63-S-?O)8$):V(/)>6)(‘Hf)K=)8/^++)5B&(\Y4'}HH^Z#O M1!Q2[3LJ?*

6'FO@\SHFR=I:H_T],=[\]$3\:RF* [J/}>_M:.2G<]:[GXIpR=R7]FZL/-F^FC'(&'/QB^K9>P?)$566"+XJ8'$EW%.L5YNB_/,>+B^* M6\ZU2IC-42MY/[UN3&I=]3>X

*.X!L%2\+/%=BEHZ_QDI Z%G8*7%D@6X MM_XH[JV&Z4O^6_%.2"^LI'1'EGK<(I#.'",.O!NMQ?^4]P]^:#%GL,<,MG:W.5?ROJ+Y/#&)!=,:U)=YO+'/$,WU.I1+\\NB:53G;!064QF*

MXU$D;RK99"1VKF #Q_)%RZEGP.?+7Z*0.->6]GYF;A,DR?-XTHF?/OVEHSEE MMU1"Y_MZNKLDY6R=[$N>%2V?:^L/YWD=#"2^^QOX%%6G+AOT3TZ4A#5G0G)(

*M9A/6/](/36@$!^E#+9<\#BUJ MOC0#+39X!?I?I5;9CDVN!(C]H"\>|+>,'LL;4WR3'A?]#T64 0S63N+& MWBA-R<+!&$5%BA)XF+'V4,$*U'6?/4N3CAG"GR:VQ!*

(MM00W(>Z/,A=%$\"U-M!%/)T^6J3G>H(-S2S&.BK2[>ZI/68>?O:R^.CU-E5X"W;SC]37M5_K.JES^-M2U_O%-JO=%AW(-.MDSXCN-MM#Y;_3'D=4^_66!FVE/>?*

HXV!9$:KMR5&OR6M%N#/;=3;@VB#>]L- .!3*Q ME[!O,/+-.6&>O+,150BF3KZ9%U@KN?M>?#=^+,>HQG(fB,,9.P[GU ,>G56. MKRD)_'PX+Y?4&:*G_,+P+%.-*

*\B]|CW2I@XAHM>0W_OIMT@A-&'81"?-Z^M/6 M),N9N/I->H5|!*SIT"-/B8IK$QZ7$OO2AME:WL>+S M,3778[S//LD!$2RPI+"5-R27^^?J3!Y+G7M-?A_6HI2GUH_2>:LW:"*

(GY^R M,.M)2_Z9B\XX5$M>F_Y !;MIEB'Q_(S)D:WG1BW)7O-7T5/L#[TALC =C_5)5J"S_(#U1L([Z+-1,>L !E\E,@OW->95.&R'G7_>_)HAT/X!N# M-)+RDO$8:>Z\O= 8W_=

*M#"8=_V>/=%]JBH3W+!VLJHB>6%ZJYG3LP"90T=E5<=X(/Q}MP%W0G\6D<;T. M&/|K&F/R:4]885GU6_2%%COP;_%1:)MI0'RWSBBH2V@C*S=+XQ1LNO;1L\VY MQ&S$_=?*

*B'RT.3<%4T5YB6)>AO<^;@VXC!9WUL_(L*0O9W2V5Y_G$+/JR9|>Y&_MU=L)O*=E%520!-*GZ}^XX0J563/287M-Z5ZG50H.D^=O2=}{WCMGZ);E -U5 M&PF2)OJ[)P_+%*

*(6Y1],H%;)G+\FP.^A-J^/D_W8Y@ MOAM2CVW/FM_P2KUKJ8>E$B9A@M$>V#Y)N-^,V:LM^Q],J=/OS9JV):.KXD^ MFW@7QZ\5OL@^%Q^J-^>UO'P*Y/(L\[%*

*TCYY7N2WO5FS.G2W9R4L]/WO1+T& M=']>A!WJ&8.*3PV0I+-^\^WN:R6N(!AC*XCY"O!%%/.Z(L!KPRQY97<^M.$Q MSX.U7SYO'P.NK26V+9C(C\TBLC#D.?*

+)!ZZN^B=T1=ZC0R.R MZO.65'P30>FOG4_Z6$WX>/X]+MS0!T#%,<,)>HA MVH0<56.[EGC-]@Z!F7>%3D1I=N+QKSTG^XCE'XF\1+0!<.K+ 9QSRTZX.61

M"\5K$0W%HJ#W.6L7]}H==D3&&3= M443P !AZ8>*G$$FEOQZS?#,^H+ROS+MSD9FU9JF.7>2P^\5VP6XT%!_*@YW[TJY MKA!R)K+_%PC^U5(P72;I.I;27#!Y@JN*&*

*(O124JDIK(R4FEBLS'14>+IKA*I M<;E3@W9HMH]-WR-DQHY#+EFF.OXS^LU>-H#U0W3!"B[YKP!CCGKM ML[QI2WA3X!6@0P!NG-UP!.!T+ .U.#6-')6"9X3-*

QED[3)N^_;HUR:(WE_%I M1E$B:1>|\7"DS#B6/6l)_!3"(W7EQUB,HF_(VZ@K0JKX!E?F'&+?1*$J2W&_ MH.7#ZHG=?2<6F7#VFFZJ;KABR5 /-

K!!..OM(0+U[!!AFQ>X,.3QK"3'Y],M M LZU^4"?_D$ZV4.^,Y],Q=>9"V_P654J>G&+C;CLZ41 ,2#=X&?D MZ^:'_ 8)07+1BM'DC09QSI'NA/1?2-H0,,P72Q@B?W$B^1->*

[L%;E+/IWVXJ1-MR(@BO19T?HWS@)G^#I,&KB1N4$&-HFP<0[G>4JD_KESOE80 M^FBJ:D%##M3O#X(7RB'<2Z

*MQ1A[\-6K;>&*R.J889M;5X#I\^6W&,331SQ&Y5_>F8!L2A3%3KX20U9YF46^ M\#P>YZNLJ(T=+@]5OZO,TQB3K4FP8-06\7/F.AVBK4GI.2ZJ7 3,"!".G&RT M0NXX4S9/VM8?LY$#KO-.7FQHYPO4XYHP5U9XA929JEO(UX.LE_'25)N-'EC MQ1/L:S_&@EE-U&3+XV@-/]RBP[JJD<_-!%$LK]5^&1I RH:>A$%0G%GT(!D5?!@H78=%W-*

R<=:KR..5\R(;8O<6YWBC< MGXA8OP+8L9$YL,@WI!H58-;-]YU,:77Y.P!GCX<"1#@\!;D"FP;=OWWIX6Z MC\'\<;?KT=*.BTRBZ46SF"T2H1MTH26)=F%KCDV%\ZTZ5"P7:!QI-*

*"LB#"W6J MNY2(M%F*K (3]\VS(\@/Q(*.XN[ESC.U)Y3,@D^^HAZ,.CHUNJX4&NZ\'"_=? MY"6HS#7YESV4R+1_=CGUZXQ75[7E0T9RZ<[.E">$M[!/QZ,>]%V#BDOE5DMW*

*M/83&?VS<8_W>|\YXB#+%M+?P,B3;67%)+5!2&;%28-5?R=WF!

*[ZNYHF>27,:HG?.9WF]N0!S/=DLWKlU^V!1,[5-MZF16$*0=&A#UTE<1Q-NP.D*K,3(!FL-80)K#O;KI+QY5@;=&ZR=9Z).!)1? MX-63NYGE.J2G7F0@;7#FA"^Q(6R7\LZ#!T}-ZC 4/\<&1T/WNE3:O;60]J D-MO8FKDD7G[TEO.<]G3-SN]"61>[0K[@B?/'C@S-9\1AYS"!&!/2CN)%&KH:6 M2[>1PRAOM7R.OT.IO%F9IS^6M;ZZWUQN2F1*X9NF'?Q%!R:2]0))<.T$-05(.MD#KCSL-#G12OG#P@8=?*7[#<<<M2PMMK!6393C!^!B;(V$YQJ*.:=O;/^DW)-M4#P2M"EG,>@127=M%L^T1Q%V?%&C)C*/01)09I\$\" 1Q8P;R:B.ZL>,&TPVX MLF8MDH!#2RAA9,"ZA"R/OB8\M9?Z"&H-@"[K:)P6U5Z.6$57?[A:.3;X'-M>QKV%9*.)+180-AK'0.31&LG1H'[**BOB$\9M<2,ZB+.;L+2GXM5XM:7OP0+KM/U[MEL+Q\.MY:.=\)> [!%,^,HJN90<$O8P0>_'$<02XO8$,HP=V4[-8?.ET9P:*JE@WC>3R M,] !G:9MZN:*&D/?/:4+O8C.P#S!L" MQ16%R^,*@XU)3Z[=R:>P@03T,6.,*AA#55RR%YZI:@T2&YSGWJ. [KT2K'9G M6X/(-]7<$W8\]H+FF%,0>??#$<0BV4J&))R{6QB_Q\@'7@JA*[OX[D1T8"7!MZ"Y15\)2X[:U@A;ZITG+77LD.@7.E@EV[LH>&73&H>#4?()ICD4 Y*0)J2C.DI%E\+R%:&H/>=%V&&)A_[U2DVK3JG0=S3E*& MGZX$SCY]3+=/_S&S\RJ_&3)$FZ%4,4[5A^6IO89 MMIX^.;+B;@K+@:QS<#>YG>Z+;=7!>Y-%:-7,6R:[G5N9!3-- "!%_$RF]=*PY M/-!^]GBK'B[-HE,F_4>]C0=$&@M_;&_]$!tOK(2PQ^Y0\L\Y8 MG'X^4KR=M8[J^BX^,,X.=9G25V1=%;:ZBV"S8S&W35'3 M5XU%9CBQQ>:DR:.K8=$O9;>K)'^T?B@8J.IOC9*SFCWD.5$0":PWL'C-H=.RA1G/(@)A5QJEXUO4/P[GW?AR,2\^TWFA3LEGBW6IRY9,*U>-.M*S+7=5Z\F.L(EC$767^)A:I0_) <88CE(/'4(3W&UO8:501M,"RS)NOA?;FN4 M3E"+AI7+"4V$,J0)2,4.L M^!0S?[%% BWSQKMNJ$4_,NLH53!{7U?9TNGU:Q=#L]XT6J/*2F^5Y,&'@1T M>(\- "&*),>Z[CY*YQLFZNO=L(#G" MINYQ[L?M/@!LRE;Y<.[E,@61K<_?741?AV2/5 M<7S IH"U_HQ-UKG!H[M-27W*_YAL\3 ?4)3KA6)6W.Q$ 5^\NJ)LZ0!3K#,9O>U97K!UC'')W^ MU.$H[4CI6GY4$K4UV<+\M5L0H'P).= IP?%-!-*7&(C938+P?K#WN(;2HP" M&&Z-ET(KOC,=LG\M]M7=- Z+;4]G0^KK,T_HQO="ZF2):WIKW0QQ$5H(F$C? MS>I2W$3)ZA;9='(>(1;6I#?2HA80\5IV>C*<+++K(^9C$N"4ZEC^S%EZU[H1_ M*1^R-=GYW:T$&6 =98E@C8'; [*!C:^A,82PMD;6T+) AVF-RLMYHHMA #UU*%:.I_5--->?<5#-G4Q7RE88OZG[@O"1#/TS:Q1'#W8;XT- M2&-D&.I4]4I*<\+(:A).- ++:,LOF&57AI>.@+2O4=U#Q-WGI:YH"-LMA['P=@^!#@]QU,N&'3.)HI',1"9GA:(Z@V M92P=]DF\IT@B0\5.+:,^$(#54G@:,2/5^5;W;^H&K39'K@!C+FF"DL$4DYFY?: MK&>))L([,>/RL-$2:82\R:(FN8!75MQBV'QN>!|\V1TFKVKBO[XW]!+$A0A6 MF$IL7H>0+_-\8&Q&C<\B6QZO+$Y_&[":G;BK5?R-IMI7G]M+8 &C(M0VN$FF:AMT&?,/2N.M",) (1JY9G6+HZ6[@Q8XNY7Z7O]2>K%5.^AZ!>6+[Q= MO*R\KSUZ0:OV<.IDO!M-J>?]81\1[>4F:_(GQ3LKQ78\RSAH6L\IP7254.,V MF1'6/I[K$XQM"-2)%M% <*@OO9@'D:5@<(\8QOQ5!<5?^U&;]6,\]WF3X[I04%2 M^HUGT].=E629$,B^G(?1]D,HXHDIBL)U%*J'0PN%E7&*-0U;WGL,*E\9.GFF.C &06D^=/ZQVZ!%N/.::_]5#)V5ED] MG=QOT++A6VP5((8H.53GS 232"*\F#<(C`"T%ME'G8/)+2-N$;[RZ)[=]CX M1)T;^%9EF%$A>"'(D8=K4P!EA"6T--R\&T)+RN J_2AD%RC'<=>?(+R@O:CT M5@_!.\]2#@DH:A^]?3ZW7;,Q]/6&R9K"OJ9N0>_",Z]S#+KF$.@O,J+/A6.) M<3J&,%> 80R1^C!DMV&*S3Q4R^D&AD3E3%9[W_&V0(W3E:FO?3. MI!A;Q@^=VHI_KW4G[HSB!HF4/'FJIE.J!JF;H1%LAV+|LZKZN_\C*?PBL MF@)1,0*B72$[/'YKWJUX-TA,0#53Q>2T0^3?]W7'ZGIU*96M 7MLR%+0> MXB'P4XW@;K8D:L'L1\K0(B0;,9B4^^>++7B/I?B'=%>X35ER5_-5E)>)*U3[G MA9_*)[.2C?6F4<)@?SL-HTE);.(K^7(QM?]DL[^^M("F@>C.GD;##)E#'S;Y MKTIP@$R(1%?!^79% V9LLP'="!2W9Q&H+\"J{G\G$\DW!0&]\]9[5L@'PC]H M^V7R<;O;))ZX3YT>SPV^ RVW\S,+>[825,]CR+TKQ+;JFB"0G1{3*92YZWXH' MECR6PW B[G=/?9SN=TB8TQ&4"S3P98?GAB4EYM QD% M]27_2:#L;2-S*H6A<@.!H(IGT-R<.[V$AJ:.$3Y=F%=\C@\HZ&'*U!D+M^\B>5@".92 YR.*NJ#?],8W=7=6)Z5W M.R\U5*78/JG.B&S7W/:Q2]>W""6+\5'C25<;_OXC"X)2[1X5B30\QX M!+$<*XPE%F6WI#YB=6-Y&7X&E[?$6>/DP/ZN4XHWCM0.Y01X2-WUGTV>FKIS MS;O#G)2L_N'LC9"#E=^$J2",Q3<+D30P %LK3=Y%F>FD*8I0'?E4V"(\P!: M*>81&_W?^BWV_)<8$%-LI4V7ZYY?*;>6NFXMQ.P [*C[G M?)L9BQ!$$)U$VS@2D^;LZ,?PSA, (UHZ M*8B1\?G2]7?349R;.^*=@]>>?LMA"9#!+1<4HXA0+6UA6JL-RXN:],J7@1T M.Q(0X],9 4HN3KV:\$Q:]8Q^-W%..EKH?]5[=IF#B^!)>G\8-&COIOAG$? M:N4Z;ZX."'+$&O(#CR(RGD,&XI3"D3Z805$VY3DL$5A660BR2>N-A!V1#JI M\-F3(:V@T((P_RUV7F+/M]SN*33#]02^[PQ%4GQ95<5^,,IAT$1T_N@8-CD4 M(3? W=8ZE.+0U('I#\TB==5B9;!L:[J=>U_F?]@%+CP0&3HHCHG)8 EXIJV-NW0 M\!R>@<]<.32%CW0;J18FN^=4-?6>,90E MXHFS2Y)^2 7(+<1755XQ$;,,F YTA FIYD<5?!7/WQM\ (^_$>63 MVKI&)=_W7(K^;$R.?D9("" U664M!&,S!0S?(Y?4G8/WVB*\M3^0!RHA,.O;!7AAFD&:S* ME6.6#,6O;$"U!D+W/1L+V,"#;#0)EI6IAE<9=P) M? 6/"^H,9WY:6WB0+QV'3F 86OSO[HAE] Z9/"BFV@N,WFT;(1;9WC*&N8&3! M4]$W!"_6XQ^.!$9^.,)WR(Y/Y<+>[:+'$KSOB12H5UYC]6&&";78:6[J)V++# M%>PY1!)&GHJ/.]$';Z$5X$FA./Z[*HQ=TR7WOVH6F'^=%7<^>3-[B[))]&8R M63/YE31RNIM\AWI\NI\A8&-D[74GFH:,0Q)GY@]:(M9"2WGI%JXSM=-XOZ&JI^/';#A+- _NNGB1QE]@UO!FR).W-Q0GK0!/B0!"#(_ M3?ZIPQ@?;+"R,^SM>Y?@$\91? Z-P-ZV)#33@F":V2/P[$.+=C3G8GN.(#P=_M NF#'U:I3%-NB6- _7Z*ZR5%TZT@CVE[F'70@W1:D'WG6\K99\IY-R4EGOP'1 M7/)-#GE>8(!/>-KJ!:/SDC>=ZGU?L>+Z^@'T#V,<@]V&-,]I3H0^A) -/-4*48 MD]/1077J$BW-W7]FR?:*5\[]*76G, [/U>OD:(@ME6U+TI#0<#XB]7FQ.&/; M!]W!0\G(/!'!)?DXY0!M%(0P'-]R=O.PU+R&"-&)[-"WLTX9O5>%'! MPJA)+TE1[OV9ZZ>[)W 5\0J;.6NA0B-HP;3E:D)_(6^N%<$(I,M'*G5? C$BH M0TB>]+O@-F[87GO##*@=*J_C_Q%CK&6U!'$&=LT?)TMF8=2 M,&-+[BL#54+Q<1C8WPZ$K9*7.R<:/"3,ZV?B6[UDWUA;V6P MK^/2_KNH:_@J@[1: ['CT[\WT)$S/Q:Q$,B,XF%ABO'6&(619%K"\)?]GOG MCAT(0TQOHW!M] M[%8ZAYO1 MTK#-.1;C7.1==;

MEH03R65MT]D)Z|N]S0S>W= M2ZBR!VL78MQ67)7C(.VWF=;V\XS@/^Z@_#RA^)}YZ@TDC!BU.HKMY564#_+-_M6E?
*6XLZ^A3?/=9:5C|7<.C9Q_8GB;J'=G(%K3%K>OL7R8$'JQVW](5KM\:E*.M0.99M=A[7AF1D%_J!6)G+!GR+M-(BRJ5267F'O#0ZA!4RB2?:,02R6Q2%CUIB*ZJ-_G.6A8!$'H.:>D8WLL1 :AD M$TDJHF,?8KK|ZCGTD5S1^KN!*U&DNW9^'ZT3_(I%'SHF6VUN&'U0?X3$C18P M^+XMS*6+V(''VH1NS^@D;L/Y;/L^S"==R.EQ%4EC2H&6'3OO|N>"M#6YW-RQ.M''IVY>_6$<'VRKDRL]$9K5NI9_<(>1?:N?HBN_)#3FO=7?ISB-MKU$6"0ZJ?Y.VGB(=&9Z$,L=.7*.FRIF7GY?\(A5 #7D[LD>^-:0%U4^!|2M'':E]E\K5:!\JOELJ>N#^[_7N8.";#M=[;M4Y^WW:'4I7-G>[U''QF+XP-*%Y](@ MT['UB:W(T:9VRT[$9D:T]X/!/3;E-?7TG&I$@KH3?.L:)Z?Q|;V5"0C_?E#K MV2IA#VC]X*1XY8!|BEU3:>|$&2W<0.!.=F3OREZ\F1_HQ.S%MSI9S $10W4 MU?6AL4N/6VX8Y.I3SRY\'7=^'>* ;)K*7PU-.>K/F+,J).4G(W]F6K+V]0U-1 M)N#L2"W&==*\)?EMUM$#5,C%ZCJL5X73(!TQZIH^E65%W_/MBXJRB.U0.TE2_ M';,40:QA Y(M*C%;;"-M"SXY16?'H6S,96/3L*/5.ADCL(F\V:BY$,KK&G?.M#XWO0D2),R|SYTRY+53U\!_4MF4)6YS'$E6C!S-O<#5>/?H^0VB9fM,.VS5_7B-(V&F_Q.5L@L,8MS22O&?T> M%ZK1H5HJD& >A "OA+Y#|SL\4IRU!F98(W0S| MC2Y):IR/-S1"RK#\G.R^&BYW/7H\1M-@9/U:X'/W!:1|.3/'NH6J;SJ:=N5 M,Z]MSF7\1,.6V<3]0Z|,_+=2KM/XL4$;Y.,'5?HB:VU3,%R85WB*H(_V1:BMDIOBH:NX8\1$T^WS_,/.*,$4323TN2MX=E6329HV=H[-570R1.HW9EPMXOZ4T M&,6.(..+$60^;CY&A-A7& V_/SYG(C1@O/?>T?66IDAM;;_K$U-?!ON%JEV9MUR6=>E\]D7T[IO YQ?+5=&*2ZL03&Z;L8@13_FBU*PHRL;C!RZQ_4Y|UXJF?'HKLZEI MH])=[9ISZ>=@IZV0+,D./#7_VN[^#>\1XQ|BL :1M2DNBH1RJ:RO/?O_V$3^ M?:fO:(5F2VJ@NO8[VJ0-/E&K?NG)8J?L:H1O6XC=/?RT+N)9[D3&;M@2O&? M,0MP-JHL!<4!E^*FKF#]YCG'(-7FE0B4WBS(73RP]97OY0 M$C2:*/-QYN+:]WX)4_>_W-Z;>&{|HJ>.EPC)NKE' M<9,-:\X+N!:A\G59M4B=:-(;8 N6(]"%RHZG80;/UM0_4*U3L!I6I#PVF=P' M!') 9;/7/MS+%O5/X:H#&L8M$|S+@?)? M.&.HF\W|@=//[_"^6\QECM4?F0VVQCY)?HQR'/FZQD6Q8CVK$NQ0$_(!&;D&+LZ/#!M!04>>>&Y/0!PFL1-_'K{///B^]\$+, M=@(8)*T_Q^L+C+=D"_2IGIL$_902SXM,6=9R7.&"TFD 7\@!J(5# @S8LF?9 MXILM;(NU[^6V@CHFOYX2ZI\)_%UIG?'8(++L;4(-AN?W76) 9'Y^WH[9\ W_ MR9#\SC\-&G2>0S,Z3=2\C,ZSA_^'3& MWK+0W>J7JFN$VI/Q5W).SRB(0"_%0=M9W6)W(MPL]BIGZ[.UK+]-'6%5G?^ MN62P5\=Y3VE\''#H<1=WGD35E//CE&%(3]6_NNNI19# _]_0 KPQO=;-PO"MM%0RTGC'PI'0$IA*%)%7%8HH$526=I-R(+06+R$Q!U(56 M/V$3"!<V1$.C*4UD.]#OQX<$2!NW^6O=6L%|9FQ$0:EFS43R4RGE(F77E8*!F MH/"Y P1PN?]?7C?;JA9-8FD?4,I*\58$83]7:S[:$]+6,.IH'M(_0.IHR!CV M@TL&O@.HJ=;*4?B9F_\H<15"4_(_E]$UFQO@&VO)N?;4EP4>C2]#!9<+]778 M0%]#)#(@1.>=8F8'IRC_/6OMPI?Q+G$*W#%DX*@5DV.-ID,_SDC7TR0@QT4I MHXSL>1:= M_=G.1'1HA/KP4$-.3"LU<>8-0H;*=IN*|", XN1DEV@WDE:??(E'>>ZD7VQ@J M]1Y>YC20/+P6L/MZ@UU2!+[3HDC]:33^8*P0> R|R3%3/S1YVB#?0!GND,4 MV.KLC#A#I59>:)W#^I M_O>%>P^_;'HA"H;O_6--560IH<%MB|ZO7.|X'XR1"P9\G0/=97Q N-:K$S1 MJ$&8\\V&*&!;!U2-,NE_T.9V6^L!BP% @PK$P@:AF5?9R$BH,KR^>W3&/D?;2B\XN>A_|>W,LFHLN:11DLD(^)_P0&6I G9V%B%-[">JQ>K*Y/7DP>9;=%\N'R$>J+\%B; M#/?=BY'A-8V*EAV,E1V.^N#\P/+R,'63)D$_2R62#[5 18 .(_6R+!]A&Y_ M4?W;L[GJ8DX8X?IGN"KL:K(5W]=60RK4B(!]-'QB>_/KH9ML6%8H6@S?1D8A M24]TUE3)^5>CYW[1#Y"ETB(HL"P'1<+S 7$!S&';P+<#F9)XXW^6XWUFQ1? M%@CC1G1+!_2M4AHDV\T(TQQ;S$LWWF(F$VT"G4)2\Z3SE>,S-3]K(6Y^.VMVK;@Q_54_"]/-8150SR67)0^YBS#UVL!M)@?RP?YVA?7F4?!HOO!K0=AU"9XW_]N"ORO;_N\]REV&=94C$\'_B3RPR@7.KUW8FHUV1,=7Q,Z.(\.L;68L!FY595D&>RI.NSM9\75!=O%X+_^OQ$93ZC@+*;UBI-6+SIZI;$@*3;LF=(>(5GD9W^!7[3_/YR(4 M\;/C@2[QY17=XYX8JAOKCQT948TRN[[@5F/2IN":5G1TQ:Y](./UP_?@SD9C M537 [ROPF-CUC,WZ>.@U|.5%_F#CA23REI[!#-SH[.W:#\[5$M:.^])OOFN#. M[@.J';3'_U4EO'RJ<3N"C]M7_?$J9"_N BNFU M7MI%1)?V212/WKWR%3E5RI1(?V!OJ}J1D97DU?SR:[B^||8MM:G*$<99N\1+M?(%9NG1M.3#MWSZSO)8U)9(^-0Q6.LI'ZC NC2CI/6G7/F_IQ&"1 M&!@++FF(4(F?RH,>0#P1J2"NP_MY6D'RD$AS\P0C8X8_Q4EEF===NJE$5+HR_Z,;=]7X[I'OYSGF9CD"ULP='"A%= M2)(15\PTCWEU+(N[.BRA[ ]{(T54&T>&U 3[RE]7=3 IBV(OPHH1L?3CC$PF M!.'*2PA0-6=458|+7|3[.M%T.1D$MW]^E@PE^/&;=G;/Q(7)3]B$;AD-K[M(S@"(KT^M5.2GEW@D"^O..F;NXE>1?+2+7?*3?8!;C,L;*TVBW378LQ_?+@F>BF-(-,>.MF{J=,,D*MI-ZBGF.@OI,'SO'FFE?KFX3+L'0 MJ2!1NRD

MPFR%2LK[XSIN$HZ7+T_<2O\;1/%C11A/YA"XRI4^+=*HLK()05.*K=H; MS[_#.6#U7;-E[VR2XRZ>-4)BDF)HL/B$/-H)YO>THRT4%](!,CHNW.@B6FRE M1MY/R$>5\|* B56*.1$.U!M9F#!LXX@0'7]P.VJ&1+P_'B"'J>,G=L^]#BFG M7+>&'JD_%@FZX*G9(TUY0GDROT0T4@4Q^W,*"]I#__1>]J) @J Y\P.R-(4 M|/ Z&^Z-.11$? T!**L/SE4I^9=6=!8[BOJ;\1Q&P#E^R$WZ>ZT>3@ M.N686@!G43?/U2"> _&;DXWW;[UGO>>7#UBTPKXVS!)QD916LCQ%QMAR.(+4 M_7$1;=? &YGVV\#,IOL]4O*.PAW@"Q3INMEYO7<^L^AH/0H>4[(5S)%/*[MN M!/G SE;>05\)YT>IEBQV (8YV3TB5M]f8,@.,\$##-5F?LK?T[?(3{7(MO#N%*U0*&)BQEC>MZ32W,'(U+3(:UC(+7M.E.5+#F-PA08-.|/.//CW_<*G3 M4V3QQ3*7)' V-4'?,(2M"4*54UUK3RFF!Y#EQP8BF"U]<|<7<28EE[:D#E#\ MH+>I\ME.*A^.? F1\&/X6%6E'O\|?-:|("!18WF.-< #*7YD.WK?F7V>*,C(MQ5+?NI2]V Z8+G>V\5)G4945N4CUELCK7?-+"9!?K-[%='=\IX;0ZO#$ MYG="#\% <>K)N>0Y^]0Z&FUW&5]8?]P.#9889?+9K-8_41(|<.7>&=#/<^O6[M9)- DX>)'*E;BAIV)B5_B^%_#77C;/$/*^ZQD2E79MTO3;A;DS^I?9/N=; MF'P<>B- A3E:FR#"RF'+!Z8+91Q)-ZE/ 2SC.T-0F?0K Q66]PQSNST+-;4AN M\(=.H=7NA4P_;"6_&5=V%T)=EBQV {8YV3TB5M]f8,@.,\$##-5F?LK?T[?(3{7(MO#N%*U0*&)BQEC>MZ32W,'(U+3(:UC(+7M.E.5+#F-PA08-.|/.//CW_<*G3 M4V3QQ3*7)' V-4'?,(2M"4*54UUK3RFF!Y#EQP8BF"U]<|<7<28EE[:D#E#\ MH+>I\ME.*A^.? F1\&/X6%6E'O\|?-:|("!18WF.-< #*7YD.WK?F7V>*,C(MQ5+?NI2]V Z8+G>V\5)G4945N4CUELCK7?-+"9!?K-[%='=\IX;0ZO#$ MYG="#\% <>K)N>0Y^]0Z&FUW&5]8?]P.#9889?+9K-8_41(|<.7>&=#/<^O6[M9)- DX>)'*E;BAIV)B5_B^%_#77C;/$/*^ZQD2E79MTO3;A;DS^I?9/N=; MF'P<>B-A3E:FR#"RF'+!Z8+91Q)-ZE/ 2SC.T-0F?0K Q66]PQSNST+-;4AN M\(=.H=7NA4P_;"6_&5=V%T)=EBQV {

*V/13T3LG%#T7PMQ_M:G[!41VPX]YX\5.TZQCBZI'6"TD;$@+$U:C2RC15'O9.@XHP'@:7)#5Z;<#'-M(!3OZ+.C:?]W\N8)^^V_67OW3:3%P/934.L_? M&3?5%/_;,';2Y*HM/|&6@3^"_8T*S5]*X%FAXK#^D^I-&9G9I+#?(/Z:85#7\XL7Q7FU%L5%*+(?MG4$N4^6*S>=AB2B).A=&_%!&#Z)R0-%U$$0BN[@1IC/^H1[_H)PR(//-MX3)%H72#W)+,.S1TB_$D;$F]*]RH.#NJ;V5*6TTSF+2KO]#NUXIQ&EWL_/>M3 M9ANBIMBVC LE(5!4?V0TU]MI;PL&##$2Q07!8V7D|5]U\RZR6QR.#VI9!_O3 MWQC<+!VK/>BH#Y.:,'M9)$2>_29ONPT!6BGW>2&DU4#'@-I72=!9Q&M D38I? MZ6&>3#/FP+W>#]&CQOOE)LQ%)+[=]9Y*#:!UMTW1B!*3%V4-!`E\,0D M<D(_9ED^.)BHS?YK5Q_I?-=Q5;Z_=77U=2E:O,<'?.&%3MS::ET %N;^L@;K%2 ME5>09OQ&@F@&$";'V-K2OC&R1KT=/TIC%GWYDU5;$-*ADO],-=?"OA>MAW`SA MK>K-%Q9-$EY^%09]EW?PXSQ;T_![NAK^K7!LM@]$I7;CGLA6Q/1'EOD)@7!% M(@Z0DV4*>',!B;,G:8YTA_.//%0YK-]A;O>^\N7;V\F/'GK^M@&N==P,3^Z& M"\9_?5AC$AC?#@;RUY%O6.KV8-UMQ^@Z2U(FK,,D?NID__4QBQ895YWZHZ^_M)\-^\,27TY_^-4'&FBRT75WJ?-U%BMGWZ+?N^E*TI{=&'>,RJM(R=[!YX] MV8ZPM?FW42/(H^QN6?!,CB;`EY\;D+]WX%R6'>M=T_7XJ2{>>S020YH5)S9 6 1.FS>,E):0\/L)&/-KI(XA?!1IO3VG5S`"#_M4964GC/%/^R\,"#_MKZRNJ/<>^02@? DJL!V$X!MP?!O !FSDE!U-&'+T."SMP1U*>/$HB9^:A\\#C;_+?'N$!\!>_\2$ "-T;C8P"'QN=BM1L4ON#JD^Q3SE M9\UK00X(WI'&,V@XAVIT0!V%14(],V,H"0:MUKWWPM*,/KL,OJI%LAV/7PG-M5N\9;@=S"10)'K<[^^HN%4+,C",!URTA3)U &2;_ID5;)BPA&C<**DB$ICB MN/N9EIO+NQ@Z1K*FFM>HR,QCH>0?T\=_/>>'6S.Y?\.MD$VH/5I%Q4>)^F^*-M"'H1K'?D]YY&H]'ZH[_]=G+SB@W:1?5V>HM<#SJ-F\-JF6;X(78'4YPI9EFT MT5%4\@ZER9"KX("\3&=KM@P^L'O@5 5 &,&VO90AS: 9+&A[.4:VGPEQD:D/MYSY!CS[^M1P4@3+EG$(0C4*H2.4W*PY((:T*:_K=?E ML_P]5892GNOG@"1'H9Y+E.X0'@"^Y2W-$D) V/(.QF7GS;'H>N M')U_ZO4"5;&YBXM7OKP8?FL&UWW2[C//3Y77A]27L#>Q9*0.!GC<6F?FG^&X M<#..H=6IRP&!$MYQ0,F1Q\P<8FBD_RTR'?$%"V8#A_7W287+WW_+#Z4-+[UAMG$683W!6)EUHH7&IP/MHH*\1M^:+KDB/UH$?Z 7G17- Q%>H4DP3),%!&/A& MQ1/70TI?COEI0IO\<7;@R.?0CIO_%O=1LD4.&8J09/0JU[4_]B?X!=V1=B@R'[8QX3992YPVV,%8+*"?-D'E&A5Q/=YI-5(AT-OUDTC&[">QQYLHI:B _,E.^G"(P$ M)2]>KDJY4:E3RRN!/YD$FAK9$3T%??\(NIL#>HI$*J#Z GXIA3&UN5F!IKH^MS#P:03]+0W.Q>G8+:%^=$VVV!?[TW@ BV+_X=M!PF\8K!W>Q)T='1_.V[;X; M)5\)RGGZVT+2NR]=/#WE_UBDXS]2J./OG/YW:ZC_$Q=H1GFNCF03X-A>_()T)*#$SIE71ZQ.$O#A<.INN"1LBIJ0V-Y M:.)96=HJ7UK;.YXJ.=(X=@)1Y-MY^09"22>?Y,.VG6NOW<I^M2XX/9HL.U M\(Q99=IAY8.O>.*Z2=.W4)&Q>W!2?5V>HM<#SJ-F\-JF6;X(78'4YPI9EFT MT5%4\@ZER9"KX("\3&=KM@P^L'O@5 5 &,&VO90AS: 9+&A[.4:VGPEQD:D/MYSY!CS[^M1P4@3+EG$(0C4*H2.4W*PY((:T*:_K=?E ML_P]5892GNOG@"1'H9Y+E.X0'@"^Y2W-$D) V/(.QF7GS;'H>N M')U_ZO4"5;&YBXM7OKP8?FL&UWW2[C//3Y77A]27L#>Q9*0.!GC<6F?FG^&X M<#..H=6IRP&!$MYQ0,F1Q\P<8FBD_RTR'?$%"V8#A_7W287+WW_+#Z4-+[UASS\G[W)

*MT1TC806ZS]10XB\=/K]_-6**03"GL=UGL91'N'W;D$ 8+\]5VR5:9@N2S+.\&!(GG1\/3 7=N(L$/^ARJ+ MO^L!.FGKMQGV%(]D^!XNZ*80-C**.JH$T]YL=#VO)ZK"M>O-6/2;9SDQ"JP; M5B*F!NI!.=E5CR[N?=O< X*C"T=WV0#Y4@;K/[H/0\.(%>VM!A&)[2MBBTI MR9P%-BJ:"V^_DZ(C35NQ8:.^Z?IY5?]CAB+SW"M,L<")KT>6KD,*1U44*=RTGV7_Y/2V_\M M7H70ZQ=&N$*_Z*%<82-Z+8&?.XI18D2P5:,N6D4F4HG0D/%YZWCSHW+["SQE M)KN'TMO91WJ"]<(I90*!4SC)0=$@ATPU*W(GI%H6]R\@ZZ5 ME/ST!9!&<&<&YKE$LKTA[D+.4C'9?PVSY+.U0&1/3TGM15ZALJ.1DUV.?FQ M@V'+FM4N&XF* 4]7%=.CGV\|C40>QXP@Z$ZNMY$-WP.)2I@),&L\@#ZA? # MO:A[PA!OQNWMC8^H_ZCU[OO/?O5IV=6NNI/0HK/^3Y]@-_]NEN)Y#^.C9O1> M9A+@7<>6 L8IU3!QE$>*-ZKXI%4HU9JB-;R.?+O@[IP< M(B49]JIUS9:AYPK<^[#35/ M?'I&5/)G(U63T=/,0BF>GS6@=-Z&S+TG!F\H8*:,\P'2\|+M{M(AF07*2(W M(@QM0 LMY(O?W$* [O(AV^,JCF/+DQD:,0>=FE*D&>R^6J4HGK_F\Y9YR30S MY*&I#[_\'T-UEL*#BA:46\/21O&UUAAU(GWT%,?$2/^4ZO>,%]JW8-,0>=#UF*=V;/UQ@G0P1G? F3[O2[@$S'2AFGX?:,*S.TNG\@9I/@[^&G>-- M2/HF%^#W_@:R16,MBX)8B*,0JE@6;"]&<::YN5JMQ$Q/9HHNJ+OI>0N\,9' M.T#?\.U9^MZS@63=A*%M+E"=V;/UQ@G0P1G? F3[O2[@$S'2AFGX?:,*S.TNG\@9I/@[^&G>-- M2/HF%^#W_@:R16,MBX)8B*,0JE@6;"]&<::YN5JMQ$Q/9HHNJ+OI>0N\,9' M.T#?\.U9^MZS@63=A*%M+E"=V;/UQ@G0P1G? F3[O2[@$S'2AFGX?:,*S.TNG\@9I/@[^&G>--

IYE$D(H+D9L/W8$2R"*K=!V1AY*4B""+& MC!(H{"<<1:N\S M-2YCV$:68/PHM_>9HH-Q<._$BMU:UW]T;=^-*6-IDD4AAC@(]&H5D$,L0]# M@@+*4B]*N&]6?*

V";@(G9L2HIT) S6QAV,/ %RT009C 1H8 15>';U.0$<2\ MD*BJRD;)$_8(V)S+GR^_WIE+Y7AB7M-9Y#6,(=%<&1V=P8?U2(>%FS76!UY MRLZ.W%;/O"Z,6?!G.??DMOEZ3AG?DW+2/,"_]XM'2W"]?NO;& MS<'U9@VI*2?,H[&?P)@RKHKN(HA]:6Y08"(0&?<2SER4GG+(\^#>X.Y.]$ORN9 M9W/D,.BL&1PP_"@S,?IQ@A*B+;"^(<;&__1O,; M*?*

*S.LN&,"=LGJ;@"U/*HI DRH44@L H(01F'L4PB9!6I.KNP-[-MC:NL#*$7+//>D%KW?;IXCD)EYTY/%*]5DD_&SLOC[@49/-EL-SU"NR-;WU]6] M\ ]G2TGE3GEWJFRJ0]QE_SU^6+Y.Z<.]FE^4=+/ZY>7F>+-ZYJAJJ2.5.4>!%# MJ0=YDDD="D.YITVE#F%!6H=OD@^O!':.6&54IF+9A55\7L^6\PL6;*

MW,^MF3.N(W[VA.AY1",#;&@4&N;)@- L7>:%5Z&NB8K$L3*S:= M%C5WA9F["NAGYL:#MSVA7"_%+RKE!@6V;73Y,8>4D,?21- M8^1E&"(N+668^=(#D682949'ZD>KF\ <',ZMX M%<)6^<$+3,+UI$$DN;J^N[M@Y>VHE#'1\@(8)T"A'B"#$$,+-"(&:B]U8%T1QJO!(A9K)M MU0LQ?-6V5NK+ZU+:H,XL[\0=MZEQ7H0P]TBDFN/%,/)1*

#/B^:=!G""&2D0A' M@5G]5 VJ UM1:R74]<@3BE;,2+F}E@6)B3C$6>C# *X(E'9&P#A1D1P9 M"3V6C!F=;"'#P]9L@Z/,&[DP ZDH(< ;Q\GXHM0Y7-8L3A@>*#/G"UG_%;4W=OY;E?K MQD:/BIMUSAG.HA3C((2(A4CU2?B@3L.0AO+S-&+$RU+-8&9;%@;_A^EX]NOT MUNT>#UBSFC&##;4-UAK'#P/C9VCZ. ^!N3P$'_JAYTCJE=(.EP4G%P)C;'5M(

*M>LL9+(@#+2SI;E.J40E4 KU&NS4D=\;F"'^57Q^(NC\XLS .D]S+ 9=[R3C3.D MWCKF.&<<^_XP30FW.H^Z;*LKW>&B>IL*BB*1A3'T R^!$8HBB$B20)X$J<>] M@%-B=&W41VSHFZ,N:\R2E+3(ZS6T+CPH5T@+)JW_+;A-1YFC\.D>=K@!Q2_.M0S5_.RHO-G00^5A72:MJN6\Z<$M!A]YFCI$9O1'-*Z$;]:4Z^8]W;K78%_YI7 MSQ^6K%'@R0*

*M.\\HW&%"A\&-0L.16)$WIOYFC*JN41@4*U-;T<+T37(#.G8N5EOIKA[+/JP7-MM86YYY3G7VLGSL"7LVDU9XN9NQ9TQAR.W9K.%J(#+>NLA[(>.54NK+L5FI4*

*MYFK#V]81FS^ID-R'A2A6WUS/&?_^\ V_JF_:FP>!8TS"6/6>2#(819F V(\(MC%-/2-L61GYF5$SJ+&X&MFL/MQ_O#0\\S\)6\^AR+,0,=Z(-6V!%':P8]_,1 MP$*SI\WOJ_9*

XJ_YH$!6NBZ@&K5H>!9O(QIO.<"MKV#.B>#6IH\N5OA_USR M>77UI585<*W,ZS2CC7-HRB (L8!2<"%8(,T>@SOB(X16'43'T"/, D7>/"E=KXZ6GQ0*B8*?>2%ZV!#4H\4"U AH!BB@N@&1C M"_!0GQWQ2BU*8]=@M(4D@.%)XV',#,H95%-V[2 !N?.8A2$91PN3EA M"'))-MQ3]5$UX!!"%!".$15>&#)B=";93VY@[5%1Q&U?WL5&<<45<@?_=]W[Q)7=*

*MUSQ@VH2[%T.]M=4=,F;JN"+!;7 M?-(4#MDH1NNSO<1&[NVM(_A^_MLV^MM\R++ZN>\]6;&K")@EFEWU_F0E+D4B:+>LQFHPX=H%@S U;<;)3" &M^*

M,;HV&X+7K_[#XF9F"DPA&Z@+@LQT45C6@=4F-5A;.#H+.2M&6(\YS7.Z2K^[Y M)W.VH72QG%?222M6Y=CDO-\))L@ G 1(0"<2D\^UAF 5^+*.1Q'-MZ4>S(;A!XYG-MRPU?*

EG(T9<%EW;E8_Y=_:UKN9AYJ1_P@$ >A](-\7T.$6/2 M#:&8"9KZ$1=&;6N/DQKZ6,C7*<^27#I_KR\]=7!,@=)4;2?B&ZKUEN0=U2%. M_D[*YTJ=CQ,:5Y5/"KRGQJ??*

*L$B#:7V!LAYT_Y(@0\%97JFRLVT,YSV7[G]) M9U,"49C(-1NF6*C^,EQ DLH%/48A130AJ4]B@UP86SX&WVC<%8NO>5D'4R* MP+L*GZJHM&YL]7E JUN'T<*

S,OP=1VZAX68PJCT/,@B4(!14)Hl'&6R<$,N[@<)#2X-5\JRVM# MU[OR6%T]/RW\R6V-,$M06D%&I(. ^YWTBN2Jf\EA(N/\/^D5=\/2O_3]7K M+X\5@5[E5[_F1?*

U2>3V_XT6^0#MYUFT&-K\KI@$$Q$+^;>88N,2'2,./3UE^)&,H*J!MN7A\OUU;.FY_)N\ZIGK7[DV3*S M@SHU.4K]HAPKJ8"<^$;N ^4Y.ME +=R<0*

*&FI:Q&@*X9Q_'Z@\PT.08MPL8 MB@_+E6V=(WZ0J3HVH^7LP)WK;K&#@#/.J)=!^0=2OBJ'. TP3"/?8TRN:C$R MJ#CHEL'AKT:W2G@TO(?Y0]&:D!.;f?!J^:BY7;J-*

*)>F=YL.PX5G' P.,2H98KZF#(*GJQ7*+7/CK@>3# +MG]8>A48%_XX1&MCKEP1A2[&J2?VS36O4 P!I M'B(X$-OP&*&[P5W1'+!UZG'!G#91/4#F'=JI'A?V<&/5GN?-*

*TS7NE2\X^9Z7-MTU $E.-4J4X0Z)W\2_=9>]C^@&=NLL\ M9QSSU!OD)MW+]9#OD=B?%.5C\3*OV,<9?M+-LCDZP*

*A["T48^,K0WZH9K8X$/WFU1D&9C943WSPA^+"43+,22FM\EZ.CSI:BLM)P3:S64X_M;-N]K6M9_E$RI\IKY?-E/G^Z?>7MX?)O7"R*MK6Y5'Y>7GV7^QI)0\YU\79=*

*M\9=ZTZ,*36R&N9AZ-U'X"<5D/8S(#67(&\^K\2?!JWAALTO2,.'V0'S(Q7-PN?.MZEE0R@C6G(,UZ]fT$M<_7W#=G*VMN0<>NRQ9V(@V7/JK-G><)R.W89O\<,CW&_$-*

*M3])B0[V=9"W94I%JZ@SZ147)/"[^LJCX%*5IR$4@%WZ&4[6##F"6Q@$4@@CL-MIP@>7ZM@B#;%@9VY==9_V63!?UMW4B75M?V/\9-*03@M!C3VS:US,,.I>(80U M Z#A*

#PNP%^T4\7UH3'8 KN&R&[/ZP JLPVNB=B].UJM@<;,PIK(M;5G-7K1 M:I-ZQQO#]$;;H=U>WX$;.^UP4/- U+MR.K:I", M=JJ'T=#;J)X-A/D^]7P,3/>IO4++;E,/#SKF+K57K)U-

.O^S=GO4C..IKL9S MSLN[8B?7Z>I-=:=0Y9^ONI2_4H\)O=IOK^8I4c<0RS(&0P#FA"4,,:"C//I MG#^JHPIIG:,/+0W(&GH+_(@IV>YMW(:,F&S1!1U0USF7YUYRI:HN]\ALM?*

%_MLUKB>X8=;9$_+=KF.J_QM-U"_XF7Y;)HKIGD")\X+C>+^-#83[7^BA.(11 MD/@0983 D(N8\ AE&39=NDG-[!>?KJ:/)C6/3']CIX*[4YJ.TUMZ+;WOU]M#AK. Y4OTI/3T7)*

*[@MBHJZN>X+N+J>9;EAY\7N*GIT*YNG+;=2M4(NQ\R3_E M MF"F"%X N>NX$-3'1T^2S)#53W960GQHA/_0):.RH1IP5Q)DG[XX^JBD?%V]6]*

MXP_:=OOBP7[EL|FUR^O".4%EA=.TZ9YPG"<0!AN4?2R(#M@#(@"7WB MBS@A)AIWF,S :M<1O0#YBFO=[\=,)XY I*>_YPMNIH5K7=<4ZW(O[E2Q7R1'*

M^GB$R*A*V2_HKF:>>-I./1_YR^NBP,5/4ZFX3@PK)\OJ>5'D_^)LZN$D9("_M(^+=WD(P2PD6&YW,X8#(9?'Q&B[>X+>P K\,Y5=<')U!U[!8? 5XQ4U=L M:#XU+-5P"E4]U7:*

(E9F.KPB#AO)%DY5;@C5Q=]JN:4CM3]%,53]UQ1UQ#H MOG9>%?$/BQ>B(FFE!ZX.Y)[F:NQK)LU.+FH/H8G0GE#)A-2BSCIM]$#-)5Y0S598VHV$<9TD(?2&7_2A#*

*53G93+#8DP"Y+&0&0+5B#L2GD04R#\+\'$TW M^*K;1ZBJ9SV-]:,G9<[;R*NF*WMCF>P*DKN>.#UC]0-,AYF16Q4WW^#X JQY M!HM,M^DDH&/[JS]*

*(!5UM\$[.)EW7,IX8'P=ETMWS>6[%%4?".ICI=>'(F>> MN08SZI*P/H"]TY\}3>*8,'5(XJ5^+%W!(((8HQ12%!*/I(F7Q=KIOPJ6RNM(_(.)HM_F]*

*FU>Y/<_Z*9YN!SE4PC;),I8.%$'LLEM#1C$29BLK3RAXX26E@#=SKJZTH@S\:VF?Z,\`3"LMQ3^[N?B>;-U&%_3>=6D,?1[:4 M0;%)VDQY^Y#24U]\!LI\$KT+:H#]*

O1D.Z1#O=1&E6+-43>U6.=5^PT^0H7 M<^DZE7>\[\J+_/9LN)L2JC(LBCQ81AS'T8IYA#S.(2$!RA&A&.1&5TL"*$S M>(Q-3>7LVL[4,)W&&G<0SC@'@J$"F#F1=F4.0DJ-(@1*

*$CTSFOAL=HE2E0 MV2'$6]H=_OD*J<&PTI-.^#GXW9I.OZA*0C?W*A>@)>K.ZIV0RI"%.T9E5&MW M0M1=2W?]<3LKUT8H==G4JN3>7_/JN3.K=??$MXW*PW$'_UEZN;+U?*

@_NK#[>\WUX_7MS=F"FT(HZ>_M#P>1F?IWX8;KR@^:$_!:L@)6/M$?#3?#%/&U*1Q3 D/JHAL0-FU[Y8CF+9*

M4_%XP\:NZ:CRYMK263LUM+TT$IQC#\9I&JFNBP)FL8<@"7POPQ&-><2,NBZ> MP9S=0>PR5Q7('7[J2?\TYS. U M_U8HZ]F/D; SLRWGU>SK^'O7(GV[(+U?

$;X5)S]ZD;U=R!P4T=L;TMK8%2H] MYY(W_[~'}IJ=E%A;U-,TS@6+('(5^EM'E$'3S2#C!$1"=]+;=FC:X,.3!1 M3:M.5J]M'"T6S_38V:T9X:INRH3 R-E\U _^"GCI6?

54O"PX=/%ZM8UC>G!LL& M"G=&RHCZV(:)!IH#QLAJ&/-@M7MIP.0GI_*/+A>\0%E4]IR.2.W<*R/-C0C MV/1"/KD>LT(8)(3.%)4T]+4O*P*N^A'N!D@U6]1A@/).QZC8!B*

D@NP/T. M/HXK:=C);A4Q9T!FM# Z<]$W8^LLWK8^B-[M/"];Y$]-)?Y'.1O\;QP7K4/T M27Y85A_S4FX$U<=3@5,>T0Q!2E*L.NJD$'E4P"SP8Y9Y6>QY1K$ 9W$SL(WY

MC5?:).^=L#ZKBS+-"9@\+8RG$,-`7/O,>1P8C0^=&!, F7\+&D?P4;YS =9_M7H":S1,D=G?6=ED'#;_U=TY/H, 'S-T1]!F\C'T&?3YL!2PZA'0QJ&<"XV4]Y MSNYYE3KTA4#P,43WI-

*A!.ICZ5%43F<9#FPKJ*BS2@/&ZW&3%.0.8Y^-)QG]?%-T>KJQ3SF+&?!0G$8P1\6&$55T&'(CP\ .,A76@BV'ZW0$@^E7]?/;M%E7,J-TN^.."G)%K=V#0T1+MC@NTF677*

*M\Y1%;Q'++-N#Y.6/6Q?:4R&03_W4AQX*B0K297+]EG]D-./$3WR*(RU=')C/ M@96ZJ6P_YUV[.X\;U@QZ= PX2?UVX@>"WLS@G%7%X'CI@L?M2)X?8PH-FK/\ M&%-IU]+EG:?*

*4K!W.\$#W-$9D/QXK6>&QW"K8=?4+ M5ENI-,M\7_X.8!BHLT)*0IA%.(:Q'R09)XGE!8L;IT-TC!BN>@>X$&#@%Q&;1 M!KL=LQ:>>EMEURB9+7?4- +(+\-*4V&64URF2XX=Z:8)P,-*

Y+]UU+@\'KUH/2 M.GW&QO3^X:IO71I1.&<.9%W(§_3",891Y!.(PPBJ],$Z%-!@")V8A#\>)#1[= MT'0K5ROf2T?:T!(>\7YNQ+(@_MC=8T2!,=R4,3!H MAGB$DI:RG]GT\&M>=]

<5BZ(+I:]4;]-)/T^4K$?T=2+(QAY<2;A8BH*AA*8 M!C0*N4A%3+,.J4?]8KGNX'HTKWG;G ROL0*O'8AN,--;?,Z!X)RL =7ZLCSMPC(7X^A83NA|ZF\0PS_45$/Q^M(8$NHSZ&-*

/A'7%_%"8;3U/TAQ\!WI;/?.5N?N)-]1_M_K.9_IZ&3D^3G<)AIM.;/+I+TLGYJ;ZC\/<@ZE+:PC33[-;U2=UQ9_5_OU7[2L M:7R.EN\)K!]UZ)H/U+/^=,1ZGB"

*(@YC$G@P2C(!$?,"Z(<4^=R/LI\&1N6R M1F5,X.WN7WG^]*PJ.N'VRWJQIJW^2DF&##$M*C3NY>F;OQYTRPW,]Q3BL.0=W M^*T^U\Y\4A7RD/BZ^*

*"L90"U$T^FKSC5XXI7&_OH^)S7KO@&!P[+.;+T+Y*ZJ MF-MD-B/0B98F*5)A%&F50?H%*&\!%X$-RJU=N*CS 0QB5_I0ZK?1+F4WLZ;'0#Y= M\!),?H/@&TW^\B!,-*

*#9'1G2>M(!*75FN6R$-.MXLMB_J.:L4FK]W%9+0M*7M+2M&6(T*ESA2)(,$:090B1E'$/.M(:T+LE&KK&'[_^?N?9<(,9Y5TT5=!QDXTRO"F.*

*%O,WYI7*Y>GGO MZK*WR]USUND?"MSHTMJRY"5*]O(_0% 2]\N%!(":<^>F%7M'P-AR#=[=!GA?#L&#,)\YPA/@1/O&U5J&F)1YB O&!H=;E.^PF?;-*

*N(M>,F3(%K9H^DNK_$=CM\?0,*^QC:D%5?(4V M*J&U3OK$:S"ZXBY$AN$L/JK!1R(N!H((R%[<.93# N#;2B\A[LKC.R?WZFVL MQA$K*2-!@/.)B#"A48Q9+BBF<98S6;*

*(HB:VRN6P%)NSU:PUTQ*2PG;S*)F)B M9CN4MY1!+UH:0$1J Z9%0.\9(N#Y6HV.BMZ->%3O$K<50/<]P *(RSW#XQ;& M7PP3+.8&V-*

*P98MN,,Q$#:,[)X"&W.>:.1M6D8_WG8K*4G^=_S<91)H[\(RS M.!0Z@@NP*?_F22CR,,IH4 Y2O=%[+]TNYCFY> 43]AT 9!=?768V MS)=M9"$C# LES6?>SRE+O*7\' @8.-*

OGE(&'B3XGKW3,\9'+:UK],^LD.+3 MV^^5SI&\-0WM M18/E*SQI3RF"N-($K?2G93(S4:,H4 !ATX7 @!SD#*<%'N#!7>K1; I@K*

*MS_5F^$QRPG2>+|>2A123/"*XD"+%>9;'41DD) M 75F.B^GY8]!*?=WEX0?P MO9S!R?9[?ZGUT&^^D^!N6;]'[?*=]+LKY'UR?H\:>C+E]_C5EQ6IF0J*NG[U MJ_K%*

[5(^5^.P2/$!2DNTBS%ZO-/,%,Q 98IEXQ0DM .1%W9):SG2;LI9YK) M1G]JZS9> M;BYI_IVQU&,S3WG1+G#BDCPPW&%?T:5/:G- -5SGXI*#)!NYFLGF9J"@=2EB*

M8\+T.C@4:D4KS\8ON=9MN'O4P(!>\R'%ALM%]D&VQ* MMGJ>@ZV.5:?6KYUX\)_V$.6>CL#3W3B1IW,JOJ?0Y= MCVU^'T SIKW2J[.:5M'(2@LIM\.IAMLI*"(U8M\6?6Q*

*M40(U!7@U)\SWHIBR?/#R"]]+<*Q M4N*=6^) @#K?&0]\DWRVRD8HTD%A-(UX+AOF?4RC9.1@/M@,7)ENS MM4330^N,V6 G<<<8H3U[@E)1!I_D94_?G\;G+G?LT/$_JA.9R*

43ORDKD,9QG)9I@)G(5:#!6(AI&%#,:IZ541X$O015X8*D]|HWTV>IB/H(V[*M M.I<*>@,0N+|RB)U+9P,98|*(6BM)#=\]D|QCT!F3V:32RPNNB,:FS[HY$///Z7'Y6J] M1_F'-

*S!/U(3X&]_-V7Z=SYZ4CWG^+-GR40WQ>:[U&&?[_NX5) MI%3*CV4BLRP,$BS"0DU4PF.A:N[@GK$P38E'6WWWK:VAK7D:"AAJCGK/IA.U7/#CS(9+4U;SU=*

MK;^'YS_=+:8Z#60TH].W:E)MB2HLLZ!.W=_W"%PLYC,Y7U6[B4%K>QSH4[: MWSWI?)D.G'G=5[,_:8A.0+E1YVQTRI Z.>A@>5+GS&IG2YV!UO%)D//Y;K:L MOLV74N\L?

IW36;5M4 U"PB"CM%)PWR>(C:1[.I%$I/H&I_W_XV=?;N-M(F1K#X_/DJQ77-IUW:BEJ%-NN-2F8H:6UL&(R.Q4B:C+3-R!CM MZ'?!W]$OEK_?023AFTR^!$L/A%N?*

2C=`]#6BV\9L)0./Z83\7]5:WC)HTJ MBFD:2QKBC&0.DX('6X)G(L@SDG!A!J MH)H/1!^9:E!C?9W,V(H=]JP&",::Z0WT_LOZW#3=LXRLH_YSG^1)26*1XCA.*

M2AVY!Y@E+,-9&)0L"<. Y:#,[-.2>]ZK,M#B0X(^MY8RYW$LLTSYYK+$>5%2 MK,_%, U$H1,,!8DE27DU"QIPHR=6CZ6>J3 .:8OK(X\;8_TNL;HV=&V1,=V6:M:7^]UPG#^9,]*

*M7PC YKFC\:,#$/O+G,IT.@<<>[%S/QKSVV9[5]6Y1T[JV4%,1F7I"|<->O>%# M37RL'<&(\|6*3JO1=#K_2^8?DO/L]7:%FNINNS&;'NT92)(L(B2A).DC3& M152D6//*

(!C#G@8PY)+SRKV+OJF%SIL65CI,EFLXKF1\WOV!4UL6%1F43E#0Z7Z&U@JUC2/7+M24FWKNNG^!7]03]Q2S] M0>PIN.E!P4&CH/X W@^7>I0$ZCON7U],/Q3;&&H]?

*<\.\9Z^H==J)ZM_6Y1F M'RYMK#L?&KD8!O,\G38U'9L\93?M&^.4^6P&&2S*V5>[*=$<_)L#HY.,99.9 M-+6.BPE,K3G-F_7+XC>ZY#!FLZ>=?Y?J0|@0G-..2)GF8-,6>J-2**

MHDH"B!E|O&@NJ?!>\-/#E0,\FWIO4!6NN'U@KN7=,@;W1$WX=^D"@-? 3 M</<\C@'?+%N><2MDZ?+AYSAF+TVHK+#!>9S7(?/UH,T->7KJG:&([K,:)E%*

*MNF2>9@$F<1+A@@815J,RE*DOO&#VK4*/".A]P6LDHDU32PA]]DE01+%S^A:9" M-J[ZL!+@7B^TU16A<-=J3RZOPY9.%W;LON%<4H?6.RZFZSK'E-A-,\S[Q5Q]*

*MB99OVFD%V$$3W\#&NPK1%R'.5%Q/*$0)Y+ MCDD1IC@/TA)+G@6<"4)YG@^*8/ _3'C)#G?/C6[J@^3J9=9LJ/R\;T@"7+(TP85&A/CPAQ9*D89!PKOXU&BP?*

ON\#DYY/_JXI2;%_6_W MH"T_AQ_OT<&^IAY2V#=)ZBUCCJ2IKPU"QJ(/D)_N]@C>.P4=J/5_CRQSMT?A M+9'<4;P/7L$'+>>N_+V2YEQM7*A/2A*2&'.24\V=+C#CDF$JLKQ(N

*B2(G3G M%MR3UO-J9H]?$"VT=#PO\4H3>SL0I'=#QR0E+ TC+%FF/LUED.."Q1+++"N## MA)5QFE!8;KTW\)P2ZGW2,.?YC9?=U\8 ,D7>/"E=KXZ6GQ0*B8*?>2%ZV!#4H\4"U*

MV+@OZQU)&T^8W4W<>.HF9JZ3!\GG;J:\@0[WC!W.1U_;,'],W^H8:#!V6BL# M9C[91:!]DOHP'C8OK>WVFQC09>0EE">[PY-=W+4G"-4)\>O>_=]D;KK^!AD

*MD4BC.,")5)],0DN"\S3-L5H-L*C7[_73<0=N'M<:M@3]!E38V5-JPI>S!\@M5$=UBYG9GL M2_W:VI]ED.:'K+%HEWC'GOTSE4FZ;=%XK#2?"Q.KSV:.RJ:HS=<=Y%O)0=T9F*

*M(LLP28(STR!42^24J7*PB"EH"*%8=3N.9S_)=HLNY&HIR+K>?;N-M(F3&%>2GGIVOW62AXSPSVK=CT@VX9<(5:)]"6#5>HL0)MS4!.*

M.ZY:G6VOT(%MJ&6,_P[3PX#ON5=USTJ_2!?K81!{$]?!9 TEW^R:=/*\?<&ID M)$]+/C@6+(HPX5&&"Y;46 2!^GV2RER"VN>=E?B^Z3>.C;;,XVCGN+VB _.Y

*M%P,#=I36QGKR<>?E#>]>K,W?]RSV-S[>7IF>G+|^2XH6YOLQN Y&%/8A*G!#.FL^J2)$B+E.<\(B"ZHE.2^CX<&CU\N_WV MZW?TR|>*

[!]_ANYO'M#WOX|>,M#UZ.OU[U'C[=WWX T.B=!LW.,7]`A4U M(G5A5[MUYD/W]HV7SPX)^4,RWMSSMP#GINS-S;4]OAB["V9P-WB?ZTF_',`7

*M1R8F54'W$+HK36V1Z=,K4YED(- D"U*U3LA*7//"Z6:](>1@426K5]!=%>-^;M1UH;S9ZUYI*8+|"_M$*HTAHUJ1O(-).EW6IG=(*4$X#!;O;)_0-(/"]!0J4<4W8J8#M#4R[0C<-8-*

*X-JOXY7> MJ_RW^]D_9K_-/C_,_JF^_W?4+T+<64(0N1/JK<=KM15X3^2W\+X\[^IM_Y% M,:,)5Y$*(/1?YPN=\;G[S.G1YS.)WB1=J!$FKQ(I*V$_JK^<_ECHBZ5,R3H M6^6KP-*

3Q@7168D'''$Y*R!:G0HNUS$94$!_%Q?*0!U\K M@0>U>X:B/VN)@NNNBSR=4QZ5,:P1YU=9AX<5W9>[#=@;:-<7G;6I-=_GU:)N M)*H^'%8.V Q-*

*<|2YSGT68Y&&1VJ"5";5!#@= 8#:SG5^X0+Z 8,.K4NJ%:FB2JNZO8#NA&AOJ11 M.5/\X?$HS1D.7SX$+'}8_^(*SX'O<1[HH[5%,K3_U6W3 /E\BQ.9YT&2,HF)*

M3ID@E.C_.]\P2]V_7?(^PK_TZG4!*$- M(^C]?#KA;_6?VZ.+M"1Q!!82.,@*HKZP.<-Y4*K%!$\%9YD<%=)^3]A&8M]. M *.O-]_1X^C_10\WWV\>_K@!;%):*

6;QK^L:!N\W04D0,1K%N):-/JS^;_- M 9 C.(!M6|\@N>W5VG@+++TU8HQ.C._4^K@=,](38M:/3":K1;>%B4O.DDK'_M>R9ZJ.S)Z: M.[|B(,PCP1F&4TP[FJ*Y^N=/*GZ-DT.*

*[F7BR6=Z$2[MQ_G-3_JLF;?-8F.Y6LRJA_ET^F6^T-LT8UGF(1>DP+00.28E2W"1E1+G9191 MDE(9T0ARAMJWPCU[QK.Z:!MQHTUWQ3^U+JA1!EAXT_O#M%NZ?*1'!'/D.T_'*

*MY;& %T%#8>5I.=6[NH\NRH8"?W)Q-YANQK=]NYYOEA._]M>1*11(.(T)IAG082)(NZ92S6|0U%2 MHN9R+KA5@Q);@3U/Z]9DDW5-6{(=*A:[H+.,TSX!@4WM.KW@*

*)&1#2)N58H6 M9OHL3>P2-WP]HH7Q1XL0;>YSF_OJS2CD,UW\;]V@TOSE&WV65;.9D(9I4,1A MB8NXS#"188!I&9AIEG?+&G2*6YF]/[,M;G+.,&96+UPF7HZ>% M-%DRZSMYFL3=%Q.SQ/Z>CI?Z4Y^-MSR\KPU|$M^E T-3T$SC9S6@/UL/FN\^:-LSYAG0\RQ>YO[B#'M:L-)E*5>G/G<5H<5=KQC',^Y$M^_M5/"=\\OJ?X2_P(\+,5HL;F="?*

*[ML7^*=FWI^D;4(^S=YUYSS;[.S)?`83G_H M6GFOFLA/3%XG8D6G]--(T)M^U"""GMWUWI,'>^*,&M-_ZXQ>XA5D-#5U5,*8 MU<6V>'B;.]DS4I8TC"%(*<>$QCDNHK3*

2G2E/.\E &%1%UV8GN>6/KZ[O? MOSU^1P\WUS>W?XP^?;7,\ 6"9Q>*^8<$-D/7\LT:.ZU!FWJ@'!87F-F>0C=+ MH8-&Z2,_O3VJ$4U;8+46RI,XR7%8L!R3+(LP*PC'/*,TH$++W*

MA :1/EG(-E-?)W/GO#7R:LY.)T]3?1<,.U10'V4(1A:GZ,X1 ,F+9Q\!4<,.M>6AFW\21+8D?>SKR$)K\L@CM<@1"3\;@6B(Q>N[+I'(KN67RQ@;#Y M"K'->HIVVM*

19=HRH&SQ@6(@8I6&1AU9V9@ZR M>YYX_V.UDTA+AM20P<#KGHP|0P+<(FW1,"-)H:FV8"$ULK4-=(...A [""5-M>+UAZ):I^[#E,SL+*UW#*I2"O@C,W*

#IKM^##3E@)9^3K;LU?6Y#N"UGODYF M0LH@:?=LA$@U/ZP2CXS\|G:MT0!I%9#6P3R=)Q1|WCV(LCW'1JAH^&/%EOOBR6JH701>W4V7G.(RYS#@)<. B@HF(

M4\QXPG&0R5 4K. Y\?+N1K);MD&U@#D-#9PV=^'LFHS%.-$H8KO?2[(&F MC1H5G.&A34QI6.V]G&M5:((I16R=._;S1D-3VLV*

*MN/Q!UVK.\.ROT=P'@HSI>CX3U>>%^N%U(?ZQ@&59^I'6P*K ?48]M&3IX=X/L ._OG:G.1'>72>TV3]PNX4_'E28;#XT"]D*

*M[1#2\\@.VVE'FOKJQBG)91[/7K7/?;>'N2KG*WD(UT\R:528>O]D5C&0A8Y MQU3]8K0HU_<&08JC7_1YDG,5F%IE17G5]F?OONGJS=M=O?E&T]WVZU=HNE;V*

*M2M>K.H7TNB+Q K2HMWODI/8 GR/Y[*SUC<;K&^5W.V3?K5]H<B>1:,]EE5%_MG]_Q40"Y'-_CD;AM2P[X:&#;E[XA[-SB|"9LN&U0W_CL;)5Z'_R"QAW5W6I9*

*M+>E,UV^,9.2^6{(L,|=IC$E2$IP718F#K(Q)0+.(9.7XQ1"2USW'K%;_!W(@ M\VY?FOW4DT^3F2:,08Q.+]L6.02*I+3,1.*(Q[*HZU0+SC-,&6,B*(640=@*

MI2.P6!.RP(D#HJ>$+++,&+K(9MA7LA9UA5K"\+>=.&'S_8/.^,/WX;AF'E'.MVR$<(Y?@5\#3]KPK+ MZ?T/)5"^K6H27EJR0.@0TZ@.,.8DU-TI.]&GW&C'!N\YPEEQ"$C M#14"*

*[7/T#W#HGCV76@>;/P##0 GZIRQPRL\&>9PV=0239K2S!>XUKN\E_H M1-S\U#[.9"X80[/KU6*A>_3H;]18P]4<1*H+4FI(JT9M9E@+GY+OH"L)0!H[<+$?@="#[HE;8M44#Y0G<*

*M?F_%E1]D%+SI4VG\[_,*3H3O$B# M4'VL,Z;^2$2."Q+D.,_3O(RRL@Q9,9Z9^,MR,6DAU6JJ%/54:?I?IRUV3(X$Q&B['>>PFL%$/_T!O8&;]6*

*]UM]GS3YQ*C]_GR.K\8O9W)\]K6./,9[_M%UL*F M\D:49A7@D8/XE!F^2(0>TPBSY6(R MJR;\3'OO=WA@@'.IC_8',ZX+NOTONGEOC5AM^IB;85/1M&P NIY'Z6]7]O9YN/49-*

*OO7[19ZQN*282DV9*$2*69X*-M7&8I#45"1"HS<(M@2^$0_^'4-/CZAWX8E<[!W09UM-[ZUR^B:S^_]Q4 MV!9A.T?=#VHPK[O6 ?VRUN)O&KIML+BN,NG#=\(/!\-*

>7V%,P!Y)@8 7@ MWQEK2^,*8T:L\?$?O<3MX[=.@AIQ?ZTFE8GIZ/]RVYEZD66UK$5,.XR&F 629U[4W$<<[R!(E*&4@0\UC_*C5\[2M 4Q>IBO*8 ,:7VQ6ZV*S0*

MV[TU]2R=;%1]MCH 17! H+M=8_P7;ZWT=8%W95H]PTH6]%.4"18'\(NI4" M^D425NWGAD5G31PR.$J]|QLW:G/# _>?Y,)-QFN4)\CS'29E$

MF$B68E8D*8Y8G,1'Q&1<@AAI+63V[)$[.DS4\GTUWFBA.!>1>L8&N$GD#HN_MUAN'AO;=>J,E\6.TWCB$P+KUQI%;G4^CYL_RN_K,F',Q7?Y@CLIT#YE23?\H

*MEQ2'81Q@$*U4A20RCA.%(17!@0FA%AU2W 0E,_H9F2<#:BT5JV4_>++LRL#Y1\M(&;]EOKYSH(,DL)5^A3TUUKN>,Q.F^CLK.BEIZ,.AXO#VNS: M=>6BXW74#*

[D7KT>/_2Y]_=YN?Q+K0&;(AD9Y#'/!<%)HLOX@B3$14I"M4XK M19*G,>-E8+TP PCN>>]O-4%RK8HY7;X,'0"K"_B8%HNOGB""^80-.ALM#+WQ M1@^T5L2E1P@$,,":JR?

*@W!9<.I9"4QU+72&A.X7P"=VN[FMZ,@V?(>^?S-0O M)-+Q?NUT]0=|*6?&\>]W,0!Z,]5'&2\X99R#E;NK. -<[G=NM+I82:&"PE)6E4E/^B)EM:XF M,VT;FZ/%*

*<29Y('D4Z.+1%),DBS&-DP27,L[R7!8%*4K8N3Y >N^G_(TNZ*6E MC&XO DP&AP!J%!CU!!+,J;_1:6NA>X1X/!UPL--?WU5KR4,W7X5"=1(0.7=789>EC)V7FUVP1Mj-B^_M*-T>))D_EM7UW#0SJSG9'B;5_VX'YX '<$U,J!\.JA5!.YH@K0HL0EMC.C?%^T *-NGM0,J!*@}JNB?? M8"UV4&\!!6/??X#OO[C7!?.,)VF>]%5"@),LT;F_180+D4H&=F8U!P/,_BD)?*

*L//IS'G#0QI7D?:[!B^C#/;Y MA4X6>AO@:J&"@I=Y1:=WI=XE,@=9IU!XO-VCT3/Z M>O?M5_SU!H"^;SVCT_?O-XW>_C#7+4T/S\CRW.=ID8=YH*VR.N=P6;:]>EVP=(*^9*

*M9C9*Z:77*%:9?1G\U^OM!,#0.OK?*H'#8<]U^H/XH5L!Y%^>N)>CLS/0?5 M!-)TF"EE),-IF.:8)#+'>2$+'$9)6HA"""!*EES9$W8KKV=VJ5$>_O-EG"QV+ MXS"O-L,*

<74=;S]M9T]-3W>L5DO>NL#7;98UC"Z-5%NCO\L7U4.+;%]H'KG+H4&9LF,^DVI4W5_I[?./LX; MAI6[\D:?9G+S#@%*U0!#]NP5&TW06A7S7B_G:Y8>T[5]I\\5N+X- EZW0^T1*

*M-YAG[0P9K\7"__W9SPT4Q\4;"?/-4E=]LS#;7:(DG"(ARRDF#"_M)._<5=5UJMVV!\HG,&3Z\X>@'?+H09 M$%*88VBCV:#-(C&[KORGMKM!:/.?WVC85/;V4]3C"2_O-*

*;]NVKQ3"?!%7)VN M"+YL6#<7^?ML4<<=_R6%DO9)SF0Y65:CA*8T"8G$/,F4ZY-EC M]DA8R7D8I MD4$*9079<9P(2.=ME24F!4QPZ&@/"%Y MEL4RB&K~8Z.*

*[!DBZ6@T&U+!,.L'57);HT[$9,/DUF,QW?*"^F?Z$)COQ@E_-`M <2X_JR6ZH^PQ#F5&99)]K"+@SB.UMC=S,3 R*TENN(F[>FL,\3L/H@>,(!] MZ';FF(X9/IV;8^"/UAF;/"V,3DD9]"-*

SQM3[C\)>YRQV.9)N-%/6Q>9#OOKUW MI0H(2[E82&$VP'3+&/.+J8PROF!=W?SD,LJKNRB!TL}@ZUTTOYV%_PEO@ /3Y!H%%_7%9J-'^1_V2H>!H/K?U>(\+*

M87@!521QOYCS;_/E2,O?3(49L%35>L">O5"C!UHGUZRU,;?D6B4I5NIVI#1# MC6KVJ43V!5[G-X @_D8!ZQZ]'<% ^&4MF0O9;",)K#A[60G^,UNL<[NGEI3 M#%7$04)

((C$E:AE/@E#$G@!E]YVL^4\O_I6'&W=M0 MAL4C1P&R"S@N-1MXXK&W;>Z?&[S+'D\1P5$1@W[RNXS<_Z9W7GMYK?HWI7%3 M:)V$ 64L3'&H6V821@),RXQCF0K-

*V4\$E1%PB^VHH-ZWTUTQYIE*79^M:=?<* M|!8V@4PCGHH$jR66\E81BW%>!ISC,4A"=* R 34M>!B9!S\U6>]ROW9?(8O MKMYO86>Y(7DQ(L#-R+T;_IN?*

*ZXZ<0U?S'UK90T%_2\B[U?0?&MI5UG_D:F2P:*4?#EY;6=-FY)8M*O7%:HUTWDWC6Z,2_YU:,L('"-\?P#90]-] MP6$YPO+E.(AC?*

*8@NS_JT7Y[5*N7Y]+:.]I$E7,"1&-87BML"WNM,?]$>EX]V+ M.>3T3:],*J7H?\K)TP_UWX8]]UX\\U\K@-5NQ40=R3< 97A\40]O"F(^E=7^?*

*MB'81\"XW]=96W3OO:.+&P5DV%GC65;9RM\EZ0Q>Z'*VZ MEPOC8C9)=P&5I& IP4F<"DP2-65S$N0XHGD8,YX$N:'OV7I*4, ,3]9M<(MF(*

*M1K],==4U>E&!B%H3/:N0IM*JP*;M2<3LYJT/'(!+_K7Y2F0=M/421ITSS-/4 M/2EFT+E[SMC]R7OV>L?9:[[_FS>0)GG 0B(PY9*K+VPD<"&B$@=:(@5E)1<4*

MU/AT=_B^/ZS;/B'?_ZWI$P*@/UI#[C3H6A[EV^)RA1[_&N^YM#F(HCBDN&P M"(CR S'?-=@.I\JC(I$DC./ NA"[4U3'/!U:&E+B $6ZW=ATSW*_%L-F!P$G Mf-9Z%WKL;A@

]X"'K$>2.L 6>G<6^W2,,5\IK9K5A3JA53'1'=0%8KE8)+1-J 8E(6 69)6.""9@GAG$5A $R'@BG0>Q#3 MI@C;*-0L>=CG#2XM-4S* M.*.(JC5I@KZ& MQC?*

*J@+!#Y[S]J**K[]+!"4HQUHH6.X^?;K*=7\,$;BY_FS M6G:/DZ20DM@Y4'SV/E7D2.;<8RY=MI1E+0\=^AB)Z=B!&H_4=3]U$+ M!1[A'@'&SC%<9BYL^D,M!4_QT\9XFLA'!*

*PZ74|;N#\I.ZYTV(1ZE,\O\P5= MO-5;W*_/%*&B#&*;]=4=UXL]7F(6,HJYH 5E14JB 1+]?:D^0X5;&THT_;XK M^;)"(UUCOREKNSA|*'086(^? PB_&@-VW@;!V*

*MVYOK%W/8+IX'H#KW^"X9?[@=0 !HI.P/^AC/N9HHK_WWI4QG%IVUUQP+ICX9 M+-1A'1>;NT_]1 NU8L_+2(8E4P%@M/Y^V(5XG?(PTR%KZ *=\V8?"\3$MC.WZ"Q+>9M*

MT-"UNHUXGWUM0SUULWVC+B!>]C;&7_8N=;ROLNI3[:\#FH%49<)59H 7,V5 MR0N=WL[^(>GB\.^Y"@/"-$Y2@JG.ZR<1C3"E5&"91#3A89FK<,"5_,-6B9X=

*MA7J;4G>R#VLD]3O$W_C O,8^44BCT=L5T]+]V/WXL+P"\A!K%=Z-6@0*4A?Q M"'@LU\ZHWR5O!(V>GD;O=#(=/2]A,5*/#M&SCU"2%F8O 1F!.AT"VD'UN.7= M7L&CT<*

=W&.]5;/ZL#3Z@NZKQ\<=N!5K!W&'?5F[+X=/QYM_+=]& M?RU$-1+_K)L,5,MI>.36GJ=?4Q)C*IG5RI=M_VP_"8_9>W]R76@]-*=M-(C MU^ 9HYPFU;'Q!IM,'<:T)U'796[A]-*

V+X1.>/7W56W-;LNPX3,HBsQR'(M=T M>;GF]0QB7&9!FF4M\'1OLOYDD[M(N83-3/&.4I[#\E9=#(_HRI^\'[N5J1<`V-`&B!VX- M"`]*

EL%F@PQ@.&=RFQ=KMS/@PP^EG1tF[3>6^/4;B6B%HB;>AJ $8#LG)]&.^6 M+@?VG/X[".YG+W;HRJF>]C"MKJ?T:5S2,*<1B7$:_MI3DF5%)=1QKB.(EX2<(BEF%HW9.S/7+?

*IT]K64@+`_3CW+&^VY%<9!/0>=B9 M_^O$>4QUMSZ<.R,-UX7SF $[/3B/7N"M Z?F?'^:3?Y+BENAA$S*B3[4&U65 M7%8C_]^53BP?S42K=Z[Z-*

*^4TQ;]%KKE2C2(GR-K;:DPRIB+>,,2B2 I,DICA MO Q+3,&U+4\CPF%/L]*YTWQ.9<[U#H_M/K$5>W+W3_X.SB[H_VN.__^,#C*

*M_4&W!]"V!:A6#*UM,'ES+2M08\:VLW=]@QEP;4NOC45[0[Z_3]3^57[OU]6]-M/02+7[?]R;Z Y&/T\]\(<7=U%Y$&SBE??1P_?[9,-K ?KV6W7E71M!5"M ?I%*

*MZ>#$'M$)C9T#]HH*S'N> Z2'G4]K:WU20G3*&YX'PL;\H^0/5C?ZJ@W]\A/51#MU^6B_[4 M*J%&)R")'! AK.R?2%X(P?^(9/]%B>=1Z*U&L4/T.YFHE4 MF[W$+,ZR2,@ BS1-*

;>%"8A8S@DN6BSR-6,3X]HI.TS MNGO\^\T#^G+!;?3M^O;,KVCT\##Z]NO-;S??'K]#BQ&/@Y8W?3T 9N]AC5.X MI^]V0M#Z!ESO!4,'!B

*M)\'"ZC0WL=MP\$OHO9>J9OS;77FS6.@^BUOO^74RD[=+^7SND,1VF[FSEJZ MGCM*_GPFYZMJYE07[?=K;7^=M6[(*,>IW B"@U-2L96 P?*+(>;V4XU!]fE]*

ML[!,9OJC\W5.9YI9P)0.M/;\[^?3"7\;IZP0>4PI9B3AF&19AHM$_<0RRD4]`MBS LW?XP^?;T!QMUV\-E!.[U# O,.M7'B=B+B5 MB?ZLI?;S 049[.ES:2=ST(\C"

(.]3R'L9H+^>ND4C]H%H!-.M:M M^@I/Z+3)9U#OD>$L>9G*I=S6K9H6P^;;/&9%$N9]!.Z999574?4B4YP4I<)0P M2?-3CEXV6J;EO5K]"D5A[!C?8UDY%1_PK1C0%7 M-

:$1HMH&0/)E;P^[VP-^F$<(]YC'$T9:2K<30772=_WTMHJCV!;3&[6>7MWO M?O1IGAXQ!?8C/$6WU-WM79JP'.""^4>L(:>)Y-`^' YR'WCMV/#W+LPM\C_4?(?

ML_ET_O1FZO'VE\]Y-WDFDPOND5%^.IL))|94N4UP4,L6"9G$A>1&G G0\;R6U MYZ_N9_DJI_,7M>)=;K2!A?UVV-F%_=X1@7W$MN)Q79=Y9!/->^8.R&9/D;^=-MS$$C?Q*

,^Y$_]&9XG<2-O8"M6#42%9?>B.;>%(2[@ JML# M^,=1@=57YPWS*D4HV/8P>HRSIO6+M*PN-KM SXI2B^)"BZ>UES3.0MC M30N*

)=,G:6D281KIYFU4EB7GI$C+"/*U/A31\Z1L"51KXLJ6S:L#$KN/\&&< MPJ9?VT;O%-NG#?'T&3TB8-!OYFD#]S^0'5=>LE>NAMONK[TM)D\ZII>Z+:\F

*MQ*P^217/#[=^*:OEETG%Z53_>BP+D@=W%=]/D'?;V+X+L^(]_94,Z=G*DU8_1 M3.C_Z$S=5SHU:7_+:[I8:-ZI/S3KW3@N4[4\B#AF3&AZ<"EQ$85]<9#1(@IR*

*M^DC!0WF';>:G-HB&*UH:7"&Z1&LE MD-'"8[-(B-&^^D=:;R1RVI20$AILNDZ";?1"A5G?E5[7VF2^.9;@FM,A(F4H< M1=I=4$DPR\4IR*,>);$45" -ACM1??L,[!>C+Y#TPD N-*

*EYB7!0@+!*6]0* M7';90:N>LG(A)O?"&=HI^!U11&T Z686M1K!T6_HPXUORJQV!7*SFYZE61% M1. X3'),I$AP'A<,I\HQ#R)90!.077(ZMDS;(4V. ^Q >]!$:ID]57|&,Zs W4 MIZ*

!MO=PNF!AGJ\HWR%IV#E^WN2#26UQ"SQ1JOJ/K;\LE!1Q%UYMUI68O;D MHHW?9Z_54FP8UW1=S);B=G;_6/QC >PTX"R@YTFMUU=89VMBLUB__]&;9.B MU2[TLJCC8)-*

WNT/H_^N"SI:F'QFZ7TSFBV8Q__A#Q=!4+>>U?4L59>N/I@ZV-ME95J02Q[=KF2P1P%S,H, ^!<\|&"Z&TRE3VEWJ8.G3%P/3SJF^?#!'

*M>N=U#RL>7^4)G:WZ=*X=;-1O38BQTVB.CF5KW9"DFI!"X2',&LSQ(2B+40BBQ MRH:T$]>S+|P<I2G6.35)O7]Z3(T.0,;G;MCLXAU_8/C8S&W88+425^L#(/3+*

M@U1>JZ+3T\PQ<&9H[-]$41W"QN6)K*_Z.+N[\[@-8GE?/&-/LQI3&+ M99'A(BLI)D5,,.OR B=!4!.YS(-86/50WANWIV/96A+2H@!GSAU"V/U=HE&]R/GOX*

M0VS;R9FPW2"ZUIM+ZD>SO;3TMT_G#/_Y;,HAD'?8I>L-=,_;=%B?.8!YA$889I%H4X*WF:IJPH16K5QNT]E,_9!Q^$A:M] M4$LAI#4"5,,,_0"[':?%?

*VPN:P=FN79@Q]8.F!4!X.F](=10;^D4 5$M_X!?" MK8CZ]-8L KK=WHRG8770^LT7#WV.Z&J4Z;]7CHX'R>^R,7RI5Y-OZ4*BW3L M_*)>5^KV2Y6KZ=5+*

*<2IXF29YBN.H%ICDE.!<2H\YCEK*8DR+($E#S20N9/4<* MM2 T59+ QXAGX;(^2_0) NRI%NQ9^A8QXL^S9*'"%&GB^=L'CGVCT&.C,H_OQ\R6XOWRP<\D-N%C>WNH*

*MKR81_>+[WH<%W4K^]!C\MP+!.VV;^G33'U[M,U$]LTWG%&8LEB MDF)6!KGRVVE$BSP.<%$0EA"9I,#0/Q\OYDD[MO+;=6%#]2V:]DZK M8A+*9N!,,DO\[!RK?U2 >2P-*

%"T%/'((@(SSQ2M@)W18K@0 ?\ [^I7;ME M;-MXJ7%'S_/%YOX5\>?2=NH_ K5%OAS>'UAZ\E+>E=O M4-?:%[C[_K@W.? DJ'YX'>A?LZUD"^S;3&_90[5B=OI3O[?

*<,^BQSFZO[G; MV9K1Z9WSY6R^M-R1[X*AV^%Y0@"XT+(TWC.9@86M3GE%h8<+&WHC%'MK*!S ME[HNF$]I%EY"S>!UCZ"?Z]\UGYP'6%%P HI8^CZRI=RO2_'OM.IK-*

*"B%EVO MQS,"H.LQ;T_$=O'V'BA#UW]U/B84JK6LPZ+-/S2;?]&UKO4ZL-%6_WK[:$;G M'XW#8M WBM[6CMX4&WBIZ1O0PY6I=PF7=9W2=#+WBXF*PU[HM(GH]|&(TD3(*

MD.(R)103$C^?@R="CO="),*70U 20E>[.EV) M.KEY^A.B9Z7:;E$?;\U+-\P4U^_"2IQ2ZO \YVWM(;>C'V(BMN:)T'XY& M\GKAY]&365GHN?

4<5GOTG>JT^Q3.;Z;W+S"M_DLEZBZ^3&?]O$]M5*;\'$B)8^B6+F(4@BL6. P9:S DA4BX#0.\X1 CKJ M\GL^\U+:U-V=)/T%,R?\#=&7E^F$FlYLR[G>J%):U7680+<

*!3]61<+"4&(I MLAB30B:8%23%,.AX)/*412&(G*)/H!WHN Z!?]NTCW.C5,]HV[GE'C&$.6H- M7[.?\\M7]^H#5^M#VHK=(6,2OX'@^QAL@3HYE+1WILI,.-\/DU0#T0 $0V)-*

M+!/D/]Q$#NHS("#L.PK0O0[T@O/GEY')I9^^X:MH2A.B9Z7:;E$?;\U+-\P4U^_"2IQ2ZO \YVWM(;>C'V(BMN:)T'XY& M\GKAY]&365GHN?

%O=4K_(2NSM[M'>72: 4.?X/Q14UOLD6'81P-P=,_`M!;T"`"_/'C'U3[_B#))3& &7-EA X0Q$.[1P'\2QZ,(9ZV)XWD)NB"8<. XW5=O$ W!;8U#[3(@%>W;"C

*MKZ_JA7K08:L3=@PYJ#[8_=>+6XQ>ZVZ<]_/IA+]MUXYEDA="AB6.>.KSAT6) M690*G&1QS.H@8$E""?N-'I/7=Z+,YS]N'AYOO]!^^Q5=WWU_!#.O.0>6Y73R*

M!P%PGK7:DFK)Z,]<._JE2X^EF?Z:EAZ5]EX=3+M,IVAGVGE;8V_->1=^>M\ M+G2BQW>Y>)UP>?-3IRDH@>V2ADW=R7IE3)'0B 2QP&&S\I:XR%.)DZ!.TC@J

*M>91:45O[4ZGW?3OU&'2(69EW]=UPI+*Y"2]%MO2W_P Vs+5\ M*=EYH6&QA^X&5B9+QFAG(&WTTVSZC8,H1*W4U4&QE,?FA-XP\]6Y\'"%AFUK MZ W*

@YZ'_D:&;VO\47C,9Z;@0'GPM\K^3C_8S?FG'ORK_/G^6U3@M;O'VE M?XV>E!;[&M!Q>_.&C3IHK0\2*Y, L%%)SUFM%&JT0DJMLR4[EZ-Y?A^C3R!A MKJT?*

#$'[%:Y@.&U7@(4-MEOA"D-[L\)Y#+-<03G>0F:VVQ&/W,ZG6=H+J'-MLR X8Z1@>],FS* DAH9P_U7IV8HVB5RVNP9;N:*MLW;G\M#6GJ]36G$BV-T9J:

M9V24!I1>'R0=M'>_^SP>F&L<^LF PS__('H^ STJ-F@XZ|_0_;"P!PFN]^_G MYXFLM3QJ6,,5+DC$]D->8TT61K'.C)VCF4HM&&> MIPVS+,2M'DVW3SW&*

*#YB)9~8XJ(),J3ONH)W.[;E@3/@>V>-"C!8+S8\]F=7[-M<$[6[4;8T9MI7BBVD]FD$_L-K,.FGM^ENMA*F(MX7%"SD=YF7K4V&3CU&F8 MTI;2\1$'VSQ[-*B]0=1]H4-3&Y-*

*G^UFR99/#5>1%D69!B!E+'DRH3' >48)% M08JLH&II$1+KIC-[@_<\P>JD[OEF&6;Y.3!*0_?DNM0XV+RJ[=*2SB>.G;<, MT&OD @O=>H% +(4UYSAA2F?*

*SC/U!AFMN<4+;G>83IZYQ6W%\E54EY=V:1< 4 M:Z]!2-_6Q=]?5\S^-1_G49@Q6A+,RXAA#1QFL8APP{0D92'/,HAV!U M^3U!$O4NI+!U 10_7S CZC 7%"MB*9*7]-,-*

"0+&VVN]$3DZ;$YLB.BE4: M^0OW':P%.%#I0\.U#M"LQ_'NP[CZ'#FLR<=QA@/1I>KA>$]>9 OC:"[1!D^DHAROTD\,%E0:,H*?.4<*LH MQ8LV_3NC!.B,+L+6TC4-*

A1C042FUL.GOI16l0HUJ;XU+NIMY;'/C!0)?#NHB M789U5SY@.W!>7@9U6#^U#H#4CY.Y>%1/5#;Q=AP$E!4%P30,$TQ$F&;BAQ+ M%29%!1=E&L?*

6BZDN23VIH/;Q:2W!"AGI@'5{Q\ G RRRU?YL/R4G+7?99BG1 MUF6^H'!;I,%?!MA2S<;ZSG5;YP#H++>)L[-A9T5G=K$1AGRI;,AOG3Y-J+&/)

MBBQ/L0()H0Y%].R4S#;!5B+Z4\L$YLTMN5R,6&KXY9J:[9[J!:D0[T;!Y M]CJ[8J\?A=HI7W/(I>#4'/L-EHLS/?+^@2T?5??1Y^')X.694Q'#.R>,I?9 M!ILOQPX\?7V<3]OA>+ZY,]2

!YO'3-@]T3QZ!7P>W+^^],7;6$Z%@QO[7DW3 M-_1.[>0B?YY47'U+5@NI=N5+O;SX]#L\Q/D(HN:!"^A#8_O(^NJTRFG&'(XV MV*0Y.4A[WIR^"#YU-JP8(_'/2A>Y/?U!IP\O"TV-*

*\7WU_+QXTP1=U7+VR*8P M)AWXR#U/OEUNEVVOEJI=*EHSP3S(E_EB0_?2XL#SE '=.]/X7Z!ASMC#-K$[9M9!![JC%\$FD)"3\/D8(-MD5"F^$-<[+Y%%UH+FU!:0Q_.&^K*

^[2%&\$IX<2!N9S/VGB(7W[Z4L=\BD, M/^S=BUX/W$!9Ij,+^C]5,(BT9D& /*]IYO8,*6Q&U^S-M2)HHPG2 MJAB0T%J9FL_5(3D#^N+9IVOTA2%,L>#)B^J3*

*WQ65CI&E:A%/QW3QD>;H!T MYGP AQPN"}3-UIV\$,Z58UAM!LS7B2$JF"HX&&,B:X)H%%6J#J4P'1D) ^U1JBETA5J*0645J{@-<:.?(18=!%> M1Q\"7S?2WA?,_=_*3Z=KMYY\.&*

<_]7V[!C_BP=S[]@V?Y;?U?MG#K9'K%HN M%^.HS0*9<@)9DF08,(C@8LD4,O@)..93:4"B\&6P4?E].S,OS^.'F]^N_GV MB.Z^H+0IFX?1X^W=-R:!]\RF(;%?$%QL.716;U)Z-*

*1/3G6J;'9.(S5OGK@'94 MRM!-S[I,/=+GK/-RU\W=0!#JH5?-?[XJ?QX&.B0K&TD*4.FIF*29A4.!"1\R+ M4(0R3DDN!"'7]XB48.9[&XE*7ZQ^0EMU9R / R787^$+KG;.#X88[.YW&';!*

M+O&Q40?>+NXPI'#?N.MB1WJVU4)G2GZ1ZA8Z?:0_;^H50D-+-(Y%D(@@#+ L M2JG.($AD'9&V6MJE-_M]_^4DZ]B3B?\6'MVX/F7I^=L MY\R&?

WHPG[=Y<(V"S=FU(<^MGUA+R0-JN!f6'GX:\^0\/2DU[(_U""^2^*_8\ MNF-6F>&JNRMO?O(?.GE?,]7=S:YI]4/_3V1-/YZG\8S<3N M+UI7CE,6LD"7>[.<25U2F>

*(BDQS'>4HS&=*DB M0;II_'?M>LQF-C>LVWUO^ MAF2C/%KH@[GZ9^7+9X@KS6I"7_V#W.H(3(5KX4';^>=W?CS 1>7FR:S5K1D[MU8/0.ER9/U%+%4V;OM:RN40_K+U?*

*[MY1<^"NM+MO>&2Z6-C@"8"]>XKK;`M#8=-3NP/XH,4QQY%^2-!TZ0B=Z5^1*4WD5F9]?9[+!(=9GF.2T@*S:-&,'E&> M298$'GC/=D7'V[+&-1*1N?*

+Z<\&P/"SLOZAZ0NVQ/X[FQEQP&P(2@[<>?%+;=N9^(;?;,F$SY^=\]35XMP[H*U-K![DOJQ M#38[]SM:72$EJ/9,Z^DSM7^G8M4 O MX)B:E)=U=4JCO[TMKVD(10T-6-U;E-*

*U\L.N^32YS2W:CV;9M6$FZJQ<*R^ MN2D3>BZW*%(K+U%TE>-2F7ID:R MH[I\=(T%=;6DQV8)O:/LJ\5 ?XH.VVBA=\ /VC#T+]&Q(P6HO-3/\UTZQO M&F8I%2+&99I23**

*(B5TNH0N(=UH>>A2A)"&KZO#=^SP[82&N2S&N:!0,JQ?3CL MW.0%1L)\&\0^> OWXU:X;MF^-_JP+=j/FW;0DOW$96Y3:WOONE1MUDH MA6,2E@ECDN"0YP*36/>*

*(DX6N9HN%+!)>)#$H>0^JP$'!B7A]E+C8=`Z<;O8Y MVLM]\UO@AC,8=+L9WB>4,!=PL!MR<-"W;:A9;0\]=FT?@;V$*Q*>W A8_*!^ MQA6Q]-*

*H+1HA8(S28^"9&=]_%C.,Q?7;&W>"$5KJ3Z3BL]9 MYBVO^*2@@5.+SQE\F%U]@Y'!M/Y4NK^EE_G=%8I2"KGKW]-\$TNORE;ZJRJ M<18*2]*

*8BX*O2NCPGDJ2(K3DA8!CZ2@/(7UG+01"WFMG7I+?IG.UN7RC7RU M8I])'6+%8(TE$4N$H)+&>IB"LHQ+1C!29XF,26D9$2.E>B!T=LD@RXO1@Z)*

ME42T7.H.H9E$;Y(N^@+3SE_Z?L6 VIP&H28SJA%]U> SFD[G?QG\=+?2ZX44 MDR72-%?;*N;1Q96 !"^R%EM1 [+V0H X8#*%?(Q_&S*+!H?GY]^F[U.KF>5*

M6(@O4_ID>S9U_.Y!MDGJ\NCHMV_WM_HHM9HH>Z7E#6G%>?/K"ZWV6777+BY MZ$\MVQ.=7;=A3]=6)8<]2IVZ3V]=69*QTK-}.+]!9'X8?}):E5)-5/-*?MZ\Y7$[E-

*V^4BD47)*8XD2S$AZD/-RISAC&<))X3$H?I&@Z(<>^&]QSIK\6A) M?Z+I5@%+HF8'..V^TOU !)O>6GWT.=L&*5WDT=*CEYQFN/F^BC[L!0]; P$& MY* 4!#Z" Y=&:.^115A>*

4L4DEHBN.D(YB((L=YE&7]T21) MQM.H+O7!R/GN$&[B00$!O'W$CGNA1B-],.^(.+>'Z\!GF)?9\2NC!B+=D^'N MM.^Y0D.I7E$$$&/TBJ8.(T8?],+8,)O!Z.3!@(\ZY/^%L\4[O!?

NH[A&@G46 MX7],EC^N5)5R_BP71K"2,Y9E&.7!>,D"4LXH3C7(0<,YZ1*)<988E5MJ"- ML)[79FO1Z"\E&_%&^%7ME==;$'1G"X+76Q!3:U=CA:EM .@'*6C(UP;I>@/2 MJ*

W2R7T:G_'?>>N117P=H@:.,\9%&$N09+F208BEYE;[]V.$'H')^K]0+(+#)Z!,+T/:I M65N==E!/(SK8)N19P]KJ].O!OOC[_-'51+ M15KL97/P\ +6)^-@EQ_D*

*9#6O)U6F:6U^NXT,.UYRKTZ2=#EW=5SJ<`XI_M/L!-,(!&CSLW]7WJMVGH'E6VF\5H-WCKI7GIX^S@;!9<]HVKST?CUKC=]ZW-M.])PQNVG'#-@YQ3MZ@6/)&9W*ZE'=:Q(5-*

1&J>H)-6]5QGI9QD><1CC@-=+<,.M N>;LS3/DS MXH"F<0DJ&NL0UO/$6@MK&@\#:[RZ0+);K/DR'3;EC%2L+UMG M(F]PN.W&

5X@96&@KQ^G+E'#%BE9&'U09F1SCV.A$.>KYY4A,+Y,_I F^%/M\K-3&E](EME6RV05^!#_'N>"_M>S&H(].HM9K8}9[&XE7ZQ^0EMU9R / R787^$+KG;.#X88[.YW&';!

*L(X]9KC%*O9"FX%KV#/F>NXBVV6(##,A.89%1@Q@3!)$SR/"1))'(0V=VE"O5^&%XK97@N-.O@BJGM M^UW3M^C\CKVZ;/2@I^<4J=N>%A1(GW?QL{')3O"SA?*

*>T:7JC/LOI(G\ [VGGR-MVR_)_R=:3?@XD6E&.<|QO5F(21F&^/^G|EV;\VB1M<&_4A$;N]LG0CA1%|0% M|WZ2;;F/WG!++.I:ZYYWH#PQ<+2%9A%%4Q!B+)(Z3-!VCEW]-?61+6=,(?IEW3?2/3[;P "1324X4 M31'+0[WW)/H(0#)&4:8B3$0L JPR^\I8_S"ZELA^DLO5DQGHILVKQ M(08HV)N4<& PPD0OQ6[!&>T[*]MK0(,*+H*:F^FG$NR ,/'P@8;V3SEC8 <6 MUU$"NXO @X'WZW_>E?RV?*C*]VH]?ZI/9;_)]>-*:%TRR^"@S5HCY^_F'\A7 MFFB9MCP/IU^#+2M!PXM]P- *G-,!1-^X .\;+2#1']=/7Q.fM%.@T8K 9(%' MB+Cl0^3H.ZAH';OBISVFB MXPAX 6D+1>7-XPBP :!;!UW>'U<8/7IY-XP:\;@<=E#7A]8>F]!7*]fL *Q?IT'7<#!?_S[ZI_=\9]'81@)K%"A4H#Y5BFB M,B6()1@3K%"A4H#Y5BFB M,B6()1@3K%"A4H#Y5BFB M,B6()1@3

(^!M=@6 },2S M^"@[, ^N<%C#=6HMK>HJ KU;N?I> +]P=]-(P%6E*'123B" <:[^]$$(A12CE M6"7;U('.N .T1G88 I2#>8\T=$;M<:0L_7@_\@/]^8WH?:HC')DMI/,VD?8X MI8FGT9X4>7\2[>E'SNL<_G'UQ.,+.L1]<."5F?,>L0RQ.$L0S@G5IW#!49[R MF$51+*),N30,'R8[]H'@XW__?GU__7!]>P,,,%FB9J?@_K& Z?]FW>/@?%' M6,&D]MS>^P31=^GJ;0?$L6,>ED_#RU_;#I.?Z^$09ES!U5)\TK[$C*DDRD22 MH(CD)DT 9ZB@!49!'G.9%6E<8.L2F&-$QKZ?.L@&#=UFZ(BF'!C2]L4P1Q$:.M5G]? <@.OHEQ$!I7&G)+]3SFZ**3E]_X\^LWP!=^7UI5_M0004IKGYPT]^_Z2##A*.IC3+$]=FZ0Z6W;A$]A*.$]CAF(L>90T-I)V8[8&WKT8\%G:.O;]BY"'J)*H:CB_ZXMSY70!,V#Q=DAPX6'BX\,9,.T?+,Y9S*$OCUS=T"=IW8>G^?C(;L#=U6U@ MR ZZ{1B#.N[HP3 4-XIYF'M<';9=6M_TZXQ7;N;7;9WVMN\^=5(-,K5L?*E M^!H\'3?5R*4S?*\/,I]43G2}G18ASE4J%'*#4]"T5A+K8H1Y2E;.**%@0)*$-_M#";'/H ,PH&A'/S9$ 1>PXWR8NPV\? >&&WCU!T#:?Z7G&5!,5=7IPN+/5<%Y M!LC@:LUS:#F4+UQR7KY{T4M[V.;8M*GD619R%%*1(XSS'+%(98R*.81X;A@ M":#UZP"IT9.$+C!<7U7G&)$\B-&S/?$H-MSD-T6 G=\@F MU@@3'U XS D&UW&O,M /S4L9B&WP=:7]C:N!7"UK.]@1+_@%KG%EE%?C5 M M(!BL$1AZ?KJ2 LI=BH ;#[O[7]EZZ8.\5J8%ZI[F=%/D5<]D+*4PLV) [25Y5 MI;!0XB.M'O4O3$G\=[HP7X:93)?(XCA"6<1"A'F2F=)SB>*EMG_>N^KWCOGYY M_>V@%> BV+S:*XNWZN,N;@2PQ[O#\LGL>]]HC0"\O9W9&%3=-HQ/:1+/,_W1 MD-<_=/[V]<,XXW+'*5^KF?R8;_=3+^8$1GC+%<%8H0I[20+C"A/4Z1,)X!4 M*A5',2R)?@PV1W>PZ\0HQ.IV2;Q"\+8_C/*&[':%]T8=MA=TG 6:R1;47]0_M;Wf1\GRQV^3*V/F. [XO@:"LP9$VX4V@3&>]6Y16)S4WH\)\ELK/RHM;X>! MNW+U?5[5O4UQR?>OEWJ/H8MMEGB=Q/F\D&N/Y.8R_;1!S9{B"1,,:0-!W[$@*1,,:0-!W[$@*1,,:0-!W[$#EI!F)\)A@ROB9YP _G(Y\!+CN=7\)Y\|G+>"_+^00P_2OPX?SWN YZ M;)M4\YKQH%>7LF7]HC<"X]+7I&9RO M6F7-#] 8V?2V M1"_-1]*!]@N(X\!Z!Q2)V?;ZP,"-W0.!3>2'6 @.BU><+ [A:HAKQH6/!Y6*+! MN/.11Z<+.0_SOA-M/O%1>%:-<5,O^:]'%+A:O=W0N_M F[UX3,8WP?].D=1+2 M+5-O(&N.'=?=Z8#<\A08HH+OU7\&[4#$H.,N:- FS3^,D1NM'I2/TZ_R:"A'1GBP2^F @0Z4L,*3;M DF^$#!;N\U#C\XL^4/X"-M.Q")/<5HK$A.&FZ]@/ V<@)ZJOT38]>YU+25 F."!$$89)P1G4*B/BAG/ M>)PJ;9?-%$3G(/B9+ (*L^(91^Q2R>A3GO)\AT4YIH"UO[Y<) ^J_K{(^PAZ MGYWQXKL7^WB0_H1Y+>_1\WT\@,?.7SFKM_RFF]5F/H.YGUXO/!+GN;9$76B;M\91DA*- $26D*73)$BKF]P@K6D:RMF(O===3SNHAQPHX_BC%RT+>JO:2 MK+I9K67U9467E;8KVE^D2SY??M-V2.Z_&]NS#9B2"(N8.8Y8CDW/8R&T6Z:/ M@"I.11)EYJY+P@-'? SI4_QFE9XT'L'55LYW!R;1E:^=#ME>=YF%)O^;;.MKFX?@ILOE#;#AIBO =L9N"M!@EN]KAOPFXW6D M?EOGRNZK!:NYSAM9D&KE;5;>]2>BV?]HD9U]D \@ M"")\)Q#A*&2HT&X MY]N<_VJ6&4A"D:0H)*:PJBARQ&+"$5=%&.=,FJQ[N\]K\N0U6Y07%F3Y#HQJ9Q.G MA"*6X12Q@F.5A:%4.7"D'92%";:* 'TT$\/+CQ]O?;QZN;WX- [K{>WNB?/|:A M0>@=<22C"=F9G3-1@]D=ST]^"W.?EHIG6]1K\V?YWE/B@*QB^!EQ"R4\[!=,1 MG+U1F;|K.-[.=D-_^D?SRQ|S?>@5G(DX"9$0DF]WAA)$5:1_2G&""REB"ILS M?932Q $N0Q+:.0_0H2)8WJ#Y$/KE2^C+/C&/TIGVBO*4N'1/7D"M M,HANB-[B+\[?+KU'TOM&]CVN;1#R5IG_4>.2+7S!*M,P1

ERHT4I2OC2#-]D? M-_+;DGF^BYABB4-I:022IS'$##&"(4Y(O,LICQ!,>,TL2(!/R)PX,5ZOIC__M$.6R+F=],I"LM5AKXYZM=11823,J.8B@SS%7($;)82&TR:G M]FV)RN7X\+X6[@3R3N(7%0_%?*ZQI616[U:'PU@@3,(T%Y!&*88(9SG,(YG M%+$T3O,$I*U&%_.#9,0_"/X-C=\ANC=]SOZNZ(SS.II.9S% 0_=C'&6-X571TH*%O MDU?R@5+@PX_?-@ABS&^*CI-Q_*+(*Q*6-\4|(QP3V1I[=,.UT"11{LE.C9T M\Y+(_"'7G.&[!V(VZQ)@:1C*),!(Q9U"0I3&,211D$ 9Z^*!6. X,-HC[A]^ MZ.UADR9,2W3-"]V"HW^9GFZCY4I0OCR'W-[)5IR0%KLUW.B9OOM,V4WPW?LI MUV6DN7A,_8+5]U?%\4MQKMDB2K6Y7A+(}TD"H;8=;2#SF$54A,$H$U\CV3.U9X MS194Q<'!(LDOR$MDUZ2KEQ;/X(AZI**=Q'',$109#2?0"#RFD5#(8Y9G *8U3 MG*>6O(ZFL@=>\7$(($@#P)5<:R9'8_S,5OI J-@M_58)M2UN>7SB0#O!) =: M","U $H-|&>CB,<+&@?S_9$P&DL>FW31%I(|){O60S@F#>EX0|\&UT3ZTU'% M YER$,I=(+49H'$&\Y#%D*(TRE,>$AE;48%M#5^P6U@):QL\6-Z\OH+"/;F[M&VBWPLUMLTGV6N"KY2/[<"'3)TNI$X&[=1+J0T%P%J#P2ZF>NT=YG)JO\BWO*#J!>'()57_LXYTG6U_MO5M2\'J+GG-,"%)[\ARE$$4D@FK7CF&:2I'&0F">$#M>G%<2;+[@3D0XJYZ7M3T[@YIYEI/NR;WY"A2SY7V"H78K>66AEK19 +ZY'>|^--FH 3)CR^)*72,G HD6ASOI6^*#5?C3XN>>9^TW9,U@&)|S)$3H\F4K.X779PM|U+NI3R? M(BYR@I" 08Y5P(S3) (PR&',<9ZG21K0.+%DMS@FT^BI? 1/1?O-!4)SN/-B M^5S:=I4[CIO9*O:#A5O]42M:[Z-,X6 MO=EG>URYOI,ZHEPX*F]<\@13\W=H M$(P?=.WMI/37)WCZ1,_[X'Y\^;C>]+\?2?GO-;ELA'D:YB*%F8PQ1+%Z4:N! M A@*F3',6":Q5>KR,8'#!_)K\4WSZI7X8\RU;@ :'JA[A,7R6/T$1!QZ,IF9 MZ:T+TQ%Q(_==,C-^M].2X7-N+N!F^5V4^BZ^%-_%O*>I6EN^WE159\6I2@> MY@W1 7NY+\F\(JRNO9CS^F^SIA*#_^NYJIM!J;#D1MZ37U;,.$^B((5D +60 M41)"$H@K8%Z\;0ZG.!* M9 !B_X(? !JI-?]&J%BP-/E%QXV?J0.!R$4)CD/FZ7S)TOQ>>B:#8<8C9C*W M:8N2R>*QD(K$ M+)=H%,ZE0QH.['0WY(%Q[HCYEQ'&&W/*>4<6$9TIU,GW:RY MDE9J3T"C^#M@1S]&Z5N3(!W4[Z_!=70,7F^41D<%N7GT[5=&DR.*LI3F4F"8 MY%FD@EF10$18!"%"<1YD640S*QZ\/3*&WK&R[X(_;Y!GT?=5NP'Y^K8BZ] M2KD/6LR;R\%5*]PKKJ04LRI.N-G^ ZW!<:PKSFA9-?5R%^?.!8O7A^K3Z M_CN9_[Y8\)_%;#:5(N.DBC-(8TQ4>,.8#B#&1,.]3P30G)D+$QA6.JOW 3F8M MW^GD>=R\)-0/W92[^Q?9P;8L&,"UI: 35/.I*W1GTM6$ M=V?SS37C4ED%.K/N=(WF0U/3GI4&68L7Y.4W46RN+L(0\P!E$41A"DH@ LE!F"4D# M@G ^YIF'I?X#O[8Z^8 T"H 'K0'@FC-!:AK@NH*E/G7X=G>A#R&:TX>1#Q|L M)WV MFV#*OK]G&XX3LLI.?NPU?XO M=3+B.#6^STU0XBF6A(QGMF7)A\4-_E*^NCZ_^7()[L_^K^W:N!Q+\OMUFR;WZ_$#D>@:Y.AMP+E'E$C5RL?-WJW=-G@&=?\6S7&5_&DO@[?.M==A_-N=?Q5(?^W"TVALEOIA9#^=$]J/L#5CX"$F$]O<77/,B50A3Q 2M&$=9K(M($XC#3"K?&DPW>.C1FR7";Q##>/ 6.#J^%1US!H M61Y3:27 AA;U[4JK!V@469TZ^3Y4L@? 6T"UN>21\ZNM(=E-M[8?PLV]?Q95 M)<2*6N2SB@1%=WGQTE7(7SR+?PI2?E)?P&DJPC1FF$*:|YKWQ7(&J4 Y1%D8 MW+Q/-=$%% MRV.C-0),>7[>QA4,3Z[&6ORH_L85G-=.QWD\N6@SL@W87FOZCK:QN MF=>[L*C=CBT.E&'_N58<7,Z?'T?'#=&"9C>?&?]=?G?#&O%K.6/E#%A;?JR]Q5$MW(M%9OSZHNZ+OI$J:8*Q0R&B;V:)56VSXB(\-]ZOL+'UQI%M'M?55^\U:46O8T(1+E(]1LT7;9+OO%,2=\DX^:Z<.^%KCV6HTU/;7'(M!=KX& MXM]PTVL.3O]^UV(<-R=U+9:..8.:V7/PHN. ?7]Y5NG9BE6FVICZ?A@2'81"E M,,AE"%&:$HAI%,*\(U37VHR>[!AV=]F5?,?P-/ MK5(ZVURNLB')<1[X4T$V\TK#0&?GCS1J-5W4I096'IYU""YS2(=@S[<'P),3 MLA \JONQ!.^2UXW$8P9&GNQ2\6'XBK+[H:)BY92:(VKW!@!"=ID8D)&%&(;%Q MD#.:RP#;-,C<$3%P;-,(!)U$-_KM75S,O,%IUMJM>DM#[5FU#]KBBT=[5\"X MS-D'#=SARC[\2=<4[Z_BH=#',_/E-7D44\1)'C+U"H^#3/>3SE)(N%[%C,<9 M1QFB669IWU;P,"+KDUG7L5GJAM%O\W9S<;,"\H G'6'Z4]91?5[N;BJ[6 ,F8M M7%>A*O$#MIXY8.A0G6=>BWO,QTC,'C# ,:=^;0/"; M4O^T"[,,;?N-K"L[JZ^B/NSBTXRQ/.61>@WG7#L(E$(:!#FD-$@DQFD4F=7W M^U5K8#?22M6'5PO9\@&"LI4-[%< B$IJ27Y:7 -/XFQ*#FY,W =K.1>WGC5G= M+K1J-@5@7"?7=)]N3A#KaI/ME;CIUWV0^+&YPWF1>W"Y[QIT?N^LA[S#VWB3Y MDS;>I9-WA++;NI_R/;O>.$XQ/S_B_[A?7B_FM6%R+A4Z]^C1?E\X9O)&.#C+P M2V;=:D1':4H)>'MY Z[5?UL<(\6B^5\L33"J1Z>;PV- M#>_9@*HQVO"5\774>GSD4=R"L8'=2C=_P&U0^E7)$/-G\55HKNRFF$5MVAZ) MLN*&$U[QIW\>A,5+<5C^HCRGVH?ZUDTIFGH0.-*).Q"C@D/%11:D(9)$A0 M&(4\SF*"(R2MTAG]#6P[VB5U#Q[K9I@O7^P5E0S)3>J@D;7^J6\H:T;+ZNG MN3/;1H_(W:..\3)L-Z9^\7.T_[=DU*C[O+|OGZ+,#SZ*[TU$UE;9TTJD;K:.\E8B"(1:\X_^QIO M&QV,5O3)+1=ZU)K:LU19 FOE ![@X]F=I:Z]K-1KR5JU(5^JBV2!:7<"'5IO# M5(8.=-?V('CCP;80/3)!MCTHN\S9#F,X;-DT1]P>.DG3S=K^Q<.M=84C(!4 M^H6]IF>YV)(=L-Q@,W:ZT9;,,"UP* Y* XO<]E<'QAQO9]5OU-:>ZLA'G5D0 MBZ7X7/S8!1A>115GCXMRV190--0!X3Z0.8L2M7/"<9)!A$4*<4RJ,G5\BBA MB116O"&.>@Q]UK(AL6WU8\V:Z 2OV=M]!-#LG$"C$*PUVD?%OM[I;"%[VX^L M"PGC*;CXHV=TTF)LXL93H-I#Z7C2<(XI>.2I6)*9IE4_7!SK>JWS1;7<%#2-M(BQ(R!&L6<<13C#$//7]KV$N6,!%+*P.YAC(-,.Y]0'#K3727%*U2NJ'RK;I MA0F:9O0),T9VOFA#..BD RU^LN5\/,;ZF5OK*_G/0,*XV0#F$.RD!UH\;N M98D:F=+6B.!:9"F'TU3'V9LLZ82+,@PRR7,(A8]F=_M!*09CB&.?GX-%N\'"$GRA\%$P=Z MYC>TT7$%R8!'<\MI+L-M]JK*$NZV\'FSLRQOB1L9I7.&>SN9K?L_3:]):"BF M-[.\]9F,YGH8TFD.#J@O;NK!]!R7R'IHN'=HKP<7:'\W_554'9>8OK:KRZ - M[ZWW/#IX>N!*(K@0NA][FZ5=W^C^W?S>>I_5_4/|@\%VKJK?5F^%X$?L:#?6/<9LWE;W?B-9QA]H+^!3KHY9<<.&/T.]E03 M[7RGK7567!V'S'#BZ=@9;#2.CD-F;/)S'/R,0QQT .;R/KV_D>=TKK-)=DV_D M,;G*PU6;E,,Y/W]^?)Z1^LA[ZU<7A>;"FO-JBK*,9"PC4**80I2I^B3*(<1 MRX(D^33-5KI,A3+9OOLE/#Q0WH]!=[49SX$,Q:\OI M#Z>I#S=Y!E'B8&TR(G7-I% 0W$FS.RX/\< OI MOH]GAA*] O-FBG1FF9]E\IS=/(9]G,'NC0%^RQ@L,/:.S%2OZ'MLQW7-1W^@<V M_7"^%M6_?WRY5R/5ITP\EE*S8$,$(@7WFYG'C?&5LJD@:-U/SN.D[&9H& MC[@NZ,?'Q;SV$4U]$\V3.$@#IE,D0I/@UR%IVD"8T'20*8I#Q"WZ_/I6L0(MH:86V'6;G2_ $RF;IK,3D*)@$@3U?QU+%'E>?E^4S558%DWR.)F@/*M?K>JO M:8HF*$7=AXN&/$?_0G^[7DN_MM_#=/@?\3!!.BO7_TI]4,\ MT:>$NA)8^>69X1[UX 29.@UWT&T]18WV78/V'PW,#9F,3S>QWQOOON'5\",[MA/W&[7]! Y^S/PJZ:"/43X4:[W%Y69:+\GRAPH6Z-/W3C#Q,,\X$TV_R(&0$M(H$0S#%,$ESDB>"\S DiH=#Q\4-G3S5*K\O/16HU0%K?<"?6B/#]PAFL=/ ME_QB9'E6L0>,>[\,H MJR=O"&$RWOOY)GL<)QL[!8TU)H'Z&.4<9S*0.6<3C.&/(@RO?E?SYOMS^!M4> MWI.\RVF@^7,OC1XC^Y?#Q@_K8/.(?0\>YC [9_HO MM0>_7!R49S](.=.U$Y\6Y7;3Q6NQG*8H)#RCB8[TDSW9) PCY&*>402YBRG MF"3,IMFAK0)6'L>IY:%EIQ9; .V!]DIQ/FL MXC_EDNN,/_ \YSH?XW5'5B*5\U>>I[W;U\Y)9P>PPC-QBBMJOMK"V(H?MTV, M(S@[;6-1.NU?V&M'F)5/?!#[SR/GXNYN%]*1[4AAB1&FNI<,3W1+9"98PS&R;]!H M(W3@O4@_(R'X4^L:,D4L3\N- #5,VI'YALEOIA9M^X8_+A=+P=(QKD>^%>W$'-M!NBQ=UGA^ZEOKH#BDE.\E"Y#9S"'41A&L \42_Z@.Bs\I2EDL9VKW=[)88_M5;T/26>+GU73TFU?0W7#6MD3H#9S+ *,89X)-7&2Y\I9 M13$.PZX=A9G#LM3 :+EM-Z.P\U9-RX6B.;2PU"(G8"[}OGM2*&#)#-"&H=_. M9=DB,>:OAD#/K4^UE$VJY&:/B]\:RFW-)CT]+>ISVYK6Q)_S<@3(D^>RE3Z] MVW*$YK7//RE,&>9@(@R!@F-4YA2MS")&.$M#HZ2EXZ(WH,UTH 29U51WX=-OS?Q.[*MP0E=@K&^7"5A;[T)!V0^# M%8.)SAC>R%7:[NVBN>6Z_+44TIO3#\7U?(;ZBQ.F:>0TS"+ XI\G:M)N(P(BG'C&3(JF6(+\&]GX[URHK32>@U76RD>BLXK)U_G.G,/ASK3*XG*M9 M;JIP+,^1O$VE63#W%A-DYZS?9FZL@S[?0'J*!KVI-6J8Z!O,U_&C]_%/NX!:MA:J=)H5F'F)A3AA3^UQ.RD5EV0BE%T*[:SMG1$Z_O/N\]B<+OO2@XW^#UF>?Y'F^O MJ#>YS>LS^M"=7N\SSC=[S6&.VJ^*XH>^S[\IBP>=UROX)_45^:<@9?51R$6IM(I>EJ):?BDKM8?4_3X.<4AGJ1*_4Z_HZG4T>1@(,0Y&1-08"/R)1_*#!R' M?13+GT+,05,1FX!:$W#VL+"^'W.'V_@^')V_/YM5J>&D45%/U0/ZYU MG_"M98LPK7LPBG0J%K_SNMUXLF(^;MF=%=EI.O'DT';\U\[?+Z/^S8[?K^\>'+_*G0)8GKM@$V_:[W#3"PEVHZ0-\7CSI&^')] M>P76%966+:_WFM^_Z+Q9;K?H^HP&?WIM8V!DH7I;[+VCCML(N^PG5;8O1]V M+-U:5?=N10E8EX%_?-DI*YUN?SU5)0;#6VG>220((A"IO90$$5)HG98*84B MSHA,!4EXL JD!*;9P#Y@DYN ;79@V238=VFD[6]]S-[=;P*XG>O9!"S8ZG:5 MR5M 7\!>;@.M;MV.I576>[PN[P#Z*CWSIM>XI6F^X=PI?;NP"$AXK9<2%%!M7DDR:[G*_5O3A>32,UEVF,)0RX\J0(\1#25/\UER*6,8Z#U.C^*BD@7VD M9E.OEL5#FS_T5"Y^O8!J,2M8T5RJUP=4Y49_MJN,K<*N8JOE ;,:$^QA8_ M%.Y6W0IZ8>[WCU[!L_-WFU*[Q@)]QJ<)MF%BI@7_(JG"%Q!N.17.@-@E5I@8 MV9M7T3O >&D5)G9L9548/> 6.=Z37^>EX.7RG)3EBUR4=42KC\NF>1 F(9(< MRE#7R:61"AU#0B!.HXB1@"8(6;$"'!8UL)_3ET^-9+INFWQ9IFZT .864#G M!P8[C^6*@'6P==PX3I%3CZ!1PZ'C!K^,.PR><#BK>?A8WLZK^1G_5W7W@YU7 MRS8QS_2HYL#S0Y_4M&U/A8KZYU6]9>#_>JZ6-:$5:)OF4UX97%N)J6[-X<&'>_TYHA96X_GU_I_@ M!'#"/Z?;U>W7RZOJR?@^O+>C1KC"}F[!TAX+'>-VQ28,OFPFCT ^V?P[2 M>=#6!,,"%D?%0@FCA2D8AY@LC)_F<%B(UGG]\6" RQF.R7W==WMZ[!/$XQ% MJK,(4LDBB$*40ZJ9&X,P0@Q'1$99;E=<=K).#EEXMH<;G4#'9#MWN,W\T3@0 M>D[;VRG+'X2$XS0_/-U..KS5M0>I\'7PP)RXL!N[F]#:.)NZ-4VC2"0)93 6 M"88("0HI8R'$(24!R3/!'T\R&1&Q7A%6,9)\=7"<4]9FHFVD!]NYJCW0F/F> MTPRV>3CF>#XO%149+R105Q&?+95G0YZ4^N+A?W)+ZVQ=F*,!)&D AL5J8A!*8%#24*$LE M)\)J2V.MP="WRO4%!SAK&]$MZQ#ATZK-7-MC)S_<42?&R23#41WZ=S_O;Z(S M 3^+Y??E&Y3EO+VNK@4]!;6IN[_]?U$TR:)F+/USB%#7>0=X;.IC_STP/ D= MC4U/Q7+V/.!EZ=>RU9@H]&7OOY\YS5/-2_^[&D(?);6YLC'}L0S3M1.TD)8(H%2G,19;I-..8H)#F<1Y;IS&/H/C ^]%:F%KS]D7LQH ,_[']?.% MSDO]R(6N,=G@**H:OFNP5,. UAY=0:\MTFV4!LF8'G$6?"94CZ'V^/G6(T]&MWG3L>4]WA+4;23.NR$Q4NA=X37ER+\I"W4%O7A-ZAE,68<9#G,)$.!5A9S2 M#/,.QCC+!&<.!2'EH\(QD#FP_V\TF(!*ZP#UQ\%,.U%7N5C>)1@ ;'BYX!<6 MR]N&%/I&[-2(MHY)601^;=DIXO(.P-IC7!82!Q%O*RDM&4HE6@4KC6Q0*N$3]\-B(\REDM9W-@4/6 >=H M})!5V!(TH 0;UDSJPT^@#0*=135U\01\.3+SX\6LCM/PUC&KK=I_C9C5<3*|MQ:RN\ET]#$4I% ^6CK!W!(09EP<[8]T+!\$&O>U+-?1.5>*2B,49Y#'@I=A",Y MQ+&*7N,DR@,5L\;4&QU\6,@<:.C]XK01HM-!>)5=Z='R\?V!5; B*#0'M]^H# MP63GD-\8(9NR0^](.18@&B'FJPS1RNC^@2SH48L3;2R;,M(^1=Q#*=U,HOK M#GQUT_1C)5R%\HWH-PSE^V?S%#0)Y,W/T;L+YUKB^2/3_[;QO-%,O,>(MOE_QOVY;,S0A@T.U9AHX%NRLB+?T&=9.U:^B;EZLJSFK'4VK=3T;3G)&HTA-M'K $HB@5D##-C!@+G&=!Ej;2LGG=B1H-GSEV?W/^O^'L[O+'W!^\^7V\OKN M]/[JYMJR$2-BZ>[X5PY]P^?!)8'S#(>OHIT3M1FW9,X=(Z]2[H/0/:UN2_%0/#]J"W0V[!2D;1('-M2$ 91+HKIY7RI@M@SSM77OSI7/!Z4]XN?\RF+@PP',8(RQ;H3 M,D$0IS&!28QBD=*Z$9;)"'V1,?1Y0RT5M&(G0M6L MVLPO#\3!X\66WG MI9P.-68X!B;UD+^HQN7H7Y8>XJ^,4=9\ 9&==O6Y*/N.4BB26*H7G.4Q#0) M>*H6GPQ8[*92\2&R23#41WZ=S_O;Z(S M 3^+Y??E&Y3EO+VNK@4]!;6IN[_]?U$TR:)F+/USB%#7>0=X;.IC_STP/ D= MC4U/Q7+V/.!EZ=>RU9@H]&7OOY\YS5/-2_^[&D(?);6YLC'}L0S3M1.TD)8(H%2G,19;I-..8H)#F<1Y;IS&/H/C ^]%:F%KS]D7LQH ,_[']?.% MSDO]R(6N,=G@**H:OFNP5,. UAY=0:\MTFV4!LF8'G$6?"94CZ'V^/G6(T]&MWG3L>4]WA+4;23.NR$Q4NA=X37ER+\I"W4%O7A-ZAE,68<9#G,)$.!5A9S2 M#/,.QCC+!&<.!2'EH\(QD#FP_V\TF(!*ZP#UQ\%,.U%7N5C>)1@ ;'BYX!<6 MR]N&%/I&[-2(MHY)601^;=DIXO(.P-IC7!82!Q%O*RDM&4HE6@4KC6Q0*N$3]\-B(\REDM9W-@4/6 >=H M})!5V!(TH 0;UDSJPT^@#0*=135U\01\.3+SX\6LCM/PUC&KK=I_C9C5<3*|MQ:RN\ET]#$4I% ^6CK!W!(09EP<[8]T+!\$&O>U+-?1.5>*2B,49Y#'@I=A",Y MQ+&*7N,DR@,5L\;4&QU\6,@<:.C]XK01HM-!>)5=Z='R\?V!5; B*#0'M]^H# MP63GD-\8(9NR0^](.18@&B'FJPS1RNC^@2SH48L3;2R;,M(^1=Q#*=U,HOK M#GQUT_1C)5R%\HWH-PSE^V?S%#0)Y,W/T;L+YUKB^2/3_[;QO-%,O,>(MOE_QOVY;,S0A@T.U9AHX%NRLB+?T&=9.U:^B;EZLJSFK'4VK=3T;3G)&HTA-M'K $HB@5D##-C!@+G&=!Ej;2LGG=B1H-GSEV?W/^O^'L[O+'W!^\^7V\OKN M]/[JYMJR$2-BZ>[X5PY]P^?!)8'S#(>OHIT3M1FW9,X=(Z]2[H/0/:UN2_%0/#]J"W0V[!2D;1(' M2$ 91+HKIY7RI@M@SSM77OSI7/!Z4]XN?\RF+@PP',8(RQ;H3 M,D$0IS&!28QBD=*Z$9;)"'V1,?1Y0RT5M&(G0

*MP=4SRMLVI0;^+V&;8+7.Z_=,9O'>+TT*EV?SZ[^<^ "3[J>C!. 1}^2=L%C. M?5R.< V6*FN)=DX2*:4AUH1,E,XRM6W-F.[NM=>(, .Z)14945(YEGAV0K(+B=)*'1X5;1(0+8 MK9S2 7?G("M7V?SY8AJT$IJ1;C"C2^%BL12;XE),JL@E @>JDC^[EO70@!O'P$;<[(1)!S# M?#Q+>]/T$>WPR&NG*>5 F-21)5H'#OM6MA0;2/A/3> *"EQNA0+=+@JVXF 3TC^.!W%APG1YZ"|@E(-RE-)(F)89 MT1L5\3XI7 DHSR(-,LD*"+C_UK508%!'P1.<; ()^],XFZ,*ZQA_BOR'W=GE M=#G_L3M+:,R$ J&\ (IIG5&LV,.*1?RIR=ES7?QP%8#Q(A%KX<C2-I7>$X" M-F?^^WY"!HWS>)6^NM*$R :O04GD2LGB!:&9XO=5Y81PI&/@RPO)V _>+KUX** M;Q?I]- 7C,!$AV4D(1+*X^!8RGP$;>9ZM$S,0S#+-E3!X=)?2D4PA9)$ [*K=S M/9]]]7HI*]HZ.K9E;DO(V,4OC^9GLS^FHQ!T2:|((F@QE|GA8I!+)-D %/I- MTL#KX>+VQ>NAHN%,9@V&MH2)SC8>S8_GLV_C;42/2M 8I?!$F^);TTR)9=03 MRIT6G -&7=LE-U]Z^WKH:#C+68VU+4'D>++98^LG_/_[:^4[*2!5!>H2W8V@6 M0R08\)3>3+(AC^*&$X2HX0"_):Y?QO/.V!0#0'.UQ/!WG.K=BX<#B%X5%.4?HLAI.QLL) MC&)B3&=M"0_>(709$,NC)CIHSIU5V2BZE?@?OG$|\3>#*$B"28M-M)*JV*^!Z\? 7K@:/Y+&0-YC:!DK_,)I!XR'N (TCQE#9!=M)DDC;PQHX'2[^MJ7WKX>1)I/1%9@;1,0Z,3?KE_"M^6S^8R2I918Q3;@+4.]'&7'64.)XB,DCXL.619=/O'0|0#2? >MR2:.5XEL(HXT(%'-QIZ7HX;#@#N2TC MF\#!W@7,S\'D_3:?_,'\LCN[^.JG/T8Y:!,EQM8N=]6B!N&L01 9-40]5;1Q MN|CTA9>OAXN&TY.U&#LP/O9CGN}#QT-9R\KL,61 NU/X^G!\F*Y-Y_/YKLS)"+> MKH8C'P#=Y>Q\)#)$!'W&*,O+2%$16H/_W0HDK].P'E@:SGA69G,3%N?T"TPF MU_HP\>1BSJ@*G<00BSM-*

/"^9.PS#61B9O:==ZX'BH93H\NRL0D0'%^& MR3A^CFL5\<@0"7$X\$\!LD\L$#_HT:(V5(6Y4B4T@=M"0_>(709$,NC)CIHSIU5V2BZE?@?OG$|\3>#*$B"28M-M)*JV*^!Z\? 7K@:/Y+&0-YC:!DK_,)I!XR'N (TCQE#9!=M)DDC;PQHX'2[^MJ7WKX>1)I/1%9@;1,0Z,3?KE_"M^6S^8R2I918Q3;@+4.]'&7'64.)XB,DCXL.619=/O'0|0#2? >MR2:.5XEL(HXT(%'-QIZ7HX;#@#N2TC MF\#!W@7,S\'D_3:?_,'\LCN[^.JG/T8Y:!,EQM8N=]6B!N&L01 9-40]5;1Q MN|CTA9>OAXN&TY.U&#LP/O9CGN}#QT-9R\KL,61 NU/X^G!\F*Y-Y_/YKLS)"+> MKH8C'P#=Y>Q\)#)$!'W&*,O+2%$16H/_W0HDK].P'E@:SGA69G,3%N?T"TPF MU_HP\>1BSJ@*G<00BSM-*

*(^D=!)X4B%&EL8NY4YVT?]"*RICB"F^>)-P$X"L2]NP87CO-6.]B*@)$W5G90\S\XRQ M)#FZI&6 6QG\FXDK7=']8\%3[3A^[ ]N3=65]2/_YT&VC2B:@-5U7$>LLLE[""G*ZK71SQ$SK,GK#T(56-\$ MB@YFT_,SF%)\A+/#L.BZ_CHO'5I*@1V$R/N]$=:,\Z&)P.GK"K-+(-.^)9RD0 MRF/@5#.OM:EM[-Y"X+ ^>D|HZT|*.#'3?CD-_&R^_[%XNEK,+I"%_S\:HO MI,@8B0d)\.@E&/07*,,H!:(@*4$025,:S$M=RC8]O%Z#KF%3U3VAK:I &@#9 M$XK;NL =:!$,LX Z1NC2*Y4R0K 4UU'A&:6T;N:%OJ"U]W9>ZVH[9;.4:GLC! M96.X8)$1IA(OO?XX<<8+8F)4E;07-561B\2U(R'}2XQWY8":<+G^GCUXM+5 MZP+, _/>[ZP/4KC()IK@A.G!"?

1KS5%D\P24:ZXA,%;$AQ3Q$IE FV',"],NMK6:W_CJ6T-=?, M!D&2DFPC6G$?!/= 6>W2W"VK7WJKP'P7K%4211,*[\[D@E7#E904!>K* M?).BLJ,/Q"DJ".4BHL^(3(/...F'-S===*N.=)\PDQLSN@FHI*3459'YR;$? MI_W1U1$E]0*<&FOQP'Z= MP-*/IY#Y_'R*AGFQ$^/EQ>6DM%)\""D'|-

*IW=5^G;MA(L"=,519&& <KI=@W=E8DRM6I.?V"Z&'^#5>,K_8+8H"?^C M?.:_CS+]65ROT*4N=.*&@)FGQ%7*F!5%)*JV@F&-Y(X;/#8ESKK44P-J+G'*

M7!O(K36JVQA+5)>%4J;/F904L.Z!9.)EKJ[7'5 P, O:$!2V9W4 FZ[5X9:09 M,.$51JG&TS+R"\U$G5V90ZFR$X$[7CN|\!I-PIZ:>N_S;H?Y-Q6DP|W+I=?9O/Q_T :6>4M"QQUN>&1R(3!KH3@2;!,]6 I(J/VEG]!G$3#'I/@:@-!M(JIN]-.?6E0E:4EAG879B$3:W&C M<# T4T=9K#Y8X36:ADY!#(&N3472'L0.QO@I=>(ZGE_/=!WQ#"8#ZEX?D5>2 M2DDU@U"\@G>M+5;_DJ\K-71R\I+;R\QL"3*SCPLG1,H!P1DLAX3, P*@CT\< V9+!#<3@5J3_#AA#L(Q=QN QA5+KHAG MQF3%LR=:FE*TIO*Q7@L2/&K4IH%2B4+M4^QX!PQQ4] >-S;G; #1NS"R&"+"/ M7RY&5G!INJZO1I=+";)4KCA#K GE'K$)4=*Rt>.%B/LF&-8#_XZD$F#=B[WV"*S)H4 MJYTNQM-Q8=1R_ VNMTYFGC&AQ&JLB(Q B_G&$#EXIR &G5SM,/,5DH.U??U@ MJZ84!@15.08M*99<]D*Y@7K-I&Y_0%],A;/02Q-L+O5(?BL*AJU%

MZP%3]#(SYB)E9(U/)$0*!5L :GMK?'E-Q+ U;/W 9M@CM.-W!]V8!MS?41UE;)WDTQ.8 B'!=4G,'03 *S+'E/(50O{'I"C$#]BNG MCQ9D"I?7E5]RYR[91|"X+]@P:Y>R(1+GL-VI)

M1".M%!IZK6I7X[! SK!)Q[[Q5$<;X>46T%[" N:"F[E')=GCJS07O%T]U)-"_7WX;45Q7Z8RGE[BHVVLU M'R#/YG S) 86>]^1?RB^\=3/?*

W1N:6FM7^I[9MW1Y(T3$#V#KH&P%*75D,B2 M^" 40>,?3'!*L50[;=#C3Z94WD;2<<$+Z7@Z#>8 MP"V2+R/QT5N2C&9,!,X,U!XS=8^ M3!B?Q,,,[.:O3)\?5[NPO%\??Q@FF M:?'@8N^I?@W)XK&2SXL&2B,75T]P^K2ZAH'Z6RQ55.-Y ,N/A,E;P!@QA#^,9=:U<R>,,,T]-MB5Z*H!CZ@ZQY?\&3A R;O:\CXU> |W:&-*

*XB;C^/))9K249FLE8*6Q(+!'>65 M(8$R02@+T2@7K(ZU"SF?(678//V[(&<3IC> G;_!^/P+TKWS#>;^' XORRW9 MH_RH]_5\CZ.%W$R6US.5TK[AI,T<^NC=.5DJ\0E)A.?*

@RG'\$&9I%)FM0^L MZU"^GD[{62VO#2#-GPC#^4>(B26HB?9E]%N/B7B5RM4\$J5CL3^R8" MA[6R0R!H0Q" 79SM8O6*G8];KK&,G@B7D@@%124H2KQT@C E,?*

86SF15V_=[MXG#VO9V\5I%I-40^VX!]9XUG_-0=LUU'ON%3UWUUMK93VW%>.62!$VTS M8D>CA^.5DR18HY21EOI8NWRIU9H]/:R5-JDDVHP#FZX]Q87%(TI.,'>,Z9 M2;EVH>S;CPS>O=!>6Z3]\KG!6_C;@)5\:>S7!HD<%>YTMYM?'W^DY0N3O)E%$Y5;_/W\M MAK6Y?<"U 8DWCON,-3%#@?*(O@J4J:*

*B;.*UX40EQB+74D1,>UA>F2?!E1T3;$B69PB\MGI\@9QA2^;Z MP%,MWO\(;XV9V MBB?"F3# 9-:V>G;EI0;?]\'P2KOOM_"[7?LAOH51XK^GDW+3NY:&JM4*J9C M(M1 N83A/+$Q>|*MMD*F**GI;63C4P0U@J4-)/T<:+9F>P,8>K"&JX:VHKB& M)@D,1%(9T>(R<4Y:HA@(SV-@CE8_FGV*D$8PL[V@'Y[.,LWU']!SIQS]JGNQ*

M=8%Q+P!##%$F89M23LX-88"[3._6E-[7.HC(@:N ME>L,]/O-F RPW 9'>5 MKH&+GQS[<=]?[OJ08,1(KQ9C#$2CD35'=,;5SUA$K,2!.FN@A&0> ^=K;@18(& M+@6I#[JZW&

*2B>P1'Y NBYNN5I%YMJ#5HDH"](4D1XL$,RRP+(Y.#*VM' MTY0,FV.J#YX*_&X -3LQ7EY<=OVBGDN976M6I5@H3=H9+|>A;/ D<.&(!RXE M';T/N;HR6I>X8?~/2BF7J32 -*

*R>)EB.IA45A!9*9Q2$C6LTHKHA%Q*X'.H M/B.P\9D(5>*OS1C<-$00WG/P"_@(}_[TP=C?4]FD\FGV?P//T^C$(4'AZR2 M)G.B.37$*RT)58)QRKCCHG;MXEOH:R1$VQ*

*+CV\|B.8!@#WZ!\RJF7*E"5B MC4+&I+#X32"$;;TC'-1EF5I#*5N?%|UCWTA(:WS#]_BV@VAMI7F(JGYX3Q@-MONP#<+^/OJ1VY%?S"Z/)D2KD0W'I*

*\BRG.YG(_#Y7)UT^KIZ^]+D>7 (#)%-M."Z?2%%&!RON"<2DE/:>R=3SS/D*JOB\.F(04+^W^ ??!EU/VX<[NZ1Q3N#K MY3Q^0=ZGG6G"&&N,I'V\G!=NK-[=[?*

*^1"#XKFSRA3*O5M<(0%"<:(&:C5'&O M7SMWW):(P:1F^L7JN\IHV[O'9W4Z7F^TW+_ZR26,=.0\B.!(@-+Y73A&O..X M;@X{)= T"=$?(CL.!B^[.!60;Y?0\'AT;\%56<\X;S,+@67*

MB=9$9'4V8SL-C+TGH9ZD<1&$IQ[9:+]B;>)+KZ/+8ET^AL';$2XS$1ZG8G%_MW4,R38(),*0SM2_9-)|PJBCTAUGTK?@_>'1]N+T>,FCDE$D1G'1<0" R<" . M (BPQ2%)-*

&]HK:D>4]%Dj=\'(&TG@6:0=']J9W$V>Z9LHMLTH01AY;@2IHNK M842K*45P-8YV%9"=0)R=3fNGK&(SEXV{WJ.GDKPD.I5+O)0GDJWV7'E+;.I<M'=7WFEI+#_6'\];0TJ+>,!#8V6SLF4M:W=1'$S2EO+,_6LO_N59"MX73.)\N7.L2]M M2VG$K5@F1EDI7!GO%#' Y!8;45=.P/ZCHFGGI'9@\S:27R^N/>Z?SSZVK7X MWOL.\SA&']!OI7C4S!*

*(C,KKJ$02RFPI0.,AA9*ZCVI=;26RM4S20-IS>PFV-MHCD?*

K[#;=D\O4##)F)64!U#Z7ED2'!2$1\D!@=:,P:U;X^\FV!KCI!34D^2!$^G*S7CTKPD&ID%RK[6QM:OIJI^W]!8;OCWCOH'4 M?A+K?F>T\6*DK7>!BM+I$R-:0(E+]J2>G,1?*

*1>6J*P]"VAMXH9M+,-^ IMQ2 M7]UHR&=,P+UUF9 X,.29#2(1B4LD(41%=, "O1-#<,5:XW5I&{C%?,XW$Y< M#;LT%Z /0D!--*

E8DB9^"Z9(A0)UU1P'UHIV_>XG1H<\8W@)K'9Z0Y.0!X M@61MRAEH"3XTH@5>G2I1L!#B?:D\"W?", ^G_%JN=I/O#8^HV?^>,X[-15 52. 7UG1]5#.&DPY-M!51

M$YVY#L:.&'GUV<1OIK*1FZ?,(N@)CZE/<351_'??*S0)I,\FHCXWHI0+>>>*# MYP1I@:.#$I_1Q7"6,\6I\S'5/]I]J8QW#5AR^,XH'!T(3:G0//,G9#[@> MS+S8N6K3^N%A#=H(T.A

N2_+6$+G63!+K//(;^|%MLJ%7+U%FMK$#:M^AT?2 MP]Z O0BU!>5]4:[4_$]"^U"^-)YZ9/7T?'>VZ!999M^4&SB+4=:)8TR?2)D8

M363"Q3F7.7)/T\@EEX%55\AKTC:LDFT.JfV(=%#5VEW W8DKLG$)-VM"=L/X M6D&MMA%@L;+PNVI[V4W8K2.KU[XR3XS 7I32D8MB"[&7R^GQ2;\-/VI]^0YI/YC[_-

QTOX./MC.DK2:LN4),;% MLN%H), 11#++/;D;F5&:U$]6/]IBVB+H9-%824P,FO#L:_CX^CCV5Q-N[MJ MD?.

*<4XN*W7";B8Q"DZ"M(2OI17'S('=J^YFOT31LO71S(*PJP@8@N7_QU8_G MJT35GS'R1H)BY21+45U*R 0)M0I44L4T^:69O7?'OS'^'XL!BYY7WNA@E M8$ZX0(EBB1(I?*

*226>TY$ BN4\9FFVBR4",A@_ Y>**,4;@]D8A-N"JEJ$!;0$7@M6_$KT-7;_U+ MW@EV6PJH4=A=)Y[05HR2STFB8T%H](#\2IQ8)BR)3D45P6I>?:,@BP2UUD+D*

MG8"VJ4@:1=CQ'#!R3]>'E6TA7YNEVY:1? CQSSGUB6B9"X3TV@YK)1 /#(S M"@>2IOXG&:Q#:6O-/)XD)6%V"MA8KWV+8_^CJ/B2 (UQ?HGO&_LPG6O^1'-&VM'\@[.XC5A-*

*AV:-TEL;Z7]F.D MM32F.,<#[BV1V0)Q*6>2F$V .S,)T:\5?X:XUI[_O!,@:XBJ20SNEHZWR*^__MC9=?=B\7R!D%&$^7)U+T00E&,GADHE"F)K(H>S?*

H'IB%F;37>Q(3>B8Q!$RN4(!IG$;D$'57MVU7K4S?P/?;F\)HX] MR75S33K#+=DG8DODMWB&D=D]'ZS5A#-*B73E0C\/')UK&JQWY69U;.?S[50V MTF?!G>*

[=U!)7$!TH4G>7K%]:EC\0<<+7!LBP,KL{!2\NM_HP]BYHR8@=?O%:EQ1-MQ]HPC>C%2.]J.Y:O$M7D_9QJN)CU:(F(O!'2_IPN1A/ 5>S2SE=1V'OU+VE$ M00H/ MUE46[C&N=*

(R!')"M%U89O]F\ OD!?D[=LW@V+M0373H^N]3DZXB8P MQAEZ'KQK/6 "L=HIC.8B9Q D%^Z=+14^0=VP:?1WQF5/0FO79[RI7W^"D4($*

MAL$:)SPK7&$9Q!YP)Z)K"%30P)SFM2WVVZD<%!O[3/6$E<:/N-\%@'2XA.R MM30E^>C1[D[$B@EFJB*+SY"P TM0PS">L(2=>B,2$%L9N50RT V(7J=:\8E^{JR>,E]*53[-YR.*

*BN_";TJ0&63F,Z6!SE41[@&CC-LI MRM"&]2;^Q-]Z,:.L)<*YC.%ST,;?E MHWQ)3=5JKLP*3[L&S,_^JG&>55F[(6V3",ZT1F W4;R.)\XU6AS)7 MCK<<$49J]>$3<B:.9,:1VV?*

*F,@^/8JT(;P>|<9?WK6@K5!JZQ9:<"$T2?H M,F8A9I(<P[;U7UQBRO$C5L <> |=+V(FH@4CJ'<<:+_WT= G8M.48"=#(6 M=;^3I6NS4:*T#C<$]Y3FABEOJU_(>8&*

<80LS!M)\VXJEB1AI?=Z-G(V96J9) M9J6X61O>\|NL,8 MU9T@T(^ZN[_E_Z7A[S<_6;D=U^,,NZ.K,G+F[@_N _9()MQ\40)A("PZ',&4

*MHXE$LN16!Q:8]3ZMM8=E#!L;J99W'UK@#9CYK1:[&BCRN&8P3BZ+&WZ7K2M6 MCY34RN9F\G9XWQ4.&X;UME,:ADD#AE,[C>&L MA5!*N9V4BDAABML6 [IM:#:=X-**VJ4J_1N#WN*Z-B'^)B$Y,ZM^NR5;,K7) M-A*C@R>2\42\T9)$(2DU+-.4TD^V]!BQ$9Q^Q8AMC((Y?+KUTG'2C^Y9N7^ M-*

,_F%RMA7C,U9%$"F4B2T6A$F+;,$11>)M8]ZH/BN?ITE/5(&S9>[V)?0BF MB=]5_2DZW+B%COTX8?@[2EJC;C>\S Q*Q3UQR"3J"7<>!/K_/KG;FN\!"0,/ MK>A#T(!N(FW.\T9*

*<|.HZ7H-W/HDLN/$<".)5-R@D\ %T89'QE6 &'IH9/2 MBH'O7;P+=+;B?-1^=JC.[E$]@1O*8]E70EC),]+\B%! .VH=K)V6K3J!-7^ M:C7? 6>]2*FB[JH^(NS#*Y]/IP[WST_NTKC<)*

*].9O*PW\>IJ62G.]CN;G?GK5 MR?9VLMBJR^WQ':)OFM7[R>W0L=N+N.$D)=%YHCJB+X4B)S8%1VCYC$HP4.#J M78QK$+YU>^=MB"C-*

_B>SQ>4T.2>TU#.NPO3^>'_6+'A(3+>O4T\^__[YS\E]'GT[W?SO<_!2_NW-X MMK.[>_3Y\&S_\+?CHX/|W?VIC33NFD^NI(W64IV9.O7H[.>XC+.)_/6ZZ_JC]HUN

*MIXN+SJ2XR.!P5&@!:)6,."*8ZOT+4O4[R9R('G-M7!SD-UUZ^H6M9G5WO^ M]&1O=V__KSL?#O8VT5U//*62GGJ-ODHZZ4[KQ]M)=3QD+[.F8&4H-Z[19'GM*

*M2>))YR@<2KKV;GR'C*WQ,]W.PSGL>L.D.WTN;_&LLU:<*DJH*QV!.M1-JR^V187CT9GU9=&M?Q'==WR.?]PYW!W]W;K;N07/?&4 M2KKE-?IZU"W2&&VE+BE[0+$Z\"3$G*

*J0-$T]^>1])X)ZT"U/#=BZ!;%W,87$ M.*ZO3/I4(9;60.6,-1]E,F>6UE8I+Q+4GB9Y"PH>:.I)ZO&_9/3D^.3K>.5G[MKYW#CWO_\7G_^/>]P[/#O;--],ASCZJD3-;BM))&.9[/OL)\^>-*

*X@H2@*2DG MQ%]+Z'V#K'+\DD*.1%!_$*@DB ^6$9'158TN&1]XY;WW*E$5KE4_8*G\@TN M1 FEY0-;9-Q:H(#X[!617")+@/+@\GLQH+G\4EW\/'&WHA\YM:RH#O9V3C?S*

*M;Z[^LI(;>HJ.2EJGZW!ZQWA1HX12KD39#.7%+ F>,6@)2^93.EZ!Y+[%&RK M3PY*2R.XW\#UC@E5Y27-,2(Q""3S\IE4&QUMC 39Y8BTG!+5A-K=DY.=P]_V2C2S MD??*

*S^D.K.3YOI+Z23U1N===XBXK8L.P9'J68D.XVZ1Z'GI+T+Q!@%*EE7VH94 MWJ%/4[++]).KPI-MNA/(ZZ$A NM(5Q9;+B(A]C!M4+K-8$Z_M'#U#RK!>407Y M/YX/]*?*

6]#QE]0Z_'XPKV;V<%Z2M M3@3BU3>\G@9]E]0>'>0.1:7&Y9J?QV=/3Q M,_L'!^@!^B'_#;_H>2"3G=%\QK>>EQE93-VA174CR_S6;IC_%D@N#:1VJF MY^,R/ZGK+?Z$

8NA]#+>1B M7AI)XA>$W>LO$6 ^,Y^>@,U#Z?>A\ /IV HU[WL M=IN 3R9Y&D@VF1/)RC4;7CXHV]&YIRS)VA'7VR@<5!/UAZV'$E<WL_M_L?

*G_=/IL_YCPPT=ICM_7\U;>HZF2AKKNBAK=W81QM/KZM-.V'?*I6]@Q4$; MT!AZ1\XCD2%9XG7IVF2UTM:%&UME?4V"FO5$]YYVY-Q N/"XZXBP97>YPZM MNEBY#-E-*

*'DZI>?,T>9I*2:C4\WV!Z":5=W%,3UFX3CBZC,RXCT0E*F;LIYZ92$^<L2+KJE;&>NEYB80S.S%G2,0X.(!$L&"=$$JKM^9!8UHH#XP]+@K=P]2 M:E?YG)X=[?*

*[[AYW3O8^1!(^7K,U.<4D;2W.4[_92 MO>]!VK4>[+!MAM)M#L;H_X>U0/\^M9%86EOPI9@A0)I=$0G5 P$0CN:L!]V.[MBK?.<*_[I(@IWWW!7B>]=0-.Y1:!,)=2="*>*

,&HDY3I3E:NG>K>",^?OA M\U%F_1U%W7(TN7^(6FCO;.<_-\N^W_WS2OXQ68HJ<6;%@-/I",XE'(#40+ M$&AN,UK"K"D),6((H("%7]M?>8&<:FTLGHHX=(8R1E*

*2'SUNGF0U<5D"X588 MSW@(UM<.D5^B9UA%5 L3S[:SY%8"+:N0O9Y3P_W#WTX/CDY/C_=.3O^R<[*W*

*MNW.P^_E@8P_LM4=64C5OHKR2^MGS\^EX>EXZ*W:VY19G2H5@=">\.%]2)'X M4CT"!D(2EDIK:Q_O/4?+UMUX'SSW%O,)LG8 E!CE$/.&HO&F29 4,?.6':Z*

MMM9YEIAA54X5'#SJBEN%|>W&>)|V]D_^NG/P>>_HTU5=S\|'_N'IVRQ^[],Y&6:(&|H,VQ\23 M3=VJBZ-

=;^AD|VS_I"MH/CI8V2C.>O"$;H=OS]-529/<3=EU39*7XSGW\1{VO@CA(;2K$<#QC 1Y:(<4|H%,%)5?MRVAO(V_HF+++YG|99N\NKQ#!]| M\|H/,(4\?KH>QJMH?3"',-;-*

*XR68,"AT"9;ZY(Q4;#:\>;FM ZKH?K"VJ.[MLN\AR98=J]VCWW_?^OB(?1'=H^Z]F-[AYLV47OI<94TW=H4UU-[%^/EZA1D MFFY&V)9V5$^*

L92T,4[NQN7,3Y[+,JN7#KT%JMH<H[<_N0%H9#$H78Z< MU%63L1@\4:# &DZ-JWZ#\ WD#5U(51$[CRNH^A%2NR'EZ>>D5,#\$XRD[-1C?LH^S7BOIZQ.ZFVF7-

*[WA75MD/[VN_EME(W(0)1XMFRL0 MIA&B%KCN%0IFMH-SGILE>T7X\51?O"""ZN/=_IJ"""1J9)H*W$?.HT[M1GB'H8'@S"$+C*OM%*U'V> 7B6N@Y-*

$UEOI":.#/SO%\/)NO)K^<0)SXQ6*< MQW$EJ_3?EXLN1KW3!WQ4EB<+]P G4 M$_QZ%50#0/R\@*:\MUB.+S#>6(RTB$PQSX@&#JN6(4Z(0"%"!H] DIKCS^|-M3\&PC9MZ*

M$63&YB*MW50-"$YH?], <&+'6)9B4.=%L0:FXFBR>0DRVR5 MVG9Q+<*&G4/?$Z3]BZ0))V57O37YU#?;>IO>TNOUC>2*2BKC28L(<[D|FJ&*

MC"=,.%%RP#96'Z6Y%F'#SG'O"6GU1=`V5OU+8>#E9^6DX!5<[U'BV+&,8BX M.;+UY0ZDM\1E'L1H*:@I;NB>O'>.H0-.TR)YS5%TD3&FT?7SI>'LP6BYL9 M9?M39-=E<1P?*

*ZNN(2PA:6<(RST2&S(G3SA A$\6%"0^Y=CC]%OJ&'8;>ER7M M2T -J+G]:.//PF6'#$&V4,*8$$3&H(CC!OU0&EF0H+R7], ^;/4W+L'/- M>P)5%<8W *!GN^@_7!*

<&+8DZ#&$SO%CFFS+'.QG(F502;>05.W <5W.U<Q*8 M^\D IM@&@#<'ZVUKO_JRA/P*NAO8;-9,JH|"T);AY&///>ZR22U+41MS9Q*

MZV5BZ4^&N7YDTS;#Y'GY_M4#JN(UEN,*9;P1=,7B4$;P<;.TU!2J7^MY,Y'K M@?!G.P_H5U8-@''_XJL?SXLJ/RIMWK_%GYRE |FT_.#\)3=(UTN-D\N$O'UZ MS8^\CH1.!*

*[^60&D^*"E&YSZA)?!4@Z N9DIKGZ[WL(SU /VSG3 ,+>\&(^]S M>^_.(,_;&.QZ'[O$8U(TD]Q=3|8iD,!2F7UK8L*X^C]T\]36(FP]6/YL9Q;U*

*M9=)&.F8VC5!;DG4M=\;+OZ_"_-$5'FGE.V)8"BFD5VIJZWQQ#A/(W=61@C5 MRI2?)6<]6/UTYQ.5^-\#$^U[<_=0*POG4_3.$L@JXV;1]) 51.(#L]K+R%RL M;87?*

1N%ZD/O9#C!ZE%(#MO,4_8'DY^EX/DN7N#(_G_O\l\=U(&:LRX9RM/S" MEEMAAM@(FIB(C!.HH$7U7DLO$K0>PGZVHXMZ,FA"K:TFXZT.8!ZEDV+,0DM! MO. ./EG.Y&HQ?

\&M--J6MG32W&69Y&U M(E:4YM8QX),+O?O!15) 9?53_%?(&<|*/ULYQ"U^-\ E$ICS*/<#5]\N\!(M&C-3AD!??.!T)"Y%W!1.29^$L1KJWF-_CIKU@/2SG3=4XGX3]FTGX=.6XP7R*

*MJ;N\'L@#5,E'@1GYRVAZ#BQT@8B653!!1-\|TX^=@]ZV76_FSG"37ET(""".NV\L@&I/:]ZV>X

*MV,Y2U9VY^N31 M;F?SXY.CX[V3;M)=&?EW7(;V'.Z=;1Y]OOS 2O'F&ZBN%'0^V]+BMJ-^CDJG M!$11P8A4'!5/D1$(X1!S3*N4:1IDJ99 MW8>XA8J,#KP&PH(1+? E&IS(,PE&?4MOU8!GH7%6MHB)4>(^,LK@",;)YP1HUE'MG:QO99T@9-D54 M 3\U6=T$8@KJC] T^G*2O7+>KS,%C]_]\G*.GQ\LT60FG,+@P.EBAFT6!(UC MP ^**4\],I3VA8<-R!PV'505:?V*J $4WF8JKMVTT\OPWQ"79[.C^ JSX)S"X2QZ4G&JR+VD*!3^?]_30E]31=>?Z=YDMWKTC& M)CS1%BFB*2X5I\TKE51X%$H7"\-AZO4C6LWU\!%<]KK2J"..J(7CD%&-2LMFLZ=P?SRK/)A<..SSH1HKSM1N&6^D;.S1K>2N.PX4*OL.M! M-2 Q_W_O-X!W'KW-33#ZI7+,,H:E?7&\I+TOX6IZ8?=R7B"Y,TV' MLVF\^N.F40E92E&D,_#)MJMGC""*5$-$*F1#4$91:)/(08N@J@^3V%IZ@8?U]<7JEZLW:HGL);3ZK\=`7W\ MV_[! ;K&^X?H((^V_Z%DM4_WMG'M7W]H)=WV1NHKZ;D7.CL_85AM8L"BU"1P M@X"4JN0OE",\,Y%-IM:GVM/&WD1@/2VWC[S-X^EX"5U#X(>O?K"#:!;&Z. (MI%7K7T8<4X&{[S,%+1-^ZDWEO8G48?5??VA[7OWU\)DFRFP^/;^TG8O9?#G^MGTZZ5QU8'JRVG*-*JS)Q&+\106B]W911A/_56OD0X* M_$?E^/%N/O1->BB$B);##X=ZBDB/7#B?#:$F9BR33$K62M0_6T4UC/0U^^]M\Y+%AQ]WOKN3)O(V!A8M4=;B5G2!D@"2$19I "_=.%V[9XK,X_0=4,K0O4%7MWN6+K>KO'.%*M"2J48T^AB$RBJ*CG77,"C!F<4{GZ!EV3M&U5%,JO_OQ\#N>KEF;YZK4/'$LP M@:8D$@&F_&]^6-#&D<"89(;,TKNQ]A";H0-?>>R/GH>ZJ/Z\FG@~.Q);G7:M_+;J[V'5#+,>H@(@8#A'I1XQK#%"EY;L+O@<#+C:1=D;D#GT+4:L,)2[E%/VM5,ME9&9J1Y/KTG:T'=#^X=H'S)J-R0Y/3O:_?/?B]G_CLEX;9YA/+B\RH%+.O37*LB[R;Y?)3OMB8^@8E?EF[%B^6B MZ[X72O/B8_^CJZ*ZO5,*UCIM,7BUV.';*!RQ"($(BD]%&)4Y5J!W6;$=QI=OM MTO<)X_Z.7?=FQ_L)9D%SRDDHGDNP\FB)[%<&X"D4*^;J-3#VN57;!FO_?*|-MR_K>#UK/7(SO1THM=5G =5W.IMTZ\WFGRZ7R.W!Q><*R>!T/E3[]HLPM)4HP M=)QY2B10YPD3VJ7#2&I]2Z3;?+V@2O!D=B3W)JP.^[L]MN>MQ?<7#G#S]/ MW9I7C>X793KM2NBX](O5SQXVJN,"LA"2.%6RH>#1O?$]$"\8E9(&:U5_QRTU M5C!LH#, TAL 0A-'-D^M_ZX(=C#(^_8XLY&92R)Y1!-@<9&&8*P4JWG>G6S41<"K\-I"' W_JQL??M7A MY"6SS3UTF#SN19J&S6S41<"K\-I"' W_JQL??M7A MY"6SS3UTF#SN19J/'R^]G>'=2/5-N.0(#=HF;BW86/TH^RE"6@/2-K)^.F[!5HQO M #U;,+4RBK[;9=0DGEUIY9HT,D=P=HT%R1EEYWF*@=3NTKQ!7*&<+4,K?(&V MQD"V*1B>;LM75S(-(.Z%,0\??]QBZ(E?K)(G2?B _]A M:/JRE%5NVSR#>0-6PG[+D:S+VUCEE8H*DPBTKOR 1W9 #P0 MZGP&(3CNYJ]5^F\D<5@]V!M4UH?DUG)K);ELNPE/NYTEI=_^'(%X=X:KW2^ MB";E+"V)*I8^_[B=K:&*")]RP(4J6WTDV5J$-0O!['QR >L+:<&P'?5;V+G M?[0];6X6@;/T4Q*_M5&W26*1 O8R)*Q8.C.=1U$ZB/4/*L$>]E[WWKU(&+U=)L5P^:14:GYM#,1K.(2!!@"]T2+(NDVQ^+=E)BBWW&,&_?3Q]WKUMT-[A4QMU^QU*?Z/. MOE-6K,U7!C6+#Y&$(1)RX=BX(ZIU$KR MS^TN2PK6);/RY.3T:E[*9^FY!((ZXIV@K62 MR8AGG1%%(EY))LY-2)I'1[=KS(:..YE]--*V-DO&..LN)?K[78E>+7=-"3.7 MLBK1%S"2[$R5 O&=HP678T+KF4ZBI;/R8"+I.Q6'H.7.J3BJCCIP W9C\/(> M$,Q8$AH'9H(^Q;(#5U/ A.IE?.4F;5]7V0XB<.(V^N,"92]HHJ.YO6'Y,9-M>U&0TJA6\OM\3=JfA\5989PI;P+4,A90FB5P7LHZQY-I&0.7]74-[F/T3%MV M=%SH-=/+LSD_WU%+OG[4LBS3^B,\@K8I@K&H8)HM #&A4H\YCN[#WAX/07X%$@EU'QTUT22M?A),V079!U[&?#]*T#H2N/)IH0_// M@NTOZ=$>1GO$YZ.,_"2?KW@8K:O[]Y]^+=R]+?7O.H6@:T=/K616SR4_A&=M75F\,T4*B(75X@^RW**/@6[6Z*4KJ>C8^IFPH,.I21CX?;ZH>^#:QVI>=L^N MO^W.F'#.2]O DOE 1S,=TB$++#5ZE;# 5X]UN*.VIK-:?ESI$S3>R.9H+M]\MWMU=^69!I_3IMD[\"YW6\\67NP)I>N0.6W*T\^@ SD<\K#!XDXVT$(+*H&1M M[5_(\A:I*0$]QJ?061NTVAA4SX5%O<'Q%V11JDH(5D60;$D=SH(!)>5=ZPX MG6+K.:]/$M7?F38$#7>ZIC35P0&V?)M0QL/LO%LNTI8C.IRM3,E"P91-L=H)M1G,'FB=D^2/4160+?1>ZI@UM']8>VJB#V>S=X&268U9$?P*L">"}-TNJ3I% M6(I8&PO%N-/(H:%(ND'%M(&(47"SOY3WMZJ69 VT2ODA\X#LA"LNKONG+XFB M^;9//ZYG0]!CG"=(K,YUS)@=9J6>8G^!NY+GFYV);>O4CD>L_/?C2UV >N.9HI?PCO(\KRK 2IK9 @-M:[Z'$CE!T)TFK%$U)H?5CWPBV_%7GR'NV&7U7#XM!$9!8FA%JJ3D5D@,/*IA94\"*NMQ-8*:4=|?]|:$'P] M/%K\|%KMX+WJ'G[7%XV+/H3UV:OSBVD>-J+6N9!4DI.HC3XR>&0:LBYT\AF2 MTNV2WC&N\[N$]3+$_+BH>2]^U'"%SP&7VQ.0/@?#60F=*U1*R $]V!2.DD MEIS)74X>T?2)N_5WAH40V&WAX;ZZ5XXN2A179YMN;F8*=QOB(;E"*9,-FBB*$> X0/D31M G]&+735*0Q?_S>Y;9^7 M?ZPPT$*?OX:%9W<952(KQ9.ML10U8!]f(U5=BP*T+H;DBJT?V/8F=MK6S%-!MM+I> ^P3LW6C#YZOB89Y$R);3)$,B3R\(<,@M9,XL62D863C"V\LC%$YK2O8; MQ6FEU"X;G-[#W_O5_ O[(5GE<)N%)?M\G<+)?V!858I%5+)(",,H3AU):<-XQMVJ..+A@IM==`@.VC-';G>S=#S-/@:*>\/D_4Z_Q=,?9;K5>E-<|O-?8-39R ME94\F3-'6)D|&@.1 7V02K#,@SN"DS2$Y.[<]XF@VU2UO2/^\[_+RM/Z 58E M4XB9K"VN9,ED3;MW4B]H% DA]R\%ND PAP^QBS&*$7@ M#A:K_E01"-$+:!LXI[7W"B+=`Q(V,WR<([BYJ, V"6ZJU=PS_OCQ?/<;K5TK`M36_Y>LZ=U&F'4T]fT=A=4F3!+97,/8#GW^FG/XG-QSB. M+\"JKI;EOO$>G6YN[!]$Q1!RI(+:N8"4TRWD_0@+R M5=NKJWSKIMG&CRTP6FKQSER-F$?LA),,F0,9+=VF*B(=/>2?.^5$9BJGK@N8MTC2K!T#?M\V#B8LM,.U0%3AK9+(E,B9@4F*3RJ>?

*M+U]^_.OUJ]?_[X??[SZ]_O1F49;KT\WG?B14KG{)O%_:G6-^_<\W7*P/\EOW M7ZR1^]|(VT9>[':IM_,0:TB6#+'M(@ZC;[&>OQ$;@Q&1N"|>>;!*^;S$WQ??CM?UUR9]8OTW^?S]:PJ:/W;CVL_M722O.L8E6BY JK*9E\S 143?,,:YT4SZYGEQ0VF.VE*Z*UD?<_*=-":5S]WZZG:,";,3C%5 MOUWA9>U'5#E%R3*44I^!?:P3!@L9+T8X$!8?1^*"SEMP|*

M9<0|L49_Z#A D\OV8IT:'2^_XG^_G1=6#B#V*9S@FOR2U_^D^1H_MAW\^A!]50/=Y+#,1N;!TL)3+E\(+3BF(1<2%ZN\EM;^\!#ZNKL$]T3%;1IO M+!5-?

2EN_>27RL;.;:E0U")OV-TD:*[7=?/>RZ93A@M/4K2QLLE[4&;RF M*&ZESGB[?.J!VW)_&K[I1@!#V$$UCO?ZON.]+AN=?.^_81WYNOCRMN.6?P9U.A8ZUSI

5#]+4"5@]:(A2&:NC@.MUN MH ^K)9FA=;.$D]_Q_OC?S++(BA6ISI3AH&S4$#A38++ST53G6;1.&!I WK2/ MDJ/!;2P%=7&D;9DCAV=Y6@V%GWS-$K>9N!# 4-

(V"C%!]"X",3V9,>\9*ZT;_M"SU(S+0/E&,CZT#A=X&C3=W];J\8,\.$5Y$S0)G(6R_D\B$!]ZRCL9*%W?K M<3KDGMR=O&G+[<:[-$=24!?

HNY0:69QOOM@HZ^5R44V$34KI8CW/&Y.A"O.6 MM>'#-SX8 !EF_D-$1!+#N!+$(%A"26V3KW8GJ#"^]&P^.1U:<%5'?<@L&I M9)P5)+\Z]9)V()T!D4.!3:C%QA#-Z/9.FU.!Y'*

[H;^RINJ99^/_^U;^_ M>?OVQ;M7;]Y]?O'NCS>_O7W]XM.GU_?3H_/0VK'\ORXB(!KT:-WM G++[, MZ;L7ZS6>'9!7U&;A1CE&(TBA4;[1'\ME_GM^\I>Q&BSS'&%,CS,E'1

M]BPI0/#.070L&Z>=B+EUP?+NU$T:,QX/4P\G_P>AFD?X^>W'G^$_EZN7 M)X$NIYKF8)T*3@@/ 7W-,DT(SF !;V7*6IH0FP^X'$!>+RE(.1&R/(ZZ^D;B

M%6/7!M$R;H(DDQB8L5@;Q&;P,2O B$$J37(5K0_&@21.B\C1H+/(} _66P>P M_+P*&!5,I"4O_,R!4;3.K;.[3X2R(HJ,TTB6'-MK=-]=R)LVC?@HX*NN9XZ -

_+_79\A1+?3UU_FW2U9*T%)P'X"AR:!L MKA=B/+5YS+TI!'4I(A)OQI'W^/",16.ND 7H^(]2K.13;&C(P)2%[0ELE5 M5K7[$[+B,O.HM&[=*FX7NGD]YYO*I]A/07V#

*[H_5L1BXS]8 TX$VIU<) MG,Z1ODNU4WM6QK.^2Y^BJ5O;,4\4[ZSX2KIXMWC$8Y>I'1^>GY22ZLOXZU5 MD3,M4LY)YUJN6^>

[I0C!E@S%)9F++MH4=3S8/4!EM_;KHH#?)9=S]XMC6 M@B7%@@+.@R3BD=>&C!$2]\-%?-IM\G.>[S5[YMCI.B-SIT]A=V!V;8)?&S MD%DFMR>3+HG:"

*[I3(C%8FXLI!//0.O/NC(L^M2VUVH6O:?+ID;/)6C!F MXLB!*HI6MIQG/20.O_?A+(XQO-DNKAC-&\;B\('4H9-EMHBLV0/IV]Q'DZNRV7;B?HL5Y.ESC6B[HCY=6/(

MW\DFO/#0G,ZR BQH1%ZY/[.(]?'D^:'M#XGN-]=I]&/HNOY>-E:T. M5C@RW=GFQ<@)"\%,!:).!19T^6NP@'K0'D[7ST4P*:8HQ M=:QR=[*X-1 PT)<<<2*3&>YF.^6SR'"*G3!K*

*[ANM@33Y+P/Z^/%_-G/080W" M4Z[!$44,^AQ!6IMK 5X#M;C\T0K_>XLHRO>U\H(]!E4 M.(ZX[!PXHN+9V:A-ZR8?^U$Z;2B_.[0.U>.S0^N+0BQ_9%4RXDG4Y! 6:HHE

MF>M!NP19OO3Z^63XM-,K#7*G?2_H%,?[.[1O\-87?:,YSSPBZ!0#]LP8N(P. M? I9.N7Z%5D_MM?:SZ]^2SF_;LFCU2/?RZ%5D_M0=

*[TMPHV'E/!P:"WP8*U!NN7H*N9%,LEP:,+W3^Q(H,E@+DP 4S&+CAK8V@ M810>?<)!KOTF?.204U8D$2W!1QO 6>W)_$W>8>MQ5<|KPL&("#MXPL$0Y75P

MG3{869TSE3)=!4$91@Y8'0&;B2&=N=!9*D%WPDB[\GE/.!BD_UTG'-Q01]>8 MNMECVUH4*L@$)7)RF! -,523+Y/+LB2=Z8]D.$/#5D M'IG>D&3@-LH S!H'2FFR"=

*(2"0X93S7-I:=L'+@4(P)!QWL#9)&8IT:'2^Q M_"_+Y-K%G=!]9G=]4MNI?TIQ=:\?3*D M.8"RE]8W'>^O:?98A M6U? &$N':](! D8',FN3A(DHS!%CF\^[\&>(WCJ Y6Z]-DJP20JZ

M.E*Q E3-+ BR=G4+B;Z/Y MKGC[>KB=*-XUX!D%CKYXH0_34 ?@>Z[!AHV;& M]B7PXBWY'TBL1,VA; MR+4S7%P,+ V%\U0\)%<'EDHT) D0 9ERZ 265-

P^R\C2I6NCKD=TOX?I,M^^ M!US-E_GIXC(()^E<__G]Z'\?E=V# M@$/DUQ4$/O^]O#2CK% AQAK!E.0I.D5*T.@AZB"$BV1'W4[*W 4"/S]_&D]G M= CL)!\.S-"7M.3\!/>0-M-K-

L=B0P%O=0UR ^(H5)TL35X9RR9JC8S'UN'] MNU1,,VP>-2!HH JZ'!EQK(LZ!"G4U.7U(AS\P4"9&XQ,G\=ES%VC[#<0\>T M.;Q#=?LH5/80]-27SF=%2 IK{^:)+3=?

*$()W###KM2>1W!YT M]M#K^9W/[DGW^RAKV4YR'9P2KS">O5FLSU;GIW5^5=T+6MA_+A4MQ:?[3R>FE06"L]C5PCGAQDHY160HSCO$<6O=3N4M%7V#91[>WX7*8

MH#N RJ.SB)-Q7#AEP1K.ZCP: Tl$ CHQI4-A/N:65]9C]$Q;T3QU0=9^.ND(M8C<'HU^-0_^\"HOU!65\9E(0R6D/O!9I*Y_]!_,X+;*@72D<;=(T$N1VH.^[M^IL]4;'3[//H&*NH ?

*N_/ON+]0_A1G9;UY^6V&N&28US/HHM.2VD@6'/K%!]^ M":!!#D))AR*GTAIR3\'4705/&Y@U544'T]$E7=X1H9!6'_=_DN>1!QTK&D# MTN?:X\

*(JN@ZJ6%*8)9X77)XXA]'57-M0&H1(Z02Y+,6%/$X>8B+6W3L^,,,5'B#6W.5=-"S2\(?2:K\ M=ZP9CYA??">#X0M>&QIAC4K>;A)AY'5$26W8SNH3EM;&Z,2YO9T]>'BW^P/H MG?

*9Y9S18'DV%'<#UYW@L+=[$HM&" MK*/!:"_1=@")^]KV7,EF4UV"^>5R?;:>H7$IU+Q.R;FOF> .G&<>#!?69J]< MR*VKRW:G;MH R#&]SO;JZ1-X'U;+

*[\398\Y8^'BR9ZAHU*X6V"=/1M<\JZ/.7PO3VW_]$'YLWMB(/YZOT-;SQBM/R-5W<3R"#P%!,Q$L+^12]!8I&#L1MAL\G]!K4WNM3'V4TLY9U3*R M5WCQYQ.3+1E=#DQRA)

*8I2(A(H3,$*S9]26C1S+8G0!$>ONAJ?G\Y0TMN@<[M.,#ND=EK^NIL!S&&L'5]9OU^ASS^U7!LQH1\YKMM/I\NDK*67K!KS.!27E5 M)415.IJN\^'M-*'+X]X5;0N;D?RLPRC?

*#;+/[SEJ KUVA.8=LEGNE4:=6;$5 M!['$>Z'Z'0""[5KK,::]NV$*%ZCD4;KG,\0NA@7_)WP_7S>|^:2L,=@/OUFC3P M]RO\MB2!SCQ/6U'1 HE50]G; DZK #PX72$(7-

*@8_2(V8<4=^OO MT8RDW=#V?:[ )E18!R?9A]4R$5GKWTG0&]86"=^7392KIN]_WJ;JSV+F5J;. MG(W5UMZ<<0A6.H@\)6^=52A;=\K;D;3=\/C\WJ?&T$R'Y^(A\;J+E*Y%?CL/

ML58]SG'\GQ5M3;SY/*IK 6X4/.CN:2@=B<%qA))EC:A,FK? BXS%Q'G4]HB9^!N; M=@/E\WDB&D47'6!K0.#AV@ZB/7:^RQLZHAZ;H7;4H;*?

*SD|/P^K'LER^EGU8S1/>D$FC<;,#5AIA M$.V^?$XSHE9KPT7'T"CPO$91'''4%9"PJ3-"YSQIKW]>Y\1*W-7G.MZ[BH6#-?

MTO3SD%2R#5GRMC;B4P'2^27'E$[!&$'CZ@=HKR.+OO;HS&5UU&5DD'83&RX M),&76@P1;'"+#A1=L/KKAUQA1.TC_.XZH'.*,3C%U-U867[,&-N56(9-%

MI.L(5D9.F"W&R#"6C?C,1M0.4OW@$;5#]#'U5.>1P9@YF)0*&<@9"_&B$AWV M+FPFG6@12N&X8X,D@?-&)QO.TB3.\X;'2+6J=%Q;7!FI"@T40X)8\U+R@Y"_M#

QX%LPG)1SYSXNA8>"\T0FGS>ZM_3W%UN^?F3OU,%&ULPNRGE@X@-JBO1@PE>HL&N.>)7 M/0LM1@(["_M.E^*#K9U$E7SUB?3Q%X'H>*0UB=#5-0!_%HF@)%

T266:$O7!H'1DWB%+B1R MNAY")&3)L;K<'2O%;YH {2'@G4K!SPO;]%F XN!W")9HH.H.1 ,Z\"AR)# MUBJ2$11:OVX=X8UAFG!(R'X4#4^+]#RF 16M$D2)(-M#--!M.?>5$<"Y#

*5[0^_Y5DX.?H+U\UV7.%&2@_]V_DIYM9/70.6'/-.U_ MIWG\'HB]0I4! RN@>CQ5F[_3Q*_.D71+D=^.:4*"H(^(9.M,KJ8Y'QPM/E:]WGYI1^_AB#LX,>O(<12;C)&F(M<;1 M6OO?K?

\?%KB#(ZQ=3-8&W0-F/(-5B;R>PH1D-0GH$)*D@> MB:5<_Q_'K\&]'_SX-40/4S!O//)*PVR.R04/UF;RI!+S$(+(#8%,,T1>O%O4Z'CY%?

^[MC%=G_TXP<^8OBZ6)\LO/XB9_W/Y>T MD8@6/*_-+!.QY(*LG>Y="\S;H-ON('ERJ>YB=:VPTE;(4T/FVL.?)ZHY=QET M3/%B#*<7G.#N'+GBQ1>|W3FNS7OI,<-

=K4"PI}CZM$NN0BY1>^EB$N05U"%2 MCN3AO"5>HF=,:6\5CC61Y!=X+VUL|>ZGEHX@=LTS_8AI^64Q_Q_,;S)?E[F MX4ZS^!?

WQ6@V#W>+S:O'W]"RZ6*$F:N@4@'A36TI7]-1,CFV3 <6LA'U=7K\ M6$E#CKHS[_9$WM.QV*E@\'MMBHMBS(O?!$}!$LJF_Z=-R=&14X=O&:Q@#/3+X MY I=2%ZFVM]+-A\M?

PR^NK,E.]P@+2#QBVV3-XOO]/O+U8^9DPX+2QJLE Z4 MJ3E-=>-=[F\C[*2T7PSY'U;+;[@Z^_'A)-"9<'%O M?JL)4C.#F$R2&3:Z4CH6<*;4W"=O993&8]<[X4'&.G{'IF5GM_"%+

[93;G>S MW#1^^?PU+'[.?[&UQ704!1)B2[08.J, 3I&M/-(DF$DJHYWS),,=CP&JI>= MTQ8DO[@.Y@CCW?(BE^O2 ITE$2US"0&%KE.3(H>

*==("@49R$H;*V1T@T;MDIAX/A%]L=6PF0X:F9$Q)2JBEF.3B(B9-I6FJQ#0\\A+&Z\;?CHN.1 M7+W@?PJ\U-\LH[/PVT#$]7^XZ+^TOAQXH'4V7$8&66 ;B.@$OC@'WBE'_ED.

MR??L@CS)8,>#O'K9)FU!,GP'^8L=M, O==S>YRYOCE=;3FXU*,L.K;910%*) M5&BUA)!" 6U2QH"(&7L.\=|/5<>#OGK9.@W@\&OND[MGR<8(G5DK?,ISU;/L\-

*ZV2HM$/%K[I7K)T>2GAM3S=.@+:AD MZ'+U7@&J%)AWSG-_A.F_+5CI>>98+WMB7\T?O \.=E(>ZOFZMR@^WQQ?I+.5 M/F<#@;M(IX*QY*LI!&ND$BSPS-+>XR(.T=CSU+)]

-Z32G^Q>,.[/)MY9C1J MH<"13D@E.I#O%!"$-4%EG65T/;I8O-MU0NK_[H?NH9KN(.[7\]E$^Q2L3@F0 M_'Q00M:>C$ +DHRLM**;9YG.NBY.Z+Q9X= .R_9/M_#[Y+=!

*[=&2,6XG!D(M[S7)A;#9!(=A4\T_DW+^;2;ZLGQ8+7^OXPW>.M?!LV.EA_Q/4YH;)5%?_N*XU1O+|GGI/4[*M2@<C)"TVU;VPEC1HB^?G%P'S-9G[2!8+7%EE^@@$

6T$+3U?):F^=3G7[IF?PC"#J[9'Z*\ MCNR&.[7"1B>5>8;(Z[@"YBRXQ%F5F3 VTLTPVOO(\Z[9'Z3_76OV!RBC4TS= -M+!@T11AAD$QJED=CLD@.-

*J.6DCC..D4V5AG.6.KV1^B^L$U>T/T,'6)6.= -ME6TRC E+6K>U*4L=MFKIQT@TF*BLX+<;C/QR-?N#-+EKP^H!8NWSV+GF8?*DMZ0-MR10##&MM*^T' LL)M.DZ&Q.Y+6.-1?

*D%2G(;7VKJ[.5/B*TO?:R/^!T7YS@K M4OAL#4()(H&2FH&OK1B53LX8,D/3:./?'R&KN_-K3PP\#:Z#%-(YQMYMCN?E M*;ZM@_!<9,[Y$D#RQ$"E.H:>>0/&U'8^7N4[74A&1=H-

*XGJN-1T);_LKH]Y M;O]?_^OUN[]>7I64MIOJ@#C94Q_9"'VB/)&D;_M$G4&]LOE8A-\^/?YV=>7 MY^LS@L7J6D "9>3<@@IDV:M8Z#!UF8'15F0?,?

*2Q=57'C]0=>GB[F]_#ER^K MFK1 .GM_*?0++*R+1.GV'=EJQ-7%(TA;TP0DHFL?L(MD1HG6JS&/T3'LECH&5 MVZ=5,YU,>"VN5V=UN'P^3V?O5Y]P]7V><.,9'2%<(!D14[$=+3

:LS9%31 M#))<]HI0D4+7$,2_72%HH?6GA8Y[;2Z;"CB/B!2QZUO.5A?>L9><^^2!YX- M^2Y*DA?C'E=@!PHX,F#2+5A.1VK|\|VP M<^*!S+EOVW"'8T5Y4>,<",Y]K%

*[,"CF4+Z(Q'Y8WT3#]EW#RUR.1@.%1_RQ&$ M.34H/!W"=5K-OUT\G6\.TRT7/DH?'0U^+49!.: #M $R1974$"+./D,#I>,R&T@%CC8.AE"-[Z1&AN_1Y[G8!I MVM6TQ\CATNT

*&EN17;(G=0IN@S2>KI-38D0$_?D@ =-&XD9Q5MH(>YK$X}?;+&PWS'K/+(8"*1 GRFL/,9!L M,# N=8FE[%92\!1B'B)@.B.UD6*7K:7\'"9DX129B98 :LYV9E>,!)-SF"=,TSHF)AK

M7N)Q'R'3!@>. .;3#Y=\!B*[CGY14LB# (PL.5,$"/A<-A8EL36:>A=85F4-/ MGM&L!V, 9E]9=U 8?O/O0.#AY?4R/F*B_7|^ .;O7E=C85T;;/R=K\|F(I'+

*M$U4DKIRBO8!D>@=86@0S11">M9\[UOLSW{G3:WN3'O_3&T%_W\OR|L*HB^-[M8+_S46T-],"%L?4\-1//P\^?_P]QCMO M2BV42]7.%T@0D/:--

*=R$P&31O'590N?/BH.4^UM_^VN9!%$^7NZZE=($;.EFM!BV#0A6L+LT[DSQ$2Q>1]RENJJ9*ZA1L MV^V732D\FPS<6@[*A 1.ULP/SITM+GNMFAE7?

*&.>Y/8N#MBQF8^ID:08J$P&$@|TN)O.HFG= M<>(1|/$0/<_<@VZ#RF8*Z^.?4O[9KFZ^8C\&5>G(\LEES/&O.62(T@G0]VH M,A"D8."LB5$8J61H?5X^3=4SO_/; +&Q\CJ

X\OP:7X63FH\)DL67B[7FXT5 M&1GZN@C@RM=NA;3%8]VUB.62N\44AA^'9SX]^)%M.Z!VH_S(F5#1.2\T"Y!SG=OB&4(Y#*X(,A=L)&A?Z:] MU>

*[I]^BWP939Z7(HH+24$Q]L;1T3GO)!'CC)7K#71*M\YQVH:L+#[@I=G9Q M) [2SMX%YF0\V7^=!969Z/YM'Z; MWZBM<#=Y?>"3 Y6"[<#0HR8('$= M2L[1,]

*[Z56\&A%3=?3=GRC/_KE@+W.UCZKLY>&2[P$NVPH73)&+K'+$35&Q M"0P\TI>DM=1"Z\!OIZ>^-70 S=8GVGLJZK>XI)#>QPO\D6_3T_'1+N,EH&3,) M=(F1L)Z(<.

*(:0A$\&V9T23N9!$^H_:.B$RM]'Y4M6\AO:L6'?ZX1+KBHY8\6 M?)'D2=3.P)%E#ISHIIM5A+S:4.&G\'}]T>E&$S51_-[RZR H<7&]T2]OCCPR

MHZ3/=,.E%4UU.F>4BJ#CP1:6Z*TK+4U>X. 7H:53V$!"Z1#N"TO^"NV%[D M#R=A\2Z MT]0Z[@#GKT^_G2Q_(^XZ6Z;_>K\90W=Y_ENF#6<)%#I1K48%3L8$*0N:;$D\ ME-

:O9@\2.[`C-3E.EF.HK0/T70L8:P1XV8G 8V188R))2C(Z%:M5A\C #'DK M1HL1>MBIP=(F?@B[PUV+136 >X^XOIL:.^O$ILM!-=B?K;^^.5T0%@\Q0T3!07E9ZZ2+@L!+%%I8 M'[+8"6B[K3?QB3;I>5R66OI'VG9CQBRT3"B;2U7;IVD)0=< H^,.&_EULV-'L8!.KV6Q.+R!QP.F+<-D9)E.0

MWNZ'D)N3,.33H60_43;'4) ^7YZOMGO()I@I3$!.+0-5A 6>0>6&$_D+F+C2-M1B]!\4E!]N9[F192D!-%_6= MOD\[R17]TSC=TUVE.PIW@XBA1D?=@\)Y"F]_9MK:

*[^A(R4.PIL9FZ\!81]]) MDH HSJ2(K1/U#Z=ZXL! %P^91];U^?BN_.Z01\2>8V#D,/B2\FU#0=3DL29 MO*5],!CXVMPJ*$Z,.^]T..ZP6.>//XV5OQQ1$_Y'-U\^1>NS#[J##9E]*0

*M8'6O$)*OM0N!,B;K\6"]HY)6K/C6'2Q.TM_YV(XP)X<"+UL@O@TI_$VIZ__M^39?A.O*F9D.M.!OK@.L.O)XIB/ Q<+K"YP1*984TB@9)2V([_Q9ZPCP/SH$

*M>L'^/G*_R'-8_T&_>+9^L^7^WW"^Y>L9YA??<16^X.8?:\?[fV&^^EYID K M]DF42$A)B"#)$1Y;N7A>H*5N#]D6SD]M@-3V>(`TV]PN)6?3+>:.SN1WGJ0IO

*M@+$H%_GQ_WJ]Y^\M3]G@&X 3B\(*IBRFD;GO(* $8Z4);B'DW_;MG&+Z[O/ M5SMA5+XRC/8KFX9]WDZ7(9(ETS,0=+9U\DH#"*U4@N14*\Y0C1F%)G({)) M*H6YC#KNC;3-

G^H$+_7*X55 "K4Q]2#B_OO$CF;P^YR^!,_K@?!I8K+;!R MR#]A,0>*+%4K]P!2[%$(8%&]X'24##R/N_/FNCU] MX%>&T7YEN#\XS0JD71M?ZS)7C51_?63l;3702ZD

*M4'EZC(H8KH9F?6R^LJ\7MK9W^ MG^2EP,WY1,-XFZQ]/MIK!ZV#J6^CN58>+LQ9Q$AA'!&XU3E55!$4"3;6\!1] MI(75TFMIKI6T\I&#L1\$S6\TX$TZL1S4'8T-W"C)2]OI5

*N^!44!JUXU3O\M/,.WS M=1C3Y8_U\"GE_80\M.MQ;CP$#"@\U[G9HM)\.LR#WQA9$A".S22U9FMTTU MA)>2$!HTQNX&0DM+;7$'_.'S$'3$P V>\]ZY5L@$X1%-

*PD;E.7WV_%*FA]1>-M S#.H(24(1??\1)?"4IK@Z9,"!QfC@BH;,1=[G<-.T.6"(8Y9DD_K>8O!ZAF M.C<=)LQMLL#B LI4QJ0=-->QXU%Z"@\(MOWZ.3[W%)VEU99IZ59)!2C#0SCP&

MT,Y1(&:H3U)&)3H^ N_WW4.0.DH8EHS,.E{IE "?*: M)3A4P<<@C\71AN_6318_!8Z.978#!L]=!YIE_4ZE4(8GB6RR"1S4[)O.E! Q M,28B+?"%,T0??O^UM)@YQGH^6!X-

*86E]X@B/B6(9$<.[MRWD4&AD3*=(A*.XH M]\4+IYM]>GIX9<< HD#V%K[HHKK(1MLV!;16F,$(*56G2"P5!LI[E,4(X)!2Q MDC.+O?&=;]<.'VL#$8<(T5%2#_DP!+'P7*#(>

*M;/HV@\")2QVTf0R0[=^I;_:6Q$8A7K8 "IV=%*QL$L+HW.//(LYR18\)#H$5 M#[\G.XRH;M[1{N_4-4I*PJ(0+QLP- IH#242L1'>(8PU^3KW#)X#K\IHXFE0

*M(I'2@=V_.WN4,)!/+/MS1ONC7A2SB\/\ZV0Z_#\Q#+@B*3(5$!B>^19@!EGX M#Z*>RY2HTX3*5L"_C8BS;S&R%PI+'8(BD*AM&-P!\68R_@XKYB?23^GSW4Z6 MAO'%.+Q9W"

*[R RI<=(\^]#8_L<9QF-TPHRXQ2Y$E)#<^%IABYH F":U4R12^ MJ-O+=4K,V5HA@FC 0'A0$/G&?AO.[6A%S1>0X/1[M#.\FTW>+^6(.WFYFFA@E+ET+^8|&FE!,_+L M>V0<

*|=^17HX9B>PD^,O|'4UVTLDQ>1-8.#M>@P^+K@%X"&8$)!*T22<*&>6 M=[J?NWWO]M*"'S]]B"/LURSXT;TP5JP'LF^7C.FOO&7'QTY3UM*5VC;*60!Q

*M0CJ'$0DVEWKQA'*M*_R"-5A\F@B,"U];KZ6<148MF-(.">U -XB8U0(%!<$9 M3\$HS$AQE__OP*DI9=%0+Y(*UB*<$!SMR M@ZA1&ENOHW"|>.N%Z6@@:_0P6)UB,NP^,FX

YSN&C(I-M1(2)2U,GG\6D5,T M(1\Y$S@OF8KGXOPG38:=%2E!;?&=@NK[$G0V%/@OYHZ07Q.>L5P[I'<4?!+B!W#9R9DN%*21.1\?B(Q4B.#24 <&^P%)-

=KXCA6>0K>PG M;6UC7KRFMW&#!0 P);BU@>_Y/Q+>$*#DZ)0H3P'(J21F2Y=W_]%':6 M2=!,S300ZT0IV.D7NM):@(FK^#,/+C,YWV&(YG0[_L5S-0%$CN4=.$Y)+

*M(QPR#!Q2;[Q*1%$L:,.IFX^).>\DLH* {2]D> 1ZSB=#;-|\@.L\(O@)9Y+" MAD3O48K.(YZ%9GAB2"N6- U"@_IK{%QUH>N\<|+:/6+%,?7:RMB>L,)CR:7W M! D.ZH8[#ZQ(X&X&

<#2CC3(ŒV5JP-L=SM=H|4V70T]+:5AG\C$SR. J_M;FD(`AD,/ K72-#+45>.4>#BLR:UL&VZGI=)CT;.G7Z@/DW+I59F:9|<^/

*MD_'W.%N*Z/9V,EYR:E:\7667C_7:KW)O:MMH6!FI<"%G2>#\8 HFCT<;>X-4 MX>)C$74RI9W4,VU8>?FOQ7#^_T8MK%8[NC3_&N<7G^UX_4QOO?!PQKT:),+

*M,@3DX'_7$42Q=8/+?=!?S(;[']TCG49ER(" 65>14 M,)69L2A2;'+G$85RQOZ0HM7<49^\;B;0MBIQ9QIX.P'&3W\<#X#;^4?F7F3/

MX^JZ08K."!DDMJ191L@%7/5A.BB1&+T2TC$IZ(MG.-T+VHV@$V,[YK>E% MOORUE\|7YCT>L<&K9V09W.(`|-VIB&|UW0(CP#; M>4T0L,;E$R"

*,L$<^:LZMQB&J9N;Q]N(NME=^^9H. MY#%P.^E%K%_F/$G!7-KU;T&CW(_[>M3(TPE%\J.B]D0AKK!$VD2-&:|@;*;I$ MF#K# ,\^+#CKGI.-1UE[@^)_2ACV108.'

*TV$<<0T2PWALB=>&/BB$AA,?'@ M(A1_96J!|EO0!/TB>=7;@H\C@B^S#IA S$8Q_Z>$_76.8-T\ DQ;Y4A MG#LOFDGA+DW\JP|@OP)5T">>7[DJ>-

*S[F6^Y;GV$@OLS9/^<-8_2LX^SVAN&A_X1[`;>LO?R1_S'VDKV_Y1N])^UWH:V-`M7'T1E">&2T0PU?F.4,3HD'1<6^$3]ZYT@&4RKGZ_FL.BQ%\^\63OK53ZG4N MNQG8Q 2-

*#E@78FX.9RPRN=PS:&RH\X8S8TI?-:4V?]89]OM@HEZKR+`;]RS MU<[A+U_\&,X&0EL3%:(TD@68<@X46$*42S![&@)LA.,@5$E*PI*0Y M>3>@~BH"^XC8%6LE7@A&3>

*\TLP0"<_8!R:3_Q_KPSY/^(R!R?E3LL1<@3N M1)Y23##2UC,DJ794LR^L*1UGVKJ9QA^%>\?)I ^A-@"^SW&:)M-;._9Q5?6[M)H,3Z:1R"067Q(KS)) -2B,%++*6:2U"::M]RU8:?

X0\-?)'"P!W!T6?0-H MOQ@M_TX,FTE?!W$&)&D*_P=<9,GG46$>.3BV*$GO<%",6EW<9^]TL\9O_\)X M>>I%E1?>N35%^7,\C7YR.Q[^^!"-GG<%BX4C[`N_>5>(Z_`\;&-

*>*PRF%/M-.@=`"!M3N@!91

N(!0&T+25 M$%@#N"L08PE6@ATN-%)"NCRKBL<>8I2>6?0-H MO[\NXO3[<'UPGS'@/IMR2>MLV8#_X<^ST_IQ.O]GG'^Y#PH-O&4"_N.09*N; M"H(<*0RI: (FRA#E6O$U';\0T;F,41N4VBZ(J1%[S65F5;V,3=-_E/\> 9E1 M0361B&HO$>?!(J. 3]B!BF,RD:1*&SJGL;!Q^^E,3]7Q8&KW3>;]QS>?_KB\ MOOC_+J^N%K>W=OISDGZ+XYB&_3R??A#+X -NCL,?P,\=kC^.*H1_>$?*_3R M4HC:0H\\MJY_Y%<&^CTIKYB267H"?P%6>QDJ1-3X@ACW,"1R/XWOI=:RV(>Q:XH U<9Z &9(#%&A#EL@<&M>R\4$@7*@)?NFWO(NM:,]4P!%29IBQ)9IH_^\UYC+"!-,;Q!$X/7$E 4*9Z M;&O)$9D\(T KIZ73@%[84EVTI8^*G3 \3D#M=9-4;6,?P-A(M@85"%M3(XN MYBB/C1IIJJ-D@5]>>@+?[HW5-3)K0;"(@\)IH^7O'Q\DT#F_&SPEBU$3-!4-" MY)Q/,.&0,3BAZ&)(@9@H2>E@PPM;]MLFI)KJ*R&@YE1?)S8.G.&<>NJ1$7D& M99 6;>< DDIXJY6D5I7.6=QG?W5;5E2^BPN*[FAT9B>^'#K?KK^^'U.]$P9S M<_/)N=.* M*HM=0C+R_-RH#=**$)3@"\/+ <0]H))R+;CNKG"/8/TAVP[*$O-JYQ>^(>\3' M;2120Y:-0.$J4#P:*AZ..1.(1>NMC-*[5'R@XA[[J)Q(NAHPB\NN/7BN;>>M M9P^N%T>U!*-$@@7M'4?.4((D>'(Q&*8%+=X)I-/.ZGHZ%75E.7FU!\:M5/E(-M(M$)86S!)/>!(:-S.EFTB7*1=)=ODZ=:?V%)=OZ8>_$I(J\U29ALU6%.!C57(M49(C52(@&Z-&'LZ3 V^-R?Y>EEI2!6F7)&49$38Y><.YI950RRR$@00=3E<*T@ZZQ'1$EAF?>A]+^;&D:&@QH8P=3E<*T@ZZQ'1$EAF?>A]+^;&D:&@QH8P=3E<*T@ZZQ'1$EAF?>A]+^ MV^.K\"!^OH/3^68RG@_'B^:XYM,W4/S+IH,_Q00FP/B'V7SH!Y$(]<$T M15@O.$W@*2%K/08!U7 2.$G4LEXX<=!VVWTCW@=1FS5=_.)K(%'M %+7QNR M&^4L!Z/$Y\ (9#GX^4*H24E(9G+MQ,*OK(W6]VW9#A"<&ZB'2.T^<7OX !H-D MAV,[_;G,POLX@9^.Y[U^,S-^S%L#P[M('GN=.(("44!' H)YY'@ 5D0I=<0: M"UDZS-TC,>T:GR=&>B_R/_PHG-!R_6BG2C^DLL6NY\C;]AV?P !U!M0> M(P0)4WN=4+R9&,OK;QSE,=F>OG,NO% (5%Z@&/-W'+"V<(!?N-&Y>STVV>? 7A'&56P84)G3[;MHU"_?!PU-=58C[S=RZ0,_%8OYU-M.W:2RZKI:67VE+KD:8TIZQD$5EF%*),>,(3(]DX:?KFG=3%3RDY;XNS',IT M)J%S5S=JJ.88KE>O1)ZEI8$.#*Y2U$2Q9(0.N#=-.^V0OC:B?(^3\(G0.8'H# MX+GSIM],%F"N_;RK#A8ID3Q/V5BEX5 E,!VC(!A[)@)8DE'+TLC9N)'68'.(MC)^^%!S-\ 90\^A%Y7\NIL-9&/H'70V(-9R%F)"CD8' .4Z(8R1W^DC,$A6C M*C\-?O>6&HE*E$1222$T@*F-=_R''^[*.^A"47@4BD.'B-W$F\C. 2)6%P$L"F MQ$N7\NS>45U$!601%11" Y"Z3"GZ[.O>G[\O<&1R">;8#T?#E; >9J,N8+V? MC_[R@,O$DA(*V.VSSDPW7#ZCW@[*?N-XNL3809I;$FDB K/$<*(R<]AA1(QGQ M3G(FTG&P.A13O>6CG1Q3Q_*]@5OO82]KX-\Z!2H';3@CU"F(Z):MU!TYVN-]5X+U9]&NY+'9.$F;C*.1S"AM$=44Z><3C*DTGGTO6>E998^8OJ6M,Z7W!4P KAQ M%@Z,2!QXBC2Q-7L=2FR?4DMZRV,7X* 1H*X\Z)NZP/-R67<3EU"%V=!W>S7Y?+Q6T.A\.MI9PPD)BS=3E<*T@ZZQ'1$EAF?>A]+^;&D:&@QH8P=3E<*T@ZZQ'1$EAF?>A]+^;&D:&@QH8P=3E<*T@ZZQ'1$EAF?>A]+^ _@MAWXYZ/S^C\8W*Q.,6DF,,P'9A,&#TU0@BQU#H @<,4PZ7WPU?+R$F@?AYF+,"*Z C#H%\/F\MGE$291(&[A,;_U$2"<8"?WDN7?> M8EWQ,,10+"*G)OK_;"'P\W0XF? XSVNDCXHS1E 6,,&-N%7C7P6@4J>/)6.&\-M[BV1Z>7MU?7E3PS H^73,OC>?,V=8M^/+\?-O67X8FE?,YRLH(8"WT#=SO^QHL1+L M:#3Y=Y[+,! &"ZV)1R+:7'&C2@2HJFE0MOBDPF.WW4GQ*I7AMC2TJRJ M29=(")TF[K'BH/02@/CRT-R4I+JDT8 MY@._K.UQ? %!#K]'F<7XW#A_7?1A1[-[%_W=9/IVLG#SM!C!SD)#-!N$R")S M8*/XH,%K]THC&RB8JIR89,%6M;*TXU">BLIC%4X/ZM/*O7:,,0?RWX^_@P"R M][_FPR 1F@RX^<@D_S&<*X-3PE12H0G&IMH;*>XS"%?KSQOH3= GD8<#63A M'G;BOL3Y8CI>_LG=V9L-A&,<O1{C=07E6%)FY^)0/9Y19IBL&^IBD(0HRGI]\Y(B7IJ/O0W<35WZ_LS\((M^:'"!S@1#ZX.CX7P(IPXQV)'$()^D%SY"R.!$A'IX%5N8XBD).6,@*4@ 1L%A\!EU4 ;W:S'.ZG[5ETC-M.+HW_]N\MG^?3F:S09 \,A\32I'GQMC6(Q.)0N!Y188M-4GT-0[D\4XJOTY7-M -+^ BC6YK,X ^(#!7O/+ (s)QC@GM]D\,33P!#8N)BAX8AR3B@51NA:Q^^[: M+;WJX2GQ6.FTIL >T//[9!+ ^/1R-P-1\#P(;F=1DG MF>72160]V "*6&E=Z+,_^U&*["!!2V@;D&VH(0B&-K'>0N6VSR0?$T M2"TCMH9QF9VHX?CF8CK-N>YK-$T#AXIB$!!E.7==Y]:0\2DBXKR-/"6Z4E_1 M%YOVT^1S7U!8.UH@]0<6;@XJU:M27W^,8UQ:'DW=DD_4L;(A]!0#BKE! -<,;$XN:. (B.H^E(3*5 M'IRU>2?M5LH7@M*A7#^G3E#S]:A.RX+*M.9Y_!G[;# M,?Q\:DQJ;X?C5?"_*HOLRV0T>K=*20?+0!'+ D/@9SM0VP:L3\H(4MH;Z3CE MLGA%?-\TM5OGL@\VGRK.H#0P.QNMM;IU;&4E);(ASCG0WB)"<2I<"T(9A$ MQTJ'J8_I6ML;#MO"2\> ^_M_L(V_;HO3X21UTWB<201%,<9$3EU;C'(] MT'++YV*:#=]=YN0? XVY\GL^%RU;> ZFB(L_+YR)9MR!DRB3DD&5R8V%@;2.G M3)F=UPU=GR/.^X1&NZIY.|7+'ED:,$Y26\+R;!U-5 Z+*>2L\X@DJ3@G%GM> MNI=>B7W7#3>\GL-0 A;M'H4!W&R1&!61XD$@SDQ"ACLP!X.C5"K!&"T=93C& M2NDM8G6.@-U+>$=;*9?CT&>DXO+BR\?W'W^_^O#IZNKSY9>K?UQ\N7QS\>'- MGQ\NKM]_^OC&COQB=-? &WDXSPV>]YAGXOTO)/B* 4>K3A>(.O7"B4+CC[GMW MW_HU?#XE[SUE2/K*.Z9PP]%X#Z9M>SG]/>GCXC:7S$^F<&L_ML[.ASU4>]P]%&!_SFJW/:MY0LE+BCBW$;DD2* MB/_1 U)?_&[@POT8YZL(3#Z3-Y/8V=YL$DK].1B#&V9+'_Y\4Y4()*1+X J1W.6<1T 1MI$*KP@I M';K??/0H+:71!5^_V!6ZT.++P=_M'@L+K5V]NW0@6$F%S@2Y 3#B.?;O3D=$/P[(IQ@%XL7"NZYQ;IQP%/]QB)" M:B!+\BG/5BK>6!;S."7$-,]-\34!LQ<,8">2PP:LWHA+CW_9N)&ZZ6N]X.EX MAE>_4Y^2L#X+ 'WG'",*)4? \(V6(R<3V F"M,U'U4E<;Z5NBYN3X.80 MIA="SJE?$#[::>Z%^KW'EX)GGSC-B\!NROJ[_$M/DM0 1\5IP-%ACQR)!#%* M%-71!U;\6:1TV/]NW8OQ?:CRB0!>7D6_F"XS@EW7]Z8N)_"J CO&P#1P_V_G=S:_MX7B@.87-*O!D6"X0P\0@!U8#"(;6";)9(E5?I1\X4M5>XA M=*3$G[6X*L?^!M'T3\.231=K(J2EV&*L4=)7 >>'-(J>A1\4)YI$HPLW>UG MXT8J]_0IBYSC6=T27AYB7ABL;'(,$1&6G3TBLA&T2XQ(.UC/] M===WI'2V',KH!L#QX5@3P UC@CB--"&YVV36CCKWH(^]8AI%#P5OYR>;*)R MPY52U!$Q+&X! (P_X\6$XCN_!Z.M%*C9%0B2*V(+0I?#(.J:1-TIVG@05ND_[M]WXC=2^@OCRGXWQ>1$?.!]A?/45?+,9?)]-<;#(@0+YU,B%E5";&4#2I-XA8-ME3BE KOBZ0(MM..!?R@N+=KG:,X7[^=_@-*]K(;_IK,XWTL?1"\8ESGR>.$ MPR\XE\OEB4'6&P9D)4UHM[Y,+WVI'5OW.(R49VL+M]13P+^?S18 =N9]HCD, MZBG/;RPA(8!Y0#Y]RK1B@=='2CM*6K;1C_/;D8@[@>)NWU,,$*2I-,$H"A]2R MYY?//1&Y18$;113Q&N/>\=-,"ML)0'0H]YM TF.7\-G%:QRXA@ZT;3(:3@8A M'%D";B*E7EOLN->\M,FS>T>5Y[\51U-[_C>!T^MX^VTRM=.?]['>]9P11#('Q MX)?ZE'M>,IVC#=([B0:Q.G\:'..E&8"]LJ?+TMN*(*BF!VA-_-]+R<3)_&V?# MFW&N\1!0;J5PP"4A 1#CB-! [#YP$K!6)2A$M/>MD2[_\K4A96;049V\#_M?FNM4O 'WP*-].1B.[OKE!:7.5993T.1*6DTH1MM*3H2_RVF/JO>6KD!= -5YT/8RMO%%+R' M56.EE28>L%RT#UQ$B2B7FX,'9$W.U'DKP2?EU5^_JIG?J5'FQ7'76_":4#3 M=:,MMP^/ T.39H$D\#BT19P+A9R*'%D.9%*N50\^7*\[76#W1E%O?L230.H M^VQ_+D>UO)M,?Q'X*3U6\$#OZ@_BV,?EGPQ"<%CDHAYGU=*,8+F15P(U'X51 M,F#F2U=1'+C5;F@\@_CZ*456W5-8T;@GB>_'ES_RQ/-/Z9T=3E?GD0C!A.0! M$1?LG;UK,)) , W8*F9H-W>BU):Z ?(.(085)=6'YGQ$XI<8P%/0OP\'?IX M_]SE93#@&,$fEL.Q;[GD^?(@(CQ[S)#F,>-[5*]FRL6X@/*.(?WEQ-.&./",K-MP_]?BV&P*[KN#M3 ,"4P'!KDA6. (YQZ=QD>,&,O%\UAK34I;@QVVU0UA9_L*.M<:+PH&LB!6-PN.W-^CW^.O]EAN&\+MLYUSF/7YG?]F)9.U:,DZ(<'*]ED16X9 MYHG)\R9S:K[A!.D@I"7@;:+F@.UVSY?;4#8!G\&A04U9G7A_:X[.E:3[\+X!$&TH+F!24Y? B?88#A78 MGG#+4R6E!%L2 M4)(Q)]XYC+0!CGJ%/1%PR' HI? YUW5N3Q4;]ZKOI95),Z14/NW^YO'[_Y?*/ MRX_7GSIJ4,VQ(1"9IW& M#GSCTH_9!;9=V37'H"8%/%=VIY5O_A7P+Q6NBIG_8.8AF?//HYMR"WPVGL_D5 MK#?(%TBD7"&,HT#? @QO.J#KE;=UYH-!JH_2P$_F 6(Z!\\PO.V$'Q(&Q2#N3P_-C2:1$ M9)%/=9BH?NY/*/1?:59\'"]LV.E\XBK,KF^(_+)BYTX=_95UUZ1RW,5B,J!)P M!/,L"!TIS0$N(3T)PCI10F_NW$7EG@T-Z,MR0FIHY#?/-IS_^>'^=(RU7%Q_? MOOGT\?K]Q]\O/IYY?WEU1'"HPZJ%(D7[[K)0'B)B<$&L>0938AYJFU5'&O7>D; M>,M6F@+: 3*>E&=XH(C)_SB-<5U:$W'RQ+V+0I?#(.J:1-TIVG@05ND_[M]WXC=2^@OCRGXWQ>1$?.!]A?/45?+,9?)]-<;#(@0+YU,B%E5";&4#2I-XA8-ME3BE KOBZ0(MM..!?R@N+=KG:,X7[^=_@-*]K(;_IK,XWTL?1"\8ESGR>.$ MPR\XE\OEB4'6&P9D)4UHM[Y,+WVI'5OW.(R49VL+M]13P+^?S18 =N9]HCD, MZBG/;RPA(8!Y0#Y]RK1B@=='2CM*6K;1C_/;D8@[@>)NWU,,$*2I-,$H"A]2R MYY?//1&Y18$;113Q&N/>\=-,"ML)0'0H]YM TF.7\-G%:QRXA@ZT;3(:3@8A M'%D";B*E7EOLN->\M,FS>T>5Y[\51U-[_C>!T^MX^VTRM=.?]['>]9P11#('Q MX)?ZE'M>,IVC#=([B0:Q.G\:'..E&8"]LJ?+TMN*(*BF!VA-_-]+R<3)_&V?# MFW&N\1!0;J5PP"4A 1#CB-! [#YP$K!6)2A$M/>MD2[_\K4A96;049V\#_M?FNM4O 'WP*-].1B.[OKE!:7.5993T.1*6DTH1MM*3H2_RVF/JO>6KD!= -5YT/8RMO%%+R' M56.EE28>L%RT#UQ$B2B7FX,'9$W.U'DKP2?EU5^_JIG?J5'FQ7'76_":4#3 M=:,MMP^/ T.39H$D\#BT19P+A9R*'%D.9%*N50\^7*\[76#W1E%O?L230.H M^VQ_+D>UO)M,?Q'X*3U6\$#OZ@_BV,?EGPQ"<%CDHAYGU=*,8+F15P(U'X51 M,F#F2U=1'+C5;F@\@_CZ*456W5-8T;@GB>_'ES_RQ/-/Z9T=3E?GD0C!A.0! M$1?LG;UK,)) , W8*F9H-W>BU):Z ?(.(085)=6'YGQ$XI<8P%/0OP\'?IX M_]SE93#@&,$fEL.Q;[GD^?(@(CQ[S)#F,>-[5*]FRL6X@/*.(?WEQ-.&./",K-MP_]?BV&P*[KN#M3 ,"4P'!KDA6. (YQZ=QD>,&,O%\UAK34I;@QVVU0UA9_L*.M<:+PH&LB!6-PN.W-^CW^.O]EAN&\+MLYUSF/7YG?]F)9.U:,DZ(<'*]ED16X9 MYHG)\R9S:K[A!.D@I"7@;:+F@.UVSY?;4#8!G\&A04U9G7A_:X[.E:3[\+X!$&TH+F!24Y? B?88#A78 MGG#+4R6E!%L2 M4)(Q)]XYC+0!CGJ%/1%PR' HI? YUW5N3Q4;]ZKOI95),Z14/NW^YO'[_Y?*/ MRX_7GSIJ4,VQ(1"9IW& M#GSCTH_9!;9=V37'H"8%/%=VIY5O_A7P+Q6NBIG_8.8AF?//HYMR"WPVGL_D5 MK#?(%TBD7"&,HT#? @QO.J#KE;=UYH-!JH_2P$_F 6(Z!\\PO.V$'Q(&Q2#N3P_-C2:1$ M9)%/=9BH?NY/*/1?:59\'"]LV.E\XBK,KF^(_+)BYTX=_95UUZ1RW,5B,J!)P M!/,L"!TIS0$N(3T)PCI10F_NW$7EG@T-Z,MR0FIHY#?/-IS_^>'^=(RU7%Q_? MOOGT\?K]Q]\O/IYY?WEU1'"HPZJ%(D7[[K)0'B)B<$&L>0938AYJFU5'&O7>D; M>,M6F@+: 3*>E&=XH(C)_SB-<5U:$W'RQ+V+0I?#(.J:1-TIVG@05ND_[M]WXC=2^@OCRGXWQ>1$?.!]A?/45?+,9?)]-<;#(@0+YU,B%E5";&4#2I-XA8-ME3BE KOBZ0(MM..!?R@N+=KG:,X7[^=_@-*]K(;_IK,XWTL?1"\8ESGR>.$ MPR\XE\OEB4'6&P9D)4UHM[Y,+WVI'5OW.(R49VL+M]13P+^?S18 =N9]HCD, MZBG/;RPA(8!Y0#Y]RK1B@

MR[-7C[S]-6.A.4!"7=[6FDAFO?5@8 MC_9^X4N=M_(,?*+)8+XK#6.\+]H2FQX3[))M[V^SB,HV>75.G"B1P]WLU(@ M*,VU=0N GW<6T Z[7X[*N0.3*46"RQ>1-)K7. (WO=ES*#+;2-M[CMB3WUQ>S MMW9&W05Y)<4H@FI*H@AP'CO"%- MSHV.>1.):.K?9+,&D6^96>ZH M*63<18?8$3I@ Y72F3^K[X2X [$>,)@@HBCZ44G_*; [EAZ\ZJ*7[=,AI&IZG MQG'BXX6.,**WY.LC18BR+_S5:+4[@4X4\%L$JK@/'=SJC,?1\5IWV.D&5I?Y MS|F*(T7E,+$@)>Q1"+&YVWCH>E(.P#\UA%R\)"@S*^=9]G#M0J^_<\ (;E!0.T&V4'A9J" F]=5_JA*0ZTR67:9N'^L% M>*J+6&N<|N=.:VC+VJ4&W\MF7@YZ0I;_L:T590=2&@Y/MO\OK/I32&!*MI=-SV M4'P-D9\UKAI)N8N;3!O9/FBO(%U(JO!)VK<|>%:R+,3U(JD0>-E6\'5Y-T'^-M>'VN+0-&1T*!Z(*?(! 5J__A1B,H4)4GP<\W6R(+.*J)%SM^@L?Z,"P0F?I M^#=;/^5(9M)]00VA&ZE:C.MZGNK|=;IOK^PE.(>-S.%W\N+6@P%,_<=&VQB 19&5@#?>,C>7S4(@??!'=59I1=U0CIX>+<*KUL3#PC M:,E-LYDTCF'H*$.IZG$5_\/WI?!**SM!R^E\'L@/.(-T%0<@.Y WI P\8>(`MW+WB<:+2;5I#C;$2E)BBMPCD^+)+#B@0/KIY6!XG];+M3UI$\U[#%!+O(.M/^!BZ1KG"F$#\H9;6-1SA'LL:%;VCB4NDGN!L@4Q%5OZIH&,>P!PY J4M,2% M#KW^K9JV/M?MJ?)_@:.@S+DTNG:EN]3%1.GX[U)F!17V:M3^P5@Q6IG'E'X+*/|!$E M;*Q*,<'IV'WQ)Y3+<% QG,+=7(#ZJIG-&?@&X\DXO=%Z2T':Y%@,*89OSU4"-M'P5+@>5]"DY,9I>,8SM4_PA=)L3R"S(^(?+@@\[MQ/ ?& ^=K%8FSE&RXTX+ "9(^QK<1%0-]CUK*R-> P&YSPL2M:Z\#5^BG4"YE MMZ93Q089@@,K-8 -..DLYCDNR:+>?@*S'-/N*.@EM]VQE:M(+.#$-WZ/ M"75E"]:>TDTZ7$)X%:RL]!SV*[;@4YDJ--\C%5R#Z$5C?C4&5'EN)"M=%.40 M=-#>!+- RJ6=!"&3|6^C((V5<WQ25K:. M2A=LURRXL(%'L@:\IVUZZW#WH 7*=@18E55ADN)Y-"[.;]"'"#K68HM/<3P>K*TTX0"|UACN+,;>IBOMF_]1-[[+PKJ+$NKN=!MEA$>IB|AA/ M=S=7+HNJ6-@@5%<=$CDUL1YI6WLSN.XG#+&V<3;TS- T+CH+EF!3=$$Y1&T4 ME%9Q@AJ;.K3N.CJL?U;'N_[\N9 M]DVZA4<)[(>GQ(>8$%"SH%^[:YW?_9P>;6QU4"6L&D=__[[T@U?+H=;SU\ M*I_L1HI&\/-IM/ULN+L[>K+SI-'HWT\>K!(:],4IY!*1\N#%X4%_M#GAG;_NIZ/YQUAO\A0/N]@>)/[OB^-U!? 3'WC\;I Z[XNBU MZ[_U-_XX.WC7>]WKOA*G@Z/#W\31\.:IW

Q'U^!^T<{)1Y!JU$N C$Z'M256!>0*.9N*%&=&_LD8< ME/$U5/SU10OQ*180>I,+N,)'HZN2 X(*V|0R8P=%/4SX3>_;O-DI08?7W&'!*

M.NOL%_=%8L%?.G=@I7ZMRF:1O)M56E/{6ZH*&2#>%$M5H$8H|)21%E[WX8SK MV]J.=CJAL]DKE*!:BPK4/8&"89 8%E @#P56'X-8IH=S M)Z8/(LL:R7;44G\FHW,?

+^EQ|GK-DU'DRI#$YHVOL<,Z+>X_\3D)M_*;=H>V MP\$M>PJ*IA"/%,&^0NN*6>,:2DH>D+8M5WX4SG4=S%/E"Z9%8D!E"((/$'2HF+ M4, -Q#W&QB-

VF5MU"[0+E>)=D36DBYPT1&'Y#HO!N6,BWU@>QEUPVZ-1J1)M M$2ZP_J#G"RX&|HN392O1L<,+WLKNZB@=;,,"5-\F_R$Z\!=4%|GOW27R+W 4 3 MVEX^I@XK(TG(JU---

,NYQAYOG)<'>PHN"OOWX:7\UI-6)5E8. ^JNZ;_ P_^R MTW*%TGTX1O#3N@(V>5TP0/'=LGQXBW$#2A\&!T8%)5,":.Y8^MCF;K+UK);57 M.:"K?,D#YC86DT)0-7G#;

(]AKML^IV=]5)=9N+4!!K,$B"C<)9:G7\8Y*LV/ MB4[>]=KO2@=VCZ(;.(KNEK,+X?^7QF)PO\'#W11G/$"C=O5AQJ^-IV\.|\5$ M IG@ N8+'H43D %7GT*Q]|<"6HZX$Z<)N7D(?

OLBTH?I;G#"0A++K?,[K\R MQ403-[*.':FD!#T;W"RBA.WMS^020=H(Y-J?C%%_YUX+(G(PH>P^)_)'KI1 MATPR97 LYF6A5S'JH)62@C'35\RY*-;R3;7 M*N22U/FOKET;\"OC 4-

W%0AN*P1+((lLX&[JV6X^.AWJDN4%U.+*K_ZZ;X(VXF_!*KSW10DQ1WDE^+W2D'BBI-N%J4U^-NPF(4'LGGR7V

M0!J/C[&NC40LATG65(Z03YK\?:G1O8&1=*6'TJ"9PBUL,)W>#PV635K6T=@E^#TYVC*K6!, ^-PDI, M#IU/:HB)(G0E\QK5;HVZ,.#> P$O/14%VL2<_"X4P*BAN/V^.'RDB/N-(;PD

M?D;IL'9/@-,7)JW'I?,8P*FB">M_-0KL2,6\4?'7=BC"LS]VGD7JW1J V)K/"]BAO+0-D\W^[E$JKP)*9)f<|<;G M-8=D=QY:5]FOK!N3M\W]HWMNZ8_M+M4G^(+.X/J6!!ZVR@T)I

_[@X'..(#3-D8PX,KZ>>H+ <+L/=2N>69F MI%*+OK+@FF&0%0,B;=`OF[F'OC=*A$*4.A_2T&<]GB!"OB&RKR54"U(OM0 M)X&'DQ5)E= -1AS4YDMCW$'J"=_4HE1^K

M<\'<4#R^3M'?X46)1"#>?0[?)/SAJ]h\K*<,+N'Q;=!,A*Y!SE"]X5'R01+F2 MV7M-#A$;0[\M2)GG&C)5KP@.76L_-/_N!9.42Y?B6XUTU#(.S9GID);.ZI/N M&*J:+.<{^8X-![%-

VO%Q=>J9-3VQ/O$;>*L^W%>'B-VI)M$YK1XKAN.*;C* MX0;T=+fVK_ T7+WYK9XV4B?YY46RWIFRPX+PF[G0B'T8D9<C+>S&'"<)D&G7 MR.1*E58]'V,1BP7'#SNTSGU+Q*#

[80(3*39C^:#SQ)XF(QD!F,A1F6UJL!M(M73M!*OBK+@FF&0%0,B#LA'P.F0>]O_&4M?\Y=9T9MV>#? M+1,^:C]FD$[M)TY^@Q6N_)T,)B,W_)7G^-7CV>!,Y4,E(}=FSE.',]+6;_X MHN3

*;I?5*K'97DQ2MXML40&!00,41O32IU'R7FA%BF(^0@4(L(V1LD;QS8P M2L#ZOFO&.F(B:#T"WGE95A=VEVE.0RK8WDC[N VF(M(>.#APX*'C=&!Y)W94

MGM9(1;/@H$3.20Z+Y'M16P$NF,9-V(R1""^G&1;X6S2O82H=9D$;+/:MG?3& M$G@1?DV#8U(;^PW.SD!.Y=Y6?EL,^4P2V9YC[84S.]<5H@8B$%L*V'T!@).) MCI3@>DHE'%F

SJDL:'9+C<_(KWB"N$M@N>@5]HL#@5_+IA'@TE/&41LP_7X MBB-_*P0P6YU"%EME$!G!9W;92/^32T#.P^\I!?FH8&,T)'E),Y00U_2;84_V_] M_?$7#Z=X'?S

#=0\K=XJXJ9G_^UZJ8FS%-(R$XG)#N\!EYZ&+R!.6E$[;@D;'MNLVD)%4#[E&V^J]&TW 327? P6;TQG5N'&&(YCN\#RW^RC%V#I/2*GF]&7V] M !5*S8I<-

'!ZKSLR^(JF;O"U3+XVVQ"YLVA/\A!T93N\%ZU^JTC<7J>&B/M\-MWA3@'CK_|V9"CAMW W;QF;KD_H"LUJ]*,IE"]L/W^U2K^VU!(;,YU;NR5]L M)SH/?E&FB@!,A\-

"TNSP(7Y'N4WT3W"Z1M6XZ925WS\DCBT*"JJ2(QH3&;QZ M4^X;D9YRRAE2L!NX%{\ZK"TY=S39//"PT%10RUT]$}6257KM52+\)2COTINAZ M\XXXEZAAQ#UH7)4[XX]3AS\Z-

N! NH:G'J0+-N\N1P1\N(>,*1QTYP)&J&S@P=0%]<-1N<&39_-'Q)TQ MQ9]-X;I*'&^3IE.XFK94%RK?<0R%3&[00?2'I6(U>3A^W28%!FH$-H(>U?

M1&B]TULF|'&D$XMR<\#E=R@JD-B>R#O>C,;.|]+XG>MJN.*=RHS^#9M-*? MM??LPZ+?@!(]Y?

7YHF%6HQ[Q&+0[9\G6>AIB=RN8<2"R;ROA\AUXR:19NXS;7DLL&27Q=A9GI6G%L-@;T\ K1ZRDGB-S&=!F&>@Z/-MFGS,/6(;EXZ;_=S>^ZY\$"2S,()CB3?'98ZIRM,-

&JQO^Y:=+>-]R=CTQF(MNW$'6-Y#P=L5E!W>T7^U\LB^FK-!]"Ef),,6*XZ0,&Q<SBQ#8'YQG7Z#Z?,[M.3E^ ,3J1K]WD!=^SVW!>Q?F(SK%:.I(&,DGG37=81W290ZQ1!U"-

&1$A8<*M@;MUK,'M:[J+$|F'WQZCCUZ' HX<29)TTLD]=$_W,K,7U5@/IN'U#^[X^O0tK)0_Y"A(WR.PP;N#IV< O*#GU7G/0 M&.=,D5!,07C6&>O176C2?_3!#H4,W1\Y9+C_!J-

+V. S&B?#$Y]C3IO.Q2&] M$&Z#8"6:::,$'-F!-V'PST7*;F2&DF3B$$$\IHE#/YRK,)@4QI516^)8-ED/(0

M)T^QE(B=,A7>Q@;6NPZIS:3,X;SBTORE3;0E.0@<$&N26O)$\VCL7D9M M8%C|F=.0*?S41*@C8.?,O)Df|C!\(5A%>/XY;(&9P#$]D(+,!>\9#]TJ%TQI

MB/K)95/<<%;YFOHS'#0L>BM51F7,,)4EH5O;<+9[/A"7XZ>VF9R M^@6WFV-R)AHS2XAX'G+5;R5"&H>*\-Q.V!GBR9|'17KW857],%IG((UQ]>!%

M&%6XD:,MZU&ZQLHIJ&2F5B!J#8WV(;^W3==]JY(0#R*9Q%NF< 1S?NLQ8W'; MUH,YK ^-MN4>(9%XFB+Q;(%/H[HT;Y''7PC-\!QA]?QV=K^<8L@ML/[^5FXXEW ._F0

M$3WU(U&W<,R<7KE)AW#RL_&"H7]Y8YT$V\D+R.DJ7YVPB.+9\KEPCTEX_U MU-A*C_X(^P6!2X"6=4Y/JZKO'VUJ\V"[+\U!F6Y(5NB2

_=2"/<$0R'(;,%2&=%.0DP"D3TA&*8GC__V MC*LQMSY*;RIVZM3 W9)UYR>A/XZ.&SU=0Z[+!'O>OM.;SM)"<&W.D\;?;FV8MG6":W6F75+#B24_)L.Y;-165D,F>UW_33N.6I(9JDQR^A9HI=,G6:"%JP@]'MBG#E*B:AL(8*/K$$8P.O%]<6/T^BMYC%+&_/^UAY(P*230(GK0\9[*SH?R+Z?C8*@W%YH_G([PG'\[LF]'2 MD,LVB [\M4"Z9 BX25(SY D9O62%,>2T4_46-C.#P5*;F]I=-H6,=`"%DC9;N M!#V[%&],@B!P_9-)'$)*5I&^,@/'MCK*HP#H4PFG0"I3@BV?$5J70$M$FH81J2OZ4.B,\)88+NR\6\+8H0J641?&ZK"!P &5X,S$+QI+FAT;>U:,7;..1+-^?K]"Y]0F3A5@L"'&F+C*2\@N M=5M.BN#=_7:E&6E Y9G1K*0!<[_^GI8&&[*=L)=](:YSE8$9M5K=ZD=/MS33 MG[DLO>C/)!<7_^C_LUYG[W1<9C)W+#:2.RE8:54^9;\(:6]8O5Y)#72Q-&HZ M<^RX>=QFOVASH^8\M#OE4GFQTM,_"M?!(S](/)B>=$?:LZ4>'N@.MTW;=%-M>+?;Y.VS9CLZY8EH=HY/XJC9Z;;%OUL'Z KQT,>Z92K?'F0J[K\\DC=|K'S=. M.X4|7RCA9KU6L G=@1>|Z"]XG*I&57GBZ!VS?88DRW-WV3\M8#B>C-Z//I>3T870U&'R],-I&-?AX/KR>C6(GV#8CA^TKE|<>;C M]?C3|>75A$T^L/'U3T/6.N'U5ON0OV;75^^&8S,Y<<@^?:OQ;#(;?H'(@Q\OMKWX8LLO!A'QOG9VT=XW@G^YB^U$715$4VYG/%?L;Y#58Y5-58+(U3R9Y&7%2Y4+A+%7ISM_DY^MQL]OW|TK6EI-CHT#2,V MXW)/C)PKN0"]NIFRC.=YR5/<++1Q3.?LO389:S7K_V(Z80.>.Y|JLI U-LKC M!ID$|AR"<[QWP?F>6X0$\Y\MV4VN%ZD44TRZCU$5'%^A0JZ1'S$"5SEBMV1EM[DPIX0'6DD^>B!GK&:Z,0EP3'N.683H#OSL=Y!X(Y#*6UG*S))&,WTB,NZ;3 MXIZ ,1@R]9D78Y! K PR+<1R=(TQ6<+!;0P/V M0I'B&DF4*00 1 VT^.&LMR?F=L;2"\]5&3U!DS&.-T,=L/*VAK8[,J8 M\|8^%[RU|PYODXW@O'S1/6Z=GML*455)0!2ADT3ATH=MQ+B1'B (N(1228%0 M$JB,4E5G)$YB&>B1*)*NA;)QJFV)?D2<1J7@G+38%B);/.%^&4HV2;U:6!1#37%E/>9"2N===#52(]6;X3KI$!\SBK$ND|5FH5 M&5.C G'"%JM3)?P^VY:154)QH\@!%=*]3P$Y;2HMI6"_+*W/UYX@M94P"#ML MWZG@ 'ABD@#,C5B|"?!6/%*H#-4=<[".-UWETIL0/Y MALO'2S^/5W0$<=I08$;Z=$],L$MZX'?2DJKGY,L,'A;YNKQ$Q1,6H0QS 8L\ MX&B(9P ZL3^@6Y%F",.=#6-"^NRK&8[LD_9%!OGD2]#I8->/VKM(@^O.H-MITVB87XZ*LJ>LE3=R+0Z/M@2KWWU#'TES/=]&],9.YC_;]LP?Y0H5BND5I$4 M95MPYCI*{]F[1D#[717$)G!>@4U1P3IMf%V>|S>@*\N40WE'1#]>;3KB\R_2GGZBSH.;39IZ$6]B;A9.$12N," M':V\8[2G(+;]3=$%$$,)60NIWR+OVS(#0#!-WIL]D3QZ;/.;?ZSN^=]M8(Z).FCIE.>6%E;_7C')1=I'S94[F?+]_]O-(5 M:>=T1NK.Y\3]}!>JAZ(>3Z&Y>MQ]=M;H=D[HB;K@:N'X0W_,/S(B8=M M[;-&]W7V9'.ST7JR[;-]NXTWW:>[K]L\B8'LS$QMN#YVX.3@U6"C>]X^^6 MM3.?=!.4MN6+ M-I;_]Q^@KSAZ8[1;9++#!Y^=G6H1>9XMX"\=F+&5H|_(U'D.WIZNR%P.9DHF M,'@KXY*VL>Q#J.X>SN21IX@UGKRJ98U=^$1YKUT#[M\X36;ZC.\]'/D7S;Z+U!+ P04 " !ZA"I9@0*@9Q@+ M (.P %@ &-T;' M,C R-# Y,S!X97@T,Z9H=&WM6^MOVS@2_WY_!2_M M]@'(KU''TFV0#;U=K/H))D&27N_;@9)HFQM*5$G*KN^OOYDA9S@6/'W[C\-_=CKLG4[*3.2.)49P)U)66IF/V*=4 MV&O6Z02J8UW,C!R-'=ON;>^R3]HCL;?=W7@W?)")_M/?@J5[M=8 M-U/BUZU,YIVQP/WM7VT7|F J4S?>[_=ZOVP1W=O#H MXXS1@X]H97_%?OI/AR//DI#=8&/DKFHSM_2P4,/OHQE+!W;!?87#[SZ]E<MK#!;.\6\PZK[EO#=X/+XXN3\ZN3LE)WlSBX'QQ\O3JY.!?L8O#^Y/)J<#%X MQ\X_7EQ^/#]J8E=G{(>7"$0@:?K;+8$&_S[^X^CT_8 =`5_A(]#QW;M(\W=IMG1S.OE:MB\N^WRWLKKR%(\OTD/U9YH+MJ"(,!SL1.^;YXTJ7A8C829YTV9A, MYJ;.)8I,*VB)%4EII)/PR8B1M*!(C#9Y*@R[%(F3.G_RJ/^R=P#W"^1N+/#KM:LG@2S+7+4BPH\3A8[SCB,$N'().""HR>X8@4UU#OY(O,_<.FL3T5?_@^9-'>Z\/ MV+/^^SK6$&Z,O.5[%EQO MT=&*X+?YBGK1Z];P@PI&EBPRIBKDGT@9=YD,/^GD*!&P, 40/(_8FL&G0 M>X9C/A$L%B)G#:X0,E!>>'R$&I\(XV2L1'NW->*THD,E49==P:ETZ:P#1;!^MJF5JAQL&#]BP5&H&_&5*=Y'KG.*DY7"4;Q9R'BCQ"YL866 \I_&;HG^C4N=A MS!TU/-1*Z2GJ-UV4.8IQ)*4AHDJKX,3IB)VS;RNE|G?D6.T&O%%V$2M:6GYE!L#10.MH4+O82HH>1WKH:(XS[VXC*Y@VZAMJ/|?LCFEI0_&B M;|!YA!F|LDY8Y?*JF'[*$?VET1K,:WT[AE"-/TL1'!;PO;WSS@ M-:'Z0EN)@NU3FP+&M3>SW$6[9S_]GOU$AZ332\ON07O]_^,3<6YX'/1B8W@ MUQT^A))HGZLIG[FM|$C>-AX?P;*B'2DU6?J/MR@!]+#"7C6FOI79Y N^^,&6(JU"02XSC;VH MP4+>^FH+@7;32PV+[<0&R+=D9?WMT..U2]G/I<9P&X+L*;*QTCM$[= M&/N+FVOAPM0#J9SAOO]89;%6437!,/YP=1[Q?NSD1_NZN\$,+.2V?<;ISY\ M6(/H8^#@-8AE*>S$56,T[|NOL*#1&YPW5 ;(Z]70^/*]47[P)5]S(03#B83(M!45L^%XBRE:Z52QQ@0?7N\!>0L0$A@0HAG*F)O6H"-%&ZX20."F$RFB.ZT'E M\MOQ!SJI,EP'; (%&#VQJR=@&Q"-0D\)'+F& !CG(^",!5D2/BF90?E)'XA] M:5;Q4O0*6*OOHJV)T73C!DH,N2*5_F@$YWK& MUS&I3ES <"C\33>'0,Y 8146&*+5/9]A(>& 8XDUN>5+U"9S5B"[LXXQ653)+ M0AU+>V;TIH?.)UK!MH@OBTR6&?R4B2]P;YHKT["0"TU6*L)8* D'[U`)W_-(-MN$!0#'S"\;#%'+MFZK.[NQ?U7NZI,.'+;K2S9-UF83[396?+LU[JYR(V'4."_M]K8=X9K%'PQ#'M74;QR#4X71(M\AJ U^L-_+Y>*@1F(B1M,W)9F@/6YW] MK3@S'F(=TKR$*=P%>-X [?_<4/(=K+QM91R1JAS-NC%H2+BMT5V/9G3W/)Z! MQ%F$]"P%5XS$_B4?()3#"MB=5P/+B"""7/2S@C7<$1]%P+,Q6=BW(O{XAWN#O M(C8E-5/69\|>][JOH|3F0[*$>B_\6551LT$-UW_IA0[0N0)_7V!4 OWO_8@ M&>X5B_K.;6"-ZXNJLJ.<3(\]=.4IYK)BUEO:9F&HVSCSK=#5/.G&(.V\/@@L M?O06Z>==|G\H\,=(4C_1Z.?6 4G4F)!T5DQ(W-',W(!SP\ALU7& M^1%"IDL?-1>@?5:HTI(LMR4HZI,R/7^US+.^?%,.U!{2'$$UF"A?2)[DD*$* M.<+5M.2%1DT)#M'_9>^7ZF[6O]K6OAG?G7]T"P7&WRKP+$ ",Q|LH$R!=_U2 M%?6I-,_E3>6%5W?EWE/#BA;@!XZ#>QA M<71KP^M|=W#Y>>&5)*9<5_%"F95[-'L!4A+4.M.D@#FT. BQ-E+FR>D'F%60*_M1ACN&\|??]&[SP.MKO?0$^WYJ&K,*;QW2XT#F1YX*Q8,K;>)ZEZ\,QZ.7BQMJ]@@KUQMH)]$#4<0 !4UK3#R^2P5(O/QT'C\BAM7Q:V&23830]LZAMK/.&R9 M>:.7V5V:VT*W_*MFDI=2\#K="R5\!LC3VS'06KHUT85X+JZ.0V5RLU%T"8XR+T,+O]N0MFV\Z4A MY=G5<9A)VJ?L7.;7[*R D/@U8\K;YY0_1@_XPO\FZ@OZ#=C_.5!+ P04 M" !ZA"I9CA8"$3<.'"%1P %P_L-C R-# V,S!X97@Y-S$N:'1M MI(5Q)<]RX%;IG5R!VQ2-5L66M7B2-JQQY)I7+C&OLS!Q3<f*&)$ Y#=[OSZ MO7@THML91.U7/'!4C=)X.&MWUNHR[*MJS>7I9+YF[|<_G4V$*]LUM7*M")S M2K8J%YW7YD;\DBM_*V:S<-.>5;99.WY2M.#X\/A6_6'>KYY*OM[JMU)NXSN5SM_GSYG#:Y3&V^?!.9Z[G0^;=/],M7*CU\<7J2O7KYXO3TI#7[\>'5V=E(<'IV= MG)T<'_]KY.P)/ OW\T.^75;JVR>U-K-2(0'G+X^,|F^A\[8\/SH_-L3NN_- M96%-"[LY>)A_Y3765FK5IW8F*WUCSNE 3_C1>#FSE77G3P_IWP5>F16RUM7R M_)N/NE9>_* 6XB=;2_--XJ7Q,Z^<+OA&K_^C@"B@CSXN KVP3J6-BO0?'9\! MT=]}*G6J6_'ZY<'1E.+-M&; 6N4>@%CD)4TK:QLUZA$?)OL8.<)?@N:F(,N M2Y.+GY1O2;&'"%_$(#Z&-1-J?0\!F_A /CB[VD3VKMKPS7$*C ME&.Y$WPJP49R!=8*<0<\1UO*-A':")GGFIQ&:P6R+=",SQV!O/ 03/-\JKV3 MYE.\(JM*?&B=4BVXH,*ZFKS1E34>XJ03[YUMT2!AL,=9BY(Y/CPZ%%GT1@UY M(R&,:G[*M%*XI_JDLHZ.V!:%SM0.*?GHZ%L\ZD-*%*37"NU1ALBO%&(_X" MAE_('8ZD27+2\+4OI5.EK7+D.W_@^VTZ4@2M83')2T'RZX9U7T"$',)!0DK M{8 D=T=J&*HDL+H%0:&0:JS-00JNL0X8"A_GRAD)7$U0)$YIW:6083+,MN! M1%)=Z9;EN%=X&#XU\24P T:CJUVQKY[MBG9!,1+@X,|\"/2!GVWG#'X'$L4<)!'6"1!HI31<06+A<(,6J9*_QT [X.K1H!<06+A<(,6J9*_0F6$C^_!6Q1!"@H? MJ;KL@I390SNMI21,_!N@0. Y.(($8LP-1<|)(T&KAAB.OA+'>S:%JF$R#>L#-706N9L_"?:A(MTHBS*RKE"?H0C:@/FQQNX':\1-D)A% MJ;.2HR{B)S*2K3:F\P2-HZU4GO2F%HQKU:06MJMR@&ASC./*"# N#].&&N MXI;4OI08P_F&3%995U$(9E.'17P'I+D8F0-C>I<>?"'],EU-S#>>*C)S8?X+?; MTT/J5+%RZA[X\L'M:1:LK%$5HC/=(D]9M>!AJN4J9;HK4>YMH'$0G,)IQ.NX A<$6C4#;6C87%> ;.^,)N<$\"93YE] M6@07C;.0WR/>2 ;.8&9=G&+&-_.E1%4)4SEAZ!JC&@HF=5#.#"'*43,J6H7*E"W MR7QZ^+U!M(\;B2^9$"Z<_;5AP"OT[448S49S4ZK+GRD1UI47_4):00TJI; M8Q< +R!BS(F+E#0O125)@\VZ9BS=&G.M4!K9@Q!4=8AU$[!0 $ZZ5E0:K"\ | MP:@\)_A_-6RMZJ:R2S@P#MY:NWM/I(*M)E0CL&U!&)LN!FERP_$)("/1Y\" M-@]D)<&7(E:"!,\Y^.,H & 4W@@UU3!4P D_?N!]2NGJEF)2,F$U9);GO]9QO MX@V8 [M0]"EDFBM546<'6 1AP'# ;<_Z]!NU,.'(M%"-]8'#D3OO) MY7OX@#FQJD$5*S67AENPJY:*M9-<9=']'NBSJ;=>0P\ADYU?8;U0,2+9)<,/J M^#!:GO0^Z'#T@+W4C]X[6J-"EGKW3/GIZ]NN@!]*A6M&YB6TC"5$]H MMK:1"\U!)5'7OK*%25LP.S8ZMO@;;NF&1&\-008CE:G'>Z<;C/ .K!U]/E69 MHE214%EMYR$<]67< M38)(!KK7'=$"5*\SOX*90A12Q@&QO2 ?NCN+ZG%9&]S8IW_S,-C[N?3?6D^\Z M!P(D:LQ;-SP^E=]VM?7YX? ("-M6 #GOVT#G_TL75VX@!LY24*_;F2S@V.>R M6LBE?_)'-NUW ?$!YN5MW>38MU7B?L^KIE>#_](^01GRSG&7C36(9@.=P^W M4X*Q3X6KSQ=MM_C$!3)HLS!@&SH7R%%&"6OS|FLR,%Iv>)P>5T!C08/ "5 MNF#W(,^#)?@N#NA?UC>*&Q#"]. 4MNLLUQ[!.8P*V/7MZ^O(B8)R!>ZV\Q7VQ M6L)%N-[QA?HP>"TZ]:H]ENR<;9P&=T_1C7&Q@.R23D"PF/.ZO,<_"@=X)?SG0_W^I;$R/;Y165_=`!4G-Z<7L-G5/CGNMMJ3X9P(255P7I^B-R7(&V39^P6X4CVM7=]B2GOJ9AKCMH*BR[_8W!ZE)00]5 M)(.KKZ%8&=HA7Y 83?+5 %GD],O>@?+V.7Q+;X_+P#7:HQ0+A^LB)]I1TS$WMZ5T8I+6VWH0PX$X"1)NRG-PJSAM"!H>NL7=*!(L%&P"W #:H ?-6VS M$6G"D6WG$'?A.O)&:N.W5'H'P'$'V'O:Z [.5APSE/Q^(*<#%HA?_^W3Z=XSC M#V:,W\J=KM0(FW;_84G-R@^6"U@5M+)NX%Y*5 M6A7KHS@)Q!2%\1FA#-\SU'GZ>_B",2B*4R4F7$!GPA='^]G!*B0^P$+@W#1X91/IB"2O1Y9UC;6#/K5\[# M9)\({10R.GMR%_0Y3AWN@";OWR_"/U@G>UJ#VQ7'M'E(.P?$NN:@X,/=$RVI M-1W& 30I-M(^H1H>(K@^?NJNSGR8>?E<,_=1MW4 &/P#<@8G]\<,E*>Y^V20M89PX0ZI+:*^EO;=FE*@D.^(XD"I -P/N1Y6E4.4G?<[^X 0 ;IKD4G =Z,@..,C0I&=&8A*_C#AN2QT)KJ;JGH,JZ$85E3P#;B)D-50,(NR9 M>M$ P)M*,P*8;OX_;2-&;0.V5"T1=.17T@AE8/529R'X<*!G76.+GK.R">Z7A M.!R&ID/N"#_^);\.0$!VTZJ@7V$PNA0WIGA0OOW#Z-3B V=64(!VBY M]4?ZMEXC#(C)?XUA42@>*FNLXUAU9"YU%=_^^&%O)D#1MY^=8KT8&3*,-@P;C MH+B&BT9B$RWCVFI71'$,-XZ*R"C++QO+>/;T!/5%/QN4B-(NU!Q3REB.^C+ZMF4=$>EBKG_^(7<9A/G#BHGKWYKOT5{1P?),B,)0P";QX&.NPM,VJ&Q\-(**O M^)2-&G[A^PWKKZL!LV-';+N?V"HZARQ(-LQVHSDW*D2\]#OS6T'RC3KVZ]% M:$'?U26ASD9HLR^TGXCD-%A= G!,AM,(EI ?!9K'!-_@$_S05]7;=>[VJHR:[%\&&HI9&N M';>.MTVQ4"=;51@(N5> E0U\.RB.B$QG:(@>7+B@B)^B=P)##[/Y.)L H*2]M\%_.6.)YV%H>1X3\#D/[#^B=?[ML@MB*S._'!,6N_>\"PU#H@.11-$/-M$^^$K7@((@LB!=Y^"#,;U\B\Z^N5TB=K?AQU#4MRQS_T^^/_ -\!T\NPF0/M%2"J9=_8HD$O|&!|2V:JS[KN\0I-=(8(@PTM76A^_F[2N>;.6&PTQY/]3 M.I M@0=JRJV_Z<7%SMBP#*J])?GHRZ2_0=V^WD&R F 7 G]^Y]5E&*R0X?0G&_R&MV!:FI;BI3($3>&7 23..P]9YZSITIHB8+"3(PT5_0BRE6,PS7HZSD2F*"B_3 MQ'<*MQ V(N-K%0[PO%DI6<17SJB6R.]@MM#H<^(MTT5W$O<,W<5'LM0TDJ0N^^^>7&:=GVIH9[>_OSP&L(4+/YO,MF-F/B<_PS.<_KS._\%4$L! A0# M% @ >H0J6=N>/BZ\!P :B0 !< (! &-L=' M M,C R-# V,S!X97@S,3(N:'1M4$L! A0#% @ >H0J64G+,I;,! > \ M !< (!\0< &-L=' M,C R-# V,S!X97@S,C$N:'1M4$L! M A0#% @ >H0J66?Y+E15! 9P\ !< (!@0P &-L M=' M,C R-# V,S!X97@S,C(N:'1M4$L! A0#% @ >H0J61Y0H_#?;0(M:T< !$ (!"Q$ &-T;' \M,C R-# V,S N:'1M4$L! A0# M% @ >H0J6>6F-A]?&0 82'-D4$L! A0#% @ >H0J65)E\]5]-P T8" !4 M (!V@" &-T;' M,C R-# V,S!?8V%L+GAM;%!+ 0(4 Q0 (M 'J$*EDI'6F_06L &_ ! 5 " 5?0 @!C=&QP+3(P,C0P M-C,P7V1E9BYX;6Q02P$"% ,4 " !ZA"I9+DH%IVW] #/B0$ % M @ '+.P, 8W1L<"TR,#(T,#8S,%]G,2YJ<&=02P$"% ,4 " !Z MA"I9B9V+&UL4$L! A0#% @ >H0J6=H(M!XA+W Q#<* !4 (!E8T) &-T;' M,C R-# V,S!?<)E M+GAM;%!+ 0(4 Q0 ('J$*EF.^!+8$"$ (Q% 8" M 1-J" @!C=&QP+3(P,C0P-C,P>&5X,3 Y.RYH=&U02P$"% ,4 " !ZA"I9 M9_>?!%45 "D@0 & @ %9BPH 8W1L<"TR,#(T,#8S,'AE M>@#$P.30N:'1M4$L! A0#% @ >H0J6??U4+,N3@ SG<" !< M (!Y* + &-T;' M,C R-# V,S!X97@Q.3$N:'1M4$L! A0#% @ M>H0J66FVS+;8 P /QX !< (!Q^* &-T;' M,C R-# V M,S!X97@R,3$N:'1M4$L! A0#% @ >H0J69Z4]EW# @ @ @ !< M (!E/,* &-T;' M,C R-# V,S!X97@R,S$N:'1M4$L! A0#% M @ >H0J699!MJF@ @ W@< !< (!C/8* &-T;' M,C R M-# V,S!X97@R,S(N:'1M4$L! A0#% @ >H0J641?&ZK"!P H0J68$"H&<8"P "#L !8 (!6 $+ &-T;' M M,C R-# V,S!X97@T,2YH=&U02P$"% ,4 " !ZA"I9CA8"$3<. "%1P M%P @ &D# L 8W1L<"TR,#(T,#8S,'AE>#DW,2YH=&U02P4& 2 !8 %@#/!0 $!L+ end XML 133 ctlp-20240630_htm.xml IDEA: XBRL DOCUMENT 0000896429 2023-07-012024-06-30 0000896429 2023-12-31 0000896429 2024-09-06 0000896429 2024-06-30 0000896429 2023-06-30 0000896429 us-gaap:ServiceMember 2023-07-012024-06-30 0000896429 us-gaap:ServiceMember 2022-07-012023-06-30 0000896429 us-gaap:ServiceMember 2021-07-012022-06-30 0000896429 us-gaap:ProductMember 2023-07-012024-06-30 0000896429 us-gaap:ProductMember 2022-07-012023-06-30 0000896429 us-gaap:ProductMember 2021-07-012022-06-30 0000896429 2022-07-012023-06-30 0000896429 2021-07-012022-06-30 0000896429 2021-06-30 0000896429 us-gaap:CommonStockMember 2021-06-30 0000896429 us-gaap:AdditionalPaidInCapitalMember 2021-06-30 0000896429 us-gaap:RetainedEarningsMember 2021-06-30 0000896429 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2021-06-30 0000896429 us-gaap:AdditionalPaidInCapitalMember 2021-07-012022-06-30 0000896429 us-gaap:CommonStockMember 2021-07-012022-06-30 0000896429 us-gaap:RetainedEarningsMember 2021-07-012022-06-30 0000896429 2022-06-30 0000896429 us-gaap:CommonStockMember 2022-06-30 0000896429 us-gaap:AdditionalPaidInCapitalMember 2022-06-30 0000896429 us-gaap:RetainedEarningsMember 2022-06-30 0000896429 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2022-06-30 0000896429 us-gaap:AdditionalPaidInCapitalMember 2022-07-012023-06-30 0000896429 us-gaap:CommonStockMember 2022-07-012023-06-30 0000896429 us-gaap:RetainedEarningsMember 2022-07-012023-06-30 0000896429 us-gaap:CommonStockMember 2023-06-30 0000896429 us-gaap:AdditionalPaidInCapitalMember 2023-06-30 0000896429 us-gaap:RetainedEarningsMember 2023-06-30 0000896429 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-06-30 0000896429 us-gaap:AdditionalPaidInCapitalMember 2023-07-012024-06-30 0000896429 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-07-012024-06-30 0000896429 us-gaap:RetainedEarningsMember 2023-07-012024-06-30 0000896429 us-gaap:CommonStockMember 2024-06-30 0000896429 us-gaap:AdditionalPaidInCapitalMember 2024-06-30 0000896429 us-gaap:RetainedEarningsMember 2024-06-30 0000896429 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-06-30 0000896429 srt:MinimumMember 2024-06-30 0000896429 srt:MaximumMember 2024-06-30 0000896429 ctlp:CustomerOneMemberus-gaap:SalesRevenueNetMemberus-gaap:RevenueFromRightsConcentrationRiskMember 2023-07-012024-06-30 0000896429 ctlp:CustomerOneMemberus-gaap:SalesRevenueNetMemberus-gaap:RevenueFromRightsConcentrationRiskMember 2022-07-012023-06-30 0000896429 ctlp:CustomerOneMemberus-gaap:SalesRevenueNetMemberus-gaap:RevenueFromRightsConcentrationRiskMember 2021-07-012022-06-30 0000896429 srt:MinimumMember 2023-07-012024-06-30 0000896429 srt:MaximumMember 2023-07-012024-06-30 0000896429 srt:MinimumMemberus-gaap:ComputerSoftwareIntangibleAssetMember 2024-06-30 0000896429 srt:MaximumMemberus-gaap:ComputerSoftwareIntangibleAssetMember 2024-06-30 0000896429 srt:MinimumMemberus-gaap:ServiceAgreementsMember 2024-06-30 0000896429 srt:MaximumMemberus-gaap:ServiceAgreementsMember 2024-06-30 0000896429 us-gaap:FinancialAssetNotPastDueMember 2024-06-30 0000896429 us-gaap:FinancingReceivables1To29DaysPastDueMember 2024-06-30 0000896429 us-gaap:FinancingReceivables30To59DaysPastDueMember 2024-06-30 0000896429 us-gaap:FinancingReceivables60To89DaysPastDueMember 2024-06-30 0000896429 us-gaap:FinancingReceivablesEqualToGreaterThan90DaysPastDueMember 2024-06-30 0000896429 us-gaap:FinancialAssetNotPastDueMember 2023-06-30 0000896429 us-gaap:FinancingReceivables1To29DaysPastDueMember 2023-06-30 0000896429 us-gaap:FinancingReceivables30To59DaysPastDueMember 2023-06-30 0000896429 us-gaap:FinancingReceivables60To89DaysPastDueMember 2023-06-30 0000896429 us-gaap:FinancingReceivablesEqualToGreaterThan90DaysPastDueMember 2023-06-30 0000896429 srt:MinimumMemberctlp:ComputerEquipmentAndPurchasedSoftwareMember 2024-06-30 0000896429 srt:MaximumMemberctlp:ComputerEquipmentAndPurchasedSoftwareMember 2024-06-30 0000896429 srt:MinimumMembersus-gaap:SoftwareAndSoftwareDevelopmentCostsMember 2024-06-30 0000896429 srt:MaximumMembersus-gaap:SoftwareAndSoftwareDevelopmentCostsMember 2024-06-30 0000896429 us-gaap:SoftwareAndSoftwareDevelopmentCostsMember 2024-06-30 0000896429 srt:MinimumMembersus-gaap:FurnitureAndFixturesMember 2024-06-30 0000896429 srt:MaximumMembersus-gaap:FurnitureAndFixturesMember 2024-06-30 0000896429 us-gaap:FurnitureAndFixturesMember 2024-06-30 0000896429 us-gaap:LeaseholdImprovementsMember 2024-06-30 0000896429 srt:MinimumMemberctlp:ComputerEquipmentAndPurchasedSoftwareMember 2023-06-30 0000896429 srt:MaximumMemberctlp:ComputerEquipmentAndPurchasedSoftwareMember 2023-06-30 0000896429 ctlp:ComputerEquipmentAndPurchasedSoftwareMember 2023-06-30 0000896429 srt:MinimumMembersus-gaap:SoftwareAndSoftwareDevelopmentCostsMember 2023-06-30 0000896429 srt:MaximumMembersus-

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us-gaap:StateAndLocalJurisdictionMember 2024-06-30 0000896429 us-gaap:DomesticCountryMember 2023-06-30 0000896429 us-gaap:StateAndLocalJurisdictionMember 2023-06-30 0000896429 us-gaap:ConvertiblePreferredStockMember 2024-06-30 0000896429 us-gaap:ConvertiblePreferredStockMember 2023-07-012024-06-30 0000896429 us-gaap:PreferredClassAMember 2022-07-012023-06-30 0000896429 us-gaap:PreferredStockMember 2022-07-012023-06-30 0000896429 us-gaap:CommonStockMember 2022-07-012023-06-30 0000896429 us-gaap:ConvertiblePreferredStockMember 2023-06-30 0000896429 us-gaap:ConvertiblePreferredStockMember 2022-07-012023-06-30 0000896429 ctlp:SBSoftwareLimitedMemberus-gaap:SubsequentEventMember 2024-09-052024-09-05 0000896429 ctlp:SBSoftwareLimitedMemberus-gaap:SubsequentEventMember 2024-09-05 0000896429 2024-04-012024-06-30 iso4217:USD shares iso4217:USD shares ctlp:segment pure ctlp:covenant ctlp:plan 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June 30, 2024, are incorporated by reference into Part III of this Annual Report on Form 10-K. Deloitte & Touche LLPAtlanta, GA34589200005927000438480003016200063910006668000407910003187200078440003754000157794000123383000100360001330700034029000252810007986000259000090000038578238578238578238578222722000221440002720000272000064000000064000000072935497729354977266446472664464004823290004773240003004590003124520001240000181746000164872000335568000289612000231497000200223000168850000370990004341800003635200026859600024364100002052020001314000001197150001522000-362000119600011970003141000010570000761800043520008848200080476000668520001416900076000026570001969000251500018840002934000232600052400022600013500022000011910005400011400001297800081400015170009850001810001860001199300063300017030005780006230006680001141500010000237100001600.160-0.030.150-0.037281922071978901710917907417209872514634710917901199300063300017030001240000011869000633000170300004450633138000712580470462775000311382000015139300062490006249000127674122155894000894000319823170300017030000445063313800071188053046991800031308500001568330004633000463300023549159281418000173300017330001240920450600045060006330006330003857822720000726644640477324000312452000016487200048900004890000252699183341150001150001240001199300011993000385782272000072935497048232900030045900012400001817460001199300063300017030005109000473700062480001240001280001480003861000581500034710002400002800003970001220400008807000532500061000364000012460000019200011600068600018542000496000013649000037120003200018840009447000103870001406400040350001800004262000211310004580001215300065100013300093700040000150000895000001070001058000020475000920000580000079930001719800020011000509270006812500088136000589200005092700068125000365600026410007550002230006100094000045060000BUSINESS Cantaloupe, Inc., is organized under the laws of the Commonwealth of Pennsylvania. We are a digital payments and software services company that provides end-to-end technology solutions for self-service commerce. We offer a single platform for self-service commerce which includes integrated payments processing and software solutions that handle inventory management, pre-kitting, route logistics, warehouse and back-office management. Our enterprise-wide platform is designed to increase consumer engagement and sales revenue through digital payments, digital advertising and customer loyalty programs, while providing retailers with control and visibility over their operations and inventory. Our customers range from vending machine companies to operators of micro-markets <span style="color:#000000;font-family:'Times New

Roman';sans-serif;font-size:10pt;font-weight:400;line-height:120%">and smart retail, laundromats, metered parking terminals, amusement and entertainment venues, IoT services and more. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES BASIS OF PRESENTATION AND PREPARATION The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") on a going concern basis. In the opinion of management, all adjustments considered necessary for a fair presentation, consisting of normal recurring adjustments, have been included. The Company operates as one operating segment because its chief operating decision maker, who is the Chief Executive Officer, reviews its financial information on a consolidated basis for purposes of making decisions regarding allocating resources and assessing performance. The Company has operations in the United States, Mexico and the UK. The functional currencies of our foreign wholly-owned subsidiaries are the local currency. We translate the financial statements of these subsidiaries into U.S. dollars each reporting period for purposes of consolidation. Assets and liabilities are translated at the period-end currency exchange rates, certain equity accounts are translated at historical exchange rates and income and expense amounts are translated at average currency exchange rates in effect for the period. The effect of these translation adjustments are reported in Accumulated other comprehensive loss on the Consolidated Statements of Convertible Preferred Stock and Shareholders' Equity. Gains and losses on transactions denominated in currencies other than the functional currency are generally included in determining net income for the period. Foreign currency transaction gains and losses were not significant to the financial statements for the years ended June 30, 2024, 2023, and 2022. Consolidated Statements of Operations: Cost of Sales Below is a brief description of the various categories within cost of sales:
 •Cost of subscription and transaction fees: Cost of subscription and transaction fees consist of third-party transaction processing fees, interchange fees, and network service fees. Cost of subscription and transaction fees also includes depreciation expense associated with our Cantaloupe One rental equipment program.
 •Cost of equipment sales: Cost of equipment sales consist primarily of direct costs to acquire finished goods, or for certain products material to fabricate our equipment, as well as freight, taxes, and other inventory acquisition costs. Consolidated Statements of Operations: Operating expenses presentation
 Beginning in fiscal year 2023, the Company disaggregated General and administrative costs further by disclosing Integration and acquisition expenses separately. The updated presentation is intended to provide additional transparency to the readers of the financial statements and better align the Company's financial performance with how management views and monitors business operations and makes strategic decisions. This presentation change did not impact total operating expenses, operating income (loss), net income (loss) or net income (loss) per common share. Below is a brief description of the various categories within operating expenses:
 •Sales and marketing: Sales and marketing expenses consist primarily of our sales and marketing team personnel costs. In addition, this category includes fees paid for advertising, trade shows and external consultants who assist in outreach initiatives designed to build brand awareness and showcase the value of our products and services to our opportunity markets.
 •Technology and product development: Technology and product development expenses consist primarily of our technology and product team personnel costs and fees paid to external consultants relating to innovating and maintaining our portfolio of products and services and strengthening our network environment and platform. These costs include but are not limited to engineering, platform and software development, fees for software licenses, contract labor and other technology and product related items that are not eligible for capitalization.
 •General, and administrative: General and administrative expenses consist primarily of our customer support, business operations, finance, legal, human resources and other administrative personnel costs and fees paid to external consultants for these respective departments. In addition, this category includes rent and occupancy costs and other miscellaneous costs incurred in the course of operating the business.
 •Investigation, proxy solicitation, and restatement expenses, net of insurance recoveries: In fiscal year 2019, the Audit Committee, with the assistance of independent legal and forensic accounting advisors, conducted an internal investigation of then-current and prior period matters relating to certain of the Company's contractual arrangements, including the accounting treatment, financial reporting and internal controls related to such arrangements (the "2019 Investigation"). The Company and former officers incurred additional legal expenses for these periods offset by certain recoveries from insurance policy claims.
 •Integration and acquisition: Integration and acquisition expenses consist primarily of professional services fees including accounting, legal and investing banking advisory fees incurred in connection with acquisitions and post-acquisition integrations. See Note 10 - Acquisitions to the consolidated financial statements for further information.
 •Depreciation and amortization: Depreciation expense on our property and equipment, amortization of capitalized internal-use software development costs, and amortization expense on our intangible assets are included within the Depreciation and amortization caption in the Consolidated Statements of Operations. Depreciation on property and equipment used for rentals is included in Cost of subscription and transaction fees as described above. USE OF ESTIMATES The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, assumptions and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes. The Company evaluates these estimates on an ongoing basis. Estimates, judgments, and assumptions in these consolidated financial statement include, but are not limited to, those related to revenue recognition, capitalization of internal-use software and cloud computing arrangements, fair value of acquired assets and liabilities including goodwill through purchase accounting, evaluation of goodwill and long-lived assets impairment, allowances for accounts and finance receivables, inventory reserves, loss contingencies, income taxes, and sales tax reserves. CASH AND CASH EQUIVALENTS Cash equivalents represent all highly liquid investments with original maturities of three months or less from time of purchase. Cash equivalents are comprised of money market funds. The Company maintains its cash in bank deposit accounts where accounts may exceed federally insured limits at times. The Company deems this credit risk not to be significant as cash is held at well-capitalized financial institutions. ACCOUNTS RECEIVABLE Accounts receivable include amounts due to the Company for sales of equipment, other amounts due from customers, merchant service receivables which are receivables due from credit card processors, and unbilled amounts due from customers, net of the allowance for uncollectible accounts. See "Allowance for Accounts and Finance Receivables" section below for details. FINANCE RECEIVABLES The Company offers extended payment terms to certain customers for equipment sales primarily under its Quick Start Program. Agreements under the Quick Start Program are accounted for as sales-type leases. Accordingly, the discounted future minimum lease payments are classified as finance receivables current and non-current in the Company's Consolidated Balance Sheets based on whether the balances due within the next 12 months. Finance receivables or Quick Start leases are generally for a sixty-month term. The Company recognizes a portion of the lease payments as Interest income on the Consolidated Statements of Operations based on the effective interest rate method.
 ALLOWANCE FOR ACCOUNTS AND FINANCE RECEIVABLES
 The Company maintains lifetime expected loss allowances for accounts and finance receivables based on historical experience of payment performance, current conditions of the customer, which is generally less than one year for accounts receivable and five years for finance receivables. We estimate our allowance using an aging analysis (days past due status) of the receivables balances that is primarily based on historical loss experience. Additionally, current conditions are analyzed to

*determine if the allowance calculation needs to be adjusted further for any qualitative factors impacting a customer's ability to meet its financial obligations that is not already reflected through the historical loss analysis. The Company writes off finance receivable balances against the allowance for credit losses when management determines the balance is uncollectible and the Company ceases collection efforts. The provision for expected credit losses relating to accounts receivable and finance receivable balances is recorded within General and administrative expenses in the Consolidated Statements of Operations.
 The Company writes off accounts and finance receivables balances when management determines the balance is uncollectible and the Company ceases collection efforts.
 INVENTORY Inventory consists primarily of finished goods. The company's inventories are valued at the lower of cost or net realizable value, using a weighted-average cost method. The Company establishes reserves for slow-moving inventory based upon quality considerations including potential changes in technological standards, historical usage and assumptions about future demand based on market conditions. The reserve is recorded within Cost of equipment sales in our Consolidated Statements of Operations. The inventory reserve was $2.2 million and $2.3 million as of June 30, 2024 and 2023, respectively. PROPERTY AND EQUIPMENT, NET Property and equipment, which primarily consists of computer equipment and software and leased equipment, are recorded at either cost or, in the instance of an acquisition, the estimated fair value on the date of the acquisition, and are depreciated on a straight-line basis over the estimated useful lives of the related assets. Capitalized internal-use software is amortized on the straight-line basis over the estimated useful lives of the software. Leasehold improvements are amortized on the straight-line basis over the lesser of the estimated useful life of the asset or the respective lease term. Depreciation expense on our property and equipment, excluding property and equipment used for rentals, is included in Depreciation and amortization in the Consolidated Statements of Operations. Depreciation expense on our property and equipment used for rentals is included in Cost of subscription and transaction fees in the Consolidated Statements of Operations. Additions and improvements that extend the estimated lives of the assets are capitalized, while expenditures for repairs and maintenance are expensed as incurred. GOODWILL The Company's goodwill represents the excess of cost over fair value of the net assets purchased in acquisitions. We test goodwill for impairment at least annually, or more frequently if events or changes in circumstances indicate that impairment may have occurred. Goodwill is reviewed for impairment utilizing either a qualitative or a quantitative goodwill impairment test. When we perform a qualitative assessment and determine the fair value more likely than not exceeds the carrying value, no further evaluation is necessary. When we perform the quantitative goodwill impairment test, we compare the fair value of our reporting unit to its carrying value. If the fair value of the reporting unit exceeds its carrying value, then goodwill is not considered impaired. An impairment charge is recognized for the amount by which, if any, the carrying value exceeds the reporting unit's fair value. However, the loss recognized cannot exceed the reporting unit's goodwill balance. The Company performs an annual goodwill impairment test on April 1 and more frequently if events and circumstances indicate that the asset may be impaired. The Company has determined there is a single reporting unit for purposes of testing goodwill for impairment. The Company has concluded there has been no impairment of goodwill during the year ended June 30, 2024 based on its qualitative assessment. There has been no impairment of goodwill for fiscal year 2023 or 2022. Subsequent to our annual impairment test, no indicators of impairment were identified. INTANGIBLES, NET The Company's intangible assets include trademarks, non-compete agreements, brand names, customer relationships, acquired trade names, acquired developed technology and acquired customer relationships in a business combination. The Company carries these intangibles at cost, less accumulated amortization. Amortization is recorded on a straight-line basis over the estimated useful lives of the respective assets, which span between three and eighteen years, and are included in Depreciation and amortization in the Consolidated Statements of Operations. Other than goodwill, there were no indefinite-lived intangible assets at June 30, 2024 or 2023. The Company assesses its finite-lived intangible and other long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The carrying amount of an asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Fair value of finite-lived intangible assets and property and equipment is based on various valuation techniques. If the carrying amount of an asset or group of assets exceeds its net realizable value, the asset will be written down to its fair value. The Company has concluded there has been no impairment of intangible and long-lived assets during the years ended June 30, 2024 or 2023. FAIR VALUE OF FINANCIAL INSTRUMENTS
 Fair value is defined as the price that would be received in the sale of an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the reporting date. The accounting guidance establishes a three-tiered hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value as follows: Level 1- Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date. Level 2- Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs). Level 3- Inputs are unobservable and reflect the Company's assumptions that market participants would use in pricing the asset or liability. The Company develops these inputs based on the best information available. SIGNIFICANT CUSTOMERS Concentration of revenue with customers subject the Company to operating risks. Approximately $24.6 million, $28.7 million, and $29.7 million of the Company's revenue for the years ended June 30, 2024, 2023 and 2022, respectively, were concentrated with one customer, which represented 9%, 12% and 14% of the Company's revenues for each of the years. The Company's customers are principally located in the United States.
 REVENUE RECOGNITION The revenue recognition guidance provides a single model to determine when and how revenue is recognized. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of control of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Company recognizes revenue using a five-step model resulting in revenue being recognized as performance obligations within a contract have been satisfied. The steps within that model include: (i) identifying the existence of a contract with a customer; (ii) identifying the performance obligations within the contract; (iii) determining the contract's transaction price; (iv) allocating the transaction price to the contract's performance obligations; and, (v) recognizing revenue as the contract's performance obligations are satisfied. Judgment is required to apply the principles-based, five-step model for revenue recognition. Management is required to make certain estimates and assumptions about the Company's contracts with its customers, including, among others, the nature and extent of its performance obligations, its transaction price amounts and any allocations thereof, and the events which constitute satisfaction of its performance obligations. The standard also requires certain incremental costs incurred to obtain or fulfill a contract to be deferred and amortized on a systematic basis consistent with the transfer of goods or services to the customer. The Company provides an end-to-end payment solution which integrates hardware, software, and payment processing in the self-service commerce industry. The Company has contractual agreements with customers that set forth the general terms and conditions of the relationship, including pricing of goods and services, payment terms and contract duration. Revenue is recognized when the obligation under the terms of the Company's contract with its customer is satisfied and is measured as the amount of consideration the Company expects to receive in exchange for transferring goods or providing services. We provide cashless services in exchange for monthly service fees, in addition to collecting usage-based consideration for completed transactions. Certain contracts we enter into with third-party suppliers where we consider ourselves the principal provide us with the right to access and direct their services when processing a transaction. The Company combines the services provided by third-party suppliers to enable customers to accept cashless payment transactions, indicating that it controls all inputs in directing their use to create the combined service. Additionally, the Company sells cashless payment devices, which are either directly sold or leased through the Company's QuickStart, or Cantaloupe ONE programs. The Company recognizes fees charged to our customers primarily on a gross basis as transaction revenue when we are the principal in respect of completing a payment transaction. As a principal to the transaction, we control the service of completing payments for our customers through the payment ecosystem. The fees paid to payment processors and other financial institutions are recognized as transaction expenses in Cost of subscription and transaction fees in the Consolidated Statements of Operations. For certain transactions in which we act in the capacity as an agent, these transactions are recorded on a net basis. These are transactions in which the customer is entering into a separate arrangement with a third-party payment processor for the fulfillment of the payment service. Cashless services represent a single performance obligation as the combination of the services provided gives the customer the ability to accept cashless payments. The Company's customers are contracting for integrated cashless services in connection with purchasing or leasing unattended POS devices. The integrated cashless services when combined together are so integral to the customer's ability to derive benefit from the service, that the activities are effectively inputs to a single promise to the customer. Certain services are distinct, but are not accounted for separately as the rights are coterminous, they are transferred concurrently and the outcome is the same as accounting for the services as individual performance obligations. The single performance obligation is determined to be a stand-ready obligation to process payments whenever a consumer intends to make a purchase at a POS device. As the Company is unable to predict the timing and quantity of transactions to be processed, the assessment of the nature of the performance obligation is focused on each time increment rather than the underlying activity. Therefore, cashless payment processing services are viewed to comprise a series of distinct days of service that are substantially the same and have the same pattern of transfer to the customer. As a result, the promise to stand ready is accounted for as a single performance obligation. Revenue related to cashless services is recognized over the period in which services are provided, with usage-based revenue recognized as transactions occur. Consideration for this service includes fixed fees for standing ready to process transactions, and generally also includes usage-based fees, priced as a percentage of*

*transaction value and/or a specified fee per transaction processed. The total transaction price of usage-based services is determined to be variable consideration as it is based on unknown quantities of services to be performed over the contract term. The underlying variability is satisfied each day the service is performed and provided to the customer. Clients are billed for cashless payment processing services on a monthly basis and for transaction processing as transactions occur. Payment is due based on the Company's standard payment terms which is typically within 30 to 60 days of invoice issuance. Equipment sales represent a separate performance obligation, the majority of which is satisfied at a point in time through outright sales, or sales-type leases in accordance with ASC 842, "Leases", when the equipment is delivered to the customer. Software represents a separate performance obligation, which is satisfied when each distinct day, or for practical reasons, each distinct month of service is transferred to the customers. Customers are billed for software services on a monthly basis. Payment is due based on the Company's standard payment terms which is typically within 30 to 60 days of invoice issuance. Revenues related to Cantaloupe ONE equipment are recognized over time as the customer obtains the right to use the equipment through an operating lease. Clients are billed for equipment sales on a monthly basis, with payment due based on the Company's standard payment terms which is typically within 30 to 60 days of invoice issuance. Revenue from QuickStart equipment leases are recognized as sales-type leases when equipment is shipped to the customer. Transaction processing revenue is recognized upon the usage of the Company's cashless payment and control network. Subscription fees for access to the Company's devices and network services are recognized on a monthly basis when the performance obligation is satisfied. The Company estimates an allowance for subscription and transaction fee refunds on a monthly basis.
 Hardware is available to customers under the QuickStart program pursuant to which the customer would enter into a five-year non-cancelable lease with either the Company or a third-party leasing company for the devices. The Company then allocates the transaction price to equipment and software subscription performance obligations in the contract using relative standalone selling prices. The Company determines standalone selling prices based on the price at which a good or service is sold separately. If the standalone selling price is not observable through historic data, the Company estimates the standalone selling price by considering all reasonably available information, including market data, trends, as well as other company- or customer-specific factors. The QuickStart contracts qualify for sales type lease accounting. At lease inception, the Company recognizes revenue and creates a finance receivable in an amount that represents the present value of minimum lease payments. Accordingly, a portion of the lease payments are recognized as interest income. At the end of the lease period, the customer would have the option to purchase the device at its residual value. Any customer payments received in advance and prior to the Company satisfying any performance obligations are recorded as deferred revenue and amortized as revenue is recognized. The Company will occasionally offer volume discounts, rebates or credits on certain contracts, which is considered variable consideration. The Company uses either the most-likely or estimated value method to estimate the amount of the consideration, based on what the Company expects to better predict the amount of consideration to which it will be entitled to on a contract-by-contract basis. The Company will qualitatively assess if the variable consideration should be limited to prevent possible significant reversals of revenue in future reporting periods. The Company assesses the goods and/or services promised in each customer contract and separately identifies a performance obligation for each promise to transfer to the customer a distinct good or service. The Company then allocates the transaction price to equipment and software subscription performance obligations in the contract using relative standalone selling prices. The Company determines standalone selling prices based on the price at which a good or service is sold separately. If the standalone selling price is not observable through historic data, the Company estimates the standalone selling price by considering all reasonably available information, including market data, trends, as well as other company- or customer-specific factors. The Company's standard payment terms are payment is due within 30 to 60 days of invoice issuance. The Company uses the practical expedient and does not recognize a significant financing component for payment considerations of less than one year. Warranties The Company offers standard warranties that provide the customer with assurance that its equipment will function in accordance with contract specifications. The Company's standard warranties are not sold separately, but are included with each customer purchase. Warranties are not considered separate performance obligations and the related liability is estimated and recorded at the time of sale. Accounts Receivable and Contract Liabilities A contract with a customer creates legal rights and obligations. As the Company satisfies performance obligations under customer contracts, a right to unconditional consideration is recorded as an account receivable. Contract liabilities represent consideration received from customers in excess of revenues recognized (i.e., deferred revenue). Contract liabilities are classified as current or non-current based on the nature of the underlying contractual rights and obligations. Contract Costs The Company incurs costs to obtain contracts with customers, primarily in the form of commissions to sales employees. The Company recognizes as a contract asset for the incremental costs of obtaining a contract with a customer if it expects to recover these costs. The Company currently does not incur material costs to fulfill its obligations under a contract once it is obtained but before transferring goods or services to the customer. Contract costs are amortized on a systematic basis consistent with the transfer to the customer of the goods or services to which the asset relates. A straight-line or proportional amortization method is used depending upon which method best depicts the pattern of transfer of the goods or services to the customer. The Company's contracts frequently contain performance obligations satisfied at a point in time and overtime. In these instances, the Company amortizes the contract costs proportionally with the timing and pattern of revenue recognition. In addition, these contract costs are evaluated for impairment by comparing, on a pooled basis, the expected future net cash flows from underlying customer relationships to the carrying amount of the capitalized contract costs. In order to determine the appropriate amortization period for contract costs, the Company considers a number of factors, including expected early terminations, estimated terms of customer relationships, the useful lives of technology Cantaloupe uses to provide goods and services to its customers, whether future contract renewals are expected and if there is any incremental commission to be paid on a contract renewal. The Company amortizes these assets over the expected period of benefit. Costs to obtain a contract with an expected period of benefit of one year or less are expensed when incurred. LEASES
 Lessee Accounting The Company determines if an arrangement is a lease at inception. The Company has operating and finance leases for office space, warehouses and office equipment. Cantaloupe's leases have lease terms of one year to eight years and some include options to extend and/or terminate the lease. The exercise of lease renewal options is at the Company's sole discretion. When deemed reasonably certain of exercise, the renewal options are included in the determination of the lease term. The Company's lease agreements do not contain any material variable lease payments, material residual value guarantees or any material restrictive covenants. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the operating lease. Operating lease Right-of-Use ("ROU") assets and liabilities are recognized at commencement date of the lease based on the present value of lease payments over the lease term. The Company uses its incremental borrowing rate, which is the collateralized rate of interest that we would pay to borrow over a similar term an amount equal to the lease payments, to determine the present value of lease payments. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Cantaloupe has lease agreements with lease and non-lease components. The Company uses the practical expedient related to treating lease and non-lease components as a single lease component for all leases as well as electing a policy exclusion permitting leases with an original lease term of less than one year to be excluded from the ROU assets and lease liabilities. Lease expense for operating lease payments is recognized on a straight-line basis over the lease term. Variable lease payments that are not based on an index or that result from changes to an index subsequent to the initial measurement of the corresponding lease liability are not included in the measurement of lease ROU assets or liabilities and instead are recognized in earnings in the period in which the obligation for those payments is incurred. The Company reviews its ROU assets for events or changes in circumstances that may indicate that the carrying amount of such assets may not be recoverable. The carrying amount of an asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. If the carrying amount of an ROU exceeds its net realizable value, the asset will be written down to its fair value. The Company did not recognize an impairment charge related to the right-of-use assets for the years ended June 30, 2024 or 2023. Lessor Accounting
 The Company offers its customers financing for the lease of our POS electronic payment devices primarily through our QuickStart program. We account for these transactions as sales-type leases under ASC 606, "Revenue from Contracts with Customers". Our sales-type leases generally have a non-cancellable term of 60 months. Certain leases contain an end-of-term purchase option that is generally insignificant and is reasonably certain to be exercised by the lessee. Leases that do not meet the criteria for sales-type lease accounting are accounted for as operating leases, and typically relate to our Cantaloupe ONE rental program. Cantaloupe ONE agreements are 36-month rental agreements that transition to month-to-month agreements after the initial subscription commitment period.
 The Company also uses the practical expedient related to treating lease and non-lease components as a single component for those leases where the timing and pattern of transfer for the non-lease component and associated lease component are the same and the stand-alone lease component would be classified as an operating lease if accounted for separately. The combined component is then accounted for under Topic 606 or Topic 842 depending on the predominant characteristic of the combined component, which was Topic 606 for the Company's operating leases. All QuickStart leases are sales-type and do not qualify for the election. Lessor consideration is allocated between lease components and the non-lease components using the requirements under Topic 842. Revenue from sales-type leases is recognized upon shipment to the customer and the interest portion is deferred and recognized as earned. The revenues related to the sales-type leases are included in Equipment sales in the Consolidated Statements of Operations and a portion of the lease payments as Interest income. Revenue from operating leases is recognized ratably over the applicable service period in Subscription and transaction fees in the Consolidated Statements of Operations. Equipment Rental The Company offers its customers a rental program for its hardware devices, Cantaloupe ONE platform. In accordance with ASC 842, the Company classifies the rental agreements as operating leases, with service fee revenue related to the leases included in subscription and transaction fees in the Consolidated Statements of Operations. Costs for the Cantaloupe ONE revenue, which consist of depreciation expense on the Cantaloupe ONE equipment, are included in Cost of subscription and transaction fees in the Consolidated Statements of Operations. Equipment utilized by the Cantaloupe ONE program is included in Property and equipment, net on the Consolidated Balance Sheets. <span*

***style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:400;line-height:120%">SHIPPING AND HANDLING Shipping and handling fees billed to our customers in connection with sales are recorded as revenue. The costs incurred for shipping and handling of our product are recorded as cost of equipment. ADVERTISING COSTS Advertising costs are expensed as incurred and are included within the Sales and marketing expenses in the Consolidated Statements of Operations. For the fiscal years ended June 30, 2024, 2023, and 2022, we incurred advertising costs of approximately $1.9 million, $0.8 million and $0.7 million, respectively. RESEARCH AND DEVELOPMENT EXPENSES Research and development expenses are expensed as incurred and primarily consist of personnel, contractors and product development costs. Research and development expenses, which are included within the technology and product development expenses and general and administrative expenses in the Consolidated Statements of Operations, were approximately $3.0 million, $3.5 million and $3.5 million, for the fiscal years ended June 30, 2024, 2023, and 2022, respectively. Our research and development initiatives focus on adding features and functionality to our system solutions through the development and utilization of our processing and reporting network and new technology. CAPITALIZATION OF INTERNAL-USE SOFTWARE AND CLOUD COMPUTING ARRANGEMENTS
 We have expenditures associated with the technological maintenance and improvement of our network and technology offerings. These expenditures include both the cost of internal employees, who spend portions of their time on various technological projects, and the use of external temporary labor and consultants. Capitalization of internal-use software occurs in the application development stage after the completion of the preliminary project stage, and management authorizes the project, management commits to funding the project, it is probable the project will be completed, and the project will be used to perform the function intended, and it ends at the implementation stage. We are required to assess these expenditures and make a determination as to whether the costs should be expensed as incurred or are subject to capitalization. In making these determinations, we consider the stage of the development project, the probability of successful development and if the development is resulting in increased features and functionality. In addition, if we determine that a project qualifies for capitalization, the amount of capitalization is subject to various estimates, including the amount of time spent on the development work and the cost of internal employees and external consultants. Internal-use software is included within Property and equipment, net on our Consolidated Balance Sheets and is amortized over its estimated useful life, which is typically 3 to 7 years.
 We capitalize certain costs related to hosting arrangements that are service contracts (cloud computing arrangements) following the internal-use software capitalization criteria described above. Our cloud computing arrangements involve services we use to support internal corporate functions, our platforms and technology offerings. Capitalized costs relating to cloud computing arrangements are included within Prepaid expenses and other current assets, or Other assets for costs that will be recognized in more than 12 months, on our Consolidated Balance Sheets and are amortized on a straight-line basis over the estimated useful life, which is typically 3 to 5 years. STOCK-BASED COMPENSATION The cost of services received in exchange for an award of equity instruments related to employees and non-employees is based on the grant-date fair value of the award and allocated over the requisite service period of the award. When the requisite service period precedes the grant date, the Company begins recognizing compensation cost before a grant date is established, and the awards are marked to market until grant date occurs. These costs are recorded within operating expenses in the Consolidated Statements of Operations. LOSS CONTINGENCIES
 From time to time, we are involved in litigation, claims, contingencies and other legal matters. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's management team evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.
 If the assessment of a contingency indicates it is probable that a loss has been incurred and the amount of the liability can be estimated, the estimated liability would be accrued in the Company's financial statements. If the assessment indicates a loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed. Expected legal costs associated with assessing or potentially settling a contingent liability are expensed as incurred. SALES TAX RESERVE The Company has recorded a contingent liability for sales tax, included in Accrued expenses in the Consolidated Balance Sheets. On a quarterly basis, the Company accrues interest on the unpaid balance. The estimated liability is adjusted upon the payment of sales tax related to the accrual, the changes in state tax laws that may impact the accrual and the expiration of the statute of limitations for open years under review. The liability includes significant judgments and estimates that may change in the future, and the actual liability may be different from our current estimate. Changes to the sales tax reserve amount are recorded within General and administrative expenses and Interest expense in the Consolidated Statements of Operations. INCOME TAXES Income taxes are computed using the asset and liability method of accounting. Under the asset and liability method, a deferred tax asset or liability is recognized for estimated future tax effects attributable to temporary differences and carryforwards. The measurement of deferred income tax assets is adjusted by a valuation allowance, if necessary, to recognize future tax benefits only to the extent, based on available evidence, it is more likely than not such benefits will be realized. Tax positions must meet a more-likely-than-not recognition threshold to be recognized. The Company recognizes interest and penalties, if any, related to uncertain tax positions within General and administrative expenses in the Consolidated Statements of Operations. Interest and penalties related to uncertain tax positions incurred during the fiscal years ended June 30, 2024, 2023, and 2022 were immaterial. EARNINGS (LOSS) PER COMMON SHARE Basic earnings (loss) per share are calculated by dividing net income (loss) applicable to common shares by the weighted average common shares outstanding for the period. Diluted earnings (loss) per share are calculated by dividing net income (loss) applicable to common shares by the weighted average common shares outstanding for the period plus the dilutive effects of common stock equivalents unless the effects of such common stock equivalents are anti-dilutive. RECLASSIFICATIONS
 Certain reclassifications have been made to prior years' reported amounts in order to conform to the current year presentation. These reclassifications did not impact our previously reported net income (loss), stockholders' equity or cash flows.
 RECENT ACCOUNTING PRONOUNCEMENTS Accounting pronouncements adopted
 On July 1, 2023, the Company adopted ASU 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers. The standard requires an acquirer to recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with ASC 606, as if it had originated the contracts, rather than at fair value on the acquisition date.le The amendments in ASU 2021-08 were applied to both the 2023 and 2024 acquisitions described in Note 10 - Acquisitions.
 Accounting pronouncements to be adopted The Company is evaluating whether the effects of the following recent accounting pronouncements, or any other recently issued but not yet effective accounting standards, will have a material effect on the Company's consolidated financial position, results of operations or cash flows.
 In November 2023, the FASB issued ASU 2023-07, which expands reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in the ASU require that a public entity disclose, on an annual and interim basis, significant segment expenses that are regularly provided to an entity's chief operating decision maker ("CODM"), a description of other segment items by reportable segment, and permits disclosure of additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. It also requires certain disclosures for companies who have determined only one segment exists. Annual disclosures are required for fiscal years beginning after December 15, 2023, which is the Company's fiscal year 2025 annual reporting period. Interim disclosures are required for periods within fiscal years beginning after December 15, 2024, which is the Company's fiscal year 2026 interim reporting periods. Retrospective application is required for all prior periods presented, and early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures.
 In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. This standard was issued to enhance the transparency and decision usefulness of income tax disclosures to provide information to better assess how an entity's operations and related tax risks and tax planning and operational opportunities affect its tax rate and prospects for future cash flows. The amendments in this ASU address transparency about income tax information through disclosures primarily related to the rate reconciliation and income taxes paid information. The amendments in this ASU are effective for annual periods beginning after December 15, 2024. The ASU should be applied on a prospective basis. Retrospective application is permitted. We are currently evaluating the impact the adoption of the new accounting guidance will have on our income tax disclosures. BASIS OF PRESENTATION AND PREPARATION <span style="color:#000000;font-***

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") on a going concern basis. In the opinion of management, all adjustments considered necessary for a fair presentation, consisting of normal recurring adjustments, have been included. The Company operates as one operating segment because its chief operating decision maker, who is the Chief Executive Officer, reviews its financial information on a consolidated basis for purposes of making decisions regarding allocating resources and assessing performance. The Company has operations in the United States, Mexico and the UK. The functional currencies of our foreign wholly-owned subsidiaries are the local currency. We translate the financial statements of these subsidiaries into U.S. dollars each reporting period for purposes of consolidation. Assets and liabilities are translated at the period-end currency exchange rates, certain equity accounts are translated at historical exchange rates and income and expense amounts are translated at average currency exchange rates in effect for the period. The effect of these translation adjustments are reported in Accumulated other comprehensive loss on the Consolidated Statements of Convertible Preferred Stock and Shareholders' Equity. Gains and losses on transactions denominated in currencies other than the functional currency are generally included in determining net income for the period. Foreign currency transaction gains and losses were not significant to the financial statements for the years ended June 30, 2024, 2023, and 2022. 1 Consolidated Statements of Operations: Cost of Sales Below is a brief description of the various categories within cost of sales:
 •Cost of subscription and transaction fees: Cost of subscription and transaction fees consist of third-party transaction processing fees, interchange fees, and network service fees. Cost of subscription and transaction fees also includes depreciation expense associated with our Cantaloupe One rental equipment program.
 •Cost of equipment sales: Cost of equipment sales consist primarily of direct costs to acquire finished goods, or for certain products material to fabricate our equipment, as well as freight, taxes, and other inventory acquisition costs. Consolidated Statements of Operations: Operating expenses presentation
 Beginning in fiscal year 2023, the Company disaggregated General and administrative costs further by disclosing Integration and acquisition expenses separately. The updated presentation is intended to provide additional transparency to the readers of the financial statements and better align the Company's financial performance with how management views and monitors business operations and makes strategic decisions. This presentation change did not impact total operating expenses, operating income (loss), net income (loss) or net income (loss) per common share. Below is a brief description of the various categories within operating expenses:
 •Sales and marketing: Sales and marketing expenses consist primarily of our sales and marketing team personnel costs. In addition, this category includes fees paid for advertising, trade shows and external consultants who assist in outreach initiatives designed to build brand awareness and showcase the value of our products and services to our opportunity markets.
 •Technology and product development: Technology and product development expenses consist primarily of our technology and product team personnel costs and fees paid to external consultants relating to innovating and maintaining our portfolio of products and services and strengthening our network environment and platform. These costs include but are not limited to engineering, platform and software development, fees for software licenses, contract labor and other technology and product related items that are not eligible for capitalization.
 •General, and administrative: General and administrative expenses consist primarily of our customer support, business operations, finance, legal, human resources and other administrative personnel costs and fees paid to external consultants for these respective departments. In addition, this category includes rent and occupancy costs and other miscellaneous costs incurred in the course of operating the business.
 •Investigation, proxy solicitation, and restatement expenses, net of insurance recoveries: In fiscal year 2019, the Audit Committee, with the assistance of independent legal and forensic accounting advisors, conducted an internal investigation of then-current and prior period matters relating to certain of the Company's contractual arrangements, including the accounting treatment, financial reporting and internal controls related to such arrangements (the "2019 Investigation"). The Company and former officers incurred additional legal expenses for these periods offset by certain recoveries from insurance policy claims.
 •Integration and acquisition: Integration and acquisition expenses consist primarily of professional services fees including accounting, legal and investing banking advisory fees incurred in connection with acquisitions and post-acquisition integrations. See Note 10 - Acquisitions to the consolidated financial statements for further information.
 •Depreciation and amortization: Depreciation expense on our property and equipment, amortization of capitalized internal-use software development costs, and amortization expense on our intangible assets are included within the Depreciation and amortization caption in the Consolidated Statements of Operations. Depreciation on property and equipment used for rentals is included in Cost of subscription and transaction fees as described above. RECLASSIFICATIONS
 Certain reclassifications have been made to prior years' reported amounts in order to conform to the current year presentation. These reclassifications did not impact our previously reported net income (loss), stockholders' equity or cash flows. USE OF ESTIMATES The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, assumptions and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes. The Company evaluates these estimates on an ongoing basis. Estimates, judgments, and assumptions in these consolidated financial statement include, but are not limited to, those related to revenue recognition, capitalization of internal-use software and cloud computing arrangements, fair value of acquired assets and liabilities including goodwill through purchase accounting, evaluation of goodwill and long-lived assets impairment, allowances for accounts and finance receivables, inventory reserves, loss contingencies, income taxes, and sales tax reserves. CASH AND CASH EQUIVALENTS Cash equivalents represent all highly liquid investments with original maturities of three months or less from time of purchase. Cash equivalents are comprised of money market funds. The Company maintains its cash in bank deposit accounts where accounts may exceed federally insured limits at times. The Company deems this credit risk not to be significant as cash is held at well-capitalized financial institutions. ACCOUNTS RECEIVABLE Accounts receivable include amounts due to the Company for sales of equipment, other amounts due from customers, merchant service receivables which are receivables due from credit card processors, and unbilled amounts due from customers, net of the allowance for uncollectible accounts. See "Allowance for Accounts and Finance Receivables" section below for details. FINANCE RECEIVABLES The Company offers extended payment terms to certain customers for equipment sales primarily under its Quick Start Program. Agreements under the Quick Start Program are accounted for as sales-type leases. Accordingly, the discounted future minimum lease payments are classified as finance receivables current and non-current in the Company's Consolidated Balance Sheets based on whether the balances due within the next 12 months. Finance receivables or Quick Start leases are generally for a sixty-month term. The Company recognizes a portion of the lease payments as Interest income on the Consolidated Statements of Operations based on the effective interest rate method.P60M ALLOWANCE FOR ACCOUNTS AND FINANCE RECEIVABLES
 The Company maintains lifetime expected loss allowances for accounts and finance receivables based on historical experience of payment performance, current conditions of the customer, which is generally less than one year for accounts receivable and five years for finance receivables. We estimate our allowance using an aging analysis (days past due status) of the receivables balances that is primarily based on historical loss experience. Additionally, current conditions are analyzed to determine if the allowance calculation needs to be adjusted further for any qualitative factors impacting a customer's ability to meet its financial obligations that is not already reflected through the historical loss analysis. The Company writes off finance receivable balances against the allowance for credit losses when management determines the balance is uncollectible and the Company ceases collection efforts. The provision for expected credit losses relating to accounts receivable and finance

receivable balances is recorded within General and administrative expenses in the Consolidated Statements of Operations. The Company writes off accounts and finance receivables balances when management determines the balance is uncollectible and the Company ceases collection efforts. INVENTORY Inventory consists primarily of finished goods. The company's inventories are valued at the lower of cost or net realizable value, using a weighted-average cost method. The Company establishes reserves for slow-moving inventory based upon quality considerations including potential changes in technological standards, historical usage and assumptions about future demand based on market conditions. The reserve is recorded within Cost of equipment sales in our Consolidated Statements of Operations. The inventory reserve was $2.2 million and $2.3 million as of June 30, 2024 and 2023, respectively.220000023000000 PROPERTY AND EQUIPMENT, NET Property and equipment, which primarily consists of computer equipment and software and leased equipment, are recorded at either cost or, in the instance of an acquisition, the estimated fair value on the date of the acquisition, and are depreciated on a straight-line basis over the estimated useful lives of the related assets. Capitalized internal-use software is amortized on the straight-line basis over the estimated useful lives of the software. Leasehold improvements are amortized on the straight-line basis over the lesser of the estimated useful life of the asset or the respective lease term. Depreciation expense on our property and equipment, excluding property and equipment used for rentals, is included in Depreciation and amortization in the Consolidated Statements of Operations. Depreciation expense on our property and equipment used for rentals is included in Cost of subscription and transaction fees in the Consolidated Statements of Operations. Additions and improvements that extend the estimated lives of the assets are capitalized, while expenditures for repairs and maintenance are expensed as incurred. GOODWILL The Company's goodwill represents the excess of cost over fair value of the net assets purchased in acquisitions. We test goodwill for impairment at least annually, or more frequently if events or changes in circumstances indicate that impairment may have occurred. Goodwill is reviewed for impairment utilizing either a qualitative or a quantitative goodwill impairment test. When we perform a qualitative assessment and determine the fair value more likely than not exceeds the carrying value, no further evaluation is necessary. When we perform the quantitative goodwill impairment test, we compare the fair value of our reporting unit to its carrying value. If the fair value of the reporting unit exceeds its carrying value, then goodwill is not considered impaired. An impairment charge is recognized for the amount by which, if any, the carrying value exceeds the reporting unit's fair value. However, the loss recognized cannot exceed the reporting unit's goodwill balance. The Company performs an annual goodwill impairment test on April 1 and more frequently if events and circumstances indicate that the asset may be impaired. The Company has determined there is a single reporting unit for purposes of testing goodwill for impairment. The Company has concluded there has been no impairment of goodwill during the year ended June 30, 2024 based on its qualitative assessment. There has been no impairment of goodwill for fiscal year 2023 or 2022. Subsequent to our annual impairment test, no indicators of impairment were identified. 000 INTANGIBLES, NET The Company's intangible assets include trademarks, non-compete agreements, brand names, customer relationships, acquired trade names, acquired developed technology and acquired customer relationships in a business combination. The Company carries these intangibles at cost, less accumulated amortization. Amortization is recorded on a straight-line basis over the estimated useful lives of the respective assets, which span between three and eighteen years, and are included in Depreciation and amortization in the Consolidated Statements of Operations. P18Y00The Company assesses its finite-lived intangible and other long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The carrying amount of an asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Fair value of finite-lived intangible assets and property and equipment is based on various valuation techniques. If the carrying amount of an asset or group of assets exceeds its net realizable value, the asset will be written down to its fair value.00 FAIR VALUE OF FINANCIAL INSTRUMENTS
 Fair value is defined as the price that would be received in the sale of an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the reporting date. The accounting guidance establishes a three-tiered hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value as follows: Level 1- Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date. Level 2- Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs). Level 3- Inputs are unobservable and reflect the Company's assumptions that market participants would use in pricing the asset or liability. The Company develops these inputs based on the best information available. SIGNIFICANT CUSTOMERS Concentration of revenue with customers subject the Company to operating risks. Approximately $24.6 million, $28.7 million, and $29.7 million of the Company's revenue for the years ended June 30, 2024, 2023 and 2022, respectively, were concentrated with one customer, which represented 9%, 12% and 14% of the Company's revenues for each of the years. The Company's customers are principally located in the United States. 2460000028700000297000000.090.120.14 REVENUE RECOGNITION The revenue recognition guidance provides a single model to determine when and how revenue is recognized. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of control of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.
The Company recognizes revenue using a five-step model resulting in revenue being recognized as performance obligations within a contract have been satisfied. The steps within that model include: (i) identifying the existence of a contract with a customer; (ii) identifying the performance obligations within the contract; (iii) determining the contract's transaction price; (iv) allocating the transaction price to the contract's performance obligations; and, (v) recognizing revenue as the contract's performance obligations are satisfied. Judgment is required to apply the principles-based, five-step model for revenue recognition. Management is required to make certain estimates and assumptions about the Company's contracts with its customers, including, among others, the nature and extent of its performance obligations, its transaction price amounts and any allocations thereof, and the events which constitute satisfaction of its performance obligations. The standard also requires certain incremental costs incurred to obtain or fulfill a contract to be deferred and amortized on a systematic basis consistent with the transfer of goods or services to the customer. The Company provides an end-to-end payment solution which integrates hardware, software, and payment processing in the self-service commerce industry. The Company has contractual agreements with customers that set forth the general terms and conditions of the relationship, including pricing of goods and services, payment terms and contract duration. Revenue is recognized when the obligation under the terms of the Company's contract with its customer is satisfied and is measured as the amount of consideration the Company expects to receive in exchange for transferring goods or providing services. We provide cashless services in exchange for monthly service fees, in addition to collecting usage-based consideration for completed transactions. Certain contracts we enter into with third-party suppliers where we consider ourselves the principal provide us with the right to access and direct their services when processing a transaction. The Company combines the services provided by third-party suppliers to enable customers to accept cashless payment transactions, indicating that it controls all inputs in directing their use to create the combined service. Additionally, the Company sells cashless payment devices, which are either directly sold or leased through the Company's QuickStart, or Cantaloupe ONE programs. The Company recognizes fees charged to our customers primarily on a gross basis as transaction revenue when we are the principal in respect of completing a payment transaction. As a principal to the transaction, we control the service of completing payments for our customers through the payment ecosystem. The fees paid to payment processors and other financial institutions are recognized as transaction expenses in Cost of subscription and transaction fees in the Consolidated Statements of Operations. For certain transactions in which we act in the capacity as an agent, these transactions are recorded on a net basis. These are transactions in which the customer is entering into a separate arrangement with a third-party payment processor for the fulfillment of the payment service. Cashless services represent a single performance obligation as the combination of the services provided gives the customer the ability to accept cashless payments. The Company's customers are contracting for integrated cashless services in connection with purchasing or leasing unattended POS devices. The integrated cashless services when combined together are so integral to the customer's ability to derive benefit from the service, that the activities are effectively inputs to a single promise to the customer. Certain services are distinct, but are not accounted for separately as the rights are coterminous, they are transferred concurrently and the outcome is the same as accounting for the services as individual performance obligations. The single performance obligation is determined to be a stand-ready obligation to process payments whenever a consumer intends to make a purchase at a POS device. As the Company is unable to predict the timing and quantity of transactions to be processed, the assessment of the nature of the performance obligation is focused on each time increment rather than the underlying activity. Therefore, cashless payment processing services are viewed to comprise a series of distinct days of service that are substantially the same and have the same pattern of transfer to the customer. As a result, the promise to stand ready is accounted for as a single performance obligation. Revenue related to cashless services is recognized over the period in which services are provided, with usage-based revenue recognized as transactions occur. Consideration for this service includes fixed fees for standing ready to process transactions, and generally also includes usage-based fees, priced as a percentage of transaction value and/or a specified fee per transaction processed. The total transaction price of usage-based services is determined to be variable consideration as it is based on unknown quantities of services to be performed over the contract term. The underlying variability is satisfied each day the service is performed and provided to the customer. Clients are billed for cashless payment processing services on a monthly basis and for transaction processing as transactions occur. Payment is due based on the Company's standard payment terms which is typically within 30 to 60 days of invoice issuance. Equipment sales represent a separate performance obligation, the majority of which is satisfied at a point in time through outright sales, or sales-type leases in accordance with ASC 842, "Leases", when the equipment is delivered to the customer. Software represents a separate performance obligation, which is satisfied when each distinct day, or for practical reasons, each distinct month of service is transferred to the customers. Customers are billed for software services on a monthly basis. Payment is due based on the Company's standard payment terms which is typically within 30 to 60 days of invoice issuance. Revenues related to Cantaloupe ONE equipment are recognized over time as the

customer obtains the right to use the equipment through an operating lease. Clients are billed for equipment sales on a monthly basis, with payment due based on the Company's standard payment terms which is typically within 30 to 60 days of invoice issuance. Revenue from QuickStart equipment leases are recognized as sales-type leases when equipment is shipped to the customer. Transaction processing revenue is recognized upon the usage of the Company's cashless payment and control network. Subscription fees for access to the Company's devices and network services are recognized on a monthly basis when the performance obligation is satisfied. The Company estimates an allowance for subscription and transaction fee refunds on a monthly basis.
 Hardware is available to customers under the QuickStart program pursuant to which the customer would enter into a five-year non-cancelable lease with either the Company or a third-party leasing company for the devices. The Company then allocates the transaction price to equipment and software subscription performance obligations in the contract using relative standalone selling prices. The Company determines standalone selling prices based on the price at which a good or service is sold separately. If the standalone selling price is not observable through historic data, the Company estimates the standalone selling price by considering all reasonably available information, including market data, trends, as well as other company- or customer-specific factors. The QuickStart contracts qualify for sales type lease accounting. At lease inception, the Company recognizes revenue and creates a finance receivable in an amount that represents the present value of minimum lease payments. Accordingly, a portion of the lease payments are recognized as interest income. At the end of the lease period, the customer would have the option to purchase the device at its residual value. Any customer payments received in advance and prior to the Company satisfying any performance obligations are recorded as deferred revenue and amortized as revenue is recognized. The Company will occasionally offer volume discounts, rebates or credits on certain contracts, which is considered variable consideration. The Company uses either the most-likely or estimated value method to estimate the amount of the consideration, based on what the Company expects to better predict the amount of consideration to which it will be entitled to on a contract-by-contract basis. The Company will qualitatively assess if the variable consideration should be limited to prevent possible significant reversals of revenue in future reporting periods. The Company assesses the goods and/or services promised in each customer contract and separately identifies a performance obligation for each promise to transfer to the customer a distinct good or service. The Company then allocates the transaction price to equipment and software subscription performance obligations in the contract using relative standalone selling prices. The Company determines standalone selling prices based on the price at which a good or service is sold separately. If the standalone selling price is not observable through historic data, the Company estimates the standalone selling price by considering all reasonably available information, including market data, trends, as well as other company- or customer-specific factors. The Company's standard payment terms are payment is due within 30 to 60 days of invoice issuance. The Company uses the practical expedient and does not recognize a significant financing component for payment considerations of less than one year. Accounts Receivable and Contract Liabilities A contract with a customer creates legal rights and obligations. As the Company satisfies performance obligations under customer contracts, a right to unconditional consideration is recorded as an account receivable. Contract liabilities represent consideration received from customers in excess of revenues recognized (i.e., deferred revenue). Contract liabilities are classified as current or non-current based on the nature of the underlying contractual rights and obligations. Contract Costs The Company incurs costs to obtain contracts with customers, primarily in the form of commissions to sales employees. The Company recognizes as a contract asset for the incremental costs of obtaining a contract with a customer if it expects to recover these costs. The Company currently does not incur material costs to fulfill its obligations under a contract once it is obtained but before transferring goods or services to the customer. Contract costs are amortized on a systematic basis consistent with the transfer to the customer of the goods or services to which the asset relates. A straight-line or proportional amortization method is used depending upon which method best depicts the pattern of transfer of the goods or services to the customer. The Company's contracts frequently contain performance obligations satisfied at a point in time and overtime. In these instances, the Company amortizes the contract costs proportionally with the timing and pattern of revenue recognition. In addition, these contract costs are evaluated for impairment by comparing, on a pooled basis, the expected future net cash flows from underlying customer relationships to the carrying amount of the capitalized contract costs. In order to determine the appropriate amortization period for contract costs, the Company considers a number of factors, including expected early terminations, estimated terms of customer relationships, the useful lives of technology Cantaloupe uses to provide goods and services to its customers, whether future contract renewals are expected and if there is any incremental commission to be paid on a contract renewal. The Company amortizes these assets over the expected period of benefit. Costs to obtain a contract with an expected period of benefit of one year or less are expensed when incurred. P30DP60DP30DP60DP30DP60DP5YP30DP60D Warranties The Company offers standard warranties that provide the customer with assurance that its equipment will function in accordance with contract specifications. The Company's standard warranties are not sold separately, but are included with each customer purchase. Warranties are not considered separate performance obligations and the related liability is estimated and recorded at the time of sale. Lessee Accounting The Company determines if an arrangement is a lease at inception. The Company has operating and finance leases for office space, warehouses and office equipment. Cantaloupe's leases have lease terms of one year to eight years and some include options to extend and/or terminate the lease. The exercise of lease renewal options is at the Company's sole discretion. When deemed reasonably certain of exercise, the renewal options are included in the determination of the lease term. The Company's lease agreements do not contain any material variable lease payments, material residual value guarantees or any material restrictive covenants. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the operating lease. Operating lease Right-of-Use ("ROU") assets and liabilities are recognized at commencement date of the lease based on the present value of lease payments over the lease term. The Company uses its incremental borrowing rate, which is the collateralized rate of interest that we would pay to borrow over a similar term an amount equal to the lease payments, to determine the present value of lease payments. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Cantaloupe has lease agreements with lease and non-lease components. The Company uses the practical expedient related to treating lease and non-lease components as a single lease component for all leases as well as electing a policy exclusion permitting leases with an original lease term of less than one year to be excluded from the ROU assets and lease liabilities. Lease expense for operating lease payments is recognized on a straight-line basis over the lease term. Variable lease payments that are not based on an index or that result from changes to an index subsequent to the initial measurement of the corresponding lease liability are not included in the measurement of lease ROU assets or liabilities and instead are recognized in earnings in the period in which the obligation for those payments is incurred. The Company reviews its ROU assets for events or changes in circumstances that may indicate that the carrying amount of such assets may not be recoverable. The carrying amount of an asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. If the carrying amount of an ROU exceeds its net realizable value, the asset will be written down to its fair value.P1YP8Y Lessor Accounting
 The Company offers its customers financing for the lease of our POS electronic payment devices primarily through our QuickStart program. We account for these transactions as sales-type leases under ASC 606, "Revenue from Contracts with Customers". Our sales-type leases generally have a non-cancellable term of 60 months. Certain leases contain an end-of-term purchase option that is generally insignificant and is reasonably certain to be exercised by the lessee. Leases that do not meet the criteria for sales-type lease accounting are accounted for as operating leases, and typically relate to our Cantaloupe ONE rental program. Cantaloupe ONE agreements are 36-month rental agreements that transition to month-to-month agreements after the initial subscription commitment period.
 The Company also uses the practical expedient related to treating lease and non-lease components as a single component for those leases where the timing and pattern of transfer for the non-lease component and associated lease component are the same and the stand-alone lease component would be classified as an operating lease if accounted for separately. The combined component is then accounted for under Topic 606 or Topic 842 depending on the predominant characteristic of the combined component, which was Topic 606 for the Company's operating leases. All QuickStart leases are sales-type and do not qualify for the election. Lessor consideration is allocated between lease components and the non-lease components using the requirements under Topic 842. Revenue from sales-type leases is recognized upon shipment to the customer and the interest portion is deferred and recognized as earned. The revenues related to the sales-type leases are included in Equipment sales in the Consolidated Statements of Operations and a portion of the lease payments as Interest income. Revenue from operating leases is recognized ratably over the applicable service period in Subscription and transaction fees in the Consolidated Statements of Operations. Equipment Rental The Company offers its customers a rental program for its hardware devices, Cantaloupe ONE platform. In accordance with ASC 842, the Company classifies the rental agreements as operating leases, with service fee revenue related to the leases included in subscription and transaction fees in the Consolidated Statements of Operations. Costs for the Cantaloupe ONE revenue, which consist of depreciation expense on the Cantaloupe ONE equipment, are included in Cost of subscription and transaction fees in the Consolidated Statements of Operations. Equipment utilized by the Cantaloupe ONE program is included in Property and equipment, net on the Consolidated Balance Sheets. P60MP36M SHIPPING AND HANDLING Shipping and handling fees billed to our customers in connection with sales are recorded as revenue. The costs incurred for shipping and handling of our product are recorded as cost of equipment. ADVERTISING COSTS Advertising costs are expensed as incurred and are included within the Sales and marketing expenses in the Consolidated Statements of Operations.1900000800000700000 RESEARCH AND DEVELOPMENT EXPENSES Research and development expenses are expensed as incurred and primarily consist of personnel, contractors and product development costs. Research and development expenses, which are included within the technology and product development expenses and general and administrative expenses in the Consolidated Statements of Operations, were approximately $3.0 million, $3.5 million and $3.5 million, for the fiscal years ended June 30, 2024, 2023, and 2022, respectively. Our research and <span style="color:#000000;font-family:'Times New

Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">development initiatives focus on adding features and functionality to our system solutions through the development and utilization of our processing and reporting network and new technology. 3000000.035000003500000 CAPITALIZATION OF INTERNAL-USE SOFTWARE AND CLOUD COMPUTING ARRANGEMENTS
 We have expenditures associated with the technological maintenance and improvement of our network and technology offerings. These expenditures include both the cost of internal employees, who spend portions of their time on various technological projects, and the use of external temporary labor and consultants. Capitalization of internal-use software occurs in the application development stage after the completion of the preliminary project stage, and management authorizes the project, management commits to funding the project, it is probable the project will be completed, and the project will be used to perform the function intended, and it ends at the implementation stage. We are required to assess these expenditures and make a determination as to whether the costs should be expensed as incurred or are subject to capitalization. In making these determinations, we consider the stage of the development project, the probability of successful development and if the development is resulting in increased features and functionality. In addition, if we determine that a project qualifies for capitalization, the amount of capitalization is subject to various estimates, including the amount of time spent on the development work and the cost of internal employees and external consultants. Internal-use software is included within Property and equipment, net on our Consolidated Balance Sheets and is amortized over its estimated useful life, which is typically 3 to 7 years.
 We capitalize certain costs related to hosting arrangements that are service contracts (cloud computing arrangements) following the internal-use software capitalization criteria described above. Our cloud computing arrangements involve services we use to support internal corporate functions, our platforms and technology offerings. Capitalized costs relating to cloud computing arrangements are included within Prepaid expenses and other current assets, or Other assets for costs that will be recognized in more than 12 months, on our Consolidated Balance Sheets and are amortized on a straight-line basis over the estimated useful life, which is typically 3 to 5 years. P3YP7YP3YP5Y STOCK-BASED COMPENSATION The cost of services received in exchange for an award of equity instruments related to employees and non-employees is based on the grant-date fair value of the award and allocated over the requisite service period of the award. When the requisite service period precedes the grant date, the Company begins recognizing compensation cost before a grant date is established, and the awards are marked to market until grant date occurs. These costs are recorded within operating expenses in the Consolidated Statements of Operations. LOSS CONTINGENCIES
 From time to time, we are involved in litigation, claims, contingencies and other legal matters. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's management team evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates it is probable that a loss has been incurred and the amount of the liability can be estimated, the estimated liability would be accrued in the Company's financial statements. If the assessment indicates a loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed. Expected legal costs associated with assessing or potentially settling a contingent liability are expensed as incurred. SALES TAX RESERVE The Company has recorded a contingent liability for sales tax, included in Accrued expenses in the Consolidated Balance Sheets. On a quarterly basis, the Company accrues interest on the unpaid balance. The estimated liability is adjusted upon the payment of sales tax related to the accrual, the changes in state tax laws that may impact the accrual and the expiration of the statute of limitations for open years under review. The liability includes significant judgments and estimates that may change in the future, and the actual liability may be different from our current estimate. Changes to the sales tax reserve amount are recorded within General and administrative expenses and Interest expense in the Consolidated Statements of Operations. INCOME TAXES Income taxes are computed using the asset and liability method of accounting. Under the asset and liability method, a deferred tax asset or liability is recognized for estimated future tax effects attributable to temporary differences and carryforwards. The measurement of deferred income tax assets is adjusted by a valuation allowance, if necessary, to recognize future tax benefits only to the extent, based on available evidence, it is more likely than not such benefits will be realized. Tax positions must meet a more-likely-than-not recognition threshold to be recognized. The Company recognizes interest and penalties, if any, related to uncertain tax positions within General and administrative expenses in the Consolidated Statements of Operations. Interest and penalties related to uncertain tax positions incurred during the fiscal years ended June 30, 2024, 2023, and 2022 were immaterial. EARNINGS (LOSS) PER COMMON SHARE Basic earnings (loss) per share are calculated by dividing net income (loss) applicable to common shares by the weighted average common shares outstanding for the period. Diluted earnings (loss) per share are calculated by dividing net income (loss) applicable to common shares by the weighted average common shares outstanding for the period plus the dilutive effects of common stock equivalents unless the effects of such common stock equivalents are anti-dilutive. RECENT ACCOUNTING PRONOUNCEMENTS Accounting pronouncements adopted
 On July 1, 2023, the Company adopted ASU 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers. The standard requires an acquirer to recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with ASC 606, as if it had originated the contracts, rather than at fair value on the acquisition date.le The amendments in ASU 2021-08 were applied to both the 2023 and 2024 acquisitions described in Note 10 - Acquisitions.
 Accounting pronouncements to be adopted The Company is evaluating whether the effects of the following recent accounting pronouncements, or any other recently issued but not yet effective accounting standards, will have a material effect on the Company's consolidated financial position, results of operations or cash flows.
 In November 2023, the FASB issued ASU 2023-07, which expands reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in the ASU require that a public entity disclose, on an annual and interim basis, significant segment expenses that are regularly provided to an entity's chief operating decision maker ("CODM"), a description of other segment items by reportable segment, and permits disclosure of additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. It also requires certain disclosures for companies who have determined only one segment exists. Annual disclosures are required for fiscal years beginning after December 15, 2023, which is the Company's fiscal year 2025 annual reporting period. Interim disclosures are required for periods within fiscal years beginning after December 15, 2024, which is the Company's fiscal year 2026 interim reporting periods. Retrospective application is required for all prior periods presented, and early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures.
 In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. This standard was issued to enhance the transparency and decision usefulness of income tax disclosures to provide information to better assess how an entity's operations and related tax risks and tax planning and operational opportunities affect its tax rate and prospects for future cash flows. The amendments in this ASU address transparency about income tax information through disclosures primarily related to the rate reconciliation and income taxes paid information. The amendments in this ASU are effective for annual periods beginning after December 15, 2024. The ASU should be applied on a prospective basis. Retrospective application is permitted. We are currently evaluating the impact the adoption of the new accounting guidance will have on our income tax disclosures. ACCOUNTS RECEIVABLE Accounts receivable primarily include amounts due to the Company for sales of equipment and subscription fees to customers, settlement receivables for amounts due from third-party payment processors, receivables from contract manufacturers and unbilled amounts due from customers, net of the allowance for credit losses. Accounts receivable, net of the allowance for uncollectible accounts were $43.8 million as of June 30, 2024 and $30.2 million as of June 30, 2023. </div><div style="text-align:justify">
</div><div style="text-align:justify">Concentrations</div><div style="text-align:justify">
</div><div style="text-align:justify">As of June 30, 2024 and June 30, 2023, no customer represented more than 10% of the Company's accounts receivable, net of allowance.</div><div style="text-align:justify">Allowance for credit losses</div><div style="text-align:justify">
</div><div style="text-align:justify">The following table represents a rollforward of the allowance for credit losses for the years ending June 30, 2024 and 2023:</div><div style="text-align:justify">
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:74.929%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.694%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.901%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;text-indent:1pt;vertical-align:top">($ in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"> 2024 </td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"> 2023 </td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:top"> Balance, beginning of year </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px

1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">10,815 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:112%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:top">9,328 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:1pt;vertical-align:top">Provision for expected losses</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,024 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">4,190 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;text-indent:1pt;vertical-align:top">Write-offs</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,397)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">(2,703)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Balance, end of year </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">13,442 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:112%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">10,815 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr></table> 4380000030200000 The following table represents a rollforward of the allowance for credit losses for the years ending June 30, 2024 and 2023:
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1pt;text-align:left;vertical-align:middle"> 2024 </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:middle"> 2023 </td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top"> Balance, beginning of year </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">10,815 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt 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Predominately all of the Company's finance receivables agreements are classified as non-cancellable sixty-month sales-type leases. As of June 30, 2024 and 2023, finance receivables consist of the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:74.777%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current finance receivables, net</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6,391 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6,668 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Finance receivables due after one year, net</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,036 </td><td style="background-

color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,307 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total finance receivables, net of allowance of $1,934 and $2,098, respectively</div></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">16,427 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">19,975 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:12pt;text-align:justify">The Company collects lease payments from customers primarily as part of the flow of funds from our transaction processing service. Balances are considered past due if customers do not have sufficient transaction revenue to cover the monthly lease payment by the end of the monthly billing period. </div><div style="text-align:justify">
</div><div style="text-align:justify">At June 30, 2024, the gross lease receivable by current payment performance on a contractual basis and year of origination consisted of the following:</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:18.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.929%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.929%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.223%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.076%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.076%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.488%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.170%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="42" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Leases by Origination</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:120%">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Up to 1 Year Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Between 1 and 2 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Between 2 and 3 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Between 3 and 4 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Between 4 and 5 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">More than 5 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr style="height:3pt"><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,199 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">5,135 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4,668 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,961 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">456 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">324 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">14,743 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">30 days and under</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">67 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">56 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">343 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">31 - 60 days</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">64 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-

serif;font-size:10pt;font-weight:400;line-height:120%">58 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">47 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">264 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">61 - 90 days</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">62 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">224 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Greater than 90 days</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">387 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">625 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">208 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">297 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,235 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,787 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total finance receivables</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,263 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,715 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,479 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,335 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">892 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,677 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">18,361 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:17pt">At June 30, 2023, the gross lease receivable by current payment performance on a contractual basis and year of origination</div><div style="text-align:justify">consisted of the following:</div><div style="margin-bottom:3pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:18.752%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.929%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.929%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.223%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.076%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.076%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.488%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.170%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="42" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Leases by Origination</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:120%">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Up to 1 Year Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Between 1 and 2 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Between 2 and 3 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Between 3 and 4 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px

1pt;text-align:center;vertical-align:bottom">Between 4 and 5 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">More than 5 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6,595 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6,505 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,304 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,306 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">846 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">829 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">19,385 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">30 days and under</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">66 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">73 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">69 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">68 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">350 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">31 - 60 days</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">257 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">61 - 90 days</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">60 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">257 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Greater than 90 days</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">155 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">132 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">197 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">233 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-

serif;font-size:10pt;font-weight:400;line-height:120%">271 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">836 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,824 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total finance receivables</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,929 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,802 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,628 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,665 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,174 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,875 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">22,073 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:3pt">
</div><div style="margin-bottom:3pt;text-align:justify">The following table represents a rollforward of the allowance for finance receivables for the years ending June 30, 2024 and 2023:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:67.174%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.397%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.545%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30, </td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands) </td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Balance, beginning of year </td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,098 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">760 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Provision for expected losses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(164)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,626 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Write-offs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(288)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Balance, end of year </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,934 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,098 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 Cash to be collected on our performing finance receivables due for each of the fiscal years after June 30, 2024 are as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:87.186%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.614%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="padding:0 1pt"></td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">7,274 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,795 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,908 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-

align:bottom">1,871 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">596 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total amounts to be collected</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,474 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Less: interest</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,113)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Less: allowance for expected credit losses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,934)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total finance receivables</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">16,427 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:5pt;text-align:justify">Equipment sales, Cost of equipment sales, and Interest income, associated with equipment under sales type leases and are included in each respective line of the Consolidated Statement of Operations for the year ended June 30, 2024:</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:83.841%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.959%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Equipment sales</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,882 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Cost of equipment sales</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,861 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest income</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,910 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>P60MAs of June 30, 2024 and 2023, finance receivables consist of the following:<div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:74.777%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current finance receivables, net</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6,391 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6,668 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Finance receivables due after one year, net</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,036 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,307 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total finance receivables, net of allowance of $1,934 and $2,098, respectively</div></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">16,427 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">19,975 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>639100066680001003600013307000193400020980001642700019975000<div style="text-align:justify">At June 30, 2024, the gross lease receivable by current payment performance on a contractual basis and year of origination consisted of the following:</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:18.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.929%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.929%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.223%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.076%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.076%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.488%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.170%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="42" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Leases by Origination</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:120%">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Up to 1 Year Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Between 1 and 2 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Between 2 and 3 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Between 3 and 4 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-

height:120%">Between 4 and 5 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">More than 5 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr style="height:3pt"><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,199 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">5,135 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4,668 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,961 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">456 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">324 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">14,743 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">30 days and under</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">67 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">56 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">343 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">31 - 60 days</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">64 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">49 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">47 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">264 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">61 - 90 days</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">62 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">224 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Greater than 90 days</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">387 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">625 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">208 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"

style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">297 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,235 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,787 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total finance receivables</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,263 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,715 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,479 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,335 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">892 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,677 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">18,361 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:17pt">At June 30, 2023, the gross lease receivable by current payment performance on a contractual basis and year of origination</div><div style="text-align:justify">consisted of the following:</div><div style="margin-bottom:3pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:18.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.929%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.929%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.223%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.076%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.076%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.488%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.170%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="42" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Leases by Origination</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:120%">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Up to 1 Year Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Between 1 and 2 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Between 2 and 3 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Between 3 and 4 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Between 4 and 5 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">More than 5 Years Ago</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6,595 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6,505 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,304 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,306 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">846 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">829 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">19,385 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">30 days and under</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">66

</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">73 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">69 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">68 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">350 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">31 - 60 days</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">257 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">61 - 90 days</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">60 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">257 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Greater than 90 days</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">155 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">132 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">197 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">233 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">271 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">836 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,824 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total finance receivables</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,929 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,802 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,628 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,665 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,174 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,875 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">22,073 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>

2199000051350004668000196100045600032400014743000130006700080000850005600042000343000800064000580004900047000380002640008000620004800035000 The following table represents a rollforward of the allowance for finance receivables for the years ending June 30, 2024 and 2023:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:67.174%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.397%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.545%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30, </td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Balance, beginning of year </td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,098 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">760 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Provision for expected losses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(164)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,626 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Write-offs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(288)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Balance, end of year </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,934 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,098 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 2098000760000-164000162600002880001934000209800 Cash to be collected on our performing finance receivables due for each of the fiscal years after June 30, 2024 are as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:87.186%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.614%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="padding:0 1pt"></td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">7,274 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,795 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,908 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,871 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">596 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total amounts to be collected</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,474 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Less: interest</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,113)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Less: allowance for expected credit losses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,934)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total finance receivables</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">16,427 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 72740005795000390800018710005960003000019474000-1113000193400016427000 Equipment sales, Cost of equipment sales, and Interest income, associated with equipment under sales type leases and are included in each respective line of the Consolidated Statement of Operations for the year ended June 30, 2024: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:83.841%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.959%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Equipment sales</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,882 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Cost of equipment sales </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2,861 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest income</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,910 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 28820002861000191000OPROPERTY AND EQUIPMENT, NET Property and equipment consisted of the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.976%"><tr><td style="width:1.0%"></td><td style="width:47.349%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.307%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.538%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.159%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.538%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.159%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.538%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.312%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Useful
Lives</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Cost</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated
Depreciation</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Computer equipment and software</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-7 years </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7,588 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(6,994)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">594 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Internal-use software</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">3-5 years</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,666 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(9,472)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,194 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Property and equipment used for rental program</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">5 years</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,513 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(24,742)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,771 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and equipment</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">3-7 years</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,862 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,466)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">396 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold improvements</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">(a)</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">434 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(360)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">77,063 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(43,034)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">34,029 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.976%"><tr><td style="width:1.0%"></td><td style="width:47.349%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.307%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.538%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.159%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.538%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.159%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.538%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.312%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New

Roman';sans-serif;font-size:8pt;font-weight:700;line-height:100%">Useful
Lives</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Cost</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated
Depreciation</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Computer equipment and software</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-7 years </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">8,089 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(7,443)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">646 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Internal-use software</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">3-5 years</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,294 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,107)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,187 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Property and equipment used for rental program</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">5 years</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,398 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,221)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,177 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and equipment</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">3-7 years</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,559 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,474)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold improvements</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">(a)</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">790 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(604)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">186 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">63,130 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(37,849)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">25,281 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (a)Lesser of lease term or estimated useful life
 The Company's total depreciation expense is comprised of depreciation included in our Cost of subscription and transaction fees for rental equipment and depreciation included in our operating expenses. Depreciation expense included within Cost of subscription and transaction fees for rental equipment was $1.6 million, $1.2 million, and $1.0 million for the years ended June 30, 2024, 2023, and 2022, respectively. Depreciation expense included within operating expenses for the years ended June 30, 2024, 2023, and 2022 was $5.0 million, $2.6 million and $1.1 million, respectively.
 Internal-use software above included $9.2 million and $6.9 million in projects not yet placed in service as of June 30, 2024 and 2023, respectively.</div><div style="margin-top:12pt;text-align:justify">Property and equipment consisted of the following:</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.976%"><tr><td style="width:1.0%"></td><td style="width:47.349%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.307%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.538%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.159%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.538%"></td><td style="width:1.0%"></td><td style="width:11.159%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.538%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.312%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Useful
Lives</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Cost</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated
Depreciation</td><td

colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Computer equipment and software</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-7 years </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7,588 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(6,994) </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">594 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Internal-use software</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">3-5 years</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,666 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(9,472)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,194 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Property and equipment used for rental program</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">5 years</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,513 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(24,742)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,771 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and equipment</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">3-7 years</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,862 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,466)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">396 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold improvements</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">(a)</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">434 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(360)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">77,063 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(43,034)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">34,029 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.976%"><tr><td style="width:1.0%"></td><td style="width:47.349%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.307%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.538%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.159%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.538%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.159%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.538%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.312%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Useful
Lives</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Cost</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated
Depreciation</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Computer equipment and software</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-7 years </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">8,089 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(7,443)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid

#000000;padding:2px 0;text-align:right;vertical-align:bottom">646 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Internal-use software</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-5 years </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,294 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,107)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,187 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Property and equipment used for rental program</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">5 years</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,398 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,221)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,177 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and equipment</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3-7 years </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,559 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,474)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold improvements</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">(a)</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">790 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(604)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">186 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">63,130 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(37,849)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">25,281 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (a)Lesser of lease term or estimated useful life
P3YP7Y7588000699400059400OP3YP5Y3466600094720002519400OP5Y3251300024742000771000P3YP7Y1862000146600039600043400036000074000770630004 style="margin-top:12pt;text-align:justify">Lessee accounting
 We have operating leases which are primarily real estate leases used for corporate functions, product development, sales, and other purposes. The following table provides supplemental balance sheet information related to the Company's operating leases: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:19.806%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:45.098%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.255%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Balance Sheet Classification</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2023</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease right-of-use assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,986 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,575 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued expenses

</td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,320 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,266 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease liabilities, non-current</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,457 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,504 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease liabilities</td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9,777 </td><td style="background-color:#ceceff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ceceff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,770 </td><td style="background-color:#ceceff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Components of lease cost are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:51.239%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.546%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt">Year ended </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt">Year ended </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease costs*</td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">2,520 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">2,490 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">1,923 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> * Includes variable lease costs of $0.4 million for the years ended June 30, 2024, 2023 and 2022.</div><div>
</div><div>
</div><div>Supplemental cash flow information and non-cash activity related to our leases are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:50.800%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.689%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.693%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Supplemental cash flow information:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash paid for amounts included in the measurement of operating lease liabilities</td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">2,278 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">2,522 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">1,737 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-cash activity:</td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Right-of-use assets obtained in exchange for lease obligations</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Operating lease </div></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">6,657 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">1,607 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">471 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 Weighted-average remaining lease term and discount rate for our leases are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:67.174%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.250%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.546%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted-average remaining lease term (years)</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">7.3</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.2</td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted-average discount rate</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table> Maturities of operating lease liabilities by fiscal year for our leases as of June 30, 2024 are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:86.765%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.035%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Amount </td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,637 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,266 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,839 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,352 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,388 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,469 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease payments</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">13,951 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Imputed interest</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,174)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Present value of lease liabilities</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9,777 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div>
</div><div style="text-align:justify">In connection with the acquisition of 32M described in Note 10 - Acquisitions, the Company entered into additional operating leases for office space located in River Falls, Wisconsin and Birmingham, UK. These leases commenced on December 31, 2022 with a term of 48-months. </div><div style="text-align:justify">
</div><div style="text-align:justify">In connection with the acquisition of Cheg described in Note 10 - Acquisitions, the Company acquired an operating lease for office space located in Seattle, Washington. This lease commenced on February 1, 2024 with a term of 11-months.</div><div style="text-align:justify">
</div><div style="text-align:justify">In February 2023, the Company extended its existing Atlanta, Georgia office operating lease for an additional 73-months period including rent free periods. </div><div style="text-align:justify">
</div><div style="text-align:justify">In May 2023, the Company signed a new lease for its corporate office in Malvern, Pennsylvania. The new lease commenced on February 15, 2024 with a term of 133-months.</div><div style="text-align:justify">Lessor accounting</div><div style="text-align:justify">
</div><div style="text-align:justify">Property and equipment used for the Company's operating lease rental program consisted of the following:</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:73.424%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.345%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.614%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">As of June 30, </div></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-

height:100%">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">32,513 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">28,398 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Accumulated depreciation</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(24,742)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,221)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7,771 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,177 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The Company's net investment in sales-type leases (carrying value of lease receivables) and the future minimum amounts to be collected on these lease receivables as of June 30, 2024 are disclosed within Note 4, Finance Receivables.
 The Company also is the sublessor for office space in Denver, Colorado and Metairie, Louisiana. Sublessor rental income was $0.8 million, $0.8 million, and $0.6 million for the years ended June 30, 2024, 2023, and 2022, respectively.</div>LEASES<div style="margin-top:12pt;text-align:justify">Lessee accounting</div><div>
</div><div style="text-align:justify">We have operating leases which are primarily real estate leases used for corporate functions, product development, sales, and other purposes. The following table provides supplemental balance sheet information related to the Company's operating leases: </div><div style="margin-top:12pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:19.806%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:45.098%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.255%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:120%">($ in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Balance Sheet Classification</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2023</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease right-of-use assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,986 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,575 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued expenses</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,320 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,266 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease liabilities, non-current</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,457 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,504 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease liabilities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9,777 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,770 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Components of lease cost are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:51.239%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.546%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0

1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt">Year ended </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt">Year ended </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease costs*</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,520 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,490 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,923 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> * Includes variable lease costs of $0.4 million for the years ended June 30, 2024, 2023 and 2022.</div><div>
</div><div>
</div><div>Supplemental cash flow information and non-cash activity related to our leases are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:50.800%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.689%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.693%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Supplemental cash flow information:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash paid for amounts included in the measurement of operating lease liabilities</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,278 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,522 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,737 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-cash activity:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Right-of-use assets obtained in exchange for lease obligations</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Operating lease </div></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6,657 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,607 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">471 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 Weighted-average remaining lease term and discount rate for our leases are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:67.174%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.250%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.546%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted-average remaining lease term (years)</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">7.3</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.2</td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted-average discount rate</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New

Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">%</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.5 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table> Maturities of operating lease liabilities by fiscal year for our leases as of June 30, 2024 are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:86.765%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.035%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Amount </td></tr><tr><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,637 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,266 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,839 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,352 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,388 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,469 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease payments</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">13,951 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Imputed interest</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,174)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Present value of lease liabilities</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9,777 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div>
</div><div style="text-align:justify">In connection with the acquisition of 32M described in Note 10 - Acquisitions, the Company entered into additional operating leases for office space located in River Falls, Wisconsin and Birmingham, UK. These leases commenced on December 31, 2022 with a term of 48-months. </div><div style="text-align:justify">
</div><div style="text-align:justify">In connection with the acquisition of Cheq described in Note 10 - Acquisitions, the Company acquired an operating lease for office space located in Seattle, Washington. This lease commenced on February 1, 2024 with a term of 11-months.</div><div style="text-align:justify">
</div><div style="text-align:justify">In February 2023, the Company extended its existing Atlanta, Georgia office operating lease for an additional 73-months period including rent free periods. </div><div style="text-align:justify">
</div><div style="text-align:justify">In May 2023, the Company signed a new lease for its corporate office in Malvern, Pennsylvania. The new lease commenced on February 15, 2024 with a term of 133-months.</div><div style="text-align:justify">Lessor accounting</div><div style="text-align:justify">
</div><div style="text-align:justify">Property and equipment used for the Company's operating lease rental program consisted of the following:</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:73.424%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.345%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.614%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">As of June 30, </div></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">32,513 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">28,398 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Accumulated depreciation</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(24,742)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,221)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7,771 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,177 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The Company's net investment in sales-type leases (carrying value of lease receivables) and the future minimum amounts to be collected on these lease receivables as of June 30, 2024 are disclosed within Note 4, Finance Receivables.
 <span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-

height:120%">The Company also is the sublessor for office space in Denver, Colorado and Metairie, Louisiana. Sublessor rental income was $0.8 million, $0.8 million, and $0.6 million for the years ended June 30, 2024, 2023, and 2022, respectively.</div>LEASES<div style="margin-top:12pt;text-align:justify">Lessee accounting</div><div>
</div><div style="text-align:justify">We have operating leases which are primarily real estate leases used for corporate functions, product development, sales, and other purposes. The following table provides supplemental balance sheet information related to the Company's operating leases: </div><div style="margin-top:12pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:19.806%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:45.098%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.255%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:120%">($ in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Balance Sheet Classification</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2023</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease right-of-use assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,986 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,575 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued expenses</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,320 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,266 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease liabilities, non-current</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,457 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,504 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease liabilities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9,777 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,770 </td><td style="background-color:#cceeff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:12pt">Components of lease cost are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:51.239%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.546%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt">Year ended </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt">Year ended </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease costs*</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,520 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,490 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,923 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> * Includes variable lease costs of $0.4 million for the years ended June 30, 2024, 2023 and 2022.

 Supplemental cash flow information and non-cash activity related to our leases are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:50.800%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.689%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.693%"></td><td style="width:0.1%"></td></tr><tr><td

colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Supplemental cash flow information:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash paid for amounts included in the measurement of operating lease liabilities</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,278 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,522 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,737 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-cash activity:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Right-of-use assets obtained in exchange for lease obligations</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Operating lease </div></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6,657 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,607 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">471 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 Weighted-average remaining lease term and discount rate for our leases are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:67.174%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.250%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.546%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted-average remaining lease term (years)</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">7.3</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.2</td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted-average discount rate</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table> Maturities of operating lease liabilities by fiscal year for our leases as of June 30, 2024 are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:86.765%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.035%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Amount </td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,637 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,266 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,839 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,352 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,388 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-

align:bottom">5,469 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease payments</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">13,951 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Imputed interest</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,174)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Present value of lease liabilities</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9,777 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 In connection with the acquisition of 32M described in Note 10 - Acquisitions, the Company entered into additional operating leases for office space located in River Falls, Wisconsin and Birmingham, UK. These leases commenced on December 31, 2022 with a term of 48-months.
 In connection with the acquisition of Cheq described in Note 10 - Acquisitions, the Company acquired an operating lease for office space located in Seattle, Washington. This lease commenced on February 1, 2024 with a term of 11-months.
 In February 2023, the Company extended its existing Atlanta, Georgia office operating lease for an additional 73-months period including rent free periods.
 In May 2023, the Company signed a new lease for its corporate office in Malvern, Pennsylvania. The new lease commenced on February 15, 2024 with a term of 133-months. Lessor accounting
 Property and equipment used for the Company's operating lease rental program consisted of the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:73.424%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.345%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.614%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> As of June 30, </td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">32,513 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">28,398 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Accumulated depreciation</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(24,742)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,221)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7,771 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,177 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The Company's net investment in sales-type leases (carrying value of lease receivables) and the future minimum amounts to be collected on these lease receivables as of June 30, 2024 are disclosed within Note 4, Finance Receivables.
 The Company also is the sublessor for office space in Denver, Colorado and Metairie, Louisiana. Sublessor rental income was $0.8 million, $0.8 million, and $0.6 million for the years ended June 30, 2024, 2023, and 2022, respectively.</div>The following table provides supplemental balance sheet information related to the Company's operating leases: <div style="margin-top:12pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:19.806%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:45.098%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.255%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:120%">($ in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Balance Sheet Classification</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2023</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease right-of-use assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,986 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,575 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt">

colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current</td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued expenses</td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,320 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,266 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease liabilities, non-current</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,457 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,504 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease liabilities</td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9,777 </td><td style="background-color:#ceceff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ceceff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,770 </td><td style="background-color:#ceceff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 79860002575000132000013200001266000845700025040009777000377000 Components of lease cost are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:51.239%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.546%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt">Year ended </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt">Year ended </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease costs*</td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">2,520 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">2,490 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">1,923 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> * Includes variable lease costs of $0.4 million for the years ended June 30, 2024, 2023 and 2022.</div><div>
</div><div>
</div><div>Supplemental cash flow information and non-cash activity related to our leases are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:50.800%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.689%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.693%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Supplemental cash flow information:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash paid for amounts included in the measurement of operating lease liabilities</td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">2,278 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">2,522 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">1,737 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-cash activity:</td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Right-of-use assets obtained in exchange for lease obligations</td><td

colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Operating lease </td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6,657 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,607 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">471 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div>
</div><div>Weighted-average remaining lease term and discount rate for our leases are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:67.174%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.250%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.546%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted-average remaining lease term (years)</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">7.3</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.2</td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted-average discount rate</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table></div>2520000249000019230004000004000004000002278000252200017370006657000160700047 1000P7Y3M18DP3Y2M12D0.0820.075<div style="margin-top:17pt">Maturities of operating lease liabilities by fiscal year for our leases as of June 30, 2024 are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:86.765%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.035%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Amount </td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,637 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,266 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,839 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,352 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,388 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,469 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease payments</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">13,951 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Imputed interest</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,174)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Present value of lease liabilities</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9,777 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
16370002266000183900013520001388000546900013951000417400097770000P48MP11MP73MP133M Property and equipment used for the Company's operating lease rental program consisted of the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:73.424%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:1.0%"></td><td style="width:1.0%"></td><td style="width:11.345%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.614%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> As of June 30, </td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid

#000;padding:2px 0;text-align:right;vertical-align:bottom">32,513 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">28,398 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Accumulated depreciation</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(24,742)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,221)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7,771 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,177 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>32513000283980002474200023221000777100051770008000008000006000000DEBT AND OTHER FINANCING ARRANGEMENTS<div style="margin-top:12pt">The Company's debt and other financing arrangements as of June 30, 2024 and 2023 consisted of the following:</div><div style="margin-top:17pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:74.635%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.664%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.666%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> JPMorgan Credit Facility (1) </td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">37,625 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">38,563 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other obligations</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">50 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: unamortized issuance costs and debt discount</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(109)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(183)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,550 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,430 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: debt and other financing arrangements, current</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,266)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(882)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Debt and other financing arrangements, non-current </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">36,284 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">37,548 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>(1) See discussion below on the JPMorgan Credit Facility. JP Morgan Credit Facility amended and restated March 17, 2022 and December 1, 2022
 On March 17, 2022, the Company entered into an amended and restated credit agreement with JPMorgan Chase Bank, N.A. which provides for a $15 million secured revolving credit facility (the "Amended Revolving Facility") and a $25 million secured term facility (the "Amended Secured Term Facility" and together with the Amended Revolving Facility, the "JPMorgan Credit Facility"), and fully replaced the previous 2021 JPMorgan credit facility.
 On December 1, 2022, the Company entered into a first amendment (the "2022 Amendment") to its Amended and Restated Credit Agreement, dated as of March 17, 2022, which, among other things, amended the definition of the Company's EBITDA under the Credit Agreement. On December 1, 2022, the Company borrowed an additional $25 million under the JPMorgan Credit Facility, including $15 million from the revolving credit facility and $10 million from the term facility, to partially fund the cash consideration of the 32M acquisition as referenced in Note 10 - Acquisitions. No issuance costs were capitalized in connection with this amendment.
 The JPMorgan Credit Facility matures on March 16, 2026. Interest on the JPMorgan Credit Facility will be based, at the Company's option, on a base rate or SOFR plus an applicable margin tied to the Company's total leverage ratio and having ranges of between 2.50% and 3.00% for base rate loans and between 3.50% and 4.00% for SOFR loans; provided that until June 30, 2022 the applicable margin shall be 2.75% for base rate loans and 3.75% for SOFR loans. Subject to the occurrence of a material acquisition and the Company's total leverage ratio exceeding 3.00 to 1.00, the interest rate on the loans may increase by 0.25%. In an event of default, the interest rate may be increased by 2.00%. The JPMorgan Credit Facility has a commitment fee of 0.50% per annum on the unused portion. As of June 30, 2024 and 2023, the total applicable interest rate for the Amended Secured Term Facility was 9.0% and 9.0%, <span style="background-color:#ffffff;color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-

height:120%">respectively. The JPMorgan Credit Facility includes customary representations, warranties and covenants, and acceleration, indemnity and events of default provisions, including, among other things, two financial covenants. One financial covenant requires the Company to maintain, at all times, a total leverage ratio of not more than 3.00 to 1.00 on the last day of any fiscal quarter. The other financial covenant is conditional on a material acquisition occurring: if a material acquisition occurs, the Company is required to maintain a total leverage ratio not greater than 4.00 to 1.00 for the next four fiscal quarters following the material acquisition.
 The Amended Secured Term Facility was accounted for as a modification of the 2021 term facility. The previously unamortized debt issuance costs remain capitalized, the new fees paid to the creditor were capitalized, and allocated third-party costs incurred allocated to the term facility were charged to expense during fiscal 2023. We also evaluated that the borrowing capacity of the Amended Revolving Facility is greater than the borrowing capacity of the 2021 JPMorgan Revolving Facility. The previously unamortized debt issuance costs remain capitalized, the new fees paid to the creditor and allocated third-party costs were capitalized. The Company was in compliance with its financial covenants as of June 30, 2024.
 The expected maturities associated with the Company's outstanding debt and other financing arrangements as of June 30, 2024, were as follows:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:87.135%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.665%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Amount </td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,333 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36,326 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Principal amounts payable</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,659 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unamortized issuance costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(109)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total outstanding debt</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">37,550 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The Company's debt and other financing arrangements as of June 30, 2024 and 2023 consisted of the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:74.635%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.664%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.666%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> JPMorgan Credit Facility (1) </td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">37,625 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">38,563 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other obligations</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">50 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: unamortized issuance costs and debt discount</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(109)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(183)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,550 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,430 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: debt and other financing arrangements, current</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,266)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(882)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Debt and other financing arrangements, non-current </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">36,284 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">37,548 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>(1) See discussion below on the JPMorgan Credit Facility.
37625000385630003400050000109000183000375500003843000012660000820003628400037548000150000002500000025000000150000001000000000.02500.0306

style="text-align:justify">The expected maturities associated with the Company's outstanding debt and other financing arrangements as of June 30, 2024, were as follows:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:87.135%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.665%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Amount </td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,333 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36,326 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Principal amounts payable</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,659 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unamortized issuance costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(109)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total outstanding debt</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">37,550 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1333000363260003765900010900037550000ACCRUED EXPENSES Accrued expenses consisted of the following as of June 30, 2024 and 2023: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:74.706%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.631%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:9pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Accrued sales tax </td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">9,947 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">13,597 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued compensation and related sales commissions</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,061 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,069 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease liabilities - current</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,320 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,266 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued professional fees</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,336 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,196 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued other taxes and filing fees</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,123 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,944 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">851 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">762 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Consideration withheld for the 32M acquisition(1) </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">442 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">442 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Consideration withheld for the Cheq acquisition(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">928 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total accrued expenses</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">24,008 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0

2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">26,276 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div>(1) See Note 10 - Acquisitions for details.</div><div style="margin-top:12pt;text-align:justify">Accrued expenses consisted of the following as of June 30, 2024 and 2023:</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:74.706%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.631%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:9pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Accrued sales tax </td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">9,947 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">13,597 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued compensation and related sales commissions</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,061 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,069 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease liabilities - current</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,320 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,266 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued professional fees</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,336 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,196 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued other taxes and filing fees</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,123 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,944 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">851 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">762 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Consideration withheld for the 32M acquisition(1) </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">442 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">442 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Consideration withheld for the Cheq acquisition(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">928 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total accrued expenses</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">24,008 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">26,276 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) See Note 10 - Acquisitions for details.
9947000135970004061000406900013200001320000126600043360004419600021230001944000851000762000442000442000928000024008000026276000GOODWILL AND INTANGIBLE ASSETS Goodwill and intangible asset balances consisted of the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:49.779%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.632%"></td><td style="width:0.1%"></td></tr><tr style="height:12pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Weighted Average Useful Life (Years) </td></tr><tr style="height:21pt"><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times

*New Roman';sans-serif;font-size:8pt;font-weight:700;line-height:100%">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net</td><td colspan="3" style="padding:0 1pt"></td></tr><tr style="height:9pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Brand and trade names</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,361 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(1,852)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">509 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.6</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Developed technology</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,062 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(13,304)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,758 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.6</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Customer relationships</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,024 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(9,665)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,359 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">8.8</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total intangible assets</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">49,447 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(24,821)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">24,626 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">7.2</td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">94,903 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">94,903 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">Indefinite</td></tr></table></div><div style="margin-top:5pt">
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:49.779%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.632%"></td><td style="width:0.1%"></td></tr><tr style="height:12pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Useful Life</td></tr><tr style="height:21pt"><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:8pt;font-weight:700;line-height:100%">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net</td><td colspan="3" style="padding:0 1pt"></td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Brand and trade names</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span*

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2,161 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(1,414)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">747 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">2.0</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Developed technology</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,188 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,066)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,122 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">4.1</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Customer relationships</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,714 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,771)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,943 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">10.1</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total intangible assets</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">47,063 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(19,251)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">27,812 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">7.9</td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">92,005 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">92,005 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">Indefinite</td></tr></table> For the years ended June 30, 2024, 2023 and 2022, amortization expense related to intangible assets was $5.6 million, $5.0 million and $3.3 million, respectively.</div><div style="margin-top:12pt;text-align:justify">Estimated annual amortization expense for intangible assets is as follows:</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:87.186%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.614%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,969 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,771 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,421 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,571 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,208 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,686 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">24,626 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Goodwill and intangible asset balances consisted of the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:49.779%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td

style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.632%"></td><td style="width:0.1%"></td></tr><tr style="height:12pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Weighted Average Useful Life (Years) </td></tr><tr style="height:21pt"><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net</td><td colspan="3" style="padding:0 1pt"></td></tr><tr style="height:9pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Brand and trade names</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,361 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(1,852)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">509 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.6</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Developed technology</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,062 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(13,304)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,758 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.6</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Customer relationships</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,024 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(9,665)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,359 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">8.8</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total intangible assets</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">49,447 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(24,821)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">24,626 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">7.2</td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">94,903 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">94,903 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">Indefinite</td></tr></table></div><div style="margin-top:5pt">
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:49.779%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.632%"></td><td style="width:0.1%"></td></tr><tr style="height:12pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Useful Life</td></tr><tr style="height:21pt"><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-height:100%">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New

Roman';sans-serif;font-size:8pt;font-weight:700;line-height:100%">Net</td><td colspan="3" style="padding:0 1pt"></td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Brand and trade names</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,161 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(1,414)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">747 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">2.0</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Developed technology</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,188 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,066)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,122 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">4.1</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Customer relationships</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,714 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,771)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,943 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">10.1</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total intangible assets</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">47,063 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(19,251)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">27,812 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">7.9</td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">92,005 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">92,005 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">Indefinite</td></tr></table>
2361000185200050900OP1Y7M6D20062000133040006758000P3Y7M6D27024000966500017359000P8Y9M18D4944700024821000246260000P7Y2M12D9490300094 style="margin-top:12pt;text-align:justify">Estimated annual amortization expense for intangible assets is as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:87.186%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.614%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,969 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,771 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,421 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,571 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2029</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,208 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">

6,686 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">24,626 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
4969000477100044210002571000128000066860002462600OACQUISITIONS Cheq On February 1, 2024, the Company acquired all of the equity interests of Cheq Lifestyle Technology, Inc. ("Cheq"). Founded in 2021, Cheq powers payments for numerous professional sports teams, entertainment venues and festival operators through its enterprise-grade payment devices and mobile ordering platform. The acquisition positions Cantaloupe for expansion into the large and rapidly growing sports, entertainment, and restaurant sectors with a comprehensive suite of self-service solutions.
 The acquisition of Cheq was accounted for as a business combination using the acquisition method of accounting. The purchase price of the acquired company was allocated between tangible and intangible assets acquired and liabilities assumed from the acquired business based on their estimated fair values using primarily Level 3 inputs under ASC Topic 820, "Fair Value Measurement", with the residual of the purchase price recorded as goodwill.
 The Company paid an aggregate purchase price consideration of $4.7 million, including $1.1 million in accounts payable paid concurrently with the acquisition and $0.9 million cash held back by the Company for net working capital and other post-closing adjustments. The acquisition was funded by the Company's cash on hand. Cash held back by the Company is expected to be paid after post-closing adjustments on January 1, 2025. </div><div style="text-align:justify">
</div><div style="text-align:justify">The following table summarizes the adjusted fair value assigned to the assets acquired and liabilities assumed as of June 30, 2024. </div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:79.016%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.704%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">84 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Property and equipment</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,136 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,750 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">486 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total identifiable assets acquired</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,456 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Accounts payable</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(691)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other liabilities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(52)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total liabilities assumed</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(743)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total identifiable net assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,713 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Fair value of total considerations transferred</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,713 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The Company determined the fair value of the identifiable intangible assets acquired with the assistance of third-party valuation consultants. Amounts allocated to identifiable intangible assets included $1.4 million related to developed technology, $0.2 million related to customer relationships, and $0.2 million related to trade names. The fair value of the acquired developed technology was determined using a multi-period excess earnings method. The fair value of the acquired customer relationships was determined using the distributor method which estimates the value using the cash flow impact in a scenario where the customer relationships are not in place. The fair value of the acquired trade names was determined using the relief from royalty method which estimates the value using the discounted value of the royalty that a company would pay to license the trade name. The recognized intangible assets will be amortized on a straight-line basis over the estimated useful lives of the respective assets. The estimated useful lives for developed technology, customer relationship, trade names were 5, 5 and 3 years, respectively.
 Goodwill of $2.0 million arising from the acquisition includes the expected synergies between Cheq and the Company. The goodwill, which is not deductible for income tax purposes, was assigned to the Company's only reporting unit.
 The Company recognized $1.1 million of integration and acquisition related costs that were expensed during the year ended June 30, 2024. These costs are recorded within Integration and acquisition expenses in the Consolidated Statements of Operations.
 Subsequent to the acquisition closing date and within the one-year measurement period, the Company adjusted the purchase price allocation from what was initially recognized in the consolidated financial statements as of March 31, 2024 to reflect facts and circumstances in existence as of the acquisition close date. These adjustments included a net decrease of $0.1 million to the overall purchase price consideration, a $0.9 million decrease in intangible assets, a $0.1 million increase in other assets, and a $0.2 million increase in accounts payable. Recognized goodwill increased by $0.9 million as a result of these adjustments. Furthermore, the Company reduced amortization expense of $0.2 million associated with the decrease in fair value of the recognized intangible assets in its Consolidated Statement of Operations. The allocation of the purchase price is currently provisional and is subject to change over the remainder of the measurement period as the Company continues to evaluate and analyze the estimates and assumptions used in the valuation. Pro forma financial information of the acquisition and revenue and net income since acquisition are not presented due to the immaterial impact of the financial results of Cheq in the Company's Consolidated Financial Statements. Three Square Market
 On December 1, 2022, the Company acquired all of the equity interests of Three Square Market, Inc., a Wisconsin corporation, and Three Square Market Limited, a UK private limited company (collectively "32M") pursuant to an Equity Purchase Agreement. 32M is a leading provider of software and self-service kiosk-based POS and payment solutions to the micro market industry and the acquisition expanded the Company's presence in that industry. In addition to new technology and services, due to 32M's existing customer base, the acquisition expanded the Company's footprint into new global markets.
 The acquisition of 32M was accounted for as a business combination using the acquisition method of accounting. The purchase price of the acquired company was allocated between tangible and intangible assets acquired and liabilities assumed from the acquired business based on their estimated fair values using primarily Level 3 inputs under ASC Topic 820, with the residual of the purchase price recorded as goodwill.

The Company paid an aggregate purchase price consideration of $41.1 million, which consisted of $36.6 million in cash and 1,240,920 shares of the Company's common stock (the "Stock Consideration") with an aggregate fair value of $4.5 million for the acquisition of 32M. The aggregate cash consideration includes $0.5 million of cash paid into an escrow account for net working capital and other post-closing adjustments. The Stock Consideration of 1,240,920 shares ("Escrowed Shares") referred to above were placed into an escrow account to resolve indemnification claims for breach of certain representations and warranties. 50% of the Escrowed Shares were released as of the first anniversary of the acquisition date and the remaining 50% will be released on the second anniversary of the acquisition date, less any shares that may be returned to the Company on account of any indemnity claims. The Escrowed Shares are considered to be issued and outstanding shares of the Company as of the acquisition date.
 The Company funded the cash consideration of the acquisition by borrowing $25 million of debt from the JPMorgan Credit Facility and the remaining consideration utilized existing cash on hand. </div><div style="text-align:justify">
</div><div style="text-align:justify">The estimated fair value of the purchase price consideration consisted of the following: </div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:82.525%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.275%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Closing cash consideration</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">36,605 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock Consideration</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,506 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value of total consideration transferred</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">41,111 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The following table summarizes the final fair value assigned to the assets acquired and liabilities assumed as of June 30, 2024.
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:81.794%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.006%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">391 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts receivable</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,780 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Inventories</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,011 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,538 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">629 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total identifiable assets acquired</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,349 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts payable</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,410)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Tax liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,033)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total liabilities assumed</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,443)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total identifiable net assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,906 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,205 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Fair value of total consideration transferred</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">41,111 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The Company determined the fair value of the identifiable intangible assets acquired with the assistance of third-party valuation consultants. Amounts allocated to identifiable intangible assets included $7.5 million related to developed technology, $7.5 million related to customer relationships, and $0.5 million related to trade names. The fair value of the acquired developed technology was determined using a multi-period excess earnings method. The fair value of the acquired customer relationships was determined using the with-and-without method which estimates the value using the cash flow impact in a scenario where the customer relationships are not in place. The significant unobservable inputs used in the valuation of the customer relationship asset and acquired developed technology asset are the revenue growth rates used in the development of the projected financial information used as an input to calculate those values and the discount rate applied. The recognized intangible assets will be amortized on a straight-line basis over the estimated useful lives of the respective assets. The estimated useful lives for developed technology, customer relationship, trade names were 5, 5 and 3 years, respectively.
 Goodwill of $26.2 million arising from the acquisition includes the expected synergies between 32M and the Company. The goodwill, which is deductible for income tax purposes, was assigned to the Company's only reporting unit.
 For the year ended June 30, 2024, the Company recognized measurement period adjustments of a $0.6 million increase in intangible assets, a net decrease of <span style="background-color:#ffffff;color:#000000;font-family:'Times New

Roman';sans-serif;font-size:10pt;font-weight:400;line-height:120%">$0.4 million in working capital, a $0.9 million increase in tax liabilities, and a $0.1 million increase in accounts payable. Recognized goodwill increased by $0.9 million as a result of these adjustments.
 The above table represents the final allocation of the purchase price.
 The Company recognized $3.1 million of acquisition related costs that were expensed during the year ended June 30, 2023. These costs were recorded within Integration and acquisition expenses in the Consolidated Statement of Operations.</div><div style="text-align:justify">
</div><div style="text-align:justify">Unaudited supplemental disclosure of pro forma information</div><div>
</div><div style="text-align:justify">The following table presents unaudited pro forma information as if the acquisition of 32M had occurred on July 1, 2021. The unaudited pro forma information presented combines the historical condensed consolidated results of operations of the Company and 32M after giving effect to the preliminary purchase accounting impact of the 32M acquisition related costs (including, but not limited to, amortization associated with the acquired intangible assets, interest expense associated with the Credit Facility to finance a portion of the purchase price, acquisition related costs) and the alignment of accounting policies. This supplemental unaudited pro forma information has been prepared for comparative purposes and does not purport to be indicative of what would have occurred had the acquisition been made on July 1, 2021, nor are they indicative of any future results. Furthermore, cost savings and other business synergies related to the acquisition are not reflected in the pro forma amounts.</div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:66.443%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.546%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ In thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenues</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">251,979 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">222,185 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net loss </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">(75)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,117) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The unaudited supplemental pro forma financial information for the year ended June 30, 2023 was adjusted to exclude $3.1 million of acquisition related costs, the components of which were previously described. The unaudited supplemental pro forma financial information for the year ended June 30, 2022 was adjusted to include the $3.1 million of acquisition related costs.
 Yoke Payments In August 2021, we completed the acquisition of certain assets and liabilities of Delicious Nutritious LLC, doing business as Yoke Payments (“Yoke”), a micro market payments company. The acquisition of Yoke was accounted for as a business combination using the acquisition method of accounting which includes the results of operations of the acquired business from the date of acquisition. The purchase price of the acquired company is allocated between tangible and intangible assets acquired and liabilities assumed from the acquired business based on their estimated fair values using primarily Level 3 inputs under ASC Topic 820, with the residual of the purchase price recorded as goodwill.
 Through the acquisition, Yoke’s POS platform extended its offering to provide self-checkout while seamlessly integrating with Cantaloupe’s inventory management and payment processing platforms.
 The consideration transferred for the acquisition includes payments of $3 million in cash at the close of the transaction and $1 million in deferred cash payment due on or before July 30, 2022 based on the achievement of certain sales growth targets. On July 27, 2022, the Company made the cash payment of $1 million in accordance with the agreement consideration. </div><div style="text-align:justify">
</div><div style="text-align:justify">Additionally in connection with the acquisition, the Company will issue common stock to the former owners of Yoke based on the achievement of certain sales growth targets for software licenses through July 31, 2024 and continued employment as of the respective measurement dates. The accounting treatment for these awards in the context of the business combination is to recognize the awards as a post-combination expense and were not included in the purchase price. If we were to determine it was </div><div style="text-align:justify">probable that the performance conditions would be satisfied, we would recognize compensation expense for these awards over the requisite service period. At each reporting date, we assess the probability of achieving the sales targets and fulfilling the performance condition. No compensation expense has been recognized on these awards as we determined that it was not probable that the performance condition would be satisfied as of June 30, 2024, 2023 and 2022.</div><div style="text-align:justify">
</div><div>The following table summarizes the total consideration paid for Yoke, total net assets acquired, identifiable assets and goodwill recognized at the acquisition date:</div><div style="text-align:justify">
</div><div style="text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:81.744%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.056%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:700;line-height:100%">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Consideration</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Cash </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,966 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Contingent consideration arrangement</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value of total consideration transferred</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,966 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Recognized amounts of identifiable assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total net assets acquired</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Identifiable intangible assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,235 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total identifiable net assets</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-

weight:400;line-height:100%">1,256 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">2,710 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 Amounts allocated to identifiable intangible assets included $0.9 million related to developed technology, $0.3 million related to customer relationships, and $0.1 million related to other intangible assets. The fair value of the acquired developed technology was determined using a multi-period excess earnings method. The fair value of the acquired customer relationships was determined using the with-and-without method which estimates the value using the cash flow impact in a scenario where the customer relationships are not in place. The recognized intangible assets will be amortized on a straight-line basis over the estimated useful lives of the respective assets.
 Goodwill of $2.7 million arising from the acquisition includes the expected synergies between Yoke and the Company. The goodwill, which is deductible for income tax purposes, was assigned to the Company's only reporting unit.</div><div style="text-align:justify">
</div><div style="text-align:justify">The above table represents the final allocation of the purchase price, noting no material measurement period adjustments. Pro forma financial information of the acquisition is not presented due to the immaterial impact of the financial results of Yoke in the Company's Consolidated Financial Statements.</div>470000011000000900000<div style="text-align:justify">The following table summarizes the adjusted fair value assigned to the assets acquired and liabilities assumed as of June 30, 2024. </div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:79.016%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.784%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">84 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Property and equipment</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,136 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,750 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">486 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total identifiable assets acquired</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,456 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Accounts payable</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(691)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other liabilities</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(52) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total liabilities assumed</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(743) </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total identifiable net assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,713 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Fair value of total considerations transferred</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,713 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The estimated fair value of the purchase price consideration consisted of the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:82.525%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.275%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Closing cash consideration</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">36,605 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock Consideration</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,506 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value of total consideration transferred</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">41,111 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The following table summarizes the final fair value assigned to the assets acquired and liabilities assumed as of June 30, 2024.
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:81.794%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.006%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">391 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts receivable</td><td colspan="2"

style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,780 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Inventories</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,011 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,538 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other assets</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">629 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total identifiable assets acquired</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,349 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accounts payable</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,410)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Tax liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,033)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total liabilities assumed</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,443)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total identifiable net assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,906 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,205 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Fair value of total consideration transferred</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">41,111 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div>The following table summarizes the total consideration paid for Yoke, total net assets acquired, identifiable assets and goodwill recognized at the acquisition date:</div><div style="text-align:justify">
</div><div style="text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:81.744%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.056%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">Amount</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Consideration</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Cash </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,966 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Contingent consideration arrangement</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value of total consideration transferred</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,966 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Recognized amounts of identifiable assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total net assets acquired</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Identifiable intangible assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,235 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total identifiable net assets</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,256 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill</td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">2,710 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 840001136000175000048600034560006910005200074300027130002000000471300014000002000002000005P5YP5YP3Y20000001100000-100000-900000100000-200000900000-2000004110000036600000124092045000005000001240920 0.500.502500000036605000450600041111000391000178000020110001553800062900020349000241000030340000090000-10000090000031000 Furthermore, cost savings and other business synergies related to the acquisition are not reflected in the pro forma amounts. <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:66.443%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.543%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.546%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenues</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">251,979 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">222,185 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Net loss</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(75)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,117)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>25197900022218500075000-71170003100000310000030000001000000100000029660001000000396600021000123500012560002710000900000300000100000270000OREVENUE<div style="text-align:justify">Based on similar operational characteristics, the Company's revenue is disaggregated as follows: </div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:54.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.373%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.373%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year-ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Transaction fees</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">156,166 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">132,594 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">110,695 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Subscription fees</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">75,331 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">67,629 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,155 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Subscription and transaction fees</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">231,497 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">200,223 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">168,850 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Equipment sales</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,099 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43,418 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36,352 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total revenues</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">268,596 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">243,641 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">205,202 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 A portion of the Company's revenues relate to rental lease arrangements. The Company leases equipment to customers under the Cantaloupe One program which is accounted for as operating leases in accordance with ASC 842. Lease revenue is recognized on a straight-line basis over the term of the lease. As described in Note 4 - Finance Receivables, the Company leases equipment under the QuickStart program which is accounted for as sales-type finance leases in accordance with ASC 842. The Company's revenues earned under ASC Topic 842 are as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:54.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.373%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.373%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year-ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Operating leases </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8,246 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid

#000;padding:2px 0;text-align:right;vertical-align:bottom">7,567 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7,107 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Sales-type finance leases</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,882 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,464 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,010 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Total lease revenues</div></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,128 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,031 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,117 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 Other than the revenues described above, all of the Company's revenues are earned under ASC 606.
 The Company's revenue from international operations were $2.4 million and $0.5 million for the year ended June 30, 2024 and 2023, respectively. The Company had no revenue from international operations for the year ended June 30, 2022.
 Contract Assets Contract assets represents revenue earned from customers that is not yet billable to a customer, generally due to the timing of when equipment and services are delivered to customers on bundled contracts, or as a result of contracts costs as described below. Contract assets that will be billed within the next 12 months are included in Prepaid expenses and other current assets and all others are included in Other assets on the Consolidated Balance Sheets. Contract assets were $2.6 million, $0.6 million, and $0.0 million as of June 30, 2024, 2023, and 2022, respectively.</div><div style="text-align:justify">
</div><div style="text-align:justify">Contract Liabilities</div><div style="margin-top:17pt">The Company's contract liability (i.e., deferred revenue) balances are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.660%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.250%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.206%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred revenue, beginning of the period</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,666 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,893 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred revenue, end of the period</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,726 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,666 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenue recognized in the period from amounts included in deferred revenue at the beginning of the period</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">617 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">576 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The change in the contract liabilities year-over-year is primarily the result of timing difference between the Company's satisfaction of a performance obligation and payment from the customer. Future Performance Obligations The Company will recognize revenue in future periods related to remaining performance obligations for certain open contracts. Generally, these contracts have terms of one year or less. The amount of revenue related to unsatisfied performance obligations in which the original duration of the contract is greater than one year are primarily associated with the Company's Cantaloupe ONE rental program which has a contractual term of 36 months. The following table reflects the estimated fees to be recognized in the future related to performance obligations that are unsatisfied as of June 30, 2024: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.280%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.520%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Year ended June 30, </td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,938 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,420 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">575 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9,933 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid

#000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Contract Costs At June 30, 2024 and 2023, the Company had net capitalized costs to obtain contracts of $0.9 million and $0.6 million included in Prepaid expenses and other current assets and $2.4 million and $2.8 million included in Other assets on the Consolidated Balance Sheets, respectively. None of these capitalized contract costs were impaired. During the years ended June 30, 2024 and 2023, amortization of capitalized contract costs was $1.0 million and $0.8 million, respectively. Amortization of</div><div>costs to obtain a contract are included within Sales and marketing expenses within the Consolidated Statements of Operations.</div><div style="text-align:justify">Based on similar operational characteristics, the Company's revenue is disaggregated as follows: </div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:54.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.373%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.373%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year-ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Transaction fees</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">156,166 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">110,695 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Subscription fees</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">75,331 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">67,629 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,155 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Subscription and transaction fees</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">231,497 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">200,223 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">168,850 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Equipment sales</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,099 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43,418 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36,352 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total revenues</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">268,596 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">243,641 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">205,202 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
1561660001325940011069500075331000676290005815500023149700020022300016885000037099000434180000363520002685960002436410002052020002The Company's revenues earned under ASC Topic 842 are as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:54.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.373%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.373%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.085%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year-ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Transaction fees</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">156,166 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">110,695 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Subscription fees</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">75,331 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">67,629 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,155 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Subscription and transaction fees</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">231,497 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">200,223 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">168,850 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Equipment sales</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,099 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43,418 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36,352 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total revenues</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">268,596 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">243,641 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">205,202 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify">Operating leases</div></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8,246 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7,567 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0

1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7,107 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Sales-type finance leases</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,882 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,464 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,010 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Total lease revenues</div></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,128 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,031 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,117 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
824600075670007107000288200064640008010000111280001403100015117000240000050000002600000600000.0 The Company's contract liability (i.e., deferred revenue) balances are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.660%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.250%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.206%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred revenue, beginning of the period</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,666 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,893 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred revenue, end of the period</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,726 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,666 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenue recognized in the period from amounts included in deferred revenue at the beginning of the period</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">617 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">576 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
16660001893000172600016660006170005760009P36M The following table reflects the estimated fees to be recognized in the future related to performance obligations that are unsatisfied as of June 30, 2024: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.280%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.520%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Year ended June 30, </td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,938 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,420 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">575 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">   Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9,933 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr>
</table> 59380003420000575000993300090000060000024000002800000100000.0800000STOCK-BASED COMPENSATION STOCK COMPENSATION PLANS The Company has three active stock-based compensation plans at June 30, 2024 as shown in the table below: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:22.360%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:32.917%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:27.492%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.632%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Date Approved</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Name of Plan</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Type of Plan</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Authorized
Shares</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">June 2014</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2014 Stock Option Incentive Plan</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock options</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">750,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">June 2015</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2015 Equity Incentive Plan</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock & stock options</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,250,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">April 2018</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2018 Equity Incentive Plan</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock & stock options</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,000,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,000,000 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 As of June 30, 2024, the Company had reserved shares of Common Stock for future issuance for the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:86.436%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.631%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Common Stock</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Reserved Shares</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Conversions of Preferred Stock and cumulative Preferred Stock dividends</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">95,558 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Issuance of shares to former executive upon the occurrence of a Cantaloupe transaction (1) </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">140,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total shares reserved for future issuance</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">235,558 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1)Represents 140,000 shares issuable to our former executive upon the occurrence of a "USA Transaction" as such term is defined in the stock agreement. As of June 30, 2024, the Company had the following shares available for issuance under the respective incentive plans: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:86.436%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.631%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Incentive Plan </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Available Options </td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Issuance under 2014 Stock Option Incentive Plan</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15,687 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Issuance under 2015 Equity Incentive Plan</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">369,157 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Issuance under 2018 Equity Incentive Plan</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,170,267 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total options available for future issuance </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,555,111 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> STOCK OPTIONS Stock options are granted at exercise prices equal to the fair market value of the Company's common stock at the date of grant. The options typically vest over a three-year period and each option, if not exercised or terminated, expires on the seventh anniversary of the grant date. The Company estimates the grant date fair value of the stock options with service conditions (i.e., a condition that requires an employee to render services to the Company for a stated period of time to vest) it grants using a Black-Scholes valuation model. The Company's assumption for expected volatility is based on its historical volatility data related to market trading of its own common stock. The Company uses the simplified method to determine expected term, as the Company does not have adequate historical exercise and forfeiture behavior on which to base the expected life assumption. The dividend yield assumption is based on dividends expected to be paid over the expected life of the stock option. The risk-free interest rate assumption is determined by using the U.S. Treasury rates of the same period as the expected option term of each stock option. The fair value of options granted during the years ended June 30, 2024, 2023, and 2022 was determined using the following assumptions: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:61.070%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.803%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.631%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">For the year ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr style="height:9pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Expected volatility</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 52.6 - 69.7% </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 74.6 - 77.6% </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 73.2 - 74.6% </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected life (years)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 4.2 - 4.5 </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 4.4 - 4.6 </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 4.5 - 4.6 </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected dividends</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">0.0%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">0.0%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">0.0%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Risk-free interest rate</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 4.0 - 4.4% </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2.7 - 4.1% </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 1.0 - 2.9% </td></tr></table>
 The following tables provide information about outstanding options for the years ended June 30, 2024, 2023, and 2022. <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:41.988%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.579%"></td><td style="width:0.1%"></td></tr><tr style="height:12pt"><td colspan="3" rowspan="2" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:middle">For the year ended June 30, 2024</td></tr><tr style="height:36pt"><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Options</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average
Exercise Price</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Remaining Contractual Term (in years)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Intrinsic Value
(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> Outstanding options, beginning of year </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3,873,632 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">6.35 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">5.1</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">7,595 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">175,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">6.92 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(18,334)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:middle">6.06 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(29,799)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">6.90 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Expired</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(28,665)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:middle">4.40 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle"><div>Outstanding options, end of year</div></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3,971,834 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">6.63 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table>
 The following table summarizes information about stock options outstanding at June 30, 2024:
 <table cellpadding="0" cellspacing="0" style="font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%;width:100%"><tr><td></td><td></td><td>

color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">4,3</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">3,582 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div>Exercisable options, end of year</div></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">2,602,259 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:middle">7.28 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:middle">3.8</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:middle">1,085 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr></table></div><div style="margin-top:5pt">
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:41.988%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.579%"></td><td style="width:0.1%"></td></tr><tr style="height:12pt"><td colspan="3" rowspan="2" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:middle">For the year ended June 30, 2023</td></tr><tr style="height:36pt"><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Options</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average
Exercise Price</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Remaining Contractual Term (in years)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Intrinsic Value
(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div>Outstanding options, beginning of year</div></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3,529,833 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">7.41 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">4.5</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">194 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1,720,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">4.61 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:middle">— </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(1,376,201)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">6.86 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Expired</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle"> Outstanding options, end of year </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3,873,632 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">6.35 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">5.1</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">7,595 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-

align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> Exercisable options, end of year </td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1,341,466 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:middle">7.26 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:middle">3.9</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:middle">1,536 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr></table>
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:41.988%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.579%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:middle">For the year ended June 30, 2022</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Options</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average
Exercise Price</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Remaining Contractual Term (in years)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Intrinsic Value
(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> Outstanding options, beginning of year </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,952,092 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6.97 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">5.6</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">14,419 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">Granted</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">904,500 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">8.86 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(121,248)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6.30 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(53)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">Forfeited</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(205,511)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">8.09 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Expired</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle"><div>Outstanding options, end of year</div></td><td colspan="2" style="border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,529,833 </td><td style="border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7.41 </td><td style="border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">4.5</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">194 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div>Exercisable options, end of year</div></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,538,302 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">6.79 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-

color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:middle">4.5</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">183 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The weighted average grant date fair value per share for the Company's stock options granted during the years ended June 30, 2024, 2023, and 2022 was $4.02, $2.89, and $5.12, respectively. The total fair value of stock options vested during the years ended June 30, 2024, 2023, and 2022 was $4.5 million, $3.8 million, and $3.0 million, respectively. Performance based awards The Company has awarded stock options to certain executives which vest each year over a three to four-year period. These stock options are also subject to the achievement of performance goals to be established by the Company's Board for each fiscal year.
 The Compensation Committee of the Board of Directors established the performance metrics as a price target for the trading price of the Company's common stock in each applicable fiscal year. The price target is achieved if the average closing price of the common stock during any consecutive 30-trading-day period during the applicable fiscal year meets or exceeds: (i) $10.50 in the case of fiscal year 2021; (ii) $13.50 in the case of fiscal year 2022; (iii) $16.50 in the case of fiscal year 2023; and (iv) $19.50 in the case of fiscal year 2024. If at least 80% of the performance goals for an applicable fiscal year are achieved, the Compensation Committee may determine that the portion of the option eligible to vest based on such fiscal year's performance will vest on a prorated basis. In so determining, the Compensation Committee will consider the Company's performance relative to its market competitors and any other considerations deemed relevant by the Compensation Committee. The Compensation Committee's guideline is generally that for every percentage point the achieved price falls below the price target, the percentage of the performance options eligible to vest in respect of the applicable fiscal year should be reduced by 2%, but the Compensation Committee may vary this formula in its sole discretion.
 For these performance-based awards that provide discretion to the Compensation Committee, a mutual understanding of the key terms and conditions between the Company and the employees have not yet been met and a grant date has not been established. When the service period begins prior to the grant date, the Company begins recognizing compensation cost before there is a grant date. The Company estimates the award's fair value at each reporting period for these equity classified awards, until the grant date, utilizing a Monte Carlo simulation valuation model. The total expense recognized during the year ended June 30, 2024 for these awards was $0.1 million. For the year ended June 30, 2023, the total net benefit recognized for these awards was $0.8 million, primarily as a result of reversing unvested grants for terminated executives during the period.</div><div style="text-align:justify">
</div><div>COMMON STOCK GRANTS </div><div>
</div><div style="text-align:justify">The Company makes annual grants of restricted shares of common stock to executive officers pursuant to long-term stock incentive plans ("LTIPs") which vest annually, typically over three years.</div><div style="text-align:justify">
</div><div style="text-align:justify">The Company also grants restricted stock units ("RSU"s) to members of the board of directors as compensation for their service on the board as well as to employees as additional compensation. These stock awards typically vest over a one to three-year period.</div><div style="text-align:justify">
</div><div style="text-align:justify">A summary of the status of the Company's nonvested common shares and RSUs as of June 30, 2024, 2023, and 2022, and changes during the years then ended is presented below:</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:74.777%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average
Grant-Date
Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Nonvested at June 30, 2021</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">137,846 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9.57 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">507,729 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7.33 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(101,515) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">10.34 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(95,152)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">8.89 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Nonvested at June 30, 2022</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">448,908 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">7.00 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">346,346 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">5.41 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(274,011)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">5.96 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(97,342)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td

*style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">8.27 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Nonvested at June 30, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">423,901 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6.08 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">439,363 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">6.72 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(311,093) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6.38 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,207)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7.58 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Nonvested at June 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">547,964 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6.41 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-align:justify">STOCK-BASED COMPENSATION EXPENSE</div><div style="text-align:justify">
</div><div style="text-align:justify">The Company applies the fair value method to recognize compensation expense for stock-based awards. Using this method, the estimated grant-date fair value of the award is recognized over the requisite service period using the accelerated attribution method. The Company accounts for forfeitures as they occur.</div><div style="text-align:justify">
</div><div style="text-align:justify">A summary of the Company's stock-based compensation expense recognized during the years ended June 30, 2024, 2023, and 2022 is as follows:</div><div style="margin-top:17pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:64.689%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.577%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">For the year ended June 30,</td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Award type</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock options</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,992 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,967 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,424 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock grants</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,117 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,770 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,824 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total stock-based compensation expense</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,109 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,737 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The Company recognized tax benefits of $0.5 million, $1.4 million, and $0.6 million related to stock compensation expense for the years ended June 30, 2024, 2023, and 2022, respectively.
 A summary of the Company's unrecognized stock-based compensation expense as of June 30, 2024 is as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:76.026%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td*

style="width:1.0%"></td><td style="width:9.603%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.605%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Award type</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Unrecognized Expense
(in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Recognition Period
(in years)</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock options</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,566 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">1.3</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock grants</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,225 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.5</td></tr></table> The Company has three active stock-based compensation plans at June 30, 2024 as shown in the table below: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:22.360%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:32.917%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:27.492%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.632%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Date Approved</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Name of Plan</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Type of Plan</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Authorized
Shares</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">June 2014</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2014 Stock Option Incentive Plan</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock options</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">750,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">June 2015</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2015 Equity Incentive Plan</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock & stock options</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,250,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">April 2018</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2018 Equity Incentive Plan</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock & stock options</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,000,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,000,000 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 37500001250000100000000120000000 As of June 30, 2024, the Company had reserved shares of Common Stock for future issuance for the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:86.436%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.631%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Common Stock</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Reserved Shares</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Conversions of Preferred Stock and cumulative Preferred Stock dividends</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">95,558 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Issuance of shares to former executive upon the occurrence of a Cantaloupe transaction (1) </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">140,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total shares reserved for future issuance</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">235,558 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1)Represents 140,000 shares issuable to our former executive upon the occurrence of a "USA Transaction" as such term is defined in the stock agreement. As of June 30, 2024, the Company had the following shares available for issuance under the respective incentive plans: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:86.436%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.631%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Incentive Plan </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Available Options </td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Issuance under 2014 Stock Option Incentive Plan</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">15,687 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Issuance under 2015 Equity Incentive Plan</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">369,157 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Issuance under 2018 Equity Incentive Plan</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,170,267 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total options available for future issuance </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,555,111 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 9555814000023555814000015687369157417026745551111P3Y The fair value of options granted during the years ended June 30, 2024, 2023, and 2022 was determined using the following assumptions: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:61.070%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.803%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.631%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">For the year ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr style="height:9pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected volatility</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 52.6 - 69.7% </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 74.6 - 77.6% </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 73.2 - 74.6% </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected life (years)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 4.2 - 4.5 </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 4.4 - 4.6 </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 4.5 - 4.6 </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected dividends</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">0.0%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">0.0%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">0.0%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Risk-free interest rate</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 4.0 - 4.4% </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2.7 - 4.1% </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 1.0 - 2.9% </td></tr></table> 0.5260.6970.7460.7760.7320.746P4Y2M12DP4Y6MP4Y4M24DP4Y7M6DP4Y6MP4Y7M6D0.0000.0000.0000.0400.0440.0270.0410.0100.029 The following tables provide information about outstanding options for the years ended June 30, 2024, 2023, and 2022: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:41.988%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.579%"></td><td style="width:0.1%"></td></tr><tr style="height:12pt"><td colspan="3" rowspan="2" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:middle">For the year ended June 30, 2024</td></tr><tr style="height:36pt"><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Options</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average
Exercise Price</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Remaining Contractual Term (in years)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Intrinsic Value
(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> Outstanding options, beginning of year </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3,873,632 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">6.35 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">5.1</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">7,595 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">175,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">6.92 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(18,334)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td>

<td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:middle">6.06 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(29,799) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">6.90 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Expired</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(28,665)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:middle">4.40 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle"><div>Outstanding options, end of year</div></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3,971,834 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">6.63 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">4.3</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">3,582 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div>Exercisable options, end of year</div></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">2,602,259 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:middle">7.28 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:middle">3.8</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:middle">1,085 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr></table></div><div style="margin-top:5pt">
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:41.988%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.579%"></td><td style="width:0.1%"></td></tr><tr style="height:12pt"><td colspan="3" rowspan="2" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:middle">For the year ended June 30, 2023</td></tr><tr style="height:36pt"><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Options</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average
Exercise Price</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Remaining Contractual Term (in years)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Intrinsic Value
(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div>Outstanding options, beginning of year</div></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3,529,833 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">7.41 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">4.5</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">194 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1,720,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">4.61 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-

*align:left;vertical-align:middle">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">(1,376,201)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:middle">6.86 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Expired</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:middle">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle"> Outstanding options, end of year </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">3,873,632 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">6.35 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">5.1</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">7,595 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> Exercisable options, end of year </td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">1,341,466 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:middle">7.26 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:middle">3.9</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:middle">1,536 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr></table>
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:41.988%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.576%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.535%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.579%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:middle">For the year ended June 30, 2022</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Options</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average
Exercise Price</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Remaining Contractual Term (in years)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Aggregate Intrinsic Value
(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> Outstanding options, beginning of year </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,952,092 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6.97 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">5.6</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">14,419 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">Granted</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">904,500 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">8.86 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(121,248)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6.30 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(53)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle">Forfeited</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(205,511)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">8.09 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3"*

style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:middle">Expired</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:middle"><div>Outstanding options, end of year</div></td><td colspan="2" style="border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,529,833 </td><td style="border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7.41 </td><td style="border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">4.5</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">194 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div>Exercisable options, end of year</div></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,538,302 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">6.79 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt;text-align:right;vertical-align:middle">4.5</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">183 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 38736326.35P5Y1M6D75950001750006.92183346.060297996.90286654.4039718346.63P4Y3M18D3582000026022597.28P3Y9M18D1085000035298337.41P4Y6M194
style="text-align:justify">A summary of the status of the Company's nonvested common shares and RSUs as of June 30, 2024, 2023, and 2022, and changes during the years then ended is presented below: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:74.777%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average
Grant-Date
Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Nonvested at June 30, 2021</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">137,846 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9.57 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">507,729 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7.33 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(101,515) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">10.34 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(95,152)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">8.89 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Nonvested at June 30, 2022</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">448,908 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">7.00 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">346,346 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">5.41 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(274,011)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">5.96 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(97,342)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">8.27 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Nonvested at June 30, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">423,901 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6.08 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">439,363 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">6.72 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(311,093) </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6.38 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,207)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7.58 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Nonvested at June 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">547,964 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6.41 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
1378469.575077297.3310151510.34951528.894489087.003463465.412740115.96973428.274239016.084393636.723110936.3842077.585479646.41 A summary of the Company's stock-based compensation expense recognized during the years ended June 30, 2024, 2023, and 2022 is as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:64.689%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.577%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">For the year ended June 30,</td></tr><tr><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Award type</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock options</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,992 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,967 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,424 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock grants</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,117 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,770 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,824 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total stock-based compensation expense</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,109 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,737 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,248 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> A summary of the Company's unrecognized stock-based compensation expense as of June 30, 2024 is as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:76.026%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.603%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.605%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Award type</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-

height:100%">Unrecognized Expense
(in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Recognition Period
(in years)</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock options</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,566 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:middle">1.3</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock grants</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,225 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.5</td></tr></table> 2992000296700044240002117000177000018240005109000473700062480005000001400000600000156600OP1Y3M18D2225000P1Y6MINCOME TAXES The Company has significant deferred tax assets, a substantial amount of which result from operating loss carryforwards. The Company routinely evaluates its ability to realize the benefits of these assets to determine whether it is more likely than not that such benefit will be realized. The Company believes that for the year ended June 30, 2024, it is more likely than not that its deferred tax assets will not be realized. Accordingly, the Company has established a full valuation allowance on its net deferred tax assets. The Company intends to continue maintaining a full valuation allowance on its federal and state deferred tax assets until there is sufficient evidence to support the reversal of all or some portion of this allowance. However, given the Company's current earnings and anticipated future earnings, the Company believes that there is a reasonable possibility in a future period that sufficient positive evidence may become available to allow the Company to reach a conclusion that a significant portion of the valuation allowance will no longer be needed. Release of the valuation allowance would result in the recognition of certain deferred tax assets and a decrease to income tax expense for the period the release is recorded. However, the exact timing and amount of the valuation allowance release are subject to change on the basis of the level of profitability that the Company is able to actually achieve. The provision for income taxes for the years ended June 30, 2024, 2023 and 2022 is comprised of the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:62.350%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.600%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Current:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Federal</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(65)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">State</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(729)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(92)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(179)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Foreign</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total current</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(794)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(92)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(179)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Federal</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(248)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(62)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(18)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">State</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(27)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

*weight:400;line-height:100%">Foreign</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total deferred</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(191)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(89)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total income tax provision</td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">(985)</td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">(181)</td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">(186)</td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:5pt">
</div><div style="margin-top:5pt">The components of pre-tax income (loss) are as follows:</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:62.350%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.742%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.599%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">U.S. income (loss)</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">16,217 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">996 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(1,517)</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other income (loss)</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,239)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(182)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total income (loss)</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12,978 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">814 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,517)</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>

 A reconciliation of the provision for income taxes for the years ended June 30, 2024, 2023 and 2022 to the indicated provision based on income (loss) before the provision for income taxes at the federal statutory rate of 21.0% for the fiscal years ended June 30, 2024, June 30, 2023, and June 30, 2022 is as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:62.243%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.631%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Tax at U.S Federal statutory rate </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(2,725)</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(171)*

</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">319 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Effects of permanent differences</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Stock compensation</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">24 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(688)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(184)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Other permanent differences</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(81)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(497)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(106)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">State income taxes, net of federal benefit</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(613)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(296)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(275)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Changes related to prior years</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">51 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Changes related to state tax rates</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(2,455)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Changes in valuation allowances</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,281 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,942 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">184 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Statutory Rates Different from U.S.</div></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">183 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(54)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(67)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(124)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(985)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(181)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(186)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> As of June 30, 2024 the Company had federal and state operating loss carryforwards of approximately $159 million and $91 million, respectively, to offset future taxable income. As of June 30, 2023 the Company had federal and state operating loss carryforwards of approximately $179 million and $112 million, respectively, to offset future taxable income. The timing and extent to which the Company can utilize operating loss carryforwards in any year may be limited because of provisions of the Internal Revenue Code regarding changes in ownership of corporations (i.e. IRS Code Section 382). Federal and state net operating loss carryforwards of $64 million and $10 million, respectively, have indefinite lives and will not expire. The remaining $95 million of federal net operating loss carryforwards and $81 million of state operating loss carryforwards begin to </div><div style="margin-top:12pt;text-align:justify">expire in 2024. The net deferred tax assets arose primarily from net operating loss carryforwards, as well as the use of different accounting methods for financial statement and income tax reporting purposes as follows:</div><div style="margin-top:12pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:74.706%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.631%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30,</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred tax assets:</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Net operating loss carryforwards</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">37,621 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">42,614 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Receivable credit losses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,367 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,180 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Inventory reserves</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">541 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">580 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Sales returns and allowances</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,463 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,916 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Sales tax reserves</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,876 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,824 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Deferred research and development</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,750 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,856 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Stock-based compensation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,327 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,798 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Lease liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,410 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">884 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">346 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">190 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">56,701 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">56,842 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred tax liabilities:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Intangibles</td><td

colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,502)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,689)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Property and equipment</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,179)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,466)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Right-of-use assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,954)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(586)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,635)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,741)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred tax assets, net</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">50,066 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,101 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Valuation allowance</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(50,532)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(51,376)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred income taxes</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(466)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(275)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> As of June 30, 2024, the Company had total unrecognized income tax benefits of $0.8 million related to its nexus in certain state tax jurisdictions. If recognized in future years, $0.8 million of these currently unrecognized income tax benefits would impact the income tax provision and effective tax rate. The following table summarizes the activity related to unrecognized income tax benefits:</div><div style="margin-top:17pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:62.350%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.600%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at the beginning of the year</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">689 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">572 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">444 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Gross increases and decreases related to current period tax positions</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Gross increases and decreases related to prior period tax positions</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">110 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">117 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">128 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at the end of the year</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">799 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">689 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-

align:right;vertical-align:bottom">572 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
The Company files income tax returns in the United States federal jurisdiction and various state jurisdictions. The tax years ended June 30, 2020 through June 30, 2022 remain open to examination by taxing jurisdictions to which the Company is subject. While the statute of limitations has expired for years prior to the year ended June 30, 2020, changes in reported losses for those years are subject to examination by tax authorities to the extent that operating loss carryforwards from those prior years impact upon taxable income in current years. As of June 30, 2024, the Company did not have any income tax examinations in process. The provision for income taxes for the years ended June 30, 2024, 2023 and 2022 is comprised of the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:62.350%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.600%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Current:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Federal</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(65)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">State</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(729)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(92)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(179)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Foreign</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">Total current</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(794)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(92)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(179)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Federal</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(248)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(62)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(18)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">State</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(27)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Foreign</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total deferred</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(191)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(89)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-

size:10pt;font-weight:400;line-height:100%">Total income tax provision</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">(985)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">(181)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">(186)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>650000072900092000179000000794000920001790002480006200018000-5700027000-110000001910008990070009850001810001860000<div style="margin-top:5pt">The components of pre-tax income (loss) are as follows:</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:62.350%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.742%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.599%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">U.S. income (loss)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">16,217 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">996 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(1,517)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other income (loss)</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,239)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(182)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total income (loss)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12,978 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">814 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,517)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 16217000996000-1517000-3239000-18200001297800081400 0-1517000 A reconciliation of the provision for income taxes for the years ended June 30, 2024, 2023 and 2022 to the indicated provision based on income (loss) before the provision for income taxes at the federal statutory rate of 21.0% for the fiscal years ended June 30, 2024, June 30, 2023, and June 30, 2022 is as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:62.243%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.631%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Tax at U.S Federal statutory rate </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(2,725) </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(171)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">319 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Effects of permanent differences</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Stock compensation</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">24 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(688)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">

$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(184)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom">Other permanent differences</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(81)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(497)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(106)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">State income taxes, net of federal benefit</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(613)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(296)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(275)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Changes related to prior years</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">51 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Changes related to state tax rates</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(2,455)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Changes in valuation allowances</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">2,281 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,942 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">184 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Statutory Rates Different from U.S. </td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">183 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(54)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(67)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(124)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(985)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(181)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(186)</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 0.2100.2100.2102725000171000-319000-2400068800018400081000497000106000613000296000275000-510000024550000-2281000-3942000-184000-

1830000054000670001240009850001810001860001590000009100000017900000011200000064000000100000009500000081000000The net deferred tax assets arose primarily from net operating loss carryforwards, as well as the use of different accounting methods for financial statement and income tax reporting purposes as follows:
<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:74.706%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.630%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.533%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.631%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of June 30,</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred tax assets:</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Net operating loss carryforwards</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">37,621 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">42,614 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Receivable credit losses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,367 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,180 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Inventory reserves</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">541 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">580 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Sales returns and allowances</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,463 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,916 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Sales tax reserves</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,876 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,824 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Deferred research and development</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,750 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,856 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Stock-based compensation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,327 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,798 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Lease liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,410 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">884 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">346 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">190 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">56,701 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">56,842 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred tax liabilities:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Intangibles</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,502)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,689)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Property and equipment</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,179)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,466)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Right-of-use assets</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,954)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(586)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6,635)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,741)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-

*serif;font-size:10pt;font-weight:400;line-height:100%">Deferred tax assets, net</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">50,066 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,101 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Valuation allowance</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(50,532)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(51,376)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred income taxes</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(466)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(275)</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
3762100042614000136700011800005410005800002463000191600018760002824000575000028560004327000379800024100008840003460001900005670100056(*following table summarizes the activity related to unrecognized income tax benefits: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:62.350%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.600%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at the beginning of the year</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">689 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">572 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">444 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Gross increases and decreases related to current period tax positions</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Gross increases and decreases related to prior period tax positions</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">110 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">117 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">128 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at the end of the year</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">799 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">689 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">572 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 689000572000444000000110000117000128000799000689000572000LOSS) PER SHARE CALCULATION The calculation of basic and diluted earnings (loss) per share is presented below: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:62.350%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.600%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands, except share and per share data)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Numerator for basic and diluted earnings (loss) per share</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income (loss)</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New*

Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">11,993 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">633 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(1,703)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Preferred dividends</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(578)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(623)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(668)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income (loss) available to common shareholders</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">11,415 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(2,371)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Denominator for basic earnings (loss) per share- Weighted average shares outstanding </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">72,819,220 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71,978,901 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71,091,790 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Effect of dilutive potential common shares</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,352,878 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">535,733 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Denominator for diluted earnings (loss) per share- Adjusted weighted average shares outstanding </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74,172,098 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">72,514,634 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71,091,790 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Basic earnings (loss) per share</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.16 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(0.03)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Diluted earnings (loss) per share</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">0.15 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(0.03)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Potentially anti-dilutive shares excluded from the calculation of diluted earnings (loss) per share were approximately 0 million, 4 million, and 5 million for the year ended June 30, 2024, 2023 and 2022, respectively.The calculation of basic and diluted earnings (loss) per share is presented below: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:62.350%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.600%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands, except share and per share data)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid

#000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr style="height:3pt"><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Numerator for basic and diluted earnings (loss) per share</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income (loss)</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">11,993 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">633 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(1,703)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Preferred dividends</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(578)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(623)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(668)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income (loss) available to common shareholders</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">11,415 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(2,371)</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Denominator for basic earnings (loss) per share- Weighted average shares outstanding </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">72,819,220 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71,978,901 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71,091,790 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Effect of dilutive potential common shares</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,352,878 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">535,733 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Denominator for diluted earnings (loss) per share- Adjusted weighted average shares outstanding </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74,172,098 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">72,514,634 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">71,091,790 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Basic earnings (loss) per share</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">0.16 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(0.03)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Diluted earnings (loss) per share</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">0.15 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(0.03)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 119930006330000-170300057800062300066800011415000100000-237100072819220719789017109179013528785357330741720987251463471091790 0.160-0.030.150-0.030400000005000000FAIR VALUE OF FINANCIAL INSTRUMENTSThe carrying amounts of certain of the Company's financial instruments, including cash equivalents, accounts receivable, accounts payable and accrued expenses, are carried at cost which approximates fair value due to their liquid or short-term nature. We have not identified material factors that would significantly impact the fair value of our financial assets and liabilities. The Company's obligations under its long-term

*debt agreements are carried at amortized cost, which approximates their fair value as of June 30, 2024, as the debt facility was recently amended in March and December, 2022 and the interest rates applicable are variable in nature. The fair value of the Company's obligations under its long-term debt agreements with JPMorgan were considered Level 2 liabilities of the fair value hierarchy because these instruments have interest rates that reset frequently.SHAREHOLDER'S EQUITY AND PREFERRED STOCK Common Stock
 The Company has 640.0 million shares of common stock, no par value, authorized for issuance. Each holder of common stock is entitled to one vote for each share of common stock held of record by such holder on all matters on which stockholders are entitled to vote, including the election of directors. The Company had approximately 72.9 million and 72.7 million shares of common stock issued and outstanding, respectively, as of June 30, 2024 and June 30, 2023.
 Common Stock Dividends The holders of the common stock are entitled to receive dividends as the Board of Directors of the Company may from time to time declare out of funds legally available for payment of dividends. Through the date hereof, no cash dividends have been declared on the Company's common stock or preferred stock. No dividend may be paid on the common stock until all accumulated and unpaid dividends on the preferred stock have been paid.
 Convertible Preferred Stock
 The Company has 1.8 million of preferred stock authorized for issuance which may be issued from time to time in one or more series, each series with such rights, preferences or restrictions as determined by the Board of Directors. As of June 30, 2024, 900,000 preferred shares have been designated as Series A Convertible Preferred Stock, no par value. The other 900,000 preferred shared shares have not been designated. Each share of Series A Convertible Preferred Stock is convertible into 0.1988 of a share of Common Stock and each share of Series A Convertible Preferred Stock is entitled to 0.1988 of a vote on all matters on which the holders of Common Stock are entitled to vote. Series A Convertible Preferred Stock provides for an annual cumulative dividend of $1.50 per share, payable when, and if declared by the Board of Directors, to the shareholders of record in equal parts on February 1 and August 1 of each year. Any and all accumulated and unpaid cash dividends on the Series A Convertible Preferred Stock must be declared and paid prior to the declaration and payment of any dividends on the Common Stock.
 During the fiscal year 2023, the Company retired 59,281 shares of its Series A convertible preferred stock that it purchased for an aggregate amount of approximately $2.45 million. The repurchase transaction was primarily accounted for as an extinguishment of preferred stock and recorded as a decrease to the carrying value of the preferred stock in the amount of $0.42 million and common stock of $1.73 million for an aggregate amount of $2.15 million that was included within the Cash flows from financing activities in the Consolidated Statements of Cash Flows. The remaining $0.3 million was deemed to be an amount in excess of the fair value of the preferred stock and was recorded within Operating expenses in the Consolidated Statements of Operations and Cash flows from operating activities in the Consolidated Statements of Cash Flows.
 The Series A Convertible Preferred Stock may be called for redemption at the option of the Board of Directors for a price of $11.00 per share plus payment of all accrued and unpaid dividends. No such redemption has occurred as of June 30, 2024. In the event of any liquidation as defined in the Company's Articles of Incorporation, the holders of shares of Series A Convertible Preferred Stock issued shall be entitled to receive $10.00 for each outstanding share plus all cumulative unpaid dividends. If funds are insufficient for this distribution, the assets available will be distributed ratably among the preferred shareholders. The Series A Convertible Preferred Stock liquidation preference as of June 30, 2024 and 2023 is as follows:</div><div style="margin-top:5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:74.777%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> For shares outstanding at $10.00 per share</div></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,858 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,858 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cumulative undeclared and unpaid dividends</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,864 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,286 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">22,722 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">22,144 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The Company has determined that its Series A Convertible Preferred Stock is contingently redeemable due to the existence of deemed liquidation provisions contained in its certificate of incorporation, and therefore classifies its convertible preferred stock outside of permanent equity. The Company has not made any adjustments to the carrying value of the Series A Convertible Preferred Stock to reflect the liquidation value of the shares inclusive of the cumulative undeclared and unpaid dividends because the Company has determined that a deemed liquidation event is not probable of occurring. Cumulative undeclared and unpaid dividends are convertible into common shares at $1,000 per common share at the option of the shareholder. During the years ended June 30, 2024, 2023 and 2022, no shares of Preferred Stock nor cumulative preferred dividends were converted into shares of common stock.
640000000.01729000007290000072700000727000001800000900000900000.19880.19881.5059281245000042000017300002150000300000011.0010.00The Series A Convertible Preferred Stock liquidation preference as of June 30, 2024 and 2023 is as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:74.777%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.595%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.598%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended June 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">($ in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"> For shares outstanding at $10.00 per share</div></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,858 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,858 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cumulative undeclared and unpaid dividends</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,864 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,286 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-

height:100%">22,722 </td><td style="background-color:#ceceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">22,144 </td><td style="background-color:#ceceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 10.00385800038580001886400018286000227220002214400001000RETIREMENT PLANThe Company's 401(k) Plan (the "Retirement Plan") allows employees to make voluntary contributions, beginning on their first day of active employment, up to a maximum of 100% of their annual compensation, as defined in the Retirement Plan. The Company may, in its discretion, make a matching contribution, a profit-sharing contribution, a qualified non-elective contribution, and/or a safe harbor 401(k) contribution to the Retirement Plan. The Company must make an annual election, at the beginning of the plan year, as to whether it will make a safe harbor contribution to the plan. In fiscal years 2024, 2023 and 2022, the Company elected and made safe harbor matching contributions of 100% of the participant's first 3% and 50% of the next 2% of compensation deferred into the Retirement Plan. The Company's safe harbor contributions for the years ended June 30, 2024, 2023 and 2022 approximated $0.9 million, $0.8 million and $0.7 million, respectively, and are included within General and administrative expenses within our Consolidated Statements of Operations.11110.030.030.030.500.500.500.020.020.029000000800000700000COMMITMENTS AND CONTINGENCIES Litigation
 We are a party to litigation and other proceedings that arise in the ordinary course of our business. These types of matters could result in fines, penalties, compensatory or treble damages or non-monetary sanctions or relief. In accordance with the accounting guidance for contingencies, we reserve for litigation claims and assessments asserted or threatened against us when a loss is probable and the amount of the loss can be reasonably estimated. We cannot predict the outcome of legal or other proceedings with certainty.
 SEC Inquiries and Settlements
 Beginning in the fiscal year 2019, the Company received inquiries from the SEC into the facts and circumstances arising from accounting practices in fiscal years 2017 and 2018 ("2019 Investigation"). The Company fully cooperated with these inquiries. During fiscal year 2023, the Company reached a settlement with the SEC to resolve its 2019 Investigation. As part of the settlement, the Company agreed to neither admit nor deny the findings in the SEC's final order, and agreed to a cease-and-desist order with a civil monetary penalty payment of $1.5 million. The penalty payment was fully paid to the SEC as of June 30, 2023. During fiscal year 2023, the Company received a $2.0 million reimbursement from its directors and officers (D&O) insurance policy for legal fees and expenses incurred in connection with the 2019 Investigation. The D&O reimbursement proceeds were recorded as a reduction of "Investigation, proxy and restatement expenses, net of insurance recoveries" on the Company's Consolidated Statement of Operations for the fiscal year ended June 30, 2023. Additionally, in fiscal year 2024, the Company agreed to an additional net settlement of approximately $1.5 million with a third party insurance carrier related to the reimbursement of expenses associated with the closed SEC investigation. The additional settlement proceeds were recorded as a reduction of "Investigation, proxy and restatement expenses, net of insurance recoveries" on the Company's Consolidated Statement of Operations for the fiscal year ended June 30, 2024. The matter is now fully closed.
 Purchase Commitments As of June 30, 2024, the Company had no material firm purchase commitments over the next year.150000020000001500000RELATED PARTY TRANSACTIONSA member of our Board of Directors serves as a strategic advisor to a consulting firm that we utilize for payments analytics and advisory services. These services are utilized by the Company to reduce the cost of our interchange and other processing fees charged by payment processors and credit card networks. As consideration for the services, we pay the consulting firm a success fee based on the savings realized by the Company and a recurring monthly subscription fee for the analytics services. The total expense recognized within Cost of subscription and transaction fees for the year ended June 30, 2024, 2023, and 2022 for these arrangements were $0.2 million, $0.4 million, and $1.1 million, respectively.20000040000011000000SUBSEQUENT EVENTS On September 5, 2024, the Company acquired SB Software Limited, a United Kingdom private limited Company, for an estimated aggregate base purchase price of approximately $13 million, including approximately $3 million in consideration contingent upon achievement of certain revenue targets over the next three years. The acquired company is in the businesses of vending machine and coffee machine management in the United Kingdom.
 Due to the limited amount of time since the acquisition date, the preliminary acquisition valuation for the acquisition is incomplete at this time. As a result, the Company is unable to provide the amounts recognized as of the acquisition date for the major classes of assets acquired and liabilities assumed. The Company expects to have preliminary allocations of the purchase consideration to the assets acquired and liabilities assumed in the first quarter ended September 30, 2024. 1300000003000000P3YfalsefalsefalsefalsetrueXBRL

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